

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

**FORM 10-Q**

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

For the quarterly period ended March 31, 2011

Commission file number: 1-13820

**SOVRAN SELF STORAGE, INC.**

(Exact name of Registrant as specified in its charter)

Maryland  
(State or other jurisdiction of  
incorporation or organization)

16-1194043  
(I.R.S. Employer  
Identification No.)

6467 Main Street  
Williamsville, NY 14221  
(Address of principal executive offices) (Zip code)

(716) 633-1850  
(Registrant's telephone number including area code)

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

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

As of May 2, 2011, 27,685,360 shares of Common Stock, \$.01 par value per share, were outstanding.

<b>Part I.</b>	<b>Financial Information</b>
<b>Item 1.</b>	<b>Financial Statements</b>

**SOVRAN SELF STORAGE, INC.**  
**CONSOLIDATED BALANCE SHEETS**

<u>(dollars in thousands, except share data)</u>	March 31, 2011 <u>(unaudited)</u>	December 31, 2010
<b>Assets</b>		
Investment in storage facilities:		
Land.....	\$ 240,656	\$ 240,651
Building, equipment, and construction in progress .....	<u>1,182,707</u>	<u>1,179,305</u>
	1,423,363	1,419,956
Less: accumulated depreciation .....	<u>(280,147)</u>	<u>(271,797)</u>
Investment in storage facilities, net .....	1,143,216	1,148,159
Cash and cash equivalents .....	4,859	5,766
Accounts receivable.....	1,914	2,377
Receivable from unconsolidated joint venture .....	232	253
Investment in unconsolidated joint venture .....	19,604	19,730
Prepaid expenses.....	6,355	4,408
Other assets.....	<u>5,812</u>	<u>4,848</u>
Total Assets .....	<u>\$ 1,181,992</u>	<u>\$ 1,185,541</u>
<b>Liabilities</b>		
Line of credit .....	\$ 16,000	\$ 10,000
Term notes .....	400,000	400,000
Accounts payable and accrued liabilities.....	18,018	23,991
Deferred revenue .....	5,034	4,925
Fair value of interest rate swap agreements.....	8,777	10,528
Mortgages payable.....	<u>78,344</u>	<u>78,954</u>
Total Liabilities.....	526,173	528,398
Noncontrolling redeemable Operating Partnership Units at redemption value .....	13,408	12,480
<b>Shareholders' Equity</b>		
Common stock \$.01 par value, 100,000,000 shares authorized, 27,679,360 shares outstanding (27,650,829 at December 31, 2010) .....	289	288
Additional paid-in capital .....	818,343	816,986
Dividends in excess of net income .....	(153,429)	(148,264)
Accumulated other comprehensive income .....	(8,699)	(10,254)
Treasury stock at cost, 1,171,886 shares .....	<u>(27,175)</u>	<u>(27,175)</u>
Total Shareholders' Equity.....	629,329	631,581
Noncontrolling interest- consolidated joint venture.....	<u>13,082</u>	<u>13,082</u>
Total Equity .....	<u>642,411</u>	<u>644,663</u>
Total Liabilities and Shareholders' Equity.....	<u>\$ 1,181,992</u>	<u>\$ 1,185,541</u>

See notes to consolidated financial statements.

**SOVRAN SELF STORAGE, INC.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
**(unaudited)**

	January 1, 2011 to March 31, 2011	January 1, 2010 to March 31, 2010
<u>(dollars in thousands, except per share data)</u>		
<b>Revenues</b>		
Rental income	\$ 47,126	\$ 45,349
Other operating income	<u>2,409</u>	<u>1,935</u>
Total operating revenues	49,535	47,284
<b>Expenses</b>		
Property operations and maintenance	13,513	12,934
Real estate taxes	5,044	5,211
General and administrative	5,814	5,139
Depreciation and amortization	<u>8,625</u>	<u>8,200</u>
Total operating expenses	<u>32,996</u>	<u>31,484</u>
Income from operations	16,539	15,800
<b>Other income (expenses)</b>		
Interest expense	(7,897)	(7,878)
Interest income	18	20
Equity in income of joint ventures	<u>40</u>	<u>70</u>
Income from continuing operations	8,700	8,012
Loss from discontinued operations (including loss on disposal of \$580 in 2010)	<u>-</u>	<u>(124)</u>
<b>Net income</b>	8,700	7,888
Net income attributable to noncontrolling interest	<u>(440)</u>	<u>(461)</u>
Net income attributable to common shareholders	<u>\$ 8,260</u>	<u>\$ 7,427</u>
<b>Earnings per common share attributable to common shareholders - basic</b>		
Continuing operations	\$ 0.30	\$ 0.27
Discontinued operations	<u>-</u>	<u>-</u>
Earnings per share - basic	<u>\$ 0.30</u>	<u>\$ 0.27</u>
<b>Earnings per common share attributable to common shareholders - diluted</b>		
Continuing operations	\$ 0.30	\$ 0.27
Discontinued operations	<u>-</u>	<u>-</u>
Earnings per share - diluted	<u>\$ 0.30</u>	<u>\$ 0.27</u>
Common shares used in basic earnings per share calculation	27,537,278	27,445,101
Common shares used in diluted earnings per share calculation	27,577,435	27,479,148
Dividends declared per common share	<u>\$ 0.45</u>	<u>\$ 0.45</u>

See notes to consolidated financial statements.

**SOVRAN SELF STORAGE, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(unaudited)**

<u>(dollars in thousands)</u>	January 1, 2011 to <u>March 31, 2011</u>	January 1, 2010 to <u>March 31, 2010</u>
<b>Operating Activities</b>		
Net income	\$ 8,700	\$ 7,888
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	8,625	8,363
Amortization of deferred financing fees	257	258
Loss on sale of storage facilities	-	580
Equity in income of joint ventures	(40)	(70)
Distributions from unconsolidated joint venture	188	150
Non-vested stock earned	332	346
Stock option expense	69	72
Changes in assets and liabilities:		
Accounts receivable	463	555
Prepaid expenses	(1,947)	(1,633)
Accounts payable and other liabilities	(5,574)	(2,857)
Deferred revenue	<u>109</u>	<u>205</u>
Net cash provided by operating activities	<u>11,182</u>	<u>13,857</u>
<b>Investing Activities</b>		
Acquisitions of storage facilities	-	-
Improvements, equipment additions, and construction in progress	(3,541)	(2,450)
Reimbursement of advances (advances) to joint ventures	21	(37)
Property deposits	<u>(1,050)</u>	<u>(25)</u>
Net cash used in investing activities	<u>(4,570)</u>	<u>(2,512)</u>
<b>Financing Activities</b>		
Net proceeds from sale of common stock	340	54
Proceeds from line of credit	12,000	7,000
Repayments of line of credit	(6,000)	(7,000)
Financing costs	(312)	-
Dividends paid-common stock	(12,444)	(12,396)
Distributions to noncontrolling interest holders	(493)	(529)
Redemption of operating partnership units	-	(1,248)
Mortgage principal payments	<u>(610)</u>	<u>(571)</u>
Net cash used in financing activities	<u>(7,519)</u>	<u>(14,690)</u>
Net decrease in cash	(907)	(3,345)
Cash at beginning of period	<u>5,766</u>	<u>10,710</u>
Cash at end of period	<u>\$ 4,859</u>	<u>\$ 7,365</u>
<b>Supplemental cash flow information</b>		
Cash paid for interest	\$ 6,624	\$ 6,613

See notes to consolidated financial statements.

