

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

FORM 10-Q

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

For the quarterly period ended September 30, 2013

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 October 31, 2013, 32,014,215 shares of Common Stock, \$.01 par value per share, were outstanding.

Part I.	Financial Information
Item 1.	Financial Statements

SOVRAN SELF STORAGE, INC.
CONSOLIDATED BALANCE SHEETS

<u>(dollars in thousands, except share data)</u>	September 30, 2013 <u>(unaudited)</u>	December 31, 2012 <u>2012</u>
Assets		
Investment in storage facilities:		
Land	\$ 306,879	\$ 299,544
Building, equipment, and construction in progress	<u>1,513,232</u>	<u>1,456,410</u>
	1,820,111	1,755,954
Less: accumulated depreciation	<u>(360,061)</u>	<u>(328,952)</u>
Investment in storage facilities, net	1,460,050	1,427,002
Cash and cash equivalents	9,662	7,255
Accounts receivable.....	3,583	3,450
Receivable from unconsolidated joint ventures	782	856
Investment in unconsolidated joint ventures.....	37,841	34,255
Prepaid expenses.....	5,594	4,947
Fair value of interest rate swap agreements	166	-
Other assets.....	<u>5,584</u>	<u>6,676</u>
Total Assets	<u>\$ 1,523,262</u>	<u>\$ 1,484,441</u>
Liabilities		
Line of credit	\$ 49,000	\$ 105,000
Term notes	575,000	575,000
Accounts payable and accrued liabilities	33,263	36,667
Deferred revenue	6,919	6,416
Fair value of interest rate swap agreements.....	10,524	15,707
Mortgages payable.....	<u>3,242</u>	<u>4,251</u>
Total Liabilities.....	677,948	743,041
Noncontrolling redeemable Operating Partnership Units at redemption value	14,916	12,670
Shareholders' Equity		
Common stock \$.01 par value, 100,000,000 shares authorized, 31,977,890 shares outstanding at September 30, 2013 (30,446,620 at December 31, 2012).....	331	316
Additional paid-in capital	1,037,016	943,604
Dividends in excess of net income	(169,721)	(172,773)
Accumulated other comprehensive loss	(10,053)	(15,242)
Treasury stock at cost, 1,171,886 shares	<u>(27,175)</u>	<u>(27,175)</u>
Total Shareholders' Equity.....	<u>830,398</u>	<u>728,730</u>
Total Liabilities and Shareholders' Equity.....	<u>\$ 1,523,262</u>	<u>\$ 1,484,441</u>

See notes to consolidated financial statements.

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

(dollars in thousands, except per share data)	July 1, 2013 to September 30, 2013	July 1, 2012 to September 30, 2012
Revenues		
Rental income	\$ 65,806	\$ 57,574
Other operating income	<u>5,176</u>	<u>4,200</u>
Total operating revenues.....	70,982	61,774
Expenses		
Property operations and maintenance	15,720	14,319
Real estate taxes.....	6,994	5,629
General and administrative	8,965	8,172
Acquisition costs.....	776	1,075
Depreciation and amortization.....	<u>11,381</u>	<u>10,427</u>
Total operating expenses	<u>43,836</u>	<u>39,622</u>
Income from operations	27,146	22,152
Other income (expenses)		
Interest expense	(7,923)	(8,350)
Interest income	1	-
Equity in income of joint ventures.....	<u>575</u>	<u>335</u>
Income from continuing operations.....	19,799	14,137
Income from discontinued operations (including gain on disposal of \$4,498 in 2012).....	<u>-</u>	<u>4,821</u>
Net income	19,799	18,958
Net income attributable to noncontrolling interest	<u>(124)</u>	<u>(151)</u>
Net income attributable to common shareholders	<u>\$ 19,675</u>	<u>\$ 18,807</u>
Earnings per common share attributable to common shareholders – basic		
Continuing operations.....	\$ 0.63	\$ 0.48
Discontinued operations	<u>-</u>	<u>0.16</u>
Earnings per share - basic	<u>\$ 0.63</u>	<u>\$ 0.64</u>
Earnings per common share attributable to common shareholders – diluted		
Continuing operations.....	\$ 0.62	\$ 0.47
Discontinued operations	<u>-</u>	<u>0.16</u>
Earnings per share - diluted	<u>\$ 0.62</u>	<u>\$ 0.63</u>
Common shares used in basic earnings per share calculation	31,469,026	29,474,866
Common shares used in diluted earnings per share calculation.....	31,625,635	29,624,311
Dividends declared per common share	<u>\$ 0.53</u>	<u>\$ 0.45</u>

See notes to consolidated financial statements.

