

Public Storage  
Form 10-Q  
May 05, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended March 31, 2014

or

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from to .

Commission File Number: 001-33519

PUBLIC STORAGE

(Exact name of registrant as specified in its charter)

Maryland	95-3551121
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

701 Western Avenue, Glendale, California	91201-2349
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (818) 244-8080.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for at least the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

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Yes  No

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

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

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

Yes  No

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Indicate the number of the registrant's outstanding common shares of beneficial interest, as of May 1, 2014:

Common Shares of beneficial interest, \$.10 par value per share – 172,539,982 shares

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PUBLIC STORAGE

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## PUBLIC STORAGE

## BALANCE SHEETS

(Amounts in thousands, except share data)

(Unaudited)

	March 31, 2014	December 31, 2013
<b>ASSETS</b>		
Cash and cash equivalents	\$ 101,112	\$ 19,169
Real estate facilities, at cost:		
Land	3,327,012	3,321,236
Buildings	9,012,703	8,965,020
	12,339,715	12,286,256
Accumulated depreciation	(4,192,529)	(4,098,814)
	8,147,186	8,187,442
Construction in process	37,742	52,336
	8,184,928	8,239,778
Investments in unconsolidated real estate entities	858,222	856,182
Goodwill and other intangible assets, net	232,273	246,854
Loan receivable from Shurgard Europe	209,557	428,139
Other assets	96,490	86,144
Total assets	\$ 9,682,582	\$ 9,876,266

**LIABILITIES AND EQUITY**

Borrowings on bank credit facility	\$ -	\$ 50,100
Term loan	372,000	700,000
Notes payable	88,150	88,953
Accrued and other liabilities	222,608	218,358
Total liabilities	682,758	1,057,411

Commitments and contingencies (Note 12)

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Equity:

Public Storage shareholders' equity:

Preferred Shares, \$0.01 par value, 100,000,000 shares authorized, 151,900 shares issued (in series) and outstanding, (142,500 at December 31, 2013), at liquidation preference	3,797,500	3,562,500
Common Shares, \$0.10 par value, 650,000,000 shares authorized, 172,236,050 shares issued and outstanding (171,776,291 shares at December 31, 2013)	17,224	17,178
Paid-in capital	5,544,204	5,531,034
Accumulated deficit	(385,512)	(318,482)
Accumulated other comprehensive loss	(15)	(500)
Total Public Storage shareholders' equity	8,973,401	8,791,730
Noncontrolling interests	26,423	27,125
Total equity	8,999,824	8,818,855
Total liabilities and equity	\$ 9,682,582	\$ 9,876,266

See accompanying notes.

## PUBLIC STORAGE

## STATEMENTS OF INCOME

(Amounts in thousands, except per share amounts)

(Unaudited)

	For the Three Months Ended March 31,	
	2014	2013
Revenues:		
Self-storage facilities	\$ 485,587	\$ 439,665
Ancillary operations	34,037	31,235
	519,624	470,900
Expenses:		
Self-storage cost of operations	156,068	140,993
Ancillary cost of operations	18,451	9,396
Depreciation and amortization	109,021	91,001
General and administrative	18,989	18,253
	302,529	259,643
Operating income	217,095	211,257
Interest and other income	2,402	5,581
Interest expense	(3,480)	(3,497)
Equity in earnings of unconsolidated real estate entities	14,604	11,643
Foreign currency exchange loss	(2,348)	(12,737)
Net income	228,273	212,247
Allocation to noncontrolling interests	(1,077)	(1,024)
Net income allocable to Public Storage shareholders	227,196	211,223
Allocation of net income to:		
Preferred shareholders - distributions	(52,507)	(48,590)
Restricted share units	(637)	(697)
Net income allocable to common shareholders	\$ 174,052	\$ 161,936
Net income allocable to common shareholders per common share:		
Basic	\$ 1.01	\$ 0.94
Diluted	\$ 1.01	\$ 0.94



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Basic weighted average common shares outstanding	171,910	171,446
Diluted weighted average common shares outstanding	172,809	172,514
Cash dividends declared per common share	\$ 1.40	\$ 1.25

See accompanying notes.

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## PUBLIC STORAGE

## STATEMENTS OF COMPREHENSIVE INCOME

(Amounts in thousands)

(Unaudited)

	For the Three Months Ended March 31,	
	2014	2013
Net income	\$ 228,273	\$ 212,247
Other comprehensive income (loss):		
Aggregate foreign currency exchange loss	(1,863)	(32,621)
Adjust for foreign currency exchange loss included in net income	2,348	12,737
Other comprehensive income (loss)	485	(19,884)
Total comprehensive income	228,758	192,363
Allocation to noncontrolling interests	(1,077)	(1,024)
Comprehensive income allocable to Public Storage shareholders	\$ 227,681	\$ 191,339

See accompanying notes.



## PUBLIC STORAGE

## STATEMENT OF EQUITY

(Amounts in thousands, except share and per share amounts)

(Unaudited)

Cumulative Preferred Shares	Common Shares	Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive (Loss) Income	Total Public Storage Shareholders' Equity	Noncontrolling Interests	Total Equity	
Balances at December 31, 2013	\$ 3,562,500	\$ 17,178	5,531,034	\$ (318,482)	\$ (500)	\$ 8,791,730	\$ 27,125	\$ 8,818,855
Issuance of 9,400,000 preferred shares (Note 8)	235,000	-	(7,503)	-	-	227,497	-	227,497
Issuance of common shares in connection with share-based compensation (459,759 shares) (Note 10)	-	46	25,363	-	-	25,409	-	25,409
Cash paid in lieu of common shares issued for restricted share unit vestings, net of share-based compensation expense (Note 10)	-	-	(4,690)	-	-	(4,690)	-	(4,690)
Net income	-	-	-	228,273	-	228,273	-	228,273
Net income allocated to noncontrolling interests	-	-	-	(1,077)	-	(1,077)	1,077	-

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Distributions to equity holders:								
Preferred shares (Note 8)	-	-	-	(52,507)	-	(52,507)	-	(52,507)
Noncontrolling interests	-	-	-	-	-	-	(1,779)	(1,779)
Common shares and restricted share units (\$1.40 per share)	-	-	-	(241,719)	-	(241,719)	-	(241,719)
Other comprehensive income (Note 2)	-	-	-	-	485	485	-	485
Balances at March 31, 2014	\$ 3,797,500	\$ 17,224	\$ 5,544,204	\$ (385,512)	\$ (15)	\$ 8,973,401	\$ 26,423	\$ 8,999,824

See accompanying notes.

## PUBLIC STORAGE

## STATEMENTS OF CASH FLOWS

(Amounts in thousands)

(Unaudited)

	For the Three Months Ended March 31,	
	2014	2013
Cash flows from operating activities:		
Net income	\$ 228,273	\$ 212,247
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	109,021	91,001
Distributions received from unconsolidated real estate entities less than equity in earnings	(1,728)	(493)
Foreign currency exchange loss	2,348	12,737
Other	(7,205)	(6,153)
Total adjustments	102,436	97,092
Net cash provided by operating activities	330,709	309,339
Cash flows from investing activities:		
Capital expenditures to maintain real estate facilities	(13,136)	(7,818)
Construction in process	(25,517)	(27,779)
Acquisition of real estate facilities and intangibles (Note 3)	-	(13,540)
Disposition of portion of loan receivable from Shurgard Europe	216,217	-
Other	(4,495)	7,721
Net cash provided by (used in) investing activities	173,069	(41,416)
Cash flows from financing activities:		
Repayments on bank credit facility	(50,100)	(133,000)
Repayments on term loan	(328,000)	-
Repayments on notes payable	(710)	(193,186)
Issuance of common shares	25,409	3,863
Issuance of preferred shares	227,497	701,687
Distributions paid to Public Storage shareholders	(294,226)	(263,733)
Distributions paid to noncontrolling interests	(1,779)	(1,692)
Net cash (used in) provided by financing activities	(421,909)	113,939
Net increase in cash and cash equivalents	81,869	381,862
Net effect of foreign exchange translation on cash and cash equivalents	74	(849)
Cash and cash equivalents at the beginning of the period	19,169	17,239
Cash and cash equivalents at the end of the period	\$ 101,112	\$ 398,252

See accompanying notes.



PUBLIC STORAGE

STATEMENTS OF CASH FLOWS

(Amounts in thousands)

(Unaudited)

For the Three Months  
 Ended March 31,  
 2014      2013

Supplemental schedule of non-cash investing and financing activities:

Foreign currency translation adjustment:

Real estate facilities, net of accumulated depreciation	\$ (116)	\$ 789
Investments in unconsolidated real estate entities	(312)	18,553
Loan receivable from Shurgard Europe	2,365	12,430
Accumulated other comprehensive loss	(1,863)	(32,621)

See accompanying notes.



PUBLIC STORAGE

NOTES TO FINANCIAL STATEMENTS

March 31, 2014

(Unaudited)

1. Description of the Business

Public Storage (referred to herein as “the Company”, “we”, “us”, or “our”), a Maryland real estate investment trust, was organized in 1980. Our principal business activities include the acquisition, development, ownership and operation of self-storage facilities which offer storage spaces for lease, generally on a month-to-month basis, for personal and business use.

At March 31, 2014, we have direct and indirect equity interests in 2,202 self-storage facilities (with approximately 141 million net rentable square feet) located in 38 states in the United States (“U.S.”) operating under the “Public Storage” name. In Europe, we own one self-storage facility in London, England and we have a 49% interest in Shurgard Europe, which owns 187 self-storage facilities (with approximately 10 million net rentable square feet) located in seven Western European countries, all operating under the “Shurgard” name. We also have direct and indirect equity interests in approximately 31 million net rentable square feet of commercial space located in 11 states in the U.S. primarily owned and operated by PS Business Parks, Inc. (“PSB”) under the “PS Business Parks” name. At March 31, 2014, we have an approximate 42% common equity interest in PSB.

Disclosures of the number and square footage of properties, as well as the number and coverage of tenant reinsurance policies are unaudited and outside the scope of our independent registered public accounting firm’s review of our financial statements in accordance with the standards of the Public Company Accounting Oversight Board (U.S.).

2. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying unaudited interim financial statements were prepared in accordance with U.S. generally accepted accounting principles (“GAAP”) as defined in the Financial Accounting Standards Board Accounting Standards Codification (the “Codification”), including guidance with respect to interim financial information and in conformity with the instructions to Form 10-Q and Article 10 of Regulation S-X. While they do not include all of the disclosures required by GAAP for complete financial statements, we believe that we have included all adjustments (consisting of normal and recurring adjustments) necessary for a fair presentation. Operating results for the three months ended March 31, 2014 are not necessarily indicative of the results that may be expected for the year ending December 31, 2014 due to seasonality and other factors. These interim financial statements should be read together with the audited financial statements and related notes included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2013.

Consolidation and Equity Method of Accounting

We consider entities to be Variable Interest Entities (“VIEs”) when they have insufficient equity to finance their activities without additional subordinated financial support provided by other parties, or where the equity holders as a

group do not have a controlling financial interest. We have no investments or other involvement in any VIEs.

We consolidate all entities that we control (these entities, for the period in which the reference applies, are referred to collectively as the “Subsidiaries”), and we eliminate intercompany transactions and balances. We account for our investments in entities that we have significant influence over, but do not control, using the equity method of accounting (these entities, for the periods in which the reference applies, are referred to

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PUBLIC STORAGE

NOTES TO FINANCIAL STATEMENTS

March 31, 2014

(Unaudited)

collectively as the “Unconsolidated Real Estate Entities”). When we obtain control of an Unconsolidated Real Estate Entity, we commence consolidating the entity and record a gain representing the differential between the book value and fair value of our preexisting equity interest. All changes in consolidation status are reflected prospectively.

When we are general partner, we control the partnership unless the third-party limited partners can dissolve the partnership or otherwise remove us as general partner without cause, or if the limited partners have the right to participate in substantive decisions of the partnership.

Collectively, at March 31, 2014, the Company and the Subsidiaries own 2,188 self-storage facilities in the U.S., one self-storage facility in London, England and six commercial facilities in the U.S. At March 31, 2014, the Unconsolidated Real Estate Entities are comprised of PSB, Shurgard Europe, as well as limited partnerships that own an aggregate of 14 self-storage facilities in the U.S. (these limited partnerships, for the periods in which the reference applies, are referred to as the “Other Investments”).

Use of Estimates

The financial statements and accompanying notes reflect our estimates and assumptions. Actual results could differ from those estimates and assumptions.

Income Taxes

We have elected to be treated as a real estate investment trust (“REIT”), as defined in the Internal Revenue Code. As a REIT, we do not incur federal income tax if we distribute 100% of our REIT taxable income (generally, net rents and gains from real property, dividends, and interest) each year, and if we meet certain organizational and operational rules. We believe we will meet these REIT requirements in 2014, and that we have met them for all other periods presented herein. Accordingly, we have recorded no federal income tax expense related to our REIT taxable income.

Our merchandise and tenant reinsurance operations are subject to corporate income tax and such taxes are included in ancillary cost of operations. We also incur income and other taxes in certain states, which are included in general and administrative expense.

We recognize tax benefits of uncertain income tax positions that are subject to audit only if we believe it is more likely than not that the position would ultimately be sustained assuming the relevant taxing authorities had full knowledge of the relevant facts and circumstances of our positions. As of March 31, 2014, we had no tax benefits that were not recognized.

Real Estate Facilities

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Real estate facilities are recorded at cost. We capitalize all costs incurred to develop, construct, renovate and improve properties, including interest and property taxes incurred during the construction period. We expense internal and external transaction costs associated with acquisitions or dispositions of real estate, as well as repairs and maintenance costs, as incurred. We depreciate buildings and improvements on a straight-line basis over estimated useful lives ranging generally between 5 to 25 years.

We allocate the net acquisition cost of acquired operating self-storage facilities to the underlying land, buildings, identified intangible assets, and remaining noncontrolling interests based upon their respective

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PUBLIC STORAGE

NOTES TO FINANCIAL STATEMENTS

March 31, 2014

(Unaudited)

individual estimated fair values. Any difference between the net acquisition cost and the estimated fair value of the net tangible and intangible assets acquired is recorded as goodwill.

Other Assets

Other assets primarily consist of prepaid expenses, accounts receivable, land held for sale and restricted cash.

Accrued and Other Liabilities

Accrued and other liabilities consist primarily of trade payables, property tax accruals, tenant prepayments of rents, accrued interest payable, accrued payroll, accrued tenant reinsurance losses, casualty losses, and contingent loss accruals which are accrued when probable and estimable. We disclose the nature of significant unaccrued losses that are reasonably possible of occurring and, if estimable, a range of exposure.

Cash Equivalents, Marketable Securities and Other Financial Instruments

Cash equivalents represent highly liquid financial instruments such as money market funds with daily liquidity or short-term commercial paper or treasury securities maturing within three months of acquisition. Cash and cash equivalents which are restricted from general corporate use are included in other assets. Commercial paper not maturing within three months of acquisition, which we intend and have the capacity to hold until maturity, are included in marketable securities and accounted for using the effective interest method. Transfers of financial assets are recorded as sales when the asset is put presumptively beyond our and our creditors' reach, there is no impediment to the transferee's right to pledge or exchange the asset, we have surrendered effective control of the asset, we have no actual or effective right or requirement to repurchase the asset and, in the case of a transfer of a participating interest, there is no impediment to our right to pledge or exchange the participating interest we retain.

Fair Value Accounting

As used herein, the term "fair value" is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. We prioritize the inputs used in measuring fair value based upon a three-tier hierarchy described in Codification Section 820-10-35.

We believe that, during all periods presented, the carrying values approximate the fair values of our cash and cash equivalents, marketable securities, other assets, and accrued and other liabilities, based upon our evaluation of the underlying characteristics, market data, and short maturity of these financial instruments, which involved considerable judgment. The estimated fair values are not necessarily indicative of the amounts that could be realized in current market exchanges. The characteristics of these financial instruments, market data, and other comparative metrics utilized in determining these fair values are "Level 2" inputs as the term is defined in Codification Section 820-10-35-47.

We use significant judgment to estimate fair values in recording our business combinations, to evaluate real estate, investments in unconsolidated real estate entities, goodwill, and other intangible assets for impairment, and to determine the fair values of notes payable and receivable. In estimating fair values, we consider significant unobservable inputs such as market prices of land, market capitalization rates and earnings multiples for real estate facilities, projected levels of earnings, costs of construction, functional depreciation,

PUBLIC STORAGE

NOTES TO FINANCIAL STATEMENTS

March 31, 2014

(Unaudited)

and market interest rates for debt securities with a similar time to maturity and credit quality, which are “Level 3” inputs as the term is defined in Codification Section 820-10-35-52.