**SOVRAN SELF STORAGE, INC.**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**(unaudited)**

(dollars in thousands)	Jan. 1, 2011 to <u>Mar. 31, 2011</u>	Jan. 1, 2010 to <u>Mar. 31, 2010</u>
Net income	\$ 8,700	\$ 7,888
Other comprehensive income:		
Change in fair value of derivatives net of reclassification to interest expense	<u>1,555</u>	<u>(609)</u>
Total comprehensive income	<u>\$ 10,255</u>	<u>\$ 7,279</u>

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(Unaudited)**

**1. BASIS OF PRESENTATION**

The accompanying unaudited financial statements of Sovran Self Storage, Inc. have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three-month period ended March 31, 2011 are not necessarily indicative of the results that may be expected for the year ended December 31, 2011.

Reclassification: Certain amounts from the 2010 financial statements have been reclassified as a result of the sale of ten storage facilities in 2010 that have been reclassified as discontinued operations (see Note 5).

**2. ORGANIZATION**

Sovran Self Storage, Inc. (the "Company," "We," "Our," or "Sovran"), a self-administered and self-managed real estate investment trust (a "REIT"), was formed on April 19, 1995 to own and operate self-storage facilities throughout the United States. On June 26, 1995, the Company commenced operations effective with the completion of its initial public offering. At March 31, 2011, we had an ownership interest in and managed 377 self-storage properties in 24 states under the name Uncle Bob's Self Storage ®. Among our 377 self-storage properties are 27 properties that we manage for a consolidated joint venture of which we are a majority owner and 25 properties that we manage for an unconsolidated joint venture of which we are a 20% owner. Over 40% of the Company's revenue is derived from stores in the states of Texas and Florida.

All of the Company's assets are owned by, and all its operations are conducted through, Sovran Acquisition Limited Partnership (the "Operating Partnership"). Sovran Holdings, Inc., a wholly-owned subsidiary of the Company (the "Subsidiary"), is the sole general partner of the Operating Partnership; the Company is a limited partner of the Operating Partnership, and through its ownership of the Subsidiary and its limited partnership interest controls the operations of the Operating Partnership, holding a 98.8% ownership interest therein as of March 31, 2011. The remaining ownership interests in the Operating Partnership (the "Units") are held by certain former owners of assets acquired by the Operating Partnership subsequent to its formation.

We consolidate all wholly owned subsidiaries. Partially owned subsidiaries and joint ventures are consolidated when we control the entity. Our consolidated financial statements include the accounts of the Company, the Operating Partnership, Uncle Bob's Management, LLC (the Company's taxable REIT subsidiary), Locke Sovran I, LLC, and Locke Sovran II, LLC, which is a majority owned joint venture. All intercompany transactions and balances have been eliminated. Investments in joint ventures that we do not control but for which we have significant influence over are reported using the equity method.

In accordance with the guidance provided in ASC Topic 810, "Consolidation" we present noncontrolling interests in Locke Sovran II, LLC as a separate component of equity, called "Noncontrolling interests - consolidated joint venture" in the consolidated balance sheets.

Included in the consolidated balance sheets are noncontrolling redeemable operating partnership units. These interests are presented in the "mezzanine" section of the consolidated balance sheet because they don't meet the functional definition of a liability or equity under current accounting literature. These represent the outside ownership interests of the limited partners in the Operating Partnership. At March 31, 2011 and December 31, 2010, there were 339,025 noncontrolling redeemable operating partnership Units outstanding. The Operating Partnership is obligated to redeem each of these limited partnership Units in the Operating Partnership at the request of the holder thereof for cash equal to the fair market value of a share of the Company's common stock, at the time of such redemption, provided that the Company at its option may elect to acquire any such Unit presented for redemption for one common share or cash. The Company accounts for these noncontrolling redeemable Operating Partnership Units under the provisions of EITF D-98, "Classification and Measurement of Redeemable Securities" which are included in FASB ASC Topic 480-10-S99. The application of the FASB ASC Topic 480-10-S99 accounting model requires the noncontrolling interest to follow normal noncontrolling interest accounting and then be marked to redemption value at the end of each reporting period if higher (but never adjusted below that normal noncontrolling interest accounting amount). The offset to the adjustment to the carrying amount of the noncontrolling redeemable Operating Partnership Units is reflected in dividends in excess of net income. Accordingly, in the accompanying consolidated balance sheet, noncontrolling redeemable Operating Partnership Units are reflected at redemption value at March 31, 2011 and December 31, 2010, equal to the number of Units outstanding multiplied by the fair market value of the Company's common stock at that date. Redemption value exceeded the value determined under the Company's historical basis of accounting at those dates.

Changes in total equity, equity attributable to the parent and equity attributable to noncontrolling interests consist of the following:

(dollars in thousands)	<u>Parent</u>	<u>Noncontrolling Interests</u>	<u>Total</u>
Balance at December 31, 2010	\$ 631,581	\$ 13,082	\$ 644,663
Net income attributable to the parent	8,260	-	8,260
Net income attributable to noncontrolling interest holders	-	340	340
Change in fair value of derivatives	1,554	-	1,554
Dividends	(12,444)	-	(12,444)
Distributions to noncontrolling interest holders	-	(340)	(340)
Adjustment of noncontrolling redeemable Operating Partnership units to carrying value	(981)	-	(981)
Net proceeds from issuance of stock through Stock Option Plan	340	-	340
Additional paid-in capital related to stock based compensation	949	-	949
Other	<u>70</u>	<u>-</u>	<u>70</u>
Balance at March 31, 2011	<u>\$ 629,329</u>	<u>\$ 13,082</u>	<u>\$ 642,411</u>

### 3. STOCK BASED COMPENSATION

The Company accounts for stock-based compensation under the provisions of ASC Topic 718, "Compensation - Stock Compensation" (formerly, FASB Statement 123R). The Company recognizes compensation cost in its financial statements for all share based payments granted, modified, or settled during the period. For awards with graded vesting, compensation cost is recognized on a straight-line basis over the related vesting period.

For the three months ended March 31, 2011 and 2010, the Company recorded compensation expense (included in general and administrative expense) of \$69,000 and \$72,000, respectively, related to stock options and \$332,000 and \$346,000, respectively, related to amortization of non-vested stock grants.

During the three months ended March 31, 2011 and 2010, employees exercised 12,500 and 0 stock options respectively, and 33,282 and 22,798 shares of non-vested stock, respectively, vested.

### 4. INVESTMENT IN STORAGE FACILITIES

The following summarizes our activity in storage facilities during the three months ended March 31, 2011.