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

<u>(dollars in thousands, except per share data)</u>	January 1, 2013 to September 30, 2013	January 1, 2012 to September 30, 2012
Revenues		
Rental income	\$ 188,402	\$ 161,857
Other operating income	<u>14,530</u>	<u>12,018</u>
Total operating revenues.....	202,932	173,875
Expenses		
Property operations and maintenance	45,738	40,993
Real estate taxes.....	19,858	16,635
General and administrative	26,745	23,707
Acquisition costs.....	1,263	2,382
Depreciation and amortization.....	<u>34,118</u>	<u>30,461</u>
Total operating expenses	<u>127,722</u>	<u>114,178</u>
Income from operations.....	75,210	59,697
Other income (expenses)		
Interest expense	(24,827)	(24,914)
Interest income	2	3
Gain on sale of real estate	421	-
Equity in income of joint ventures.....	<u>1,417</u>	<u>608</u>
Income from continuing operations.....	52,223	35,394
Income from discontinued operations (including gain on disposal of \$4,498 in 2012).....	<u>-</u>	<u>6,693</u>
Net income	52,223	42,087
Net income attributable to noncontrolling interest	<u>(331)</u>	<u>(421)</u>
Net income attributable to common shareholders	<u>\$ 51,892</u>	<u>\$41,666</u>
Earnings per common share attributable to common shareholders – basic		
Continuing operations.....	\$ 1.67	\$ 1.20
Discontinued operations	<u>-</u>	<u>0.23</u>
Earnings per share - basic	<u>\$ 1.67</u>	<u>\$ 1.43</u>
Earnings per common share attributable to common shareholders – diluted		
Continuing operations.....	\$ 1.66	\$ 1.20
Discontinued operations	<u>-</u>	<u>0.23</u>
Earnings per share - diluted	<u>\$ 1.66</u>	<u>\$ 1.43</u>
Common shares used in basic earnings per share calculation	31,077,910	29,047,998
Common shares used in diluted earnings per share calculation.....	31,235,049	29,167,681
Dividends declared per common share	<u>\$ 1.49</u>	<u>\$ 1.35</u>

See notes to consolidated financial statements.

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

(dollars in thousands)	Three months ended September 30,		Nine months ended September 30,	
	2013	2012	2013	2012
Net income.....	\$ 19,799	\$ 18,958	\$ 52,223	\$ 42,087
Other comprehensive income:				
Change in fair value of derivatives net of reclassification to interest expense	(3,572)	(1,742)	5,189	(5,969)
Total comprehensive income	16,227	17,216	57,412	36,118
Comprehensive income attributable to noncontrolling interest	(102)	(137)	(364)	(361)
Comprehensive income attributable to common shareholders	\$ 16,125	\$ 17,079	\$ 57,048	\$ 35,757

See notes to consolidated financial statements.

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

(dollars in thousands)	January 1, 2013 to September 30, 2013	January 1, 2012 to September 30, 2012
Operating Activities		
Net income.....	\$ 52,223	\$ 42,087
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	34,118	31,247
Amortization of deferred financing fees	640	627
Gain on sale of storage facilities	-	(4,498)
Gain on sale of real estate	(421)	-
Equity in income of joint ventures.....	(1,417)	(608)
Distributions from unconsolidated joint venture	1,898	1,471
Non-vested stock earned.....	2,067	1,906
Stock option expense	261	238
Changes in assets and liabilities (excluding the effects of acquisitions):		
Accounts receivable.....	(122)	(308)
Prepaid expenses.....	(481)	(1,025)
Receipts from (advances to) joint ventures.....	74	(62)
Accounts payable and other liabilities	(3,531)	(2,242)
Deferred revenue	304	(413)
Net cash provided by operating activities	<u>85,613</u>	<u>68,420</u>
Investing Activities		
Acquisitions of storage facilities	(50,193)	(105,137)
Improvements, equipment additions, and construction in progress	(18,979)	(20,813)
Net proceeds from the sale of real estate	4,367	47,698
Investment in unconsolidated joint ventures.....	(4,111)	(3,482)
Reimbursement of property deposits	99	365
Net cash used in investing activities	<u>(68,817)</u>	<u>(81,369)</u>
Financing Activities		
Net proceeds from sale of common stock.....	91,103	78,314
Proceeds from line of credit.....	120,000	70,000
Repayments of line of credit.....	(176,000)	(90,000)
Proceeds from term notes	325,000	-
Repayments of term notes	(325,000)	-
Financing costs	(1,554)	-
Dividends paid-common stock	(46,326)	(39,317)
Distributions to noncontrolling interest holders	(297)	(458)
Redemption of operating partnership units.....	(306)	(7,364)
Mortgage principal payments	(1,009)	(128)
Net cash (used in) provided by financing activities	<u>(14,389)</u>	<u>11,047</u>
Net increase in cash	2,407	(1,902)
Cash at beginning of period.....	7,255	7,321
Cash at end of period	<u>\$ 9,662</u>	<u>\$ 5,419</u>
Supplemental cash flow information		
Cash paid for interest, net of interest capitalized	\$ 24,876	\$ 24,808