Currency and Credit Risk

Financial assets that are exposed to credit risk consist primarily of cash and cash equivalents, accounts receivable, loans receivable, and restricted cash. Cash equivalents and marketable securities we invest in are either money market funds with a rating of at least AAA by Standard and Poor’s, commercial paper that is rated A1 by Standard and Poor’s or deposits with highly rated commercial banks.

At March 31, 2014, due primarily to our investment in and loan receivable from Shurgard Europe, our operating results and financial position are affected by fluctuations in currency exchange rates between the Euro, and to a lesser extent, other European currencies, against the U.S. Dollar.

Goodwill and Other Intangible Assets

Intangible assets are comprised of goodwill, the “Shurgard” trade name, acquired customers in place, and leasehold interests in land.

Goodwill totaled \$174.6 million at March 31, 2014 and December 31, 2013. The “Shurgard” trade name, which is used by Shurgard Europe pursuant to a fee-based licensing agreement, has a book value of \$18.8 million at March 31, 2014 and December 31, 2013. Goodwill and the “Shurgard” trade name have indefinite lives and are not amortized.

Acquired customers in place and leasehold interests in land are finite-lived and are amortized relative to the benefit of the customers in place or the land lease expense to each period. At March 31, 2014, these intangibles have a net book value of \$38.8 million (\$53.4 million at December 31, 2013). Accumulated amortization totaled \$42.4 million at March 31, 2014 (\$35.1 million at December 31, 2013), and amortization expense of \$14.6 million and \$2.6 million was recorded in the three months ended March 31, 2014 and 2013, respectively. The estimated future amortization expense for our finite-lived intangible assets at March 31, 2014 is \$22.0 million in the remainder of 2014, \$8.2 million in 2015 and \$8.6 million thereafter. During the three months ended March 31, 2013, intangibles were increased \$0.3 million, in connection with the acquisition of self-storage facilities and leasehold interests.

Evaluation of Asset Impairment

We evaluate our real estate, finite-lived intangible assets, investments in unconsolidated real estate entities, and loan receivable from Shurgard Europe for impairment on a quarterly basis. We evaluate indefinite-lived assets (including goodwill) for impairment on an annual basis, or more often if there are indicators of impairment.

In evaluating our real estate assets and finite-lived intangible assets for impairment, if there are indicators of impairment, and we determine that the asset is not recoverable from future undiscounted cash flows, an impairment charge is recorded for any excess of the carrying amount over the asset's estimated fair value. For long-lived assets that we expect to dispose of prior to the end of their estimated useful lives, we record an impairment charge for any excess of the carrying value of the asset over the expected net proceeds from disposal.



PUBLIC STORAGE

NOTES TO FINANCIAL STATEMENTS

March 31, 2014

(Unaudited)

If we determine, based upon the relevant events and circumstances and other such qualitative factors, that it is more likely than not that the “Shurgard” trade name is unimpaired, we do not record an impairment charge and no further analysis is performed. Otherwise, we record an impairment charge for any excess of carrying amount over quantitatively assessed fair value.

In evaluating goodwill for impairment, we first evaluate, based upon the relevant events and circumstances and other such qualitative factors, whether the fair value of the reporting unit that the goodwill pertains to is greater than its aggregate carrying amount. If based upon this evaluation it is more likely than not that the fair value of the reporting unit is in excess of its aggregate carrying amount, no impairment charge is recorded and no further analysis is performed. Otherwise, we estimate the goodwill’s implied fair value based upon what would be allocated to goodwill if the reporting unit were acquired at estimated fair value in a transaction accounted for as a business combination, and record an impairment charge for any excess of book value over the goodwill’s implied fair value.

For our investments in unconsolidated real estate entities, if we determine that a decline in the estimated fair value of the investments below carrying amount is other than temporary, we record an impairment charge for any excess of carrying amount over the estimated fair value.

For our loan receivable from Shurgard Europe, if we determine that it is probable we will be unable to collect all amounts due based on the terms of the loan agreement, we record an impairment charge for any excess of book value over the present value of expected future cash flows.

No impairments were recorded in any of our evaluations for any period presented herein.

#### Revenue and Expense Recognition

Rental income, which is generally earned pursuant to month-to-month leases for storage space, as well as late charges and administrative fees, are recognized as earned. Promotional discounts reduce rental income over the promotional period. Ancillary revenues and interest and other income are recognized when earned. Equity in earnings of unconsolidated real estate entities represents our pro-rata share of the earnings of the Unconsolidated Real Estate Entities.

We accrue for property tax expense based upon actual amounts billed and, in some circumstances, estimates and historical trends when bills or assessments have not been received from the taxing authorities or such bills and assessments are in dispute. If these estimates are incorrect, the timing and amount of expense recognition could be incorrect. Cost of operations, general and administrative expense, interest expense, as well as television and other advertising expenditures are expensed as incurred.

#### Foreign Currency Exchange Translation

The local currency (primarily the Euro) is the functional currency for our interests in foreign operations. The related balance sheet amounts are translated into U.S. Dollars at the exchange rates at the respective financial statement date, while amounts on our statements of income are translated at the average exchange rates during the respective period. The Euro was translated at exchange rates of approximately 1.375 U.S. Dollars per Euro at March 31, 2014 (1.377 at December 31, 2013), and average exchange rates of 1.370 and 1.320 for the three months ended March 31, 2014 and 2013, respectively. Cumulative translation adjustments, to the extent not included in cumulative net income, are included in equity as a component of accumulated other comprehensive income (loss).

PUBLIC STORAGE

NOTES TO FINANCIAL STATEMENTS

March 31, 2014

(Unaudited)

Comprehensive Income (Loss)

Total comprehensive income (loss) represents net income, adjusted for changes in other comprehensive income (loss) for the applicable period. The aggregate foreign currency exchange gains and losses reflected on our statements of comprehensive income are comprised primarily of foreign currency exchange gains and losses on our investment in, and loan receivable from, Shurgard Europe.

Discontinued Operations

In April 2014, the Financial Accounting Standards Board (“FASB”) issued an accounting standard (ASU No. 2014-08) that requires us to classify as discontinued operations the operating results for those facility disposals that represent a strategic shift and have a major impact upon operations, as compared to presenting all facility disposals as discontinued operations under the previous standard. Prospective application is required. As the standard encourages, we are early adopting the standard on January 1, 2014. The adoption of ASU No. 2014-08 had no impact on our financial condition or results of operations.

Net Income per Common Share

Net income is allocated to (i) noncontrolling interests based upon their share of the net income of the Subsidiaries, (ii) preferred shareholders, to the extent redemption cost exceeds the related original net issuance proceeds (an “EITF D-42 allocation”), and (iii) the remaining net income is allocated to each of our equity securities based upon the dividends declared or accumulated during the period, combined with participation rights in undistributed earnings.

Basic net income per share is computed using the weighted average common shares outstanding. Diluted net income per share is computed using the weighted average common shares outstanding, adjusted for the impact, if dilutive, of stock options outstanding (Note 10).

The following table reflects our net income allocable to common shareholders and the weighted average common shares and equivalents outstanding, as used in our calculations of basic and diluted net income per share, basic and diluted net income from discontinued operations per share, and basic and diluted net income from continuing operations per share:

For the Three Months  
Ended March 31,  
2014            2013  
(Amounts in thousands)

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Net income allocable to common shareholders	\$ 174,052	\$ 161,936
Weighted average common shares and equivalents outstanding:		
Basic weighted average common shares outstanding	171,910	171,446
Net effect of dilutive stock options - based on treasury stock method	899	1,068
Diluted weighted average common shares outstanding	172,809	172,514

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## PUBLIC STORAGE

## NOTES TO FINANCIAL STATEMENTS

March 31, 2014

(Unaudited)

## 3.Real Estate Facilities

Activity in real estate facilities is as follows:

	Three Months Ended March 31, 2014 (Amounts in thousands)
Operating facilities, at cost:	
Beginning balance	\$ 12,286,256
Capital expenditures to maintain real estate facilities	13,136
Newly developed facilities opened for operation	40,111
Impact of foreign exchange rate changes	212
Ending balance	12,339,715
Accumulated depreciation:	
Beginning balance	(4,098,814)
Depreciation expense	(93,619)
Impact of foreign exchange rate changes	(96)
Ending balance	(4,192,529)
Construction in process:	
Beginning balance	52,336
Current development	25,517
Newly developed facilities opened for operation	(40,111)
Ending balance	37,742
Total real estate facilities at March 31, 2014	\$ 8,184,928

We completed expansion and development activities during the three months ended March 31, 2014, adding 335,000 net rentable square feet of self-storage space, at an aggregate cost of \$40.1 million. Construction in process at March 31, 2014, consists of projects to develop new self-storage facilities and expand existing self-storage facilities, which would add a total of 1.9 million net rentable square feet of storage space, for an aggregate estimated cost of approximately \$195 million.

4. Investments in Unconsolidated Real Estate Entities

The following table sets forth our investments in, and equity earnings of, the Unconsolidated Real Estate Entities (amounts in thousands):

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## PUBLIC STORAGE

## NOTES TO FINANCIAL STATEMENTS

March 31, 2014

(Unaudited)

	Investments in Unconsolidated Real Estate Entities at	
	March 31, 2014	December 31, 2013
PSB	\$ 422,643	\$ 424,538
Shurgard Europe	428,265	424,095
Other Investments	7,314	7,549
Total	\$ 858,222	\$ 856,182

	Equity in Earnings of Unconsolidated Real Estate Entities for the Three Months Ended	
	March 31, 2014	2013
PSB	\$ 5,337	\$ 4,610
Shurgard Europe	8,884	6,667
Other Investments	383	366
Total	\$ 14,604	\$ 11,643

During the three months ended March 31, 2014 and 2013, we received cash distributions from our investments in the Unconsolidated Real Estate Entities totaling \$12.9 million and \$11.2 million, respectively.

## Investment in PSB

PSB is a REIT traded on the New York Stock Exchange. We have an approximate 42% common equity interest in PSB as of March 31, 2014 and December 31, 2013, comprised of our ownership of 7,158,354 shares of PSB's common stock and 7,305,355 limited partnership units ("LP Units") in an operating partnership controlled by PSB. The LP Units are convertible at our option, subject to certain conditions, on a one-for-one basis into PSB common stock. Based upon the closing price at March 31, 2014 (\$83.62 per share of PSB common stock), the shares and units we owned had a market value of approximately \$1.2 billion.

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The following table sets forth selected financial information of PSB. The amounts represent all of PSB's balances and not our pro-rata share.

	2014	2013
	(Amounts in thousands)	
For the three months ended March 31,		
Total revenue	\$ 95,487	\$ 88,278
Costs of operations	(33,444)	(29,384)
Depreciation and amortization	(28,441)	(26,961)
General and administrative	(2,487)	(2,399)
Other items	(3,314)	(4,545)
Net income	27,801	24,989
Allocations to preferred shareholders and restricted share unitholders	(15,158)	(13,883)
Net income allocated to common shareholders and LP Unitholders	\$ 12,643	\$ 11,106



## PUBLIC STORAGE

## NOTES TO FINANCIAL STATEMENTS

March 31, 2014

(Unaudited)

	March 31,	December
	2014	31,
		2013

(Amounts in thousands)

Total assets (primarily real estate)	\$ 2,234,205	\$ 2,238,559
Debt	250,000	250,000
Other liabilities	71,014	73,919
Equity:		
Preferred stock	995,000	995,000
Common equity and units	918,191	919,640
Investment in Shurgard Europe		

For all periods presented, we had a 49% equity investment in Shurgard Europe and our joint venture partner owns the remaining 51% interest. In addition, Shurgard Europe pays a license fee to Public Storage for the use of the “Shurgard” trademark and Public Storage has provided a loan to Shurgard (see Note 5).

Changes in foreign currency exchange rates increased our investment in Shurgard Europe by approximately \$0.3 million during the three months ended March 31, 2014, and decreased our investment by approximately \$18.6 million during the three months ended March 31, 2013.

The following table sets forth selected consolidated financial information of Shurgard Europe based upon all of Shurgard Europe’s balances for all periods, rather than our pro rata share. Such amounts are based upon our historical acquired book basis.

	March 31,	December 31,
	2014	2013

(Amounts in thousands)

Total assets (primarily self-storage facilities)	\$ 1,459,228	\$ 1,468,155
Total debt to third parties	135,370	154,119
Total shareholder loan	427,668	428,139
Other liabilities	111,306	107,550

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Equity	784,884	778,347
Exchange rate of Euro to U.S. Dollar	1.375	1.377

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## PUBLIC STORAGE

## NOTES TO FINANCIAL STATEMENTS

March 31, 2014

(Unaudited)

	2014	2013
	(Amounts in thousands)	
For the three months ended March 31,		
Self-storage and ancillary revenues	\$ 63,659	\$ 60,524
Self-storage and ancillary cost of operations	(25,519)	(24,763)
Depreciation and amortization	(15,241)	(15,392)
General and administrative	(3,834)	(2,586)
Interest expense on third party debt	(1,136)	(1,346)
Trademark license fee payable to Public Storage	(637)	(606)
Interest expense on shareholder loan	(9,670)	(9,272)
Lease termination charge and other (a)	202	(2,830)
Net income	\$ 7,824	\$ 3,729
Average exchange rates Euro to the U.S. Dollar	1.370	1.320

(a) Amount for the three months ended March 31, 2013 includes a \$2.8 million lease termination charge associated with Shurgard Europe's closure of a facility in France.

As reflected in the table above, Shurgard Europe's net income has been reduced by expenses it pays to its shareholders, including a trademark license fee and interest expense on the shareholder loan. Our equity in earnings of Shurgard Europe for the three months ended March 31, 2014 and 2013, consists of our equity ownership (49%) of Shurgard Europe's net income adjusted for 49% of the trademark license fee and interest paid to Shurgard Europe's shareholders. The following table set forth the calculation of our equity in earnings in Shurgard Europe:

2014	2013
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(Amounts in  
thousands)

For the three months ended March 31,

Calculation of equity in earnings of Shurgard Europe:

Our 49% share of Shurgard Europe's net income	\$ 3,834	\$ 1,827
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Adjustments:

49% of trademark license fees	312	297
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49% of interest on shareholder loan	4,738	4,543
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Total equity in earnings of Shurgard Europe	\$ 8,884	\$ 6,667
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Trademark license fees and interest paid to Public Storage in excess of our 49% equity ownership (in excess of the amounts in the above table) are included in "Interest and other income" on our Statements of Income. These amounts totaled \$0.3 million for trademark license fees and \$1.5 million in interest for the three months ended March 31, 2014, as compared to \$0.3 million for trademark license fees and \$4.7 million in interest for the same period in 2013. The reduction in excess interest during the three months ended March 31, 2014, as compared to the same period in 2013, is due to the sale, on January 28, 2014, of 51% of the shareholder loan to our joint venture partner reducing our ownership of the loan to 49% (see Note 5).

## PUBLIC STORAGE

## NOTES TO FINANCIAL STATEMENTS

March 31, 2014

(Unaudited)

## Other Investments

At March 31, 2014, the “Other Investments” include an average common equity ownership of approximately 26% in various limited partnerships that collectively own 14 self-storage facilities.

The following table sets forth certain condensed combined financial information (representing 100% of these entities’ balances, rather than our pro-rata share) with respect to the Other Investments:

	2014	2013
	(Amounts in thousands)	
For the three months ended March 31,		
Total revenue	\$ 3,516	\$ 3,422
Cost of operations and other expenses	(1,312)	(1,277)
Depreciation and amortization	(506)	(466)
Net income	\$ 1,698	\$ 1,679
	March	December
	31,	31,
	2014	2013
	(Amounts in thousands)	
Total assets (primarily self-storage facilities)	\$ 25,993	\$ 26,531
Total accrued and other liabilities	1,625	1,412
Total Partners’ equity	24,368	25,119

## 5. Loan Receivable from Shurgard Europe

At December 31, 2013, we owned 100% of the shareholder loan due from Shurgard Europe, which had a balance of €311.0 million (\$428.1million). On January 28, 2014, our joint venture partner in Shurgard Europe acquired a 51% interest in the loan at face value for €158.6 million (\$216.2 million) in cash. As of March 31, 2014, we owned a 49% interest in the loan, which had a balance of €311.0 million (\$427.7 million).