(dollars in thousands)

Cost:

Beginning balance	\$ 1,419,956
Improvements and equipment additions	6,736
Net decrease in construction in progress	(3,177)
Dispositions	<u>(152)</u>
Ending balance	<u>\$ 1,423,363</u>

Accumulated Depreciation:

Beginning balance	\$ 271,797
Depreciation expense during the period	8,483
Dispositions	<u>(133)</u>
Ending balance	<u>\$ 280,147</u>

The Company allocates purchase price for the acquisition of storage facilities to the tangible and intangible assets and liabilities acquired based on their estimated fair values. Intangible assets, which represent the value of existing customer leases, are recorded at their estimated fair values as of the dates acquired. The Company measures the fair value of in-place customer leases based on the Company's experience with customer turnover. The Company amortizes in-place customer leases on a straight-line basis over 12 months (the estimated future benefit period). During the three months ended March 31, 2011 and 2010, the Company did not acquire any storage facilities.



## 5. DISCONTINUED OPERATIONS

During 2010, the Company sold ten non-strategic storage facilities in Georgia, Michigan, North Carolina and Virginia for net proceeds of approximately \$23.7 million resulting in a gain of \$6.9 million. Of the ten properties sold in 2010, two non-strategic storage facilities in Michigan were sold in April 2010 for net proceeds of approximately \$2.4 million. A loss of \$0.6 million was recorded at March 31, 2010, since the contingencies relating to the sale had been substantially satisfied as of March 31, 2010. The remaining properties were sold in May 2010. The operations of the ten facilities sold in 2010 and the loss on sale of the two facilities are reported as discontinued operations. Cash flows of discontinued operations have not been segregated from the cash flows of continuing operations on the accompanying consolidated statement of cash flows for the three months ended March 31, 2010. The following is a summary of the amounts reported as discontinued operations:

<u>(dollars in thousands)</u>	Jan. 1, 2010 to Mar. 31, 2010
Total revenue	\$ 1,012
Property operations and maintenance expense	(335)
Real estate tax expense	(58)
Depreciation and amortization expense	(163)
Net loss on sale of property	<u>(580)</u>
Total loss from discontinued operations	<u>\$ (124)</u>

## 6. UNSECURED LINE OF CREDIT AND TERM NOTES

On June 25, 2008, the Company entered into agreements relating to unsecured credit arrangements, and received funds under those arrangements. As part of the agreements, the Company entered into a \$250 million unsecured term note maturing in June 2012 bearing interest at LIBOR plus a margin based on the Company's credit rating (at March 31, 2011 the margin is 1.625%). In October 2009, the Company repaid \$100 million of this term note. The agreements also provide for a \$125 million revolving line of credit bearing interest at a variable rate equal to LIBOR plus a margin based on the Company's credit rating (at March 31, 2011 the margin is 1.375%) and requires a 0.25% facility fee. The interest rate at March 31, 2011 on the Company's available line of credit was approximately 1.62% (1.64% at December 31, 2010). At March 31, 2011, there was \$109 million available on the unsecured line of credit. The revolving line of credit initially had a maturity date of June 2011. During the first quarter of 2011, the Company exercised its option to extend the maturity date of the revolving line of credit to June 2012. The Company was required to pay a 25 basis point fee (\$0.3 million) to execute the extension.

The Company also maintains an \$80 million term note maturing September 2013 bearing interest at a fixed rate of 6.26%, a \$20 million term note maturing September 2013 bearing interest at a variable rate equal to LIBOR plus 1.50%, and a \$150 million unsecured term note maturing in April 2016 bearing interest at 6.38% (based on the Company's credit rating at March 31, 2011).

The line of credit and term notes require the Company to meet certain financial covenants, measured on a quarterly basis, including prescribed leverage, fixed charge coverage, minimum net worth, limitations on additional indebtedness and limitations on dividend payouts. At March 31, 2011, the Company was in compliance with its debt covenants.

We believe that if operating results remain consistent with historical levels and levels of other debt and liabilities remain consistent with amounts outstanding at March 31, 2011 the entire \$109 million available on the line of credit could be drawn without violating our debt covenants.

## 7. MORTGAGES PAYABLE

Mortgages payable at March 31, 2011 and December 31, 2010 consist of the following:

<u>(dollars in thousands)</u>	<u>March 31,</u> <u>2011</u>	<u>December 31,</u> <u>2010</u>
7.80% mortgage note due December 2011, secured by 11 self-storage facilities (Locke Sovran I) with an aggregate net book value of \$41.7 million, principal and interest paid monthly (effective interest rate 7.39%).....	\$ 27,646	\$ 27,817
7.19% mortgage note due March 2012, secured by 27 self-storage facilities (Locke Sovran II) with an aggregate net book value of \$79.7 million, principal and interest paid monthly (effective interest rate 7.25%) .....	39,938	40,264
7.25% mortgage note due December 2011, secured by 1 self-storage facility with an aggregate net book value of \$5.5 million, principal and interest paid monthly. Estimated market rate at time of acquisition 5.40% (effective interest rate 5.66%).....	3,181	3,220
6.76% mortgage note due September 2013, secured by 1 self-storage facility with an aggregate net book value of \$1.9 million, principal and interest paid monthly (effective interest rate 6.76%).....	945	952
6.35% mortgage note due March 2014, secured by 1 self-storage facility with an aggregate net book value of \$3.6 million, principal and interest paid monthly (effective interest rate 6.35%).....	1,036	1,044
7.50% mortgage notes due August 2011, secured by 3 self-storage facilities with an aggregate net book value of \$13.7 million, principal and interest paid monthly. Estimated market rate at time of acquisition 6.42% (effective interest rate 6.42%).....	<u>5,598</u>	<u>5,657</u>
Total mortgages payable.....	<u>\$ 78,344</u>	<u>\$ 78,954</u>

The Company assumed the 7.25%, 6.76%, 6.35%, and 7.50% mortgage notes in connection with the acquisitions of storage facilities in 2005 and 2006. The 7.25% and 7.50% mortgages were recorded at their estimated fair value based upon the estimated market rates at the time of the acquisitions ranging from 5.40% to 6.42%. The carrying value of these two mortgages exceed their outstanding principal balances by approximately \$0.1 million at March 31, 2011, and this premium will be amortized over the remaining term of the mortgages based on the effective interest method.

The table below summarizes the Company's debt obligations and interest rate derivatives at March 31, 2011. The estimated fair value of financial instruments is subjective in nature and is dependent on a number of important assumptions, including discount rates and relevant comparable market information associated with each financial instrument. The fair value of the fixed rate term note and mortgage note were estimated by discounting the future cash flows using the current rates at which similar loans would be made to borrowers with similar credit ratings and for the same remaining maturities. The use of different market assumptions and estimation methodologies may have a material effect on the reported estimated fair value amounts. Accordingly, the estimates presented below are not necessarily indicative of the amounts the Company would realize in a current market exchange.