See notes to consolidated financial statements.

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 nine-month period ended September 30, 2013 are not necessarily indicative of the results that may be expected for the year ending December 31, 2013.

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 September 30, 2013, we had an ownership interest in and/or managed 471 self-storage properties in 25 states under the name Uncle Bob's Self Storage ®. Among our 471 self-storage properties are 25 properties that we manage for an unconsolidated joint venture (Sovran HHF Storage Holdings LLC) of which we are a 20% owner, 30 properties that we manage for an unconsolidated joint venture (Sovran HHF Storage Holdings II LLC) of which we are a 15% owner, and 20 properties that we manage and in which have no ownership interest. Approximately 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 99.4% ownership interest therein as of September 30, 2013. 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, Locke Sovran I LLC (a wholly-owned subsidiary), Locke Sovran II LLC (a wholly-owned subsidiary), and Uncle Bob's Management, LLC (the Company's taxable REIT subsidiary). 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.

On June 30, 2011, the Company entered into a newly formed joint venture agreement with an owner of a self-storage facility in New Jersey (West Deptford JV LLC). As part of the agreement the Company contributed \$4.2 million to the joint venture for a \$2.8 million mortgage note at 8%, a 20% common interest, and a \$1.4 million preferred interest with an 8% preferred return. The Company had concluded that this joint venture is a variable interest entity pursuant to the guidance in FASB ASC Topic 810, "Consolidation" on the basis that the total equity investment in the joint venture is not sufficient to permit the joint venture to finance its activities without additional subordinated financial support from its investors. On February 5, 2013 the Company entered into a Membership Interest Purchase Agreement to sell its common and preferred interests in West Deptford JV LLC to the other joint venture partner for approximately \$1.4 million, resulting in a gain of \$0.4 million. Simultaneous with this transaction the joint venture partner also repaid the \$2.8 million mortgage note held by the Company. As a result of these transactions the Company no longer holds any ownership interest in this joint venture.

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 do not 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 September 30, 2013, there were 199,163 noncontrolling redeemable operating partnership Units outstanding (204,028 at December 31, 2012). 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 September 30, 2013 and December 31, 2012, 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.

<u>(Dollars in thousands)</u>	Nine Months Ended Sep. 30, 2013
Beginning balance noncontrolling redeemable Operating Partnership Units	\$12,670
Redemption of Operating Partnership Units	(306)
Redemption value in excess of carrying value for Units redeemed	4
Net income attributable to noncontrolling interests	331
Distributions	(297)
Adjustment to redemption value	<u>2,514</u>
Ending balance noncontrolling redeemable Operating Partnership Units	<u>\$14,916</u>

3. STOCK BASED COMPENSATION

The Company accounts for stock-based compensation under the provisions of ASC Topic 718, "Compensation - Stock Compensation". 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 September 30, 2013 and 2012, the Company recorded compensation expense (included in general and administrative expense) of \$43,000 and \$59,000, respectively, related to stock options and \$795,000 and \$597,000, respectively, related to amortization of non-vested stock grants. For the nine months ended September 30, 2013 and 2012, the Company recorded compensation expense (included in general and administrative expense) of \$261,000 and \$238,000, respectively, related to stock options and \$1,977,000 and \$1,794,000, respectively, related to amortization of non-vested stock grants.

During the three months ended September 30, 2013 and 2012, employees exercised 23,835 and 31,435 stock options respectively, and 13,334 and 13,334 shares of non-vested stock, respectively, vested. During the nine months ended September 30, 2013 and 2012, employees exercised 121,845 and 77,620 stock options respectively, and 32,796 and 49,807 shares of non-vested stock, respectively, vested.