The loan bears interest at a fixed rate of 9.0% per annum and has no required principal payments until maturity in April 2019, but can be prepaid in part or in full at any time without penalty.

As a result of the sale of the interest in the loan, the 51% of the loan interest that we previously recorded as interest income ceased as of January 28, 2014, while the interest received with respect to our remaining 49% ownership of the loan is recorded as equity in earnings on our income statement (see Note 4). For the three months ended March 31, 2014 and 2013, we recorded interest income with respect to this loan of approximately \$1.5 million and \$4.7 million, respectively.

Because we expected repayment of the loan in the foreseeable future for all periods presented, foreign exchange rate gains or losses due to changes in exchange rates between the Euro and the U.S. Dollar are recognized on our income statements as “foreign currency exchange gain (loss).” We recognized a \$2.3 million foreign currency exchange loss in the three months ended March 31, 2014, based upon the change in the U.S. dollar equivalent of the loan between December 31, 2013 and i) January 28, 2014, with respect to the 51% interest sold, and ii) March 31, 2014, with respect to our remaining 49% interest in the loan. In the same period in 2013, we recognized a foreign exchange rate loss totaling \$12.7 million with respect to the loan.

PUBLIC STORAGE

NOTES TO FINANCIAL STATEMENTS

March 31, 2014

(Unaudited)

We believe that the interest rate on the loan approximates the market rate for loans with similar terms, conditions, subordination features, and tenor, and that the fair value of the loan approximates book value. In our evaluation of market rates and fair value, we considered that Shurgard Europe has sufficient operating cash flow, liquidity and collateral, and we have sufficient creditor rights such that credit risk is mitigated. Shurgard Europe has made a total of €80.9 million in principal repayments on this loan and paid all interest when due since its inception on March 31, 2008.

6.Credit Facility, Term Loan and Notes Payable

We have a \$300 million revolving line of credit (the “Credit Facility”) that expires on March 21, 2017. Amounts drawn on the Credit Facility bear annual interest at rates ranging from LIBOR plus 0.900% to LIBOR plus 1.500% depending upon the ratio of our Total Indebtedness to Gross Asset Value (as defined in the Credit Facility) (LIBOR plus 0.900% at March 31, 2014). In addition, we are required to pay a quarterly facility fee ranging from 0.125% per annum to 0.300% per annum depending upon the ratio of our Total Indebtedness to our Gross Asset Value (0.125% per annum at March 31, 2014). At March 31, 2014 and May 2, 2014, we had no outstanding borrowings under this Credit Facility (\$50.1 million at December 31, 2013). We had undrawn standby letters of credit, which reduce our borrowing capacity, totaling \$15.1 million at March 31, 2014 and December 31, 2013. The Credit Facility has various customary restrictive covenants, all of which we were in compliance with at March 31, 2014.

On December 2, 2013, we entered into a one year \$700 million unsecured term loan (the “Term Loan”) with Wells Fargo Bank, the lead arranger for our Credit Facility. The Term Loan matures on December 2, 2014 and can be repaid in full or part at any time prior to its maturity without penalty. The interest rate and covenants on the Term Loan are the same as for the Credit Facility. At March 31, 2014, outstanding borrowings under this Term Loan totaled \$372.0 million (\$700.0 million at December 31, 2013), at an interest rate of 1.055%. As of May 2, 2014, outstanding balances under this Term Loan totaled \$322.0 million. In connection with the Term Loan, we incurred origination costs of \$1.9 million which are amortized over the one year period of the Term Loan using the effective interest method. As of March 31, 2014, we had \$0.7 million (\$1.8 million as of December 31, 2013) of unamortized loan costs.

The carrying amounts of our notes payable at March 31, 2014 and December 31, 2013, respectively, totaled \$88.2 million and \$89.0 million, with unamortized premium totaling \$0.4 million and \$0.5 million. These notes were assumed in connection with business combinations and recorded at fair value, with any premium or discount over the stated note balance amortized using the effective interest method. At March 31, 2014, the notes have a 4.8% average effective rate, are secured by 45 real estate facilities with a net book value of approximately \$222 million, have stated note rates between 2.9% and 7.1%, and mature between June 2014 and September 2028.





## PUBLIC STORAGE

## NOTES TO FINANCIAL STATEMENTS

March 31, 2014

(Unaudited)

At March 31, 2014, approximate principal maturities of our notes payable are as follows (amounts in thousands):

2014 (remainder)	\$ 25,403
2015	30,842
2016	15,920
2017	1,343
2018	11,077
Thereafter	3,565
	\$ 88,150
Weighted average effective rate	4.8%

Cash paid for interest totaled \$3.8 million and \$4.3 million for the three months ended March 31, 2014 and 2013, respectively. Interest capitalized as real estate totaled \$0.2 million and \$0.6 million for the three months ended March 31, 2014 and 2013, respectively.

## 7. Noncontrolling Interests

At March 31, 2014, third parties own i) interests in Subsidiaries that own an aggregate of 14 self-storage facilities, and ii) 231,978 partnership units in a Subsidiary that are convertible on a one-for-one basis (subject to certain limitations) into common shares of the Company at the option of the unitholder. These interests are referred to collectively hereinafter as the "Noncontrolling Interests." At March 31, 2014, the Noncontrolling Interests cannot require us to redeem their interests, other than pursuant to a liquidation of the Subsidiary.

During the three months ended March 31, 2014 and 2013, we allocated a total of \$1.1 million and \$1.0 million, respectively, in income to these interests; and we paid \$1.8 million and \$1.7 million, respectively, in distributions to these interests.

During the year ended December 31, 2013, we acquired Permanent Noncontrolling Interests for \$6.2 million in cash, substantially all of which was allocated to paid-in-capital.

## 8. Shareholders' Equity

## Preferred Shares

At March 31, 2014 and December 31, 2013, we had the following series of Cumulative Preferred Shares (“Preferred Shares”) outstanding:

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## PUBLIC STORAGE

## NOTES TO FINANCIAL STATEMENTS

March 31, 2014

(Unaudited)

Series	Earliest Redemption Date	Dividend Rate	At March 31, 2014		At December 31, 2013	
			Shares Outstanding	Liquidation Preference	Shares Outstanding	Liquidation Preference
(Dollar amounts in thousands)						
Series O	4/15/2015	6.875%	5,800	\$ 145,000	5,800	\$ 145,000
Series P	10/7/2015	6.500%	5,000	125,000	5,000	125,000
Series Q	4/14/2016	6.500%	15,000	375,000	15,000	375,000
Series R	7/26/2016	6.350%	19,500	487,500	19,500	487,500
Series S	1/12/2017	5.900%	18,400	460,000	18,400	460,000
Series T	3/13/2017	5.750%	18,500	462,500	18,500	462,500
Series U	6/15/2017	5.625%	11,500	287,500	11,500	287,500
Series V	9/20/2017	5.375%	19,800	495,000	19,800	495,000
Series W	1/16/2018	5.200%	20,000	500,000	20,000	500,000
Series X	3/13/2018	5.200%	9,000	225,000	9,000	225,000
Series Y	3/17/2019	6.375%	9,400	235,000	-	-
Total Preferred Shares			151,900	\$ 3,797,500	142,500	\$ 3,562,500

The holders of our Preferred Shares have general preference rights with respect to liquidation, quarterly distributions and any accumulated unpaid distributions. Except under certain conditions and as noted below, holders of the Preferred Shares will not be entitled to vote on most matters. In the event of a cumulative arrearage equal to six quarterly dividends, holders of all outstanding series of preferred shares (voting as a single class without regard to series) will have the right to elect two additional members to serve on our Board of Trustees until the arrearage has been cured. At March 31, 2014, there were no dividends in arrears.

Except under certain conditions relating to the Company's qualification as a REIT, the Preferred Shares are not redeemable prior to the dates indicated on the table above. On or after the respective dates, each of the series of Preferred Shares is redeemable at our option, in whole or in part, at \$25.00 per depositary share, plus accrued and unpaid dividends. Holders of the Preferred Shares cannot require us to redeem such shares.

Upon issuance of our Preferred Shares, we classify the liquidation value as preferred equity on our balance sheet with any issuance costs recorded as a reduction to paid-in capital.

During the three months ended March 31, 2014, we issued an aggregate 9.4 million depositary shares, representing 1/1,000 of a share of our Series Y Preferred Shares, at an issuance price of \$25.00 per depositary share, for a total of

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\$235.0 million in gross proceeds, and we incurred an aggregate of \$7.5 million in issuance costs.

During the three months ended March 31, 2013, we issued an aggregate 29.0 million depositary shares, each representing 1/1,000 of a share of our Series W and Series X Preferred Shares, at an issuance price of \$25.00 per depositary share, for a total of \$725.0 million in gross proceeds, and we incurred \$23.3 million in issuance costs.

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NOTES TO FINANCIAL STATEMENTS

March 31, 2014

(Unaudited)

Dividends

Common share dividends including amounts paid to our restricted share unitholders totaled \$241.7 million (\$1.40 per share) and \$215.1 million (\$1.25 per share), for the three months ended March 31, 2014 and 2013, respectively. Preferred share dividends totaled \$52.5 million and \$48.6 million for the three months ended March 31, 2014 and 2013, respectively.

9.Related Party Transactions

The Hughes Family owns approximately 15.7% of our common shares outstanding at March 31, 2014.

The Hughes Family has ownership interests in, and operates, approximately 54 self-storage facilities in Canada (“PS Canada”) using the “Public Storage” brand name pursuant to a non-exclusive, royalty-free trademark license agreement with the Company. We currently do not own any interests in these facilities. We have a right of first refusal to acquire the stock or assets of the corporation that manages the 54 self-storage facilities in Canada, if the Hughes Family or the corporation agrees to sell them. We reinsure risks relating to loss of goods stored by customers in these facilities. During each of the three month periods ended March 31, 2014 and 2013, we received \$0.1 million in reinsurance premiums attributed to these facilities. There is no assurance that these premiums will continue, as our rights to reinsure these risks may be qualified.

10.Share-Based Compensation

Under various share-based compensation plans and under terms established by a committee of our Board of Trustees, the Company grants non-qualified options to purchase the Company’s common shares, as well as restricted share units (“RSUs”), to trustees, officers, service providers and key employees.

Stock options and RSUs are considered “granted” and “outstanding” as the terms are used herein, when i) the Company and the recipient reach a mutual understanding of the key terms of the award, ii) the award has been authorized, iii) the recipient is affected by changes in the market price of our stock, and iv) it is probable that any performance and service conditions will be met.

We amortize the grant-date fair value of awards (net of anticipated forfeitures) as compensation expense over the service period. The service period begins on the grant date and ends on the vesting date. For awards that are earned solely upon the passage of time and continued service, the entire cost of the award is amortized on a straight-line basis over the service period. For awards with performance conditions, the individual cost of each vesting is amortized separately over each individual service period (the “accelerated attribution” method).

## Stock Options

Stock options vest over a three to five-year period, expire ten years after the grant date, and the exercise price is equal to the closing trading price of our common shares on the grant date. Employees cannot require the Company to settle their award in cash. We use the Black-Scholes option valuation model to estimate the fair value of our stock options.

Outstanding stock option grants are included on a one-for-one basis in our diluted weighted average shares, to the extent dilutive, after applying the treasury stock method (based upon the average common share price during the period) to assumed exercise proceeds and measured but unrecognized compensation.

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NOTES TO FINANCIAL STATEMENTS

March 31, 2014

(Unaudited)

For each of the three month periods ended March 31, 2014 and 2013, we recorded \$0.7 million in compensation expense related to stock options.

During the three months ended March 31, 2014, 200,000 stock options were granted, 372,402 options were exercised and 2,000 options were forfeited. A total of 1,999,809 stock options were outstanding at March 31, 2014 (2,174,211 at December 31, 2013).

#### Restricted Share Units

RSUs generally vest ratably over a three to eight-year period from the grant date. The grantee receives dividends for each outstanding RSU equal to the per-share dividends received by our common shareholders. We expense any dividends previously paid upon forfeiture of the related RSU. Upon vesting, the grantee receives common shares equal to the number of vested RSUs, less common shares withheld in exchange for tax deposits made by the Company to satisfy the grantee's statutory tax liabilities arising from the vesting.

The fair value of our RSUs is determined based upon the applicable closing trading price of our common shares.

During the three months ended March 31, 2014, 180,600 RSUs were granted, 22,813 RSUs were forfeited and 148,045 RSUs vested. This vesting resulted in the issuance of 87,357 common shares. In addition, tax deposits totaling \$10.0 million were made on behalf of employees in exchange for 60,688 common shares withheld upon vesting.

RSUs outstanding at March 31, 2014 and December 31, 2013 were 646,071 and 636,329, respectively. A total of \$5.6 million and \$5.2 million in RSU expense was recorded for the three months ended March 31, 2014 and 2013, respectively, which include approximately \$1.0 million and \$0.8 million, respectively, in employer taxes incurred upon vesting.

See also "net income per common share" in Note 2 for further discussion regarding the impact of RSUs and stock options on our net income per common and income allocated to common shareholders.

#### 11. Segment Information

Our reportable segments reflect the significant components of our operations that are evaluated separately by our chief operating decision maker ("CODM") and have discrete financial information available. We organize our segments based primarily upon the nature of the underlying products and services, and whether the operation is located in the U.S. or outside the U.S. In making resource allocation decisions, our CODM considers the net income from continuing operations of each reportable segment included in the tables below, excluding the impact of depreciation

and amortization, gains or losses on disposition of real estate facilities, and asset impairment charges. The amounts for each reportable segment included in the tables below are in conformity with GAAP and our significant accounting policies as denoted in Note 2. Ancillary revenues and expenses, interest and other income (other than from Shurgard Europe), interest expense, general and administrative expense and gains and losses on the early repayment of debt are not allocable to any of our reportable segments. Our CODM does not consider the book value of assets in making resource allocation decisions.

Following is the description of and basis for presentation for each of our segments.



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NOTES TO FINANCIAL STATEMENTS

March 31, 2014

(Unaudited)

Domestic Self-Storage Segment

The Domestic Self-Storage Segment includes the operations of the 2,189 self-storage facilities owned by the Company and the Subsidiaries, as well as our equity share of the Other Investments. For all periods presented, substantially all of our real estate facilities, goodwill and other intangible assets, other assets, and accrued and other liabilities are associated with the Domestic Self-Storage Segment.

European Self-Storage Segment

The European Self-Storage segment comprises our interest in Shurgard Europe, which has a separate management team reporting directly to our CODM and our joint venture partner. The European Self-Storage segment includes our equity share of Shurgard Europe's operations, the interest and other income received from Shurgard Europe, and foreign currency exchange gains and losses that are attributable to Shurgard Europe. Our balance sheet includes an investment in Shurgard Europe (Note 4) and a loan receivable from Shurgard Europe (Note 5).

Commercial Segment

The Commercial segment comprises our investment in PSB, a publicly-traded REIT with a separate management team that makes its financing, capital allocation and other significant decisions. The Commercial segment also includes our direct interest in certain commercial facilities, substantially all of which are managed by PSB. The Commercial segment presentation includes our equity earnings and interest income from PSB, as well as the revenues and expenses of our commercial facilities. At March 31, 2014, the assets of the Commercial segment are comprised principally of our investment in PSB (Note 4).