(dollars in thousands)	Expected Maturity Date Including Discount							Fair Value
	<u>2011</u>	<u>2012</u>	<u>2013</u>	<u>2014</u>	<u>2015</u>	<u>Thereafter</u>	<u>Total</u>	
Line of credit - variable rate LIBOR + 1.375 (1.62% at March 31, 2011).....	-	\$16,000	-	-	-	-	\$16,000	\$16,000
Notes Payable:								
Term note - variable rate LIBOR+1.625% (1.87% at March 31, 2011).....	-	\$150,000	-	-	-	-	\$150,000	\$150,000
Term note - variable rate LIBOR+1.50% (1.96% at March 31, 2011).....	-	-	\$ 20,000	-	-	-	\$ 20,000	\$ 20,000
Term note - fixed rate 6.26% .....	-	-	\$ 80,000	-	-	-	\$ 80,000	\$ 79,618
Term note - fixed rate 6.38% .....	-	-	-	-	-	\$ 150,000	\$150,000	\$144,036
Mortgage note - fixed rate 7.80%.....	\$27,646	-	-	-	-	-	\$ 27,646	\$ 28,206
Mortgage note - fixed rate 7.19%.....	\$ 975	\$ 38,963	-	-	-	-	\$ 39,938	\$ 41,017
Mortgage note - fixed rate 7.25%.....	\$ 3,181	-	-	-	-	-	\$ 3,181	\$ 3,207
Mortgage note - fixed rate 6.76%.....	\$ 20	\$ 29	\$ 896	-	-	-	\$ 945	\$ 977
Mortgage note - fixed rate 6.35%.....	\$ 22	\$ 31	\$ 34	\$ 949	-	-	\$ 1,036	\$ 1,066
Mortgage notes - fixed rate 7.50% .....	\$ 5,598	-	-	-	-	-	\$ 5,598	\$ 5,658
Interest rate derivatives – liability .....	-	-	-	-	-	-	-	\$ 8,777

## 8. DERIVATIVE FINANCIAL INSTRUMENTS

Interest rate swaps are used to adjust the proportion of total debt that is subject to variable interest rates. The interest rate swaps require the Company to pay an amount equal to a specific fixed rate of interest times a notional principal amount and to receive in return an amount equal to a variable rate of interest times the same notional amount. The notional amounts are not exchanged. No other cash payments are made unless the contract is terminated prior to its maturity, in which case the contract would likely be settled for an amount equal to its fair value. The Company enters interest rate swaps with a number of major financial institutions to minimize counterparty credit risk.

The interest rate swaps qualify and are designated as hedges of the amount of future cash flows related to interest payments on variable rate debt. Therefore, the interest rate swaps are recorded in the consolidated balance sheet at fair value and the related gains or losses are deferred in

shareholders' equity as Accumulated Other Comprehensive Income ("AOCI"). These deferred gains and losses are amortized into interest expense during the period or periods in which the related interest payments affect earnings. However, to the extent that the interest rate swaps are not perfectly effective in offsetting the change in value of the interest payments being hedged, the ineffective portion of these contracts is recognized in earnings immediately. Ineffectiveness was immaterial in 2011 and 2010.

The Company has three interest rate swap agreements in effect at March 31, 2011 as detailed below to effectively convert a total of \$170 million of variable-rate debt to fixed-rate debt.

<u>Notional Amount</u>	<u>Effective Date</u>	<u>Expiration Date</u>	<u>Fixed Rate Paid</u>	<u>Floating Rate Received</u>
\$20 Million.....	9/4/05	9/4/13	4.4350%	6 month LIBOR
\$50 Million.....	7/1/08	6/25/12	4.2825%	1 month LIBOR
\$100 Million.....	7/1/08	6/22/12	4.2965%	1 month LIBOR

The interest rate swap agreements are the only derivative instruments, as defined by FASB ASC Topic 815 "*Derivatives and Hedging*", held by the Company. During the three months ended March 31, 2011 and 2010, the net reclassification from AOCI to interest expense was \$1.9 million and \$1.9 million, respectively, based on payments made under the swap agreements. Based on current interest rates, the Company estimates that payments under the interest rate swaps will be approximately \$7.0 million for the twelve months ended March 31, 2012. Payments made under the interest rate swap agreements will be reclassified to interest expense as settlements occur. The fair value of the swap agreements, including accrued interest, was a liability of \$8.8 million and \$10.5 million at March 31, 2011 and December 31, 2010, respectively.

<u>(dollars in thousands)</u>	<u>Jan. 1, 2011 to Mar. 31, 2011</u>	<u>Jan. 1, 2010 to Mar. 31, 2010</u>
Adjustments to interest expense:		
Realized loss reclassified from accumulated other comprehensive loss to interest expense	\$ (1,908)	\$ (1,896)
Adjustments to other comprehensive (loss) income:		
Realized loss reclassified to interest expense	1,908	1,896
Unrealized loss from changes in the fair value of the effective portion of the interest rate swaps	<u>(353)</u>	<u>(2,505)</u>
Gain (loss) included in other comprehensive (loss) income	<u>\$ 1,555</u>	<u>\$ (609)</u>

## 9. FAIR VALUE MEASUREMENTS

The Company applies the provisions of ASC Topic 820 "*Fair Value Measurements and Disclosures*" in determining the fair value of its financial and nonfinancial assets and liabilities. ASC Topic 820 establishes a valuation hierarchy for disclosure of the inputs to valuation used to measure fair value. This hierarchy prioritizes the inputs into three broad levels as follows. Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities. Level 2 inputs are quoted prices for similar assets and liabilities in active markets or inputs that are observable for the asset or liability, either directly or indirectly through market corroboration, for substantially the full term of the financial instrument. Level 3 inputs are unobservable inputs

based on our own assumptions used to measure assets and liabilities at fair value. A financial asset or liability's classification within the hierarchy is determined based on the lowest level input that is significant to the fair value measurement.

The following table provides the assets and liabilities carried at fair value measured on a recurring basis as of March 31, 2011 (in thousands):

	Asset (Liability)	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Interest rate swaps	(8,777)	-	(8,777)	-

Interest rate swaps are over the counter securities with no quoted readily available Level 1 inputs, and therefore are measured at fair value using inputs that are directly observable in active markets and are classified within Level 2 of the valuation hierarchy, using the income approach.

During 2010 assets measured at fair value on a non-recurring basis included the assets acquired in connection with the acquisition of seven storage facilities. To determine the fair value of land the Company used prices per acre derived from observed transactions involving comparable land in similar locations, which is considered a level 2 input. To determine the fair value of buildings and equipment, the Company used current replacement cost based on internal data derived from recent construction projects or equipment purchases, which are considered level 3 inputs. To determine the fair value of in-place customer leases, the Company used an income approach based on estimates of future income derived from customers in existence at the date of acquisition using historical income derived from the leases with those customers, which are level 3 inputs.

## 10. INVESTMENT IN JOINT VENTURES

The Company has a 20% ownership interest in Sovran HHF Storage Holdings LLC (“Sovran HHF”), a joint venture that was formed in May 2008 to acquire self-storage properties that will be managed by the Company. The carrying value of the Company’s investment at March 31, 2011 was \$19.6 million. Twenty five properties were acquired by Sovran HHF as of December 31, 2008 for approximately \$171.5 million. In 2008, the Company contributed \$18.6 million to the joint venture as its share of capital required to fund the acquisitions. As of March 31, 2011, the carrying value of the Company's investment in Sovran HHF exceeds its share of the underlying equity in net assets of Sovran HHF by approximately \$1.7 million as a result of the capitalization of certain acquisition related costs. This difference is not amortized, it is included in the carrying value of the investment, which is assessed for impairment on a periodic basis.