4. INVESTMENT IN STORAGE FACILITIES

The following summarizes our activity in storage facilities during the nine months ended September 30, 2013.

(dollars in thousands)

Cost:

Beginning balance.....	\$ 1,755,954
Acquisition of storage facilities	49,466
Improvements and equipment additions	14,929
Net increase in construction in progress	4,559
Dispositions and impairments.....	<u>(4,797)</u>
Ending balance.....	<u>\$ 1,820,111</u>

Accumulated Depreciation:

Beginning balance.....	\$ 328,952
Depreciation expense during the period	31,436
Dispositions.....	<u>(327)</u>
Ending balance.....	<u>\$ 360,061</u>

The assets and liabilities of the acquired storage facilities, which primarily consist of tangible and intangible assets, are measured at fair value on the date of acquisition in accordance with the principles of FASB ASC Topic 820, "Fair Value Measurements and Disclosures." During the nine months ended September 30, 2013, the Company acquired six self-storage facilities to

expand its presence in existing markets and the purchase price of the facilities has preliminarily been assigned as follows:

(dollars in thousands)		Consideration paid					Acquisition Date Fair Value			
State	Number of Properties	Date of Acquisition	Purchase Price	Cash Paid	Loan Assumed	Net Other Liabilities (Assets) Assumed	Land	Building, Equipment, and Improvements	In-Place Customers Leases	Closing Costs Expensed
2013										
Texas	1	2/11/2013	\$ 2,400	\$ 2,382	\$ -	\$ 18	\$ 337	\$ 2,005	\$ 58	\$ 145
New York	1	3/22/2013	11,050	11,119	-	(69)	2,122	8,736	192	264
Massachusetts	1	3/22/2013	8,850	8,848	-	2	1,553	7,186	111	161
New York	2	8/29/2013	22,000	21,985	-	15	3,320	18,378	302	506
Colorado	1	9/30/2013	<u>5,940</u>	<u>5,859</u>	<u>-</u>	<u>81</u>	<u>628</u>	<u>5,201</u>	<u>111</u>	<u>187</u>
Total 2013	6		<u>\$ 50,240</u>	<u>\$ 50,193</u>	<u>\$ -</u>	<u>\$ 47</u>	<u>\$ 7,960</u>	<u>\$ 41,506</u>	<u>\$ 774</u>	<u>\$ 1,263</u>

The Company measures the fair value of in-place customer lease intangible assets 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). In-place customer leases are included in other assets on the Company's balance sheet as follows:

(Dollars in thousands)	Sep. 30, 2013	Dec. 31, 2012
In-place customer leases	\$13,893	\$13,228
Accumulated amortization	<u>(12,910)</u>	<u>(10,337)</u>
Net carrying value at the end of period.....	<u>\$ 983</u>	<u>\$ 2,891</u>

Amortization expense related to in-place customer leases was \$2.7 million and \$2.8 million for the nine months ended September 30, 2013 and 2012, respectively. The Company expects to record \$3.3 million of amortization expense for the year ended December 31, 2013.

5. DISCONTINUED OPERATIONS

In July and August of 2012, the Company sold 17 non-strategic storage facilities in Maryland (1), Michigan (4), and Texas (12) for net proceeds of approximately \$47.7 million resulting in a gain of approximately \$4.5 million. The operations of these facilities are reported as discontinued operations in 2012. 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 nine months ended September 30, 2012. The following is a summary of the amounts reported as discontinued operations:

(dollars in thousands)	Jan. 1, 2013 to Sep. 30, 2013	Jan. 1, 2012 to Sep. 30, 2012
Total revenue	\$ -	\$ 5,144
Property operations and maintenance expense	-	(1,601)
Real estate tax expense	-	(561)
Depreciation and amortization expense	-	(787)
Net realized gain on sale of property	<u>-</u>	<u>4,498</u>
Total income from discontinued operations	<u>\$ -</u>	<u>\$ 6,693</u>

6. UNSECURED LINE OF CREDIT AND TERM NOTES

Borrowings outstanding on our unsecured line of credit and term notes are as follows:

<u>(Dollars in thousands)</u>	Sep. 30, <u>2013</u>	Dec. 31, <u>2012</u>
Revolving line of credit borrowings	\$49,000	\$105,000
Term note due September 4, 2013	-	20,000
Term note due September 4, 2013	-	80,000
Term note due April 13, 2016.....	150,000	150,000
Term note due August 3, 2018.....	-	225,000
Term note due June 4, 2020.....	225,000	-
Term note due June 4, 2020.....	100,000	-
Term note due August 5, 2021.....	<u>100,000</u>	<u>100,000</u>
Total term notes payable	<u>\$ 575,000</u>	<u>\$ 575,000</u>