Presentation of Segment Information

The following tables reconcile the performance of each segment, in terms of segment income, to our net income (amounts in thousands):

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## NOTES TO FINANCIAL STATEMENTS

March 31, 2014

(Unaudited)

Three months ended March 31, 2014

	Domestic Self-Storage	European Self-Storage	Commercial	Other Items Not Allocated to Segments	Total
(Amounts in thousands)					
Revenues:					
Self-storage facilities	\$ 485,587	\$ -	\$ -	\$ -	\$ 485,587
Ancillary operations	-	-	4,005	30,032	34,037
	485,587	-	4,005	30,032	519,624
Expenses:					
Self-storage cost of operations	156,068	-	-	-	156,068
Ancillary cost of operations	-	-	1,315	17,136	18,451
Depreciation and amortization	108,333	-	688	-	109,021
General and administrative	-	-	-	18,989	18,989
	264,401	-	2,003	36,125	302,529
Operating income (loss)	221,186	-	2,002	(6,093)	217,095
Interest and other income	-	1,862	-	540	2,402
Interest expense	-	-	-	(3,480)	(3,480)
Equity in earnings of					

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unconsolidated real estate entities	383	8,884	5,337	-	14,604
Foreign currency exchange loss	-	(2,348)	-	-	(2,348)
Net income (loss)	\$ 221,569	\$ 8,398	\$ 7,339	\$ (9,033)	\$ 228,273

## PUBLIC STORAGE

## NOTES TO FINANCIAL STATEMENTS

March 31, 2014

(Unaudited)

Three months ended March 31, 2013

	Domestic Self-Storage	European Self-Storage	Commercial	Other Items Not Allocated to Segments	Total
(Amounts in thousands)					
Revenues:					
Self-storage facilities	\$ 439,665	\$ -	\$ -	\$ -	\$ 439,665
Ancillary operations	-	-	3,533	27,702	31,235
	439,665	-	3,533	27,702	470,900
Expenses:					
Self-storage cost of operations	140,993	-	-	-	140,993
Ancillary cost of operations	-	-	1,310	8,086	9,396
Depreciation and amortization	90,302	-	699	-	91,001
General and administrative	-	-	-	18,253	18,253
	231,295	-	2,009	26,339	259,643
Operating income	208,370	-	1,524	1,363	211,257
Interest and other income	-	5,038	-	543	5,581
Interest expense	-	-	-	(3,497)	(3,497)
Equity in earnings of unconsolidated real estate entities	366	6,667	4,610	-	11,643
Foreign currency exchange loss	-	(12,737)	-	-	(12,737)
Net income (loss)	\$ 208,736	\$ (1,032)	\$ 6,134	\$ (1,591)	\$ 212,247



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NOTES TO FINANCIAL STATEMENTS

March 31, 2014

(Unaudited)

12. Commitments and Contingencies

Contingent Losses

We are a party to various legal proceedings and subject to various claims and complaints; however, we believe that the likelihood of these contingencies resulting in a material loss to the Company, either individually or in the aggregate, is remote.

Insurance and Loss Exposure

We have historically carried customary property, earthquake, general liability, employee medical insurance and workers compensation coverage through internationally recognized insurance carriers, subject to customary levels of deductibles. The aggregate limits on these policies of approximately \$75 million for property losses and \$102 million for general liability losses are higher than estimates of maximum probable losses that could occur from individual catastrophic events determined in recent engineering and actuarial studies; however, in case of multiple catastrophic events, these limits could be exhausted.

We reinsure a program that provides insurance to our customers from an independent third-party insurer. This program covers tenant claims for losses to goods stored at our facilities as a result of specific named perils (earthquakes are not covered by this program), up to a maximum limit of \$5,000 per storage unit. We reinsure all risks in this program, but purchase insurance from an independent third party insurance company for aggregate claims between \$5.0 million and \$15.0 million per occurrence. We are subject to licensing requirements and regulations in several states. At March 31, 2014, there were approximately 781,000 certificates held by our self-storage customers, representing aggregate coverage of approximately \$1.8 billion.

13. Subsequent Events

On April 4, 2014, we acquired a self-storage facility in Austin, Texas, consisting of approximately 86,000 net rentable square feet, for \$6.0 million in cash and loan assumption of \$4.8 million.

On April 14, 2014, we issued an additional 2.0 million depository shares, representing 1/1,000 of a share of our Series Y Preferred Shares, at an issuance price of \$25.00 per depository share, for a total of \$50.0 million in gross proceeds.

From April 1, 2014 through May 2, 2014, we repaid an additional \$50.0 million on the Term Loan.

As of May 2, 2014, we are under contract to acquire (subject to customary closing conditions) five self-storage facilities in North Carolina, with an aggregate of approximately 342,000 net rentable square feet, at a total cost of approximately \$26.0 million in cash.

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

Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") should be read in conjunction with our financial statements and notes thereto.

### Forward Looking Statements

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements in this document, other than statements of historical fact, are forward-looking statements which may be identified by the use of the words "expects," "believes," "anticipates," "plans," "would," "should," "may," "estimates" and similar expressions.

These forward-looking statements are based on current expectations and assumptions that are subject to risks and uncertainties, which may cause our actual results and performance to be materially different from those expressed or implied in the forward-looking statements. Factors and risks that may impact our future results and performance include, but are not limited to, those described in Part I, Item 1A, "Risk Factors" in our most recent Annual Report on Form 10-K filed with the Securities and Exchange Commission ("SEC") on February 25, 2014 and in our other filings with the SEC and the following:

- general risks associated with the ownership and operation of real estate, including changes in demand, risks related to development of self-storage facilities, potential liability for environmental contamination, natural disasters and adverse changes in laws and regulations governing property tax, real estate and zoning;
- risks associated with downturns in the national and local economies in the markets in which we operate, including risks related to current economic conditions and the economic health of our customers;
- the impact of competition from new and existing self-storage and commercial facilities and other storage alternatives;
- difficulties in our ability to successfully evaluate, finance, integrate into our existing operations, and manage acquired and developed properties;
- risks associated with international operations including, but not limited to, unfavorable foreign currency rate fluctuations, refinancing risk of affiliate loans from us, and local and global economic uncertainty that could adversely affect our earnings and cash flows;
  - risks related to our participation in joint ventures;
  - the impact of the regulatory environment as well as national, state, and local laws and regulations including, without limitation, those governing environmental, taxes and tenant insurance matters and real estate investment trusts ("REITs"), and risks related to the impact of new laws and regulations;
- risk of increased tax expense associated either with a possible failure by us to qualify as a REIT, or with challenges to intercompany transactions with our taxable REIT subsidiaries;
- changes in federal or state tax laws related to the taxation of REIT's, which could impact our status as a REIT;
- disruptions or shutdowns of our automated processes, systems and the Internet or breaches of our data security;



- risks associated with the self-insurance of certain business risks, including property and casualty insurance, employee health insurance and workers compensation liabilities;
- difficulties in raising capital at a reasonable cost; and
- economic uncertainty due to the impact of terrorism or war.

These forward looking statements speak only as of the date of this report or as of the dates indicated in the statements. All of our forward-looking statements, including those in this report, are qualified in their entirety by this statement. We expressly disclaim any obligation to update publicly or otherwise revise any forward-looking statements, whether as a result of new information, new estimates, or other factors, events or circumstances after the date of these forward looking statements, except as required by law. Given these risks and uncertainties, you should not rely on any forward-looking statements in this report, or which management may make orally or in writing from time to time, as predictions of future events nor guarantees of future performance.

#### Critical Accounting Policies

Our MD&A discusses our financial statements, which have been prepared in accordance with United States (“U.S.”) generally accepted accounting principles (“GAAP”). Our financial statements are affected by our judgments, assumptions and estimates. The notes to our March 31, 2014 financial statements, primarily Note 2, summarize our significant accounting policies.

We believe the following are our critical accounting policies, because they have a material impact on the portrayal of our financial condition and results, and they require us to make judgments and estimates about matters that are inherently uncertain.

**Income Tax Expense:** We have elected to be treated as a real estate investment trust (“REIT”), as defined in the Internal Revenue Code. As a REIT, we do not incur federal income tax on our REIT taxable income (generally, net rents and gains from real property, dividends, and interest) that is fully distributed each year (for this purpose, certain distributions paid in a subsequent year may be considered), and if we meet certain organizational and operational rules. We believe we have met these REIT requirements for all periods presented herein. Accordingly, we have recorded no federal income tax expense related to our REIT taxable income.

Our evaluation that we have met the REIT requirements could be incorrect, because compliance with the tax rules requires factual determinations, and circumstances we have not identified could result in noncompliance with the tax requirements in current or prior years. For any taxable year that we fail to qualify as a REIT and for which applicable statutory relief provisions did not apply, we would be taxed at the regular corporate rates on all of our taxable income for at least that year and the ensuing four years, we could be subject to penalties and interest, and our net income would be materially different from the amounts estimated in our financial statements.

In addition, our taxable REIT subsidiaries are taxable as regular corporations. To the extent that amounts paid to us by our taxable REIT subsidiaries are determined by the taxing authorities to be in excess of amounts that would be paid under similar arrangements among unrelated parties, we could be subject to a 100% penalty tax on the excess payments. Such a penalty tax could have a material adverse impact on our net income.

**Impairment of Long-Lived Assets:** The analysis of impairment of our long-lived assets involves identification of indicators of impairment, projections of future operating cash flows, and estimates of fair values, all of which require significant judgment and subjectivity. Others could come to materially different conclusions. In addition, we may not have identified all current facts and circumstances that may affect impairment. Any unidentified impairment loss, or change in conclusions, could have a material adverse impact on our net income.

Accrual for Uncertain and Contingent Liabilities: We accrue for certain contingent and other liabilities that have significant uncertain elements, such as property taxes, workers compensation claims, tenant reinsurance claims, as well as other legal claims and disputes involving customers, employees, governmental agencies and other

third parties. Such liabilities we are aware of are estimated based upon many factors such as assumptions of past and future trends and our evaluation of likely outcomes. However, the estimates of known liabilities could be incorrect or we may not be aware of all such liabilities, in which case our accrued liabilities and net income could be misstated.

**Recording the fair value of acquired real estate facilities:** In accounting for facilities acquired from third parties, we estimate the fair values of the land, buildings and intangible assets acquired. Such estimates are based upon many assumptions and judgments, including i) expected rates of return and capitalization rates on real estate assets, ii) estimated costs to replace acquired buildings and equipment in their current state, iii) comparisons of the acquired underlying land parcels to recent land transactions, and iv) future cash flows from the real estate and the existing tenant base. Others could come to materially different conclusions as to the estimated fair values, which would result in different depreciation and amortization expense, gains and losses on sale of real estate assets, and real estate and intangible assets.

#### MD&A Overview

Our domestic self-storage facilities generated 93% of our revenues for the three months ended March 31, 2014, and also generated most of our net income and cash flow from operations. A significant portion of management time is devoted to maximizing cash flows from our existing self-storage facilities, as well as seeking additional investments in self-storage facilities.

Most of our facilities compete with other well-managed and well-located competitors and we are subject to general economic conditions, particularly those that affect the spending habits of consumers and moving trends. We believe that our centralized information networks, national telephone and online reservation system, the brand name “Public Storage,” and our economies of scale enable us to meet such challenges effectively.

During 2013, we acquired 121 self-storage facilities for approximately \$1.2 billion, substantially more than we had acquired in total in 2010, 2011 and 2012 (an aggregate of 77 facilities for \$546 million). In 2013, we took advantage of a significant increase in properties being marketed for sale, which we believe was primarily driven by easier access to capital in the current low interest rate environment and improved property valuations. We expect to continue to seek to acquire additional self-storage facilities from third parties. There is significant competition to acquire existing facilities and there can be no assurance that we will be able to acquire additional facilities at prices we will find attractive.

As of March 31, 2014, we had development and expansion projects which will add approximately 1.9 million net rentable square feet of storage space and will cost approximately \$195 million. We expect to continue to seek additional development projects; however, the level of future development may be limited due to various constraints such as difficulty in finding available sites that meet our risk-adjusted yield expectations, as well as challenges in obtaining building permits for self-storage activities in certain municipalities.

We also have equity investments in Shurgard Europe and PS Business Parks, Inc. (“PSB”). During the year ended December 31, 2013, we increased our investment in PSB by acquiring 1,356,748 shares of PSB common stock in open-market transactions and directly from PSB, for an aggregate cost of \$105.0 million. We may invest further in these entities in the future.

As of March 31, 2014, our capital resources totaled approximately \$625 million, consisting of (i) cash and cash equivalents totaling \$101 million, (ii) approximately \$285 million of available borrowing capacity on our revolving line of credit, (iii) \$49 million in net proceeds from the issuance of 2.0 million additional depositary shares of our Series Y Preferred Shares on April 14, 2014, and (iv) \$190 million of retained operating cash flow for the remainder of 2014. Retained operating cash flow represents our expected cash flow provided by operating activities, after

deducting estimated distributions to our common and preferred shareholders, and estimated capital expenditure requirements for the nine months ending December 31, 2014.

At March 31, 2014, we had estimated remaining 2014 capital commitments totaling approximately \$586 million, consisting of \$372 million to repay our term loan, \$25 million in maturities on notes payable,

\$32 million in property acquisitions, as well as approximately \$157 million of remaining spend on our development pipeline. In addition, we expect that our capital commitments will continue to grow during the remainder of 2014 as we continue to seek additional development and acquisition opportunities.

We believe we have a variety of possibilities to bridge any gap between our capital resources and commitments which may include raising capital through the issuance of common or preferred securities, issuing debt, expanding the borrowing capacity of our credit facility, or entering into joint venture arrangements to acquire or develop facilities. See Liquidity and Capital Resources for further information regarding our remaining 2014 capital requirements and anticipated sources of capital to fund such requirements.

## Results of Operations

### Operating Results for the Three Months Ended March 31, 2014 and 2013

For the three months ended March 31, 2014, net income allocable to our common shareholders was \$174.1 million or \$1.01 per diluted common share, compared to \$161.9 million or \$0.94 per diluted common share for the same period in 2013, representing an increase of \$12.2 million or \$0.07 per diluted common share. This increase is due primarily to a \$30.8 million increase in self-storage net operating income, offset partially by an \$18.0 million increase in depreciation and amortization associated with acquired real estate facilities.

Our self-storage net operating income increased \$30.8 million in the three months ended March 31, 2014 as compared to the same period in 2013, including \$16.0 million for our Same Store Facilities and \$14.8 million for our non-Same Store Facilities. Revenues for the Same Store Facilities increased 5.1% or \$21.3 million in the quarter ended March 31, 2014 as compared to the same period in 2013, due to higher realized annual rent per occupied square foot and higher average occupancy. Cost of operations for the Same Store Facilities increased by 4.0% or \$5.3 million in the quarter ended March 31, 2014 as compared to the same period in 2013, due primarily to weather related increases in snow removal and utilities expense and increased property tax expense, offset partially by lower advertising and selling costs. The increase in net operating income for the non-Same Store Facilities is due primarily to the impact of the acquisition of 121 self-storage facilities from third parties since January 1, 2013.

### Funds from Operations and Core Funds from Operations

Funds from Operations (“FFO”) is a non-GAAP term defined by the National Association of Real Estate Investment Trusts, and generally represents net income before depreciation, gains and losses, and impairment charges with respect to real estate assets. We present FFO and FFO per share because we consider FFO to be an important measure of the performance of real estate companies, as do many analysts in evaluating our Company. We believe that FFO is a helpful measure of a REIT’s performance since FFO excludes depreciation, which is included in computing net income and assumes the value of real estate diminishes predictably over time. We believe that real estate values fluctuate due to market conditions and in response to inflation. FFO computations do not consider scheduled principal payments on debt, capital improvements, distributions and other obligations of the Company. FFO and FFO per share is not a substitute for our cash flow or net income per share as a measure of our liquidity or operating performance or our ability to pay dividends. Because other REITs may not compute FFO in the same manner, FFO may not be comparable among REITs.

For the three months ended March 31, 2014, FFO was \$1.74 per diluted common share, as compared to \$1.57 for the same period in 2013, representing an increase of \$0.17 per diluted common share.

The following table reconciles net income to FFO and FFO per diluted common share:



Three Months Ended  
March 31,  
2014          2013

(Amounts in thousands,  
except per share data)

Computation of FFO per Share:

Net income allocable to common shareholders	\$ 174,052	\$ 161,936
Eliminate items excluded from FFO:		
Depreciation and amortization	109,021	91,001
Depreciation from unconsolidated real estate investments	19,671	18,903
Depreciation allocated to noncontrolling interests and restricted share unitholders	(1,128)	(1,015)
Gains on sale of real estate investments, including our equity share	(87)	-
FFO allocable to common shares	\$ 301,529	\$ 270,825
Diluted weighted average common shares	172,809	172,514
FFO per share	\$ 1.74	\$ 1.57

In addition to FFO, we often discuss “Core FFO” per share which is also a non-GAAP measure that represents FFO per share, adjusted to exclude the impact of (i) foreign currency exchange losses, consisting of a loss of \$2.3 million and \$12.7 million for the three months ended March 31, 2014 and March 31, 2013, respectively, and (ii) other items, comprised primarily of a \$7.8 million accrual related to a contingent legal settlement included in ancillary cost of operations for the three months ended March 31, 2014, and our \$1.4 million share of charges incurred by Shurgard Europe in closing a facility during the same period in 2013. We believe Core FFO is a helpful measure in understanding our ongoing earnings and cash flow. We also believe that the analyst community reviews our Core FFO and Core FFO per share (or similar measures using different terminology). Core FFO is not a substitute for net income, earnings per share or cash flow from operations. Because other real estate investment trusts (“REITs”) may not compute Core FFO in the same manner as we do, may not use the same terminology, or may not present such a measure, Core FFO may not be comparable among REITs.