As manager of Sovran HHF, the Company earns a management and call center fee of 7% of gross revenues which totaled \$0.3 million for the three months ended March 31, 2011 and 2010. The Company’s share of Sovran HHF’s income for the three months ended March 31, 2011 and 2010 was \$0.1 million. At March 31, 2011, Sovran HHF owed the Company \$0.2 million for payments made by the Company on behalf of the joint venture.

The Company also has a 49% ownership interest in Iskalo Office Holdings, LLC, which owns the building that houses the Company's headquarters and other tenants. The Company's investment includes a capital contribution of \$49. The carrying value of the Company's investment is a liability of \$0.6 million at March 31, 2011 and December 31, 2010, and is included in accounts payable and accrued liabilities in the accompanying consolidated balance sheets. For the three months ended March 31, 2011 and 2010, the Company's share of Iskalo Office Holdings, LLC's (loss) income was (\$32,000) and \$15,000, respectively.

A summary of the unconsolidated joint ventures' financial statements as of and for the three months ended March 31, 2011 is as follows:

<u>(dollars in thousands)</u>	<u>Sovran HHF Storage Holdings LLC</u>	<u>Iskalo Office Holdings, LLC</u>
<u>Balance Sheet Data:</u>		
Investment in storage facilities, net	\$ 164,648	\$ -
Investment in office building	-	5,231
Other assets	<u>4,002</u>	<u>622</u>
Total Assets	\$ 168,650	\$ 5,853
	=====	=====
Due to the Company	\$ 232	\$ -
Mortgages payable	76,542	6,862
Other liabilities	<u>2,537</u>	<u>471</u>
Total Liabilities	79,311	7,333
Unaffiliated partners' equity (deficiency)	71,471	(831)
Company equity (deficiency)	<u>17,868</u>	<u>(649)</u>
Total Liabilities and Partners' Equity (deficiency)	\$ 168,650	\$ 5,853
	=====	=====
<u>Income Statement Data:</u>		
Total revenues	\$ 4,513	\$ 199
Depreciation	(912)	(55)
Other expenses	<u>(3,289)</u>	<u>(210)</u>
Net income (loss)	\$ 312	\$ (66)
	=====	=====

The Company does not guarantee the debt of Sovran HHF or Iskalo Office Holdings, LLC.

## 11. INCOME TAXES

The Company qualifies as a REIT under the Internal Revenue Code of 1986, as amended, and will generally not be subject to corporate income taxes to the extent it distributes at least 90% of its taxable income to its shareholders and complies with certain other requirements.

The Company has elected to treat certain of its subsidiaries as taxable REIT subsidiaries. In general, the Company's taxable REIT subsidiaries may perform additional services for tenants and generally may engage in certain real estate or non-real estate related business. A taxable REIT subsidiary is subject to corporate federal and state income taxes. Deferred tax assets and liabilities are determined based on differences between financial reporting and tax bases of assets and liabilities.

The Company's continuing practice is to recognize interest and/or penalties related to state income tax matters in income tax expense which is included in general and administrative expenses. No interest and penalties have been recognized for the three months ended March 31, 2011 and 2010. As of March 31, 2011, the Company had no amounts accrued related to uncertain tax positions. The tax years 2007-2010 remain open to examination by the major taxing jurisdictions to which the Company is subject.

## 12. EARNINGS PER SHARE

The Company reports earnings per share data in accordance ASC Topic 260, "Earnings Per Share." Effective January 1, 2009, FASB ASC Topic 260 was updated for the issuance of FASB Staff Position ("FSP") EITF 03-6-1, "Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities", or FSP EITF 03-6-1, with transition guidance included in FASB ASC Topic 260-10-65-2. Under FSP EITF 03-6-1, unvested share-based payment awards that contain nonforfeitable rights to dividends or dividend equivalents, whether paid or unpaid, are participating securities and shall be included in the computation of earnings-per-share pursuant to the two-class method. The Company has calculated its basic and diluted earnings per share using the two-class method. The following table sets forth the computation of basic and diluted earnings per common share utilizing the two-class method.

<u>(in thousands except per share data)</u>	Three Months Ended <u>Mar. 31, 2011</u>	Three Months Ended <u>Mar. 31, 2010</u>
Numerator:		
Net income from continuing operations attributable to common shareholders	\$ 8,260	\$ 7,551
Denominator:		
Denominator for basic earnings per share - weighted average shares	27,537	27,445
Effect of Dilutive Securities:		
Stock options, warrants and non-vested stock	<u>40</u>	<u>34</u>
Denominator for diluted earnings per share - adjusted weighted average shares and assumed conversion	27,577	27,479
Basic earnings per common share from continuing operations attributable to common shareholders	\$ 0.30	\$ 0.27
Basic earnings per common share attributable to common shareholders	\$ 0.30	\$ 0.27
Diluted earnings per common share from continuing operations attributable to common shareholders	\$ 0.30	\$ 0.27
Diluted earnings per common share attributable to common shareholders	\$ 0.30	\$ 0.27

Not included in the effect of dilutive securities above are 306,268 stock options and 153,029 unvested restricted shares for the three months ended March 31, 2011; and 326,468 stock options and 141,156 unvested restricted shares for the three months ended March 31, 2010, because their effect would be antidilutive.

### **13. RECENT ACCOUNTING PRONOUNCEMENTS**

The Company has evaluated all the recent accounting pronouncements and believes that none of them will have a material effect on the Company's financial statements.

### **14. COMMITMENT AND CONTINGENCIES**

The Company's current practice is to conduct environmental investigations in connection with property acquisitions. At this time, the Company is not aware of any environmental contamination of any of its facilities that individually or in the aggregate would be material to the Company's overall business, financial condition, or results of operations.

At March 31, 2011, the Company was in negotiations to acquire nineteen self-storage facilities for \$160.4 million. On April 25, 2011, the Company assigned the rights to this acquisition to a newly formed joint venture (see Note 15). Pursuant to the terms of the newly formed joint venture, the Company would be obligated to make a capital contribution to the newly formed joint venture to fund approximately 15% of the purchase price.

In addition, the Company was in negotiations to directly acquire two self-storage facilities for \$14.6 million.

The purchase of these twenty-one facilities is subject to significant contingencies, and there is no assurance that any of these facilities will be acquired.

### **15. SUBSEQUENT EVENTS**

On April 1, 2011, the Company declared a quarterly dividend of \$0.45 per common share. The dividend was paid on April 26, 2011 to shareholders of record on April 11, 2011. The total dividend paid amounted to \$12.5 million.

On April 25, 2011, the Company formed a limited liability company joint venture with a third party for the purpose of acquiring and managing the nineteen self-storage properties discussed in Note 14. Under the terms of the joint venture agreement, the Company has a 15% membership interest in the joint venture and would be responsible for managing the self-storage properties owned by the joint venture. The joint venture agreement terminates if the acquisition of the nineteen self-storage properties is not consummated.