On June 4, 2013, the Company entered into an amendment to its unsecured credit arrangements. As part of the amended agreement, the Company entered into a \$225 million unsecured term note maturing June 4, 2020 bearing interest at LIBOR plus a margin based on the Company's credit rating (at September 30, 2013 the margin is 1.65%). The agreement also provides for a \$175 million (expandable to \$250 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 September 30, 2013 the margin is 1.50%), and requires a 0.20% facility fee. The interest rate at September 30, 2013 on the Company's available line of credit was approximately 1.68% (2.21% at December 31, 2012). At September 30, 2013, there was \$126 million available on the unsecured line of credit without considering the additional availability under the expansion feature. The revolving line of credit has a maturity date of June 4, 2018, but can be extended for two one-year periods at the Company's option with the payment of an extension fee equal to 0.125% of the total line of credit commitment.

In addition, on June 4, 2013, as part of the amendment to its unsecured credit arrangement, the Company secured an additional \$100 million term note with a delayed draw feature that was used to fund the Company's term notes that matured in September 2013. The delayed draw term note matures June 4, 2020 and bears interest at LIBOR plus a margin based on the Company's credit rating (at September 30, 2013 the margin is 1.65%).

In connection with the execution of the amendment to our unsecured credit agreement, it was determined that the borrowing capacity of each lender participating in the revolving line of credit exceeded their borrowing capacities prior to the amendment. As a result, unamortized deferred financing costs associated with the agreement prior to its amendment remain deferred and are being amortized to interest expense over the term of the newly amended agreement. Fees and other costs paid to execute the amendment relating to the revolving line of credit totaling \$0.5 million were recorded as additional deferred financing costs and are being amortized to interest expense over the term of the newly amended agreement.

The Company paid \$1.1 million in fees to lenders for their commitments under the unsecured term note portion of the newly amended agreement. These lenders' commitments were determined to be a modification of their unsecured term note commitments prior to the amendment. Such costs were recorded as additional deferred financing costs and are being

amortized to interest expense over the term of the newly amended agreement. In addition, previously unamortized deferred financing costs associated with the unsecured term note commitments prior to the amendment remain deferred and are being amortized to interest expense over the term of the newly amended agreement.

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 September 30, 2013, 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 September 30, 2013 the entire availability on the line of credit could be drawn without violating our debt covenants.

The Company's fixed rate term notes contain a provision that allows for the noteholders to call the debt upon a change of control of the Company at an amount that includes a make whole premium based on rates in effect on the date of the change of control.

7. MORTGAGES PAYABLE AND DEBT MATURITIES

Mortgages payable at September 30, 2013 and December 31, 2012 consist of the following:

<u>(dollars in thousands)</u>	September 30, <u>2013</u>	December 31, <u>2012</u>
6.76% mortgage note due September 11, 2013, secured by one self-storage facility, repaid September 11, 2013	-	896
6.35% mortgage note due March 11, 2014, secured by one self-storage facility with an aggregate net book value of \$3.4 million, principal and interest paid monthly (effective interest rate 6.45%)	958	983
5.99% mortgage notes due May 1, 2026, secured by one self-storage facility with an aggregate net book value of \$4.4 million, principal and interest paid monthly (effective interest rate 6.20%)	<u>2,284</u>	<u>2,372</u>
Total mortgages payable	<u>\$ 3,242</u>	<u>\$ 4,251</u>

The table below summarizes the Company's debt obligations and interest rate derivatives at September 30, 2013. 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 notes and mortgage notes 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. These assumptions are considered Level 2 inputs within the fair value hierarchy as described in Note 9. The carrying values of our variable rate debt instruments approximate their fair values as these debt instruments bear interest at current market rates that approximate market participant rates. This is considered a Level 2 input within the fair value hierarchy. 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)	<u>Expected Maturity Date Including Discount</u>							<u>Fair Value</u>
	<u>2013</u>	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>	<u>Thereafter</u>	<u>Total</u>	
Line of credit - variable rate LIBOR + 1.50% (1.68% at September 30, 2013).....	-	-	-	-	-	\$49,000	\$49,000	\$49,000
Notes Payable:								
Term note - fixed rate 6.38%	-	-	-	\$ 150,000	-	-	\$150,000	\$169,366
Term note - variable rate LIBOR+1.65% (1.83% at September 30, 2013).....	-	-	-	-	-	\$225,000	\$225,000	\$225,000
Term note - variable rate LIBOR+1.65% (1.83% at September 30, 2013).....	-	-	-	-	-	\$100,000	\$100,000	\$100,000
Term note - fixed rate 5.54%	-	-	-	-	-	\$100,000	\$100,000	\$113,978
Mortgage note - fixed rate 6.35%.....	\$ 9	\$ 949	-	-	-	-	\$ 958	\$ 978
Mortgage notes - fixed rate 5.99%	\$ 30	\$ 126	\$134	\$142	\$151	\$1,701	\$ 2,284	\$ 2,396
Interest rate derivatives – asset.....	-	-	-	-	-	-	-	(\$ 166)
Interest rate derivatives – liability	-	-	-	-	-	-	-	\$ 10,524