The following table reconciles FFO per share to Core FFO per share:

	Three Months Ended March 31,		Percentage
	2014	2013	Change
FFO per share	\$ 1.74	\$ 1.57	10.8%
Eliminate the per			

share			
impact of			
items			
excluded			
from			
Core			
FFO:			
Foreign			
currency			
exchange			
loss	0.01	0.07	
Other			
items	0.05	0.01	
Core FFO			
per share	\$ 1.80	\$ 1.65	9.1%

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## Real Estate Operations

Self-Storage Operations: Our self-storage operations represent 93% of our revenues for the three months ended March 31, 2014. Our self-storage operations are analyzed in two groups: (i) the Same Store Facilities, representing the facilities that we have owned and operated on a stabilized basis since January 1, 2012, and (ii) all other facilities, which are newly acquired, newly developed, or recently expanded facilities (the “Non Same Store Facilities”).

Self-Storage Operations  
Summary

Three Months Ended March 31,  
2014                      2013                      Percentage  
Change

(Dollar amounts in thousands)

Revenues:			
Same Store Facilities	\$ 440,622	\$ 419,309	5.1%
Non Same Store Facilities	44,965	20,356	120.9%
Total rental income	485,587	439,665	10.4%
Cost of operations:			
Same Store Facilities	139,529	134,205	4.0%
Non Same Store Facilities	16,539	6,788	143.7%
Total cost of operations	156,068	140,993	10.7%
Net operating income (a):			
Same Store Facilities	301,093	285,104	5.6%
Non Same Store Facilities	28,426	13,568	109.5%
Total net operating income	329,519	298,672	10.3%
Total depreciation and amortization expense:			
Same Store Facilities	(79,158)	(79,742)	(0.7)%
Non Same Store Facilities	(29,175)	(10,560)	176.3%
Total depreciation and amortization expense	(108,333)	(90,302)	20.0%
Total net income	\$ 221,186	\$ 208,370	6.2%
Number of facilities at period end:			
Same Store Facilities	1,983	1,983	-
Non Same Store Facilities	206	84	145.2%
Net rentable square footage at period end (in thousands):			
Same Store Facilities	125,492	125,492	-
Non Same Store Facilities	15,130	6,294	140.4%

(a) See “Net Operating Income” below for further information regarding this non-GAAP measure.



## Same Store Facilities

The Same Store Facilities represent those facilities that have been owned and operated on a stabilized basis since January 1, 2012 and therefore provide meaningful comparisons for 2013 and 2014. The following table summarizes the historical operating results of these 1,983 facilities (125.5 million net rentable square feet) that represent approximately 89% of the aggregate net rentable square feet of our U.S. consolidated self-storage portfolio at March 31, 2014.

## Selected Operating Data for the Same Store Facilities (1,983 facilities)

	Three Months Ended March 31,		
	2014	2013	Percentage Change
(Dollar amounts in thousands, except weighted average amounts)			
Revenues:			
Rental income	\$ 418,489	\$ 398,305	5.1%
Late charges and administrative fees	22,133	21,004	5.4%
Total revenues (a)	440,622	419,309	5.1%
Cost of operations:			
Property taxes	47,602	45,633	4.3%
On-site property manager payroll	26,823	26,372	1.7%
Supervisory payroll	8,853	9,300	(4.8)%
Repairs and maintenance	14,748	11,026	33.8%
Utilities	10,553	9,481	11.3%
Advertising and selling expense	6,483	7,659	(15.4)%
Other direct property costs	12,671	12,877	(1.6)%
Allocated overhead	11,796	11,857	(0.5)%
Total cost of operations (a)	139,529	134,205	4.0%
Net operating income (b)	301,093	285,104	5.6%
Depreciation and amortization expense	(79,158)	(79,742)	(0.7)%
Net income	\$ 221,935	\$ 205,362	8.1%
Gross margin (before depreciation and amortization)	68.3%	68.0%	0.4%
Weighted average for the period:			
Square foot occupancy (c)	92.6%	91.9%	0.8%
Realized annual rental income per:			
Occupied square foot (d)	\$ 14.41	\$ 13.81	4.3%
Available square foot ("REVPAF") (d)	\$ 13.34	\$ 12.70	5.0%
Weighted average at March 31:			

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Square foot occupancy	93.2%	92.3%	1.0%
Annual contract rent per occupied square foot (e)	\$ 15.01	\$ 14.41	4.2%

(a) Revenues and cost of operations do not include ancillary revenues and expenses generated at the facilities with respect to tenant reinsurance and retail sales.

(b) See “Net Operating Income” below for a reconciliation of this non-GAAP measure to our operating income in our income statements for the three months ended March 31, 2014 and 2013.

(c) Square foot occupancies represent weighted average occupancy levels over the entire period.

(d) Realized annual rent per occupied square foot is computed by dividing annualized rental income, before late charges and administrative fees, by the weighted average occupied square feet for the period. Realized annual rent per available square foot (“REVPAF”) is computed by dividing annualized rental income, before late charges and administrative fees, by the total available net rentable square feet for the period. These measures exclude late charges and administrative fees in order to provide a better measure of our ongoing level of revenue. Late charges are dependent upon the level of delinquency, and administrative fees are dependent upon the level of move-ins. In addition, the rates charged for late charges and administrative fees can vary independently from rental rates. These measures take into consideration promotional discounts, which reduce rental income.

(e) Contract rent represents the applicable contractual monthly rent charged to our customers, excluding the impact of promotional discounts, late charges and administrative fees.

#### Analysis of Same Store Revenue

Revenues generated by our Same Store Facilities increased by 5.1% in the three months ended March 31, 2014 as compared to the same period in 2013 due to a 0.8% increase in average occupancy and a 4.3% increase in realized rent per occupied square foot. The increase in realized rent per occupied square foot was due primarily to annual rent increases given to customers that have been renting with us longer than one year, and to a lesser extent, increased move-in rates.

Same Store average occupancy increased from 91.9% in the three months ended March 31, 2013 to 92.6% in the three months ended March 31, 2014, representing an increase of 0.8%. We expect the year-over-year occupancy spread to continue to narrow during the remainder of 2014, due to more difficult comparisons.

Our future rental growth will be dependent upon many factors for each market that we operate in, including demand for self-storage space, the level of competitor supply of self-storage space, our ability to increase rental rates to new and existing customers, the level of promotional activities required, and the average length of stay of our customers.

Increasing rental rates to existing customers, generally on an annual basis, is a key component of our revenue growth. We determine the level of rental increases based upon our expectations regarding the impact of existing tenant rate increases on incremental move-outs. We expect to continue to pass similar rent increases to long-term customers in the remainder of 2014, as we did in in the same periods of 2013.

We believe that high occupancies help maximize our rental revenue. We seek to maintain an average occupancy level of at least 90%, by regularly adjusting the rental rates and promotions offered to attract new customers as well as adjusting our marketing efforts on both television and the Internet in order to generate sufficient move-in volume to replace customers that vacate. Demand fluctuates due to various local and regional factors, including the overall economy. Demand is higher in the summer months than in the winter months and, as a result, rental rates charged to new customers are typically higher in the summer months than in the winter months.

During the three months ended March 31, 2014 and 2013, the average annualized contractual rates per occupied square foot for customers that moved in were \$12.79 and \$12.54, respectively, and for customers that vacated were \$13.86 and \$13.38, respectively. Promotional discounts, generally representing a one-month reduction in contractual rents, given in the first month of tenancy, were \$19.2 million and \$19.4 million in the three months ended March 31, 2014 and 2013, respectively.

We believe that the current trends in move-in, move-out, in place contractual rents and occupancy levels are consistent with our expectation of continued revenue growth in the remainder of 2014. However, such trends, when viewed in the short-run, are volatile and not necessarily predictive of our revenues going forward because they are subject to

many short-term factors. Such factors include initial move-in rates, seasonal factors, the unit size and geographical mix of the specific customers moving in or moving out, the length of stay of the customers moving in or moving out, changes in our pricing strategies, and the degree and timing of rate increases previously passed to existing customers.

### Analysis of Same Store Cost of Operations

Cost of operations (excluding depreciation and amortization) increased 4.0% in the three months ended March 31, 2014 as compared to the same period in 2013. The increase in the three months ended March 31, 2014 was due primarily to increased snow removal and utility costs due to severe winter weather in many of the markets we operate in and increased property taxes, offset partially by reduced advertising and selling expense.

Property tax expense increased 4.3% in the three months ended March 31, 2014 as compared to the same period in 2013, due primarily to higher assessed values and tax rates. We expect property tax growth of approximately 4.5% to 5% in the remainder of 2014.

On-site property manager payroll expense increased 1.7% in the three months ended March 31, 2014 as compared to the same period in 2013. This increase was due primarily to higher health care costs. We expect minimal growth in on-site property manager payroll for the remainder of 2014, with higher health care costs and inflationary increases being partially offset by lower hours worked.

Supervisory payroll expense, which represents compensation paid to the management personnel who directly and indirectly supervise the on-site property managers, decreased 4.8% in the three months ended March 31, 2014 as compared to the same period in 2013 due primarily to decreased incentives. We expect inflationary increases in supervisory payroll expense for the remainder of 2014 as compared to the same period in 2013.

Repairs and maintenance expense increased 33.8% in the three months ended March 31, 2014 as compared to the same period in 2013. Repair and maintenance costs include snow removal expense totaling \$7.1 million and \$3.3 million in the three months ended March 31, 2014 and 2013, respectively. Excluding snow removal costs, repairs and maintenance was flat in the three months ended March 31, 2014 as compared to the same period in 2013.

Repairs and maintenance expense levels are dependent upon many factors such as weather conditions, which can impact repair and maintenance needs, inflation in material and labor costs, and random events. We expect inflationary increases in repairs and maintenance expense in the remainder of 2014 as compared to the same period in 2013, excluding snow removal expense.

Our utility expenses are comprised primarily of electricity costs, which are dependent upon energy prices and usage levels. Changes in usage levels are driven primarily by weather and temperature. Utility expense increased 11.3% in the three months ended March 31, 2014 as compared to the same period in 2013 in large part due to the severe winter weather in many of the markets we operate in, as well as increases in energy prices. It is difficult to estimate future utility cost levels, because weather, temperature, and energy prices are volatile and not predictable.

Advertising and selling expense is comprised principally of Internet advertising, media advertising and the operating costs of our telephone reservation center. Advertising and selling expense varies based upon demand, occupancy levels, and other factors; media and Internet advertising, in particular, can increase or decrease significantly in the short run in response to these factors. These costs declined 15.4% in the three months ended March 31, 2014 as compared to the same period in 2013 due primarily to decreases in media advertising and telephone reservation center costs as a result of high occupancies. Based upon current trends in move-ins, move-outs, and occupancies, we expect advertising and selling expense to be approximately flat in the remainder of 2014 as compared to the same period in 2013.

Other direct property costs include administrative expenses incurred at the self-storage facilities, such as property insurance, business license costs, bank charges related to processing the properties' cash receipts, credit card fees, and the cost of operating each property's rental office including supplies and telephone data communication lines. These

costs decreased 1.6% in the three months ended March 31, 2014 as compared to the same period in 2013 is due primarily to lower property insurance costs. We expect inflationary increases in other direct property costs in the remainder of 2014 as compared to the same period in 2013.



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Allocated overhead represents administrative expenses for shared general corporate functions, which are allocated to self-storage property operations to the extent their efforts are devoted to self-storage operations. Such functions include data processing, human resources, operational accounting and finance, marketing, and costs of senior executives (other than the Chief Executive Officer and Chief Financial Officer, which are included in general and administrative expense). Allocated overhead decreased 0.5% in the three months ended March 31, 2014 as compared to the same period in 2013. We expect inflationary growth in allocated overhead in the remainder of 2014 as compared to the same period in 2013.

The following table summarizes selected quarterly financial data with respect to the Same Store Facilities:

	For the Quarter Ended				
	March 31	June 30	September 30	December 31	Entire Year
(Amounts in thousands, except for per square foot amount)					
Total revenues:					
2014	\$ 440,622				
2013	\$ 419,309	\$ 430,179	\$ 451,525	\$ 443,055	\$ 1,744,068
Total cost of operations:					
2014	\$ 139,529				
2013	\$ 134,205	\$ 125,335	\$ 127,753	\$ 102,116	\$ 489,409
Property taxes:					
2014	\$ 47,602				
2013	\$ 45,633	\$ 44,972	\$ 44,594	\$ 27,781	\$ 162,980
Repairs and maintenance:					
2014	\$ 14,748				
2013	\$ 11,026	\$ 9,281	\$ 9,870	\$ 9,986	\$ 40,163
Advertising and selling expense:					
2014	\$ 6,483				
2013	\$ 7,659	\$ 6,580	\$ 8,600	\$ 4,957	\$ 27,796
REVPAF:					
2014	\$ 13.34				
2013	\$ 12.70	\$ 13.05	\$ 13.67	\$ 13.44	\$ 13.21
Weighted average realized annual rent per occupied square foot:					
2014	\$ 14.41				
2013	\$ 13.81	\$ 13.88	\$ 14.49	\$ 14.45	\$ 14.16

Weighted average occupancy levels for the period:

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2014	92.6%				
2013	91.9%	94.0%	94.4%	93.0%	93.3%

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## Analysis of Market Trends

The following table sets forth selected market trends in our Same Store Facilities:

## Same Store Facilities Operating Trends by Market

Three Months Ended March 31,  
2014      2013      Change

(Amounts in thousands, except for  
weighted average data)

## Revenues:

Los Angeles (197 facilities)	\$ 65,021	\$ 62,163	4.6%
San Francisco (128 facilities)	37,215	35,014	6.3%
New York (79 facilities)	28,463	27,697	2.8%
Chicago (129 facilities)	27,240	25,968	4.9%
Washington DC (75 facilities)	21,247	20,769	2.3%
Seattle-Tacoma (85 facilities)	20,770	19,549	6.2%
Miami (61 facilities)	18,670	17,535	6.5%
Dallas-Ft. Worth (98 facilities)	17,354	16,221	7.0%
Houston (80 facilities)	16,062	14,900	7.8%
Atlanta (89 facilities)	15,236	14,355	6.1%
Philadelphia (55 facilities)	11,328	10,776	5.1%
Denver (47 facilities)	10,030	9,340	7.4%
Minneapolis-St Paul (41 facilities)	8,484	7,900	7.4%
Portland (43 facilities)	7,910	7,520	5.2%
Orlando-Daytona (45 facilities)	7,384	7,108	3.9%
All other markets (731 facilities)	128,208	122,494	4.7%
Total revenues	\$ 440,622	\$ 419,309	5.1%

## Net operating income:

Los Angeles	\$ 50,814	\$ 47,871	6.1%
San Francisco	28,593	26,542	7.7%
New York	18,203	17,758	2.5%
Chicago	12,385	12,867	-3.7%
Washington DC	15,380	15,176	1.3%
Seattle-Tacoma	15,563	14,354	8.4%
Miami	12,431	11,642	6.8%
Dallas-Ft. Worth	11,414	10,373	10.0%
Houston	10,926	9,849	10.9%
Atlanta	10,528	9,686	8.7%
Philadelphia	6,856	6,897	-0.6%
Denver	6,981	6,418	8.8%
Minneapolis-St. Paul	5,059	4,626	9.4%
Portland	5,752	5,344	7.6%
Orlando-Daytona	4,850	4,519	7.3%

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All other markets	85,358	81,182	5.1%
Total net operating income	\$ 301,093	\$ 285,104	5.6%

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## Same Store Facilities Operating Trends by Market (Continued)

	Three Months Ended March		
	31,		
	2014	2013	Change
Weighted average square foot occupancy:			
Los Angeles	93.2%	92.9%	0.3%
San Francisco	94.1%	93.4%	0.7%
New York	92.7%	93.7%	(1.1)%
Chicago	91.8%	91.7%	0.1%
Washington DC	91.0%	91.5%	(0.5)%
Seattle-Tacoma	92.4%	91.2%	1.3%
Miami	94.3%	93.0%	1.4%
Dallas-Ft. Worth	93.4%	91.8%	1.7%
Houston	93.4%	92.3%	1.2%
Atlanta	92.1%	89.9%	2.4%
Philadelphia	93.0%	91.1%	2.1%
Denver	93.1%	93.4%	(0.3)%
Minneapolis-St. Paul	91.2%	90.3%	1.0%
Portland	93.9%	92.8%	1.2%
Orlando-Daytona	93.0%	92.3%	0.8%
All other markets	92.2%	91.4%	0.9%
Total weighted average occupancy	92.6%	91.9%	0.8%
Realized annual rent per occupied square foot:			
Los Angeles	\$ 19.80	\$ 18.96	4.4%
San Francisco	20.64	19.53	5.7%
New York	22.20	21.33	4.1%
Chicago	13.95	13.30	4.9%
Washington DC	20.32	19.90	2.1%
Seattle-Tacoma	15.40	14.71	4.7%
Miami	17.34	16.51	5.0%
Dallas-Ft. Worth	11.25	10.71	5.0%
Houston	11.75	11.03	6.5%
Atlanta	10.54	10.17	3.6%
Philadelphia	13.54	13.14	3.0%
Denver	13.59	12.61	7.8%
Minneapolis-St. Paul	12.54	11.81	6.2%
Portland	14.39	13.84	4.0%
Orlando-Daytona	11.09	10.72	3.5%
All other markets	11.59	11.19	3.6%
Total realized rent per square foot	\$ 14.41	\$ 13.81	4.3%



## Same Store Facilities Operating Trends by Market (Continued)

	Three Months Ended March		
	31, 2014	2013	Change
REVPAF:			
Los Angeles	\$ 18.47	\$ 17.62	4.8%
San Francisco	19.43	18.25	6.5%
New York	20.57	19.98	3.0%
Chicago	12.81	12.20	5.0%
Washington DC	18.50	18.21	1.6%
Seattle-Tacoma	14.23	13.41	6.1%
Miami	16.35	15.35	6.5%
Dallas-Ft. Worth	10.51	9.83	6.9%
Houston	10.97	10.18	7.8%
Atlanta	9.70	9.14	6.1%
Philadelphia	12.59	11.97	5.2%
Denver	12.64	11.78	7.3%
Minneapolis-St. Paul	11.44	10.66	7.3%
Portland	13.52	12.84	5.3%
Orlando-Daytona	10.32	9.89	4.3%
All other markets	10.69	10.23	4.5%
Total REVPAF	\$ 13.34	\$ 12.70	5.0%

Net operating income for the New York, Washington DC, Chicago and Philadelphia markets were negatively impacted by increased snow removal and utility costs due to severe winter weather.