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

The following discussion and analysis of the Company's consolidated financial condition and results of operations should be read in conjunction with the unaudited financial statements and notes thereto included elsewhere in this report.

### **DISCLOSURE REGARDING FORWARD-LOOKING STATEMENTS**

When used in this discussion and elsewhere in this document, the words "intends," "believes," "expects," "anticipates," and similar expressions are intended to identify "forward-looking statements" within the meaning of that term in Section 27A of the Securities Act of 1933 and in Section 21E of the Securities Exchange Act of 1934. Such forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause our actual results, performance or achievements to be materially different from those expressed or implied by such forward-looking statements. Such factors include, but are not limited to, the effect of competition from new self-storage facilities, which would cause rents and occupancy rates to decline; the Company's ability to evaluate, finance and integrate acquired businesses into the Company's existing business and operations; the Company's ability to effectively compete in the industry in which it does business; the Company's existing indebtedness may mature in an unfavorable credit environment, preventing refinancing or forcing refinancing of the indebtedness on terms that are not as favorable as the existing terms; interest rates may fluctuate, impacting costs associated with the Company's outstanding floating rate debt; the Company's ability to comply with debt covenants; any future ratings on the Company's debt instruments; the regional concentration of the Company's business may subject it to economic downturns in the states of Florida and Texas; the Company's reliance on its call center; the Company's cash flow may be insufficient to meet required payments of principal, interest and dividends; and tax law changes that may change the taxability of future income.

### **RESULTS OF OPERATIONS**

**FOR THE PERIOD JANUARY 1, 2011 THROUGH MARCH 31, 2011, COMPARED TO THE PERIOD JANUARY 1, 2010 THROUGH MARCH 31, 2010**

We recorded rental revenues of \$47.1 million for the three months ended March 31, 2011, an increase of \$1.8 million or 3.9% when compared to rental revenues of \$45.3 million for the same period in 2010. Of the increase in rental revenue, \$1.0 million resulted from a 2.1% increase in rental revenues at the 344 core properties considered in same store sales (those properties included in the consolidated results of operations since January 1, 2010, excluding one property developed in 2009). The increase in same store rental revenues was a result of a 0.7% increase in average rental income per square foot and a 60 basis point increase in average occupancy. The remaining increase in rental revenue of \$0.8 million resulted from the continued lease-up of our Richmond, Virginia property constructed in 2009 and the revenues from the acquisition of seven properties completed in December 2010. Other income, which includes merchandise sales, insurance commissions, truck rentals, management fees and acquisition fees, increased in 2011 primarily as a result of commissions earned from our customer insurance program.

Property operating expenses increased \$0.6 million or 4.5%, in the three month ended March 31, 2011 compared to the same period in 2010. \$0.4 million of the increase resulted from increases in personnel and snow removal costs at the 344 core properties considered in same store pool. The remaining increase in operating expenses of \$0.2 million resulted from the seven properties acquired in December 2010. Property tax expense decreased \$0.2 million as a result of lower estimated property taxes, partially offset by the inclusion of taxes on the properties acquired in 2010. We expect same-store operating costs to increase moderately in 2011 with increases primarily attributable to employee costs, snowplowing, and property taxes.

General and administrative expenses increased \$0.7 million or 13.1% from the three months ended March 31, 2010 to the same period in 2011. The key drivers of the increase were a \$0.2 million increase in internet advertising, \$0.1 million related to the expansion of our third party management program, and \$0.1 million related to our revised training program.

Depreciation and amortization expense increased to \$8.6 million in the three months ended March 31, 2011 from \$8.2 million in same period of 2010, primarily as a result of depreciation on the seven properties acquired in December 2010.

Interest expense remained relatively flat as rates and borrowing did not fluctuate significantly from the first quarter of 2010 to the same period in 2011.

As described in Note 5 to the financial statements, during 2010, the Company sold ten non-strategic storage facilities for net proceeds of approximately \$23.7 million resulting in a gain of \$6.9 million. Of the ten properties sold in 2010, two facilities were sold in April 2010 for net proceeds of approximately \$2.4 million. A loss of \$0.6 million was recorded at March 31, 2010, since the contingencies relating to the sale had been substantially satisfied as of March 31, 2010. The remaining properties were sold in May 2010. The operations of the ten facilities sold in 2010 and the loss on sale of the two facilities are reported as discontinued operations in 2010.

## **FUNDS FROM OPERATIONS**

We believe that Funds from Operations (“FFO”) provides relevant and meaningful information about our operating performance that is necessary, along with net earnings and cash flows, for an understanding of our operating results. FFO adds back historical cost depreciation, which assumes the value of real estate assets diminishes predictably in the future. In fact, real estate asset values increase or decrease with market conditions. Consequently, we believe FFO is a useful supplemental measure in evaluating our operating performance by disregarding (or adding back) historical cost depreciation.

FFO is defined by the National Association of Real Estate Investment Trusts, Inc. (“NAREIT”) as net income computed in accordance with generally accepted accounting principles (“GAAP”), excluding gains or losses on sales of properties, plus depreciation and amortization and after adjustments to record unconsolidated partnerships and joint ventures on the same basis. We believe that to further understand our performance, FFO should be compared with our reported net income and cash flows in accordance with GAAP, as presented in our consolidated financial statements.

Our computation of FFO may not be comparable to FFO reported by other REITs or real estate companies that do not define the term in accordance with the current NAREIT definition or that interpret the current NAREIT definition differently. FFO does not represent cash generated from operating activities determined in accordance with GAAP, and should not be considered as an alternative to net income (determined in accordance with GAAP) as an indication of our performance, as an alternative to net cash flows from operating activities (determined in accordance with GAAP) as a measure of our liquidity, or as an indicator of our ability to make cash distributions.

Reconciliation of Net Income to Funds From Operations (unaudited)

<u>(in thousands)</u>	<u>Three months ended</u>	
	<u>March 31, 2011</u>	<u>March 31, 2010</u>
Net income attributable to common shareholders	\$ 8,260	\$ 7,427
Net income attributable to noncontrolling interest	440	461
Depreciation of real estate and amortization of intangible assets exclusive of deferred financing fees	8,625	8,200
Depreciation of real estate included in discontinued operations	-	163
Depreciation and amortization from unconsolidated joint ventures exclusive of deferred financing fees	198	194
Loss on sale of real estate	-	580
Funds from operations allocable to noncontrolling redeemable Operating Partnership Units	(206)	(248)
Funds from operations allocable to noncontrolling interest in consolidated joint venture	<u>(340)</u>	<u>(340)</u>
FFO available to common shareholders	\$ 16,977	\$ 16,437
	=====	=====

**LIQUIDITY AND CAPITAL RESOURCES**

Our line of credit and term notes require us to meet certain financial covenants measured on a quarterly basis, including prescribed leverage, fixed charge coverage, minimum net worth, limitations on additional indebtedness, and limitations on dividend payouts. At March 31, 2011, the Company was in compliance with all debt covenants. The most sensitive covenant is the leverage ratio covenant contained in our line of credit and term note agreements. This covenant limits our total consolidated liabilities to 55% of our gross asset value. At March 31, 2011, our leverage ratio as defined in the agreements was approximately 42.5%. The agreements define total consolidated liabilities to include the liabilities of the Company plus our share of liabilities of unconsolidated joint ventures. The agreements also define a prescribed formula for determining gross asset value which incorporates the use of a 9.25% capitalization rate applied to annualized earnings before interest, taxes, depreciation and amortization ("EBITDA") as defined in the agreements. In the event that the Company violates debt covenants in the future, the amounts due under the agreements could be callable by the lenders.