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 Loss ("AOCL"). These deferred gains and losses are recognized in 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 de minimis in the nine months ended September 30, 2013 and 2012.

The Company has interest rate swap agreements in effect at September 30, 2013 as detailed below to effectively convert a total of \$325 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>
\$125 Million.....	9/1/2011	8/1/18	2.3700%	1 month LIBOR
\$100 Million.....	12/30/11	12/29/17	1.6125%	1 month LIBOR
\$100 Million.....	9/4/13	9/4/18	1.3710%	1 month LIBOR
\$100 Million.....	12/29/17	11/29/19	3.9680%	1 month LIBOR
\$125 Million.....	8/1/18	6/1/20	4.1930%	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 nine months ended September 30, 2013, and 2012, the net reclassification from AOCL to interest expense was \$4.0 million and \$3.7 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 \$5.4 million for the twelve months ended September 30, 2014. 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, were an asset of \$0.2 million and a liability of \$10.5 million at September 30, 2013, and a liability of \$15.7 million at December 31, 2012.

The changes in AOCL for the three and nine months ended September 30, 2013 and September 30, 2012 are summarized as follows:

<u>(dollars in thousands)</u>	Jul. 1, 2013 to Sep. 30, 2013	Jul. 1, 2012 to Sep. 30, 2012	Jan. 1, 2013 to Sep. 30, 2013	Jan. 1, 2012 to Sep. 30, 2012
Accumulated other comprehensive loss beginning of period.....	\$ (6,481)	\$ (14,482)	\$ (15,242)	\$ (10,255)
Realized loss reclassified from accumulated other comprehensive loss to interest expense.....	1,474	1,425	3,979	3,707
Unrealized gain (loss) from changes in the fair value of the effective portion of the interest rate swaps	<u>(5,046)</u>	<u>(3,167)</u>	<u>1,210</u>	<u>(9,676)</u>
Gain (loss) included in other comprehensive loss	<u>(3,572)</u>	<u>(1,742)</u>	<u>5,189</u>	<u>(5,969)</u>
Accumulated other comprehensive loss end of period	<u>\$ (10,053)</u>	<u>\$ (16,224)</u>	<u>\$ (10,053)</u>	<u>\$ (16,224)</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. 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.

In May 2011 the FASB issued ASU No. 2011-04, *Fair Value Measurements (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in US GAAP and International Financial Reporting Standards (“IFRS”)* (“ASU 2011-04”). ASU 2011-04 represents the converged guidance of the FASB and the IASB (the “Boards”) on fair value measurements. The collective efforts of the Boards and their staffs, reflected in ASU 2011-04, have resulted in common requirements for measuring fair value and for disclosing information about fair value measurements, including a consistent meaning of the term “fair value.” The Boards have concluded the common requirements will result in greater comparability of fair value measurements presented and disclosed in financial statements prepared in accordance with GAAP and IFRS. The amendments in this ASU were required to be applied prospectively, and were effective for interim and annual periods beginning after

December 15, 2011. The Company adopted the provisions of ASU 2011-04 on January 1, 2012 and its adoption did not have a significant impact on the Company's current fair value measurements or disclosures. The adoption is not expected to have a significant effect on any future fair value measurements or disclosures.

Refer to Note 7 for presentation of the fair values of debt obligations which are disclosed at fair value on a recurring basis.