We believe that our geographic diversification and scale provide some insulation from localized economic effects and add to the stability of our cash flows. It is difficult to predict localized trends in short-term self-storage demand and operating results. Over the long run, we believe that markets that experience population growth, high employment, and otherwise exhibit economic strength and consistency will outperform markets that do not exhibit these characteristics.

## Non Same Store Facilities

The Non Same Store Facilities at March 31, 2014 represent 206 facilities that were not stabilized with respect to occupancies or rental rates since January 1, 2012, or that we did not own as of January 1, 2012. As a result of the stabilization process and timing of when the facilities were acquired, year-over-year changes can be significant. In the following table, "Other facilities" includes all facilities that we have owned, but were not yet stabilized as of January 1, 2012, three facilities that we obtained control of and began consolidating in 2012 and three newly developed facilities opened since January 1, 2013.

The following table summarizes operating data with respect to the Non Same Store Facilities:





NON SAME STORE FACILITIES	Three Months Ended March 31,		
	2014	2013	Change
	(Dollar amounts in thousands, except square foot amounts)		
Rental income:			
2013 third party acquisitions	\$ 22,199	\$ 40	\$ 22,159
2012 third party acquisitions	6,434	4,957	1,477
Other facilities	16,332	15,359	973
Total rental income	44,965	20,356	24,609
Cost of operations before depreciation and amortization expense:			
2013 third party acquisitions	\$ 8,644	\$ 9	\$ 8,635
2012 third party acquisitions	2,365	1,891	474
Other facilities	5,530	4,888	642
Total cost of operations	16,539	6,788	9,751
Net operating income and net (loss) income:			
2013 third party acquisitions	\$ 13,555	\$ 31	\$ 13,524
2012 third party acquisitions	4,069	3,066	1,003
Other facilities	10,802	10,471	331
Total net operating income (a)	28,426	13,568	14,858
Depreciation and amortization expense	(29,175)	(10,560)	(18,615)
Net (loss) income	\$ (749)	\$ 3,008	\$ (3,757)
At March 31:			
Square foot occupancy:			
2013 third party acquisitions	86.4%	61.7%	40.0%
2012 third party acquisitions	86.6%	82.1%	5.5%
Other facilities	81.6%	90.1%	(9.4)%
	84.9%	87.0%	(2.4)%
Annual contract rent per occupied square foot:			
2013 third party acquisitions	\$ 13.35	\$ 12.13	10.1%
2012 third party acquisitions	14.28	13.12	8.8%
Other facilities	16.12	15.68	2.8%
	14.34	14.88	(3.6)%
Number of facilities:			
2013 third party acquisitions	121	2	119
2012 third party acquisitions	24	24	-
Other facilities	61	58	3
	206	84	122
Net rentable square feet (in thousands):			
2013 third party acquisitions	8,036	149	7,887
2012 third party acquisitions	2,117	1,908	209

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Other facilities	4,977	4,237	740
	15,130	6,294	8,836

(a) See “Net Operating Income” below for a reconciliation of this non-GAAP measure to our net income in our statements of income for the three months ended March 31, 2014 and 2013.

For the three months ended March 31, 2014, the weighted average annualized yield for the facilities acquired in 2013 and 2012, respectively (excluding a facility that was acquired in 2012 and expanded in 2013), was 4.7% and 7.7%.

During the three months ended March 31, 2014, we completed expansions to the Other Facilities, adding 100,000 net rentable square feet of self-storage space, for an aggregate cost of \$13 million and we opened two newly developed facilities for an aggregate cost of \$27 million with 235,000 net rentable square feet of storage space.

We expect to increase the number of Non Same Storage Facilities over at least the next twelve months through development of additional self-storage space and acquisitions of existing facilities from third parties. As of March 31, 2014, we had development and expansion projects which will add approximately 1.9 million net rentable square feet of storage space at a total cost of approximately \$195 million. A total of \$38 million in costs were incurred through March 31, 2014, with the remaining costs expected to be incurred primarily in the remainder of 2014. Some of these projects are subject to significant contingencies such as entitlement approval. We expect to continue to seek additional development projects; however, the level of future development may be limited due to various constraints such as difficulty in finding projects that meet our risk-adjusted yield expectations and challenges in obtaining building permits for self-storage activities in certain municipalities. There is significant competition to acquire existing facilities and there can be no assurance that we will be able to acquire additional facilities at prices we will find attractive.

We believe that our management and operating infrastructure will result in newly acquired facilities stabilizing at a higher level of net operating income than was achieved by the previous owners. However, it can take 24 or more months for these newly acquired facilities to reach stabilization, and the ultimate levels of net operating income to be achieved can be affected by changes in general economic conditions. As a result, there can be no assurance that our expectations with respect to these facilities will be achieved. However, we expect the Non Same Store Facilities to continue to provide earnings growth during 2014 as these facilities approach stabilized occupancy levels and the earnings of the 2013 acquisitions are reflected in our operations for a longer period in 2014 as compared to 2013.

#### Equity in earnings of unconsolidated real estate entities

At March 31, 2014, we have equity investments in PSB, Shurgard Europe and various limited partnerships. We account for such investments using the equity method.

Equity in earnings of unconsolidated real estate entities for the three months ended March 31, 2014 and 2013 consists of our pro-rata share of the net income of these unconsolidated real estate entities for each period. The following table sets forth the significant components of equity in earnings of unconsolidated real estate entities.

Historical summary:	Three Months Ended March		
	2014	2013	Change

(Amounts in thousands)

Equity in earnings:			
PSB	\$ 5,337	\$ 4,610	\$ 727
Shurgard Europe	8,884	6,667	2,217
Other Investments	383	366	17
Total equity in earnings	\$ 14,604	\$ 11,643	\$ 2,961

Investment in PSB: At March 31, 2014 and December 31, 2013, we had an approximate 42% common equity interest in PSB, comprised of our ownership of 7,158,354 shares of PSB's common stock and 7,305,355 limited partnership units in an operating partnership controlled by PSB. The limited partnership units are convertible at our option, subject to certain conditions, on a one-for-one basis into PSB common stock.

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During the last six months of 2013, we purchased 406,748 shares of PSB common stock in open-market transactions at an average cost of \$73.15 per share, and 950,000 shares of PSB common stock from PSB at \$79.25 per share.

At March 31, 2014, PSB owned and operated 29.7 million rentable square feet of commercial space located in eight states. PSB also manages commercial space that we own pursuant to property management agreements.

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Equity in earnings from PSB increased to \$5.3 million in the three months March 31, 2014 from \$4.6 million in the same period in 2013. This increase was due primarily to incremental earnings generated by the properties PSB acquired in 2013. See Note 4 to our March 31, 2014 financial statements for selected financial information on PSB, as well as PSB's filings and selected financial information that can be accessed through the SEC, and on PSB's website, [www.psbusinessparks.com](http://www.psbusinessparks.com).

Our investment in PSB provides us with some diversification.

**Investment in Shurgard Europe:** Equity in earnings of Shurgard Europe represents our 49% equity share of Shurgard Europe's net income. At March 31, 2014, Shurgard Europe's operations are comprised of 187 wholly-owned facilities with 10 million net rentable square feet. Selected financial data for Shurgard Europe for the three months ended March 31, 2014 and 2013 is included in Note 4 to our March 31, 2014 financial statements. As described in more detail in Note 4, we receive interest income and trademark license fees from Shurgard Europe.

Equity in earnings from Shurgard Europe increased to \$8.9 million for the three months ended March 31, 2014 from \$6.7 million for the same period in 2013. The increase is due primarily to our equity share of improved property operations and the impact of a lease termination charge during three months ended March 31, 2013.

Shurgard Europe has no material development pipeline and no expectations in the short-term of any material third party facility acquisitions. Accordingly, at least in the short-term, our future earnings from Shurgard Europe will be affected primarily by the operating results of its existing facilities, as well as the exchange rate between the U.S. Dollar and currencies in the countries Shurgard Europe conducts its business, principally the Euro.

**European Same Store Facilities:** The Shurgard Europe Same Store Pool represents the 174 facilities (9.2 million net rentable square feet, representing 92% of the aggregate net rentable square feet of Shurgard Europe's self-storage portfolio) that have been consolidated and operated by Shurgard Europe on a stabilized basis since January 1, 2012 and therefore provide meaningful comparisons for 2013 and 2014. We evaluate the performance of these facilities because Shurgard Europe's ability to effectively manage stabilized facilities represents an important measure of its ability to grow its earnings over the long-term.

The following table reflects 100% of the operating results of those 174 facilities. We restate the exchange rates used in prior year's presentation to the actual exchange rates for the three months ended March 31, 2014. However, only our pro rata share of the operating results for these facilities, based upon the actual exchange rates for each period, is included in "equity in earnings of unconsolidated real estate entities" on our statements of income.

In Note 4 to our March 31, 2014 financial statements, we disclose Shurgard Europe's consolidated operating results for the three months ended March 31, 2014 and 2013. Shurgard Europe's consolidated operating results include 13 additional facilities that are not Same Store Facilities, and are based upon historical exchange rates rather than constant exchange rates for each of the respective periods.

## Selected Operating Data for the Shurgard Europe Same Store Pool (174 facilities):

	Three Months Ended March 31,		
	2014	2013	Percentage Change
(Dollar amounts in thousands, except weighted average data, utilizing constant exchange rates)			
(a)			
Revenues (including late charges and administrative fees)	\$ 52,437	\$ 51,770	1.3%
Less: Cost of operations (excluding depreciation and amortization expenses)	22,568	22,288	1.3%
Net operating income (b)	\$ 29,869	\$ 29,482	1.3%
Gross margin	57.0%	56.9%	0.2%
Weighted average for the period:			
Square foot occupancy (c)	83.2%	79.9%	4.1%
Realized annual rent, prior to late charges and administrative fees, per:			
Occupied square foot (d)	\$ 26.77	\$ 27.58	(2.9)%
Available square foot ("REVPAF") (d)	\$ 22.27	\$ 22.04	1.0%
Weighted average at March 31:			
Square foot occupancy	86.1%	79.5%	8.3%
Annual contract rent per occupied square foot (e)	\$ 28.93	\$ 30.68	(5.7)%
Average Euro to the U.S. Dollar for the period (a):			
Constant exchange rates used herein	1.370	1.370	-
Actual historical exchange rates	1.370	1.320	3.8%

(a) In order to isolate changes in the underlying operations from the impact of exchange rates, the amounts in this table are presented on a constant exchange rate basis. The amounts for three months ended March 31, 2013 have been restated using the actual exchange rates for the three months ended March 31, 2014.

(b) We present Shurgard Europe's same-store net operating income or "NOI," which is a non-GAAP (generally accepted accounting principles) financial measure that excludes the impact of depreciation and amortization expense. We believe that NOI is a meaningful measure of operating performance, because we utilize NOI in making decisions with respect to capital allocations, in determining current property values, in evaluating property performance and in comparing period-to-period and market-to-market property operating results. In addition, we believe the investment community utilizes NOI in determining operating performance and real estate values, and does not consider depreciation expense because it is based upon historical cost. NOI is not a substitute for net income, net operating cash flow, or other related GAAP financial measures, in evaluating Shurgard Europe's operating results.

(c) Square foot occupancies represent weighted average occupancy levels over the entire period.

(d) Realized annual rent per occupied square foot is computed by dividing annualized rental income, before late charges and administrative fees, by the weighted average occupied square feet for the period. Realized annual rent per available square foot ("REVPAF") is computed by dividing annualized rental income, before late charges and administrative fees, by the total available net rentable square feet for the period. These measures exclude late charges and administrative fees in order to provide a better measure of our ongoing level of revenue. Late charges are dependent upon the level of delinquency, and administrative fees are dependent upon the level of move-ins. In addition, the rates charged for late charges and administrative fees can vary independently from rental rates. These measures take into consideration promotional discounts, which reduce rental income.

(e) Contract rent represents the applicable contractual monthly rent charged to tenants, excluding the impact of promotional discounts, late charges and administrative fees.

NOI increased 1.3% in the three months ended March 31, 2014 as compared to the same period in 2013, principally due to increases of 1.3% in revenue, offset partially by a 1.3% increase in cost of operations. Due to the limited number of facilities in this portfolio and lack of geographic concentration, as well as recent volatile economic conditions in Western Europe, it is difficult to estimate revenue growth. However, based upon current trends, it appears that revenue should increase modestly in the second quarter of 2014.

See “Liquidity and Capital Resources – Shurgard Europe” for additional information on Shurgard Europe’s liquidity.

Other Investments: The “Other Investments” at March 31, 2014 are comprised primarily of our equity in earnings from various limited partnerships that own an aggregate of 14 self-storage facilities (792,000 net rentable square feet). Our future earnings with respect to the Other Investments will be dependent upon the operating results of the facilities these entities own. See Note 4 to our March 31, 2014 financial statements under the “Other Investments” for certain condensed combined financial information of these entities.

#### Ancillary Operations

Ancillary revenues and expenses include amounts associated with (i) the reinsurance of policies against losses to goods stored by customers in our self-storage facilities in the U.S., (ii) merchandise sales, (iii) commercial property operations and (iv) management of 42 facilities owned by third parties and the Unconsolidated Real Estate Entities.

Commercial property operations are included in our commercial segment and all other ancillary revenues and costs of operations are not allocated to any segment. See Note 11 to our March 31, 2014 financial statements for further information regarding our segments and for a reconciliation of these ancillary revenues and cost of operations to our net income.

The following table sets forth our ancillary operations as presented on our income statements:

	Three Months Ended March 31,		
	2014	2013	Change
	(Amounts in thousands)		
Ancillary Revenues:			
Tenant reinsurance premiums	\$ 22,240	\$ 20,237	\$ 2,003
Commercial	4,005	3,533	472
Merchandise and other	7,792	7,465	327
Total revenues	34,037	31,235	2,802
Ancillary Cost of Operations:			
Tenant reinsurance	12,573	3,702	8,871
Commercial	1,315	1,310	5
Merchandise and other	4,563	4,384	179
Total cost of operations	18,451	9,396	9,055
Commercial depreciation	688	699	(11)
Ancillary net income:			



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Tenant reinsurance	9,667	16,535	(6,868)
Commercial	2,002	1,524	478
Merchandise and other	3,229	3,081	148
Total ancillary net income	\$ 14,898	\$ 21,140	\$ (6,242)

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Tenant reinsurance operations: We reinsure policies offered through a non-affiliated insurance company against losses to goods stored by customers in the domestic self-storage facilities we operate. The level of tenant reinsurance revenues is largely dependent upon the level of premiums charged for such insurance and the number of customers that participate in the insurance program. Cost of operations primarily includes claims paid that are not covered by our outside third-party insurers, as well as claims adjustment expenses. Tenant reinsurance cost of operations for the three months ended March 31, 2014 includes a \$7.8 million accrual related to a contingent legal settlement. The \$1.1 million increase in ongoing cost of operations for the three months ended March 31, 2014 is due primarily to an increase in exposure associated with more insured tenants and, to a lesser extent, weather related claims.