Our ability to retain cash flow is limited because we operate as a REIT. In order to maintain our REIT status, a substantial portion of our operating cash flow must be used to pay dividends to our shareholders. We believe that our internally generated net cash provided by operating activities and the availability on our line of credit will be sufficient to fund ongoing operations, capital improvements, dividends and debt service requirements through June 2012, at which time our revolving line of credit matures. Future draws on our line of credit may be limited due to covenant restrictions.

Cash flows from operating activities were \$11.2 million and \$13.9 million for the three months ended March 31, 2011, and 2010, respectively. The decrease in operating cash flows from 2010 to 2011 was primarily due to the timing of certain payments that affected accounts payable and other liabilities.

Cash used in investing activities was \$4.6 million and \$2.5 million for the three months ended March 31, 2011 and 2010 respectively. The increase in cash used from 2010 to 2011 was due to a deposit on the 21 self storage facilities that were being reviewed for purchase at March 31, 2011, and increased improvements at our existing facilities.

Cash used in financing activities was \$7.5 million for the three months ended March 31, 2011, compared to \$14.7 million for the same period in 2010. In 2011, we borrowed under our line of credit to fund capital improvements and the deposit on the 21 stores previously mentioned. Capital improvements for the three months ended March 31, 2010 were funded with operating cash flow.

In 2008, we entered into agreements relating to unsecured credit arrangements, and received funds under those arrangements. As part of the agreements, the Company entered into a \$250 million unsecured term note maturing in June 2012 bearing interest at LIBOR plus a margin based on the Company's credit rating (at March 31, 2011 the margin is 1.625%). In October 2009, the Company repaid \$100 million of this term note. The agreements also provide for a \$125 million revolving line of credit bearing interest at a variable rate equal to LIBOR plus a margin based on the Company's credit rating (at March 31, 2011 the margin is 1.375%), and requires a 0.25% facility fee. The interest rate at March 31, 2011 on the Company's available line of credit was approximately 1.62% (1.64% at December 31, 2010). At March 31, 2011, there was \$109 million available on the unsecured line of credit. The revolving line of credit initially had a maturity date of June 2011. During the first quarter of 2011, the Company exercised its option to extend the maturity date of the revolving line of credit to June 2012. The Company was required to pay a 25 basis point fee (\$0.3 million) to execute the extension.

We believe that if operating results remain consistent with historical levels and levels of other debt and liabilities remain consistent with amounts outstanding at March 31, 2011, the remaining \$109 million available on our line of credit could be drawn without violating our debt covenants.

We also maintain a \$80 million term note maturing September 2013 bearing interest at a fixed rate of 6.26%, a \$20 million term note maturing September 2013 bearing interest at a variable rate equal to LIBOR plus 1.50%, and a \$150 million unsecured term note maturing in April 2016 bearing interest at 6.38% (based on our March 31, 2011 credit ratings).

Our line of credit facility and term notes have an investment grade rating from Standard and Poor's and Fitch Ratings (BBB-).

In addition to the unsecured financing mentioned above, our consolidated financial statements also include \$78.3 million of mortgages payable as detailed below:

- \* 7.80% mortgage note due December 2011, secured by 11 self-storage facilities (Locke Sovran I) with an aggregate net book value of \$41.7 million, principal and interest paid monthly. The outstanding balance at March 31, 2011 on this mortgage was \$27.6 million.
- \* 7.19% mortgage note due March 2012, secured by 27 self-storage facilities (Locke Sovran II) with an aggregate net book value of \$79.7 million, principal and interest paid monthly. The outstanding balance at March 31, 2011 on this mortgage was \$39.9 million.
- \* 7.25% mortgage note due December 2011, secured by 1 self-storage facility with an aggregate net book value of \$5.5 million, principal and interest paid monthly. Estimated market rate at time of acquisition 5.40%. The outstanding balance at March 31, 2011 on this mortgage was \$3.2 million.
- \* 6.76% mortgage note due September 2013, secured by 1 self-storage facility with an aggregate net book value of \$1.9 million, principal and interest paid monthly. The outstanding balance at March 31, 2011 on this mortgage was \$0.9 million.
- \* 6.35% mortgage note due March 2014, secured by 1 self-storage facility with an aggregate net book value of \$3.6 million, principal and interest paid monthly. The outstanding balance at March 31, 2011 on this mortgage was \$1.0 million.
- \* 7.50% mortgage notes due August 2011, secured by 3 self-storage facilities with an aggregate net book value of \$13.7 million, principal and interest paid monthly. Estimated market rate at time of acquisition 6.42%. The outstanding balance at March 31, 2011 on this mortgage was \$5.6 million.

The 7.80% and 7.19% mortgages were incurred in 2001 and 2002 respectively as part of the financing of the consolidated joint ventures. The Company assumed the 7.25%, 6.76%, 6.35%, and 7.50% mortgage notes in connection with the acquisitions of storage facilities in 2005 and 2006.

Our Dividend Reinvestment and Stock Purchase Plan was suspended in November 2009, and therefore we did not issue any shares under this plan in 2010 or 2011. We may reinstate our Dividend Reinvestment and Stock Purchase Plan in 2011.

During 2011 and 2010, we did not acquire any shares of our common stock via the Share Repurchase Program authorized by the Board of Directors. From the inception of the Share Repurchase Program through March 31, 2011, we have reacquired a total of 1,171,886 shares pursuant to this program. From time to time, subject to market price and certain loan covenants, we may reacquire additional shares.

Future acquisitions, our expansion and enhancement program, and share repurchases are expected to be funded with draws on our line of credit, issuance of common and preferred stock, the issuance of unsecured term notes, sale of properties, and private placement solicitation of joint venture equity. Should the capital market revert back to 2009 conditions, we may have to curtail acquisitions, our expansion and enhancement program, and share repurchases as we approach June 2012, when our line of credit matures.

## **ACQUISITION AND DISPOSITION OF PROPERTIES**

We acquired no properties in the three months ended March 31, 2011 or 2010.

In April and May 2010 we sold ten non-strategic storage facilities in Georgia, North Carolina, Michigan and Virginia for net proceeds of \$23.7 million, resulting in a gain of \$6.9 million.

We may seek to sell additional properties to third parties or joint venture programs in 2011.

## **FUTURE ACQUISITION AND DEVELOPMENT PLANS**

Our external growth strategy is to increase the number of facilities we own by acquiring suitable facilities in markets in which we already have operations, or to expand into new markets by acquiring several facilities at once in those new markets. At March 31, 2011, the Company and a potential joint venture partner were in negotiations to acquire nineteen self-storage facilities for \$160.4 million. Subsequent to March 31, 2011, the Company finalized the joint venture agreement in which the Company would be a 15% owner. The joint venture agreement terminates if the acquisition of the nineteen self-storage properties is not consummated. In addition, the Company was in negotiations to directly acquire two self-storage facilities for \$14.6 million. The purchase of these twenty-one facilities is subject to significant contingencies, and there is no assurance that any of these facilities will be acquired.