The increase in tenant reinsurance premiums in three months ended March 31, 2014 as compared to the same period in 2013 is due the acquisition of 121 self-storage facilities from third parties in 2013, and in increase in tenant reinsurance premiums with respect to our Same Store Facilities from \$18.9 million in the three months ended March 31, 2013 to \$19.9 million in the same period in 2014. The increase in Same Store tenant insurance revenues is due to 3.6% increase in insured tenants combined with higher premium rates.

We expect continued increases in tenant insurance revenues in the remainder of 2014 as the tenant insurance revenues with respect to the facilities we acquired in 2013 are reflected for a full year and Non-Same Store facilities continue to add customers. We expect stable participation rates and flat premium rates in the remainder of 2014.

Commercial operations: We also own and operate commercial facilities, primarily the leasing of small retail storefronts and office space located on or near our existing self-storage facilities. We do not expect any significant changes in revenues or profitability from our commercial operations.

Merchandise sales and other: We sell locks, boxes, and packing supplies at our self-storage facilities, and the level of sales of these items is primarily impacted by the level of move-ins and other customer traffic at our self-storage facilities. These amounts include, to a much lesser extent, the results of our management of 42 self-storage facilities in the U.S. for third party owners and other partnerships that we account for on the equity method. We do not expect any significant changes in revenues our profitability from our merchandise sales and other in the remainder of 2014.

#### Other Income and Expense Items

Interest and other income: Interest and other income for the three months ended March 31, 2014 and 2013, totaled \$2.4 million and \$5.6 million, respectively, representing a reduction of \$3.2 million. This reduction was primarily due to the sale of a 51% interest in the loan receivable from Shurgard Europe on January 28, 2014 to our joint venture partner (see Note 5 to the March 31, 2014 financial statements) which reduced interest income on the loan receivable from Shurgard Europe to \$1.5 million for the three months ended March 31, 2014, as compared to \$4.7 million for the same period in 2013. From January 28, 2014, we will no longer record interest income from the loan. The interest we will receive from the remaining 49% ownership of the loan will continue to be classified as equity in earnings of unconsolidated real estate entities.

Interest and other income also includes approximately \$0.3 million in each of the three months ended March 31, 2014 and 2013, representing 51% of trademark license fees received from Shurgard Europe for the use of the "Shurgard" trade name.

The remainder of our interest and other income is comprised primarily of interest earned on cash balances as well as sundry other income items that are received from time to time in varying amounts. Interest income on cash balances has been minimal, because rates have been at historic lows of 0.1% or less, and we expect this trend to continue in the foreseeable future. Future earnings from sundry other income items are not predictable.

Depreciation and amortization: Depreciation and amortization increased to \$109.0 million for the three months ended March 31, 2014 as compared to \$91.0 million for the same period in 2013, due principally to the 121 facilities acquired from third parties in 2013. Included in depreciation and amortization is amortization expense of tenant intangibles for facilities acquired from third parties, which is being amortized relative to the expected future

benefit of the customers in place for each period. Such amortization expense totaled \$14.6 million for the three months ended March 31, 2014 as compared to \$2.6 million for the same period in 2013. Based upon the facilities we own at March 31, 2014, amortization expense with respect to such intangibles is estimated at \$22.0 million for the remainder of 2014. The level of future depreciation and amortization will primarily depend upon the level of acquisitions of facilities and the level of capital expenditures we incur on our facilities.

General and administrative expense: The following table sets forth our general and administrative expense:

	Three Months Ended March		
	31,		
	2014	2013	Change
	(Amounts in thousands)		
Share-based compensation expense	\$ 6,287	\$ 5,894	\$ 393
Costs of senior executives	4,306	4,056	250
Development and acquisition costs	2,323	1,735	588
Tax compliance costs and taxes paid	1,366	1,281	85
Legal costs	1,016	1,481	(465)
Public company costs	844	919	(75)
Other costs	2,847	2,887	(40)
Total	\$ 18,989	\$ 18,253	\$ 736

Share-based compensation expense includes the amortization of restricted share units (“RSUs”) and stock options granted to employees, as well as employer taxes incurred upon vesting of RSUs and upon exercise of employee stock options. The level of share-based compensation expense varies based upon the level of grants and forfeitures. The increase in share-based compensation costs in the three months ended March 31, 2014 as compared to the same period in 2013 is due primarily to additional share-based grants. We expect share-based compensation expense to increase in the remainder of 2014 as compared to the same period in 2013, at a rate similar to that experienced in the quarter ended March 31, 2014. See Note 10 to our March 31, 2014 financial statements for further information on our share-based compensation.

Costs of senior executives represent the cash compensation paid to our chief executive officer and chief financial officer. The increase is due to an increase in incentive compensation.

Development and acquisition costs represent internal and external expenses related to our acquisition and development activities and varies primarily based upon the level of development and acquisition activities undertaken. The increase is due to increased development activities and increased personnel in those areas. The level of such costs to be incurred in the remainder of 2014 will depend upon the level of acquisition activities, which is not determinable.

Tax compliance costs and taxes paid include taxes paid to various state and local authorities, the internal and external costs of filing tax returns, costs associated with complying with federal and state tax laws, and maintaining our compliance with Internal Revenue Service REIT rules. Such costs vary primarily based upon the tax rates of the various states in which we do business.

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Legal costs include internal personnel as well as fees paid to legal firms and other third parties with respect to general corporate legal matters and risk management, and varies based upon the level of litigation.

Public company costs represent the incremental costs of operating as a publicly-traded company, such as internal and external investor relations expenses, stock listing and transfer agent fees, board of directors' costs, and costs associated with maintaining compliance with applicable laws and regulations, including the Dodd-Frank Act and Sarbanes-Oxley Act.

Our future general and administrative expenses are difficult to estimate, due to their dependence upon many factors, including those noted above.

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Interest expense: Interest expense was \$3.5 million for each of the three month periods ended March 31, 2014 and 2013. Reductions in interest expense due primarily to principal repayments on our notes payable were offset by \$1.6 million in cash interest, and \$1.0 million in amortization of loan costs (including \$0.6 million in accelerated amortization associated with prepayments incurred on our term loan. See Note 6 to our March 31, 2014 financial statements for a schedule of our notes payable balances, principal repayment requirements and average interest rates. The level of interest expense that we incur in the remainder of 2014 will be dependent upon the source of funds used to refinance our term loan that matures on December 2, 2014, and when such refinance is expected to occur.

Foreign Exchange Gain (Loss): We recorded foreign currency translation losses of \$2.3 million and \$12.7 million for the three months ended March 31, 2014 and 2013, respectively, representing primarily the change in the U.S. Dollar equivalent of our Euro-based loan receivable from Shurgard Europe due to fluctuations in exchange rates. We have not entered into any agreements to mitigate the impact of currency exchange fluctuations between the U.S. Dollar and the Euro, therefore the amount of U.S. Dollars we will receive on repayment will depend upon the currency exchange rates at that time. We record the exchange gains or losses into net income each period because of our continued expectation of repayment of the Shareholder Loan in the foreseeable future. The U.S. Dollar exchange rate relative to the Euro was approximately 1.375, 1.377, 1.282 and 1.322 at March 31, 2014, December 31, 2013, March 31, 2013 and December 31, 2012, respectively.

Future foreign exchange gains or losses will be dependent primarily upon the movement of the Euro relative to the U.S. Dollar, the amount owed to us by Shurgard Europe, and our continued expectation of collecting the principal on the loan in the foreseeable future.

Net Income Allocable to Preferred Shareholders: Net income allocable to preferred shareholders decreased during the three months ended March 31, 2014 as compared to the same period in 2013 due primarily to higher average outstanding preferred shares, offset partially by lower average dividend rates. Based upon our preferred shares outstanding at March 31, 2014, including the Series Y Preferred Shares issued on April 14, 2014, our quarterly distribution to our preferred shareholders is expected to be approximately \$56.5 million.

#### Net Operating Income

In our discussions above, we refer to net operating income or “NOI,” which is a non-GAAP (generally accepted accounting principles) financial measure that excludes the impact of depreciation and amortization expense. We believe that NOI is a meaningful measure of operating performance, because we utilize NOI in making decisions with respect to capital allocations, in determining current property values, in evaluating property performance and in comparing period-to-period and market-to-market property operating results. In addition, we believe the investment community utilizes NOI in determining operating performance and real estate values, and does not consider depreciation expense because it is based upon historical cost. NOI is not a substitute for net income, net operating cash flow, or other related GAAP financial measures, in evaluating our operating results. The following table reconciles NOI generated by our self-storage facilities to our operating income:

	Three Months Ended	
	March 31,	
	2014	2013
	(Amounts in thousands)	
Self-storage net operating income:		
Same Store Facilities	\$ 301,093	\$ 285,104
Non Same Store Facilities	28,426	13,568
	329,519	298,672
Self-storage depreciation expense:		
Same Store Facilities	(79,158)	(79,742)
Non Same Store Facilities	(29,175)	(10,560)
	(108,333)	(90,302)
Self-storage net income:		
Same Store Facilities	221,935	205,362
Non Same Store Facilities	(749)	3,008
Total net income from self-storage	221,186	208,370
Ancillary operating revenue	34,037	31,235
Ancillary cost of operations	(18,451)	(9,396)
Commercial depreciation and amortization	(688)	(699)
General and administrative expenses	(18,989)	(18,253)
Operating income	\$ 217,095	\$ 211,257
Liquidity and Capital Resources		

**Financial Strategy:** Our financial profile is characterized by a low level of debt-to-total-capitalization. In general, we seek to finance our investment activities and debt obligations with retained operating cash flow, and when not sufficient, capital raised through the issuance of preferred and common securities. When market conditions are not favorable to issue either preferred or common securities, we will use bank debt as bridge financing.

Unlike most REITs, we have elected to use predominantly preferred securities in our capital structure as a form of leverage despite the fact that the dividend rates of our preferred securities exceed the prevailing market interest rates on conventional debt. We have chosen this method of financing for the following reasons: (i) under the REIT structure, a significant amount of operating cash flow needs to be distributed to our shareholders, making it difficult, relative to a traditional taxable corporation, to repay debt with operating cash flow alone, (ii) our perpetual preferred shares have no sinking fund requirement or maturity date and do not require redemption, all of which eliminate future refinancing risks, (iii) after the end of a non-call period, we have the option to redeem the preferred shares at any time, which enables us to refinance higher coupon preferred shares with new preferred shares at lower rates if appropriate, (iv) preferred shares do not contain covenants, thus allowing us to maintain significant financial flexibility, and (v) dividends on the preferred shares can be applied to satisfy our REIT distribution requirements.

We have generally been able to raise preferred capital at an attractive cost relative to the issuance of our common shares, and as a result, our issuances of common shares for cash have been minimal over the past several years. During the early part of 2013, we issued preferred securities with coupons as low as 5.2%. Since then, rates increased and market conditions for the issuance of common and preferred capital worsened, and as a result during the last three months of 2013, we borrowed approximately \$750.1 million from banks to bridge finance our acquisition activities during that timeframe (see discussion of our bridge financing below). Since then, coupon rates and market conditions have improved, and in March and April 2014, we issued \$285.0 million of preferred



securities at a market coupon rate of 6.375% and used the proceeds to repay a portion of our bridge financing. The market coupon rate on our preferred securities is influenced by long-term interest rates.

Our credit ratings on each of our series of preferred shares are “A3” by Moody’s, “BBB+” by Standard & Poor’s and “A” by Fitch Ratings. In recent years, we have been one of the largest and most frequent issuers of preferred equity in the U.S.

**Liquidity and Capital Resource Analysis:** We believe that our net cash provided by our operating activities will continue to be sufficient to enable us to meet our ongoing requirements for operating expenses, capital improvements and distributions to our shareholders for the foreseeable future.

As of March 31, 2014, our capital resources totaled approximately \$625 million, consisting of (i) cash and cash equivalents totaling \$101 million, (ii) approximately \$285 million of available borrowing capacity on our revolving line of credit, (iii) \$49 million in net proceeds from the issuance of 2.0 million additional depositary shares of our Series Y Preferred Shares on April 14, 2014, and (iv) \$190 million of retained operating cash flow for the remainder of 2014. Retained operating cash flow represents our expected cash flow provided by operating activities, after deducting estimated distributions to our common and preferred shareholders, and estimated capital expenditure requirements for the nine months ending December 31, 2014.

At March 31, 2014, we had estimated remaining 2014 capital commitments totaling approximately \$586 million, consisting of \$372 million to repay our term loan, \$25 million in maturities on notes payable, \$32 million in property acquisitions, as well as approximately \$157 million of remaining spend on our development pipeline. In addition, we expect that our capital commitments will continue to grow during the remainder of 2014 as we continue to seek additional development and acquisition opportunities.

We believe we have a variety of possibilities to bridge any gap between our capital resources and commitments which may include raising capital through the issuance of common or preferred securities, issuing debt, expanding the borrowing capacity of our credit facility, or entering into joint venture arrangements to acquire or develop facilities.

**Debt Service Requirements:** As of March 31, 2014, our outstanding debt totaled approximately \$460.2 million. Approximate principal maturities of our outstanding debt are as follows (amounts in thousands):

	Term Loan	Notes Payable	Total
2014 (remainder)	\$ 372,000	\$ 25,403	\$ 397,403
2015	-	30,842	30,842
2016	-	15,920	15,920
2017	-	1,343	1,343

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2018	-	11,077	11,077
Thereafter	-	3,565	3,565
	\$ 372,000	\$ 88,150	\$ 460,150

The remaining maturities on our notes payable are nominal compared to our annual cash from operations. We intend to repay the note payable at maturity and not seek to refinance it with additional debt.

Virtually all of the book value of our real estate facilities are unencumbered at March 31, 2014.

Capital Expenditure Requirements: Capital expenditures include major repairs or replacements to elements of our facilities, which keep the facilities in good operating condition and maintain their visual appeal to the customer, which totaled \$13.1 million during the three months ended March 31, 2014. Capital expenditures do not include costs relating to the development of new facilities or the expansion of net rentable square footage of existing facilities. For the year ending December 31, 2014, we expect to incur approximately \$71 million for capital

expenditures and fund such amounts with cash provided by operating activities. For the last four years, such capital expenditures have ranged between approximately \$0.55 and \$0.60 per net rentable square foot per year.

**Requirement to Pay Distributions:** For all periods presented herein, we have elected to be treated as a REIT, as defined in the Internal Revenue Code. As a REIT, we do not incur federal income tax on our REIT taxable income (generally, net rents and gains from real property, dividends, and interest) that is fully distributed each year (for this purpose, certain distributions paid in a subsequent year may be considered), and if we meet certain organizational and operational rules. We believe we have met these requirements in all periods presented herein, and we expect to continue to elect and qualify as a REIT.

Distributions paid during the three months ended March 31, 2014 totaled \$294.2 million, consisting of \$52.5 million to preferred shareholders and \$241.7 million to common shareholders and restricted share unitholders. All of these distributions were REIT qualifying distributions.

We estimate the annual distribution requirements with respect to our Preferred Shares outstanding at March 31, 2014, including the Series Y Preferred Shares issued on April 14, 2014 to be approximately \$225.8 million per year.

On May 1, 2014, our Board of Trustees declared a regular common quarterly dividend of \$1.40 per common share. Our consistent, long-term dividend policy has been to distribute only our taxable income. Future quarterly distributions with respect to the common shares will continue to be determined based upon our REIT distribution requirements after taking into consideration distributions to the preferred shareholders and will be funded with cash provided by operating activities.

We are obligated to pay distributions to noncontrolling interests in our consolidated subsidiaries based upon the cash provided by operating activities of the respective subsidiary. Such distributions are estimated at approximately \$7.1 million in 2014, with respect to such noncontrolling interests outstanding at March 31, 2014.