In the three months ended March 31, 2011, we added 70,000 square feet to existing Properties, for a total cost of approximately \$4.9 million. In 2010, we added 162,000 square feet to existing Properties, and converted 6,500 square feet to premium storage for a total cost of approximately \$9 million. Although we do not expect to construct any new facilities in 2011, we do plan to expend up to \$32 million to expand and enhance existing facilities.

We also expect to continue making capital expenditures on our properties. This includes repainting, paving, and remodeling of the office buildings. For the first three months of 2011 we spent approximately \$1.9 million on such improvements and we expect to spend approximately \$10 million for the remainder of 2011.

## **REIT QUALIFICATION AND DISTRIBUTION REQUIREMENTS**

As a REIT, we are not required to pay federal income tax on income that we distribute to our shareholders, provided that the amount distributed is equal to at least 90% of our taxable income. These distributions must be made in the year to which they relate, or in the following year if declared before we file our federal income tax return, and if it is paid before the first regular dividend of the following year. As a REIT, we must also derive at least 95% of our total gross income from income related to real property, interest and dividends.

Although we currently intend to operate in a manner designed to qualify as a REIT, it is possible that future economic, market, legal, tax or other considerations may cause our Board of Directors to revoke our REIT election.

## **UMBRELLA PARTNERSHIP REIT**

We are formed as an Umbrella Partnership Real Estate Investment Trust ("UPREIT") and, as such, have the ability to issue Operating Partnership Units in exchange for properties sold by

independent owners. By utilizing such Units as currency in facility acquisitions, we may obtain more favorable pricing or terms due to the seller's ability to partially defer their income tax liability. As of March 31, 2011, 339,025 Units are outstanding. These Units had been issued in prior years in exchange for self-storage properties at the request of the sellers.

## INTEREST RATE RISK

We have entered into interest rate swap agreements in order to mitigate the effects of fluctuations in interest rates on our floating rate debt. At March 31, 2011, we have three outstanding interest rate swap agreements as summarized below:

<u>Notional Amount</u>	<u>Effective Date</u>	<u>Expiration Date</u>	<u>Fixed Rate Paid</u>	<u>Floating Rate Received</u>
\$20 Million.....	9/4/05	9/4/13	4.4350%	6 month LIBOR
\$50 Million.....	7/1/08	6/25/12	4.2825%	1 month LIBOR
\$100 Million.....	7/1/08	6/22/12	4.2965%	1 month LIBOR

Upon renewal or replacement of the credit facility, our total interest may change dependent on the terms we negotiate with the lenders; however, the LIBOR base rates have been contractually fixed on \$170 million of our debt through the interest rate swap termination dates.

Through June 2012, \$400 million of our \$416 million of unsecured debt is on a fixed rate basis after taking into account the interest rate swaps noted above. Based on our outstanding unsecured debt of \$416 million at March 31, 2011, a 100 basis point increase in interest rates would have a \$0.2 million effect on our interest expense.

## INFLATION

We do not believe that inflation has had or will have a direct effect on our operations. Substantially all of the leases at the facilities are on a month-to-month basis which provides us with the opportunity to increase rental rates as each lease matures.

## SEASONALITY

Our revenues typically have been higher in the third and fourth quarters, primarily because we increase rental rates on most of our storage units at the beginning of May and because self-storage facilities tend to experience greater occupancy during the late spring, summer and early fall months due to the greater incidence of residential moves during these periods. However, we believe that our customer mix, diverse geographic locations, rental structure and expense structure provide adequate protection against undue fluctuations in cash flows and net revenues during off-peak seasons. Thus, we do not expect seasonality to materially affect distributions to shareholders.

## RECENT ACCOUNTING PRONOUNCEMENTS

See Note 13 to the financial statements.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

The information required is incorporated by reference to the information appearing under the caption "Interest Rate Risk" in "Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations" above.

### **Item 4. Controls and Procedures**

#### **Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures**

An evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, has been conducted under the supervision of and with the participation of our management, including the Chief Executive Officer and Chief Financial Officer. Based on that evaluation, our management, including the Chief Executive Officer and Chief Financial Officer, concluded that our disclosure controls and procedures were effective at March 31, 2011. There have not been changes in the Company's internal controls or in other factors that could significantly affect these controls during the quarter ended March 31, 2011.

#### **Changes in Internal Control over Financial Reporting**

There have not been any changes in the Company's internal control over financial reporting (as defined in 13a-15(f) and 15d-15(f) promulgated under the Securities Exchange Act of 1934) that occurred during the Company's most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

## **PART II. Other Information**

### **Item 1. Legal Proceedings**

None

### **Item 1A. Risk Factors**

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2010, which could materially affect our business, financial condition or future results. The risks described in our Annual Report on Form 10-K are not the only risks facing our Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and operating results.

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

None



**Item 3. Defaults Upon Senior Securities**

None

**Item 4. [Removed and Reserved]**

**Item 5. Other Information**

None

**Item 6. Exhibits**

31.1 Certification of Chief Executive Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended.

31.2 Certification of Chief Financial Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended.

32 Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

- 101\* The following financial statements from the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2011, formatted in XBRL, as follows:
- (i) Consolidated Balance Sheets at March 31, 2011 and December 31, 2010;
  - (ii) Consolidated Statements of Operations for the three months ended March 31, 2011 and 2010;
  - (iii) Consolidated Statements of Cash Flows for the three months ended March 31, 2011 and 2010;
  - (iv) Consolidated Statements of Comprehensive Income for the three months ended March 31, 2011 and 2010; and
  - (v) Notes to Consolidated Financial Statements, tagged as blocks of text.

\* Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Section 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

## SIGNATURES

Pursuant to the requirements 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.

Sovran Self Storage, Inc.

By: / S / David L. Rogers  
David L. Rogers  
Chief Financial Officer  
(Principal Accounting Officer)

May 6, 2011  
Date

**Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act, as amended**

I, Robert J. Attea, certify that:

1. I have reviewed this report on Form 10-Q of Sovran Self Storage, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)), for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external reporting purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: May 6, 2011

/s/ Robert J. Attea  
Robert J. Attea  
Chairman of the Board and Chief Executive Officer

**Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act, as amended**

I, David L. Rogers, certify that:

1. I have reviewed this report on Form 10-Q of Sovran Self Storage, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)), for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external reporting purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: May 6, 2011

/ S / David L. Rogers

David L. Rogers  
Chief Financial Officer

**Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

Each of the undersigned of Sovran Self Storage, Inc. (the "Company") does hereby certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

- 1) The Quarterly Report on Form 10-Q of the Company for the period ended March 31, 2011 (the "Report") fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 (15 U.S.C. 78m); and
- 2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: May 6, 2011

/ S / Robert J. Attea

Robert J. Attea  
Chairman of the Board  
Chief Executive Officer

/ S / David L. Rogers

David L. Rogers  
Chief Financial Officer