**Real Estate Investment Activities:** Subsequent to March 31, 2014, we acquired one self-storage facility for \$6.0 million in cash and loan assumption of \$4.8 million. As of May 2, 2014, we were under contract to acquire five self-storage facilities for approximately \$26.0 million in cash. During the remainder of 2014, we will continue to seek to acquire self-storage facilities from third parties; however, it is difficult to estimate the amount of third party acquisitions we will undertake.

As of March 31, 2014, we had development and expansion projects which will add approximately 1.9 million net rentable square feet of storage space at a total cost of approximately \$195 million. A total of \$38 million in costs were incurred through March 31, 2014, with the remaining costs expected to be incurred primarily in the remainder of 2014. Some of these projects are subject to significant contingencies such as entitlement approval. We expect to continue to seek additional development projects; however, the level of future development may be limited due to various constraints such as difficulty in finding available sites for building that meet our risk-adjusted yield expectations, as well as the challenges in obtaining building permits for self-storage activities in certain municipalities.

**Shurgard Europe:** Shurgard Europe has a term loan from a bank (the "Bank Loan") with a balance of approximately €94.0 million (\$129.3 million) at March 31, 2014 maturing in November 2014, and a note payable to us and our joint venture partner totaling €311.0 million (\$427.7 million) at March 31, 2014 that matures in April 2019. Shurgard Europe is exploring various financing alternatives.

**Redemption of Preferred Securities:** We have no series of preferred shares that are redeemable before April 2015 and none of our preferred securities are redeemable at the option of the holders.

Repurchases of Company's Common Shares: Our Board of Trustees has authorized management to repurchase up to 35,000,000 of our common shares on the open market or in privately negotiated transactions. During the three months ended March 31, 2014, we did not repurchase any of our common shares. From the inception of the repurchase program through May 2, 2014, we have repurchased a total of 23,721,916 common

shares at an aggregate cost of approximately \$679.1 million. We have no current plans to repurchase shares; however, future levels of common share repurchases will be dependent upon our available capital, investment alternatives and the trading price of our common shares.

### Contractual Obligations

Our significant contractual obligations at March 31, 2014 and their impact on our cash flows and liquidity are summarized below for the years ending December 31 (amounts in thousands):

	Total	Remainder of 2014	2015	2016	2017	2018	Thereafter
Long-term debt (1)	\$ 96,331	\$ 28,367	\$ 32,861	\$ 17,191	\$ 1,965	\$ 11,610	\$ 4,337
Term loan (2)	372,000	372,000	-	-	-	-	-
Operating leases (3)	73,110	3,441	3,754	3,658	2,650	2,310	57,297
Construction commitments (4)	52,471	41,977	10,494	-	-	-	-
Total	\$ 593,912	\$ 445,785	\$ 47,109	\$ 20,849	\$ 4,615	\$ 13,920	\$ 61,634

(1) Amounts include principal and interest payments (all of which are fixed-rate) on our notes payable based on their contractual terms. See Note 6 to our March 31, 2014 financial statements for additional information on our notes payable.

(2) We repaid \$50 million on April 14, 2014. See Note 6 to our March 31, 2014 financial statements for additional information on our term loan.

(3) We lease land, equipment and office space under various operating leases. Certain leases are cancelable; however, significant penalties would be incurred upon cancellation. Amounts reflected above consider continuance of the lease without cancellation.

(4) Amounts exclude an additional \$104.8 million in future expected development spending that was not under contract at March 31, 2014.

We estimate the annual distribution requirements with respect to our Preferred Shares outstanding at March 31, 2014, including the Series Y Preferred Shares issued on April 14, 2014 to be approximately \$225.8 million per year. Dividends are paid when and if declared by our Board of Trustees and accumulate if not paid. We have no series of preferred shares that are redeemable before April 2015 and none of our preferred securities are redeemable at the option of the holders.

Off-Balance Sheet Arrangements: At March 31, 2014, we had no material off-balance sheet arrangements as defined under Regulation S-K 303(a)(4) and the instructions thereto.

## ITEM 3. Quantitative and Qualitative Disclosures About Market Risk

To limit our exposure to market risk, we are capitalized primarily with preferred and common equity. Our preferred shares are redeemable at our option generally five years after issuance, but the holder has no redemption option. Our debt is our only market-risk sensitive portion of our capital structure, which totals \$460.2 million and represents 5.1% of the book value of our equity at March 31, 2014.

We have foreign currency exposure related to our investment in Shurgard Europe, which has a book value of \$428.3 million at March 31, 2014. We also have foreign currency exposure related to a loan receivable from Shurgard Europe, which is denominated in Euros, totaling €152.4 million (\$209.6 million) at March 31, 2014, and matures on April 28, 2019.

At March 31, 2014, we had \$372 million payable under a term loan which matures on December 2, 2014 and bears interest at a variable rate of Libor plus 0.90%.

The fair value of our fixed rate debt at March 31, 2014 is \$88.2 million. The table below summarizes the annual maturities of our fixed rate debt which had a weighted average fixed rate of 4.8% at March 31, 2014. See Note 6 to our March 31, 2014 financial statements for further information regarding our fixed rate debt (dollar amounts in thousands).

	Remainder of 2014	2015	2016	2017	2018	Thereafter	Total
Fixed rate debt	\$ 25,403	\$ 30,842	\$ 15,920	\$ 1,343	\$ 11,077	\$ 3,565	\$ 88,150

ITEM 4. Controls and Procedures

Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in reports we file and submit under the Securities Exchange Act of 1934, as amended, ("Exchange Act") is recorded, processed, summarized and reported within the time periods specified in accordance with SEC guidelines and that such information is communicated to our management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure based on the definition of "disclosure controls and procedures" in Rules 13a-15(e) and 15d-15(e) of the Exchange Act. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives and management necessarily is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures in reaching that level of reasonable assurance. We also have investments in certain unconsolidated entities and because we do not control these entities, our disclosure controls and procedures with respect to such entities are substantially more limited than those we maintain with respect to our consolidated subsidiaries.

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we evaluated the effectiveness of our disclosure controls and procedures, as required by Exchange Act Rule 13a-15(b), as of the end of the period covered by this report. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective, at a reasonable assurance level.

Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting during the quarter ended March 31, 2014 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.



## PART II. OTHER INFORMATION

### Item 1. Legal Proceedings

The information set forth under the heading "Contingent Losses" in Note 12 to the Financial Statements in this Form 10-Q is incorporated by reference in this Item 1.

### Item 1A. Risk Factors

In addition to the other information in this Quarterly Report on Form 10-Q, you should carefully consider the risks described in our Annual Report on Form 10-K filed for the year ended December 31, 2013, in Part I, Item 1A, Risk Factors, and in our other filings with the SEC. These factors may materially affect our business, financial condition and operating results and could cause our actual results to differ materially from expectations. In addition, in considering the forward-looking statements contained in this Form 10-Q and elsewhere, you should refer to the qualifications and limitations on our forward-looking statements that are described in Forward Looking Statements at the beginning of Part I, Item 2 of this Form 10-Q.

### Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

#### Common Share Repurchases

Our Board of Trustees has authorized management to repurchase up to 35,000,000 of our common shares on the open market or in privately negotiated transactions. During the three months ended March 31, 2014, we did not repurchase any of our common shares. From the inception of the repurchase program through May 2, 2014, we have repurchased a total of 23,721,916 common shares at an aggregate cost of approximately \$679.1 million. Our common share repurchase program does not have an expiration date and there are 11,278,084 common shares that may yet be repurchased under our repurchase program as of March 31, 2014. We have no current plans to repurchase shares; however, future levels of common share repurchases will be dependent upon our available capital, investment alternatives and the trading price of our common shares.

#### Preferred Share Redemptions

We had no preferred redemptions during the three months ended March 31, 2014.

### Item 6. Exhibits

Exhibits required by Item 601 of Regulation S-K are filed herewith or incorporated herein by reference and are listed in the attached Exhibit Index which is incorporated herein by reference.

SIGNATURES

Pursuant to the requirement 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.

DATED: May 2, 2014

PUBLIC STORAGE

By: /s/ John Reyes  
John Reyes  
Senior Vice President and Chief Financial Officer  
(Principal financial officer and duly authorized officer)

PUBLIC STORAGE

INDEX TO EXHIBITS (1)

(Items 15(a)(3) and 15(c))

- 3.1 Articles of Amendment and Restatement of Declaration of Trust of Public Storage, a Maryland real estate investment trust. Filed with the Registrant's Annual Report on Form 10-K for the year ended December 31, 2009 and incorporated by reference herein.
- 3.2 Bylaws of Public Storage, a Maryland real estate investment trust. Filed with the Registrant's Current Report on Form 8-K dated May 11, 2010 and incorporated by reference herein.
- 3.3 Articles Supplementary for Public Storage 6.875% Cumulative Preferred Shares, Series O. Filed with the Registrant's Current Report on Form 8-K dated April 8, 2010 and incorporated by reference herein.
- 3.4 Articles Supplementary for Public Storage 6.500% Cumulative Preferred Shares, Series P. Filed with the Registrant's Current Report on Form 8-K dated October 6, 2010 and incorporated by reference herein.
- 3.5 Articles Supplementary for Public Storage 6.5% Cumulative Preferred Shares, Series Q. Filed with the Registrant's Current Report on Form 8-K dated May 2, 2011 and incorporated by reference herein.
- 3.6 Articles Supplementary for Public Storage 6.35% Cumulative Preferred Shares, Series R. Filed with the Registrant's Current Report on Form 8-K dated July 20, 2011 and incorporated by reference herein.
- 3.7 Articles Supplementary for Public Storage 5.900% Cumulative Preferred Shares, Series S. Filed with the Registrant's Current Report on Form 8-K dated January 9, 2012 and incorporated by reference herein.
- 3.8 Articles Supplementary for Public Storage 5.750% Cumulative Preferred Shares, Series T. Filed with the Registrant's Current Report on Form 8-K dated March 7, 2012 and incorporated by reference herein.
- 3.9 Articles Supplementary for Public Storage 5.625% Cumulative Preferred Shares, Series U. Filed with the Registrant's Current Report on Form 8-K dated June 6, 2012 and incorporated by reference herein.
- 3.10 Articles Supplementary for Public Storage 5.375% Cumulative Preferred Shares, Series V. Filed with the Registrant's Current Report on Form 8-K dated September 11, 2012 and incorporated by reference herein.
- 3.11 Articles Supplementary for Public Storage 5.20% Cumulative Preferred Shares, Series W. Filed with the Registrant's Current Report on Form 8-K dated January 8, 2013 and incorporated by reference herein.
- 3.12 Articles Supplementary for Public Storage 5.20% Cumulative Preferred Shares, Series X. Filed with the Registrant's Current Report on Form 8-K dated March 5, 2013 and incorporated by reference herein.
- 3.13 Articles Supplementary for Public Storage 6.375% Cumulative Preferred Shares, Series Y. Filed with the Registrant's Current Report on Form 8-K dated March 12, 2014 and incorporated by reference herein.
- 4.1 Master Deposit Agreement, dated as of May 31, 2007. Filed with the Registrant's Current Report on Form 8-K dated June 6, 2007 and incorporated by reference herein.

- 10.1 Amended Management Agreement between Registrant and Public Storage Commercial Properties Group, Inc. dated as of February 21, 1995. Filed with Public Storage Inc.'s ("PSI") Annual Report on Form 10-K for the year ended December 31, 1994 (SEC File No. 001-0839) and incorporated herein by reference.

- 10.2 Second Amended and Restated Management Agreement by and among Registrant and the entities listed therein dated as of November 16, 1995. Filed with PS Partners, Ltd.'s Annual Report on Form 10-K for the year ended December 31, 1996 (SEC File No. 001-11186) and incorporated herein by reference.
- 10.3 Agreement of Limited Partnership of PS Business Parks, L.P. Filed with PS Business Parks, Inc.'s Quarterly Report on Form 10-Q for the quarterly period ended June 30, 1998 (SEC File No. 001-10709) and incorporated herein by reference.
- 10.4 Amended and Restated Agreement of Limited Partnership of Storage Trust Properties, L.P. (March 12, 1999). Filed with PSI's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 1999 (SEC File No. 001-0839) and incorporated herein by reference.
- 10.5 Amended and Restated Credit Agreement by and among Registrant, Wells Fargo Securities, LLC and Merrill Lynch, Pierce Fenner & Smith Incorporated as joint lead arrangers, Wells Fargo Bank, National Association, as administrative agent, and the other financial institutions party thereto, dated as of March 21, 2012. Filed with PSI's Current Report on Form 8-K on March 27, 2012 (SEC File No. 001-0839) and incorporated herein by reference.
- 10.5.1 Second Amendment to Amended and Restated Credit Agreement, dated as of July 17, 2013, by and among Public Storage, the Lenders party thereto and Wells Fargo Bank, National Association. Filed with the Registrant's Current Report on Form 8-K on July 18, 2013 and incorporated herein by reference.
- 10.6\* Shurgard Storage Centers, Inc. 2004 Long Term Incentive Compensation Plan. Filed as Appendix A of Definitive Proxy Statement dated June 7, 2004 filed by Shurgard (SEC File No. 001-11455) and incorporated herein by reference.
- 10.7\* Public Storage, Inc. 2001 Stock Option and Incentive Plan ("2001 Plan"). Filed with PSI's Registration Statement on Form S-8 (SEC File No. 333-59218) and incorporated herein by reference.
- 10.8\* Form of 2001 Plan Non-qualified Stock Option Agreement. Filed with PSI's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2004 (SEC File No. 001-0839) and incorporated herein by reference.
- 10.9\* Form of 2001 Plan Restricted Share Unit Agreement. Filed with PSI's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2004 (SEC File No. 001-0839) and incorporated herein by reference.
- 10.10\* Form of 2001 Plan Non-Qualified Outside Director Stock Option Agreement. Filed with PSI's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2004 (SEC File No. 001-0839) and incorporated herein by reference.
- 10.11\* Public Storage 2007 Equity and Performance-Based Incentive Compensation Plan. Filed as Exhibit 4.1 to Registrant's Registration Statement on Form S-8 (SEC File No. 333-144907) and incorporated herein by reference.
- 10.12\* Form of 2007 Plan Restricted Stock Unit Agreement. Filed with Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2007 and incorporated herein by reference.

- 10.13\* Form of 2007 Plan Stock Option Agreement. Filed with Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2007 and incorporated herein by reference.
- 10.14\* Form of Indemnity Agreement. Filed with Registrant's Amendment No. 1 to Registration Statement on Form S-4 (SEC File No. 333-141448) and incorporated herein by reference.

- 10.15\* Amendment to Form of Trustee Stock Option Agreement. Filed as Exhibit 10.30 to Registrant's Annual Report on Form 10-K for the year ended December 31, 2010 and incorporated herein by reference.
- 10.16\* Revised Form of Trustee Stock Option Agreement. Filed as Exhibit 10.31 to Registrant's Annual Report on Form 10-K for the year ended December 31, 2010 and incorporated herein by reference.
- 10.17 Term Loan Agreement, by and among Public Storage, Wells Fargo Securities, LLC as Lead Arranger and Wells Fargo National Bank N.A. as Administrative Agent, dated as of December 2, 2013. Filed as Exhibit 10.1 to Registrant's Current Report on Form 8-K and incorporated herein by reference.
- 10.18\* Employment Agreement and General Release dated as of February 19, 2014 between the Registrant and Steven M. Glick. Filed with the Registrant's Current Report on Form 8-K dated February 25, 2014 and incorporated herein by reference.
- 12 Statement Re: Computation of Ratio of Earnings to Fixed Charges and Preferred Stock Dividends. Filed herewith.
- 31.1 Rule 13a – 14(a) Certification. Filed herewith.
- 31.2 Rule 13a – 14(a) Certification. Filed herewith.
- 32 Section 1350 Certifications. Filed herewith.
- 101 XBRL Instance Document. Filed herewith.  
.INS
- 101 XBRL Taxonomy Extension Schema. Filed herewith.  
.SCH
- 101 XBRL Taxonomy Extension Calculation Linkbase. Filed herewith.  
.CAL
- 101 XBRL Taxonomy Extension Definition Linkbase. Filed herewith.  
.DEF
- 101 XBRL Taxonomy Extension Label Linkbase. Filed herewith.  
.LAB
- 101 XBRL Taxonomy Extension Presentation Link. Filed herewith.  
.PRE
- (1) SEC File No. 001-33519 unless otherwise indicated.
- \* Denotes management compensatory plan agreement or arrangement.