The following table provides the assets and liabilities carried at fair value measured on a recurring basis as of September 30, 2013 (in thousands):

	Asset (Liability)	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Interest rate swaps.....	166	-	166	-
Interest rate swaps.....	(10,524)	-	(10,524)	-

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 2013, assets and liabilities measured at fair value on a non-recurring basis included the assets acquired and liabilities assumed in connection with the acquisition of six storage facilities (see note 4). 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, equipment and improvements, the Company used current replacement cost based on information derived from construction industry data by geographic region as adjusted for the age, condition, and economic obsolescence associated with these assets, which are considered Level 2 and 3 inputs. The fair value of in-place customer leases is based on the rent lost due to the amount of time required to replace existing customers which is based on the Company's historical experience with turnover in its facilities, which is a Level 3 input. Other assets acquired and liabilities assumed in the acquisitions consist primarily of prepaid or accrued real estate taxes and deferred revenues from advance monthly rentals paid by customers. The fair values of these assets and liabilities are based on their carrying values as they typically turn over within one year from the acquisition date and these 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 are managed by the Company. The carrying value of the Company’s investment at September 30, 2013 was \$24.7 million. Twenty-five properties were acquired by Sovran HHF in 2008 for approximately \$171.5 million and no additional properties have been acquired by Sovran HHF since then. In 2008, the Company contributed \$18.6 million to the joint venture as its share of capital required to fund the acquisitions. In 2013, 2012 and 2011 the Company contributed an additional \$3.9 million, \$1.2 million and \$0.8 million, respectively, to the joint venture. As of September 30, 2013, 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 in 2008. This difference is included in the carrying value of the investment, which is assessed for other-than-temporary impairment on a periodic basis. No other-than-temporary impairments have been recorded on this investment.

The Company has a 15% ownership interest in Sovran HHF Storage Holdings II LLC (“Sovran HHF II”), a joint venture that was formed in 2011 to acquire self-storage properties that are managed by the Company. The carrying value of the Company’s investment at September 30, 2013 was \$13.1 million. Twenty properties were acquired by Sovran HHF II during 2011 for approximately \$166.1 million. During 2011, the Company contributed \$12.8 million to the joint venture as its share of capital required to fund the acquisitions. Ten additional properties were acquired by Sovran HHF II during 2012 for approximately \$29 million. During 2013 and 2012, the Company contributed \$0.2 million and \$2.4 million, respectively, to the joint venture as its share of capital required to fund the acquisitions and capital expenditures. The carrying value of this investment is assessed for other-than-temporary impairment on a periodic basis and no such impairments have been recorded on this investment.

As manager of Sovran HHF and Sovran HHF II, the Company earns a management and call center fee of 7% of gross revenues which totaled \$0.9 million and \$0.8 million for the three months ended September 30, 2013 and 2012, respectively. The management and call center fees earned by the Company for the nine months ended September 30, 2013 and 2012 totaled \$2.5 million and \$2.2 million, respectively. For the nine months ended September 30, 2012 the Company also received acquisition fees of \$0.2 million for securing purchases for Sovran HHF II in 2012. No acquisition fee was earned in 2013.

The Company’s share of Sovran HHF and Sovran HHF II’s income for the three months ended September 30, 2013 and 2012 was \$0.6 million and \$0.3 million, respectively. The Company's share of Sovran HHF and Sovran HHF II’s income for the nine months ended September 30, 2013 and 2012 was \$1.4 million and \$0.6 million, respectively.

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 \$0.2 million. The carrying value of the Company's investment is a liability of \$0.5 million at September 30, 2013 and December 31, 2012, and is included in accounts payable and accrued liabilities in the accompanying consolidated balance sheets. The Company's share of Iskalo Office Holdings, LLC's income (loss) for the three months ended September 30, 2013 and 2012 was 23,000 and (\$4,000), respectively. The Company's share of Iskalo Office Holdings, LLC's income for the nine months ended September 30, 2013 and 2012 was \$44,000 and \$9,000, respectively.

A summary of the unconsolidated joint ventures' financial statements as of and for the nine months ended September 30, 2013 is as follows:

<u>(dollars in thousands)</u>	<u>Sovran HHF Storage Holdings LLC</u>	<u>Sovran HHF Storage Holdings II LLC</u>	<u>Iskalo Office Holdings, LLC</u>
<u>Balance Sheet Data:</u>			
Investment in storage facilities, net	\$ 158,622	\$ 188,635	\$ -
Investment in office building	-	-	4,968
Other assets	<u>5,294</u>	<u>5,190</u>	<u>909</u>
Total Assets	\$ 163,916	\$ 193,825	\$ 5,877
=====			
Due to the Company	\$ 428	\$ 358	\$ -
Mortgages payable	45,341	103,776	6,474
Other liabilities	<u>3,118</u>	<u>2,329</u>	<u>933</u>
Total Liabilities	48,887	106,463	7,407
Unaffiliated partners' equity (deficiency)	92,023	74,263	(1,053)
Company equity (deficiency)	<u>23,006</u>	<u>13,099</u>	<u>(477)</u>
Total Partners' Equity (Deficiency)	<u>115,029</u>	<u>87,362</u>	<u>(1,530)</u>
Total Liabilities and Partners' Equity (Deficiency)	\$ 163,916	\$ 193,825	\$ 5,877
=====			
<u>Income Statement Data:</u>			
Total revenues	\$ 15,766	\$ 20,007	\$ 954
Property operating expenses	(5,108)	(7,021)	(383)
Administrative, management and call center fees	(1,191)	(1,490)	-
Depreciation and amortization of customer list	(2,841)	(3,120)	(170)
Amortization of financing fees	(84)	(152)	(9)
Income tax expense	(53)	(212)	-
Interest expense	<u>(2,710)</u>	<u>(3,895)</u>	<u>(303)</u>
Net income	\$ 3,779	\$ 4,117	\$ 89
=====			

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

We do not expect to have material future cash outlays relating to these joint ventures.

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 its taxable income to its shareholders and complies with certain other requirements.

The Company has elected to treat its Uncle Bob's Management, LLC subsidiary as a taxable REIT subsidiary. In general, the Company's taxable REIT subsidiary 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.

For the three months ended September 30, 2013 and 2012, the Company recorded federal and state income tax expense of \$0.3 million and \$0.6 million, respectively, which are included in general and administrative expense in the consolidated statements of operations. For the nine months ended September 30, 2013 and 2012, the Company recorded federal and state income tax expense of \$1.0 million and \$1.6 million, respectively, which are included in general and administrative expense in the consolidated statements of operations. At September 30, 2013 and 2012, there were no material unrecognized tax benefits. Interest and penalties relating to uncertain tax positions will be recognized in income tax expense when incurred. As of September 30, 2013, the Company had no interest or penalties related to uncertain tax positions. The Company's taxable REIT subsidiary has a deferred tax liability of \$1.0 million as of September 30, 2013, which is included in accounts payable and accrued liabilities in the consolidated balance sheet. The tax years 2010-2012 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>Sep. 30, 2013</u>	Three Months Ended <u>Sep. 30, 2012</u>	Nine Months Ended <u>Sep. 30, 2013</u>	Nine Months Ended <u>Sep. 30, 2012</u>
Numerator:				
Net income from continuing operations attributable to common shareholders	\$ 19,675	\$ 14,024	\$ 51,892	\$ 35,040
Denominator:				
Denominator for basic earnings per share – weighted average shares	31,469	29,475	31,078	29,048
Effect of Dilutive Securities:				
Stock options and non-vested stock	<u>157</u>	<u>149</u>	<u>157</u>	<u>120</u>
Denominator for diluted earnings per share – adjusted weighted average shares and assumed conversion.....	31,626	29,624	31,235	29,168
Basic earnings per common share from continuing operations attributable				
to common shareholders	\$ 0.63	\$ 0.48	\$ 1.67	\$ 1.20
Basic earnings per common share attributable to common shareholders				
	\$ 0.63	\$ 0.64	\$ 1.67	\$ 1.43
Diluted earnings per common share from continuing operations attributable				
to common shareholders	\$ 0.62	\$ 0.47	\$ 1.66	\$ 1.20
Diluted earnings per common share attributable to common shareholders				
	\$ 0.62	\$ 0.63	\$ 1.66	\$ 1.43

Not included in the effect of dilutive securities above are 121,916 unvested restricted shares for the three months ended September 30, 2013, and 9,500 stock options and 108,949 unvested restricted shares for the three months ended September 30, 2012, because their effect would be antidilutive. Not included in the effect of dilutive securities above are 2,667 stock options and 88,901 unvested restricted shares for the nine months ended September 30, 2013, and 41,833 stock options and 131,525 unvested restricted shares for the nine months ended September 30, 2012, because their effect would be antidilutive.

13. SHAREHOLDERS' EQUITY

On February 27, 2013, the Company entered into a continuous equity offering program ("Equity Program") with Wells Fargo Securities, LLC ("Wells Fargo"), Jefferies LLC fka Jefferies & Company, Inc. ("Jefferies") and SunTrust Robinson Humphrey, Inc. ("SunTrust"), pursuant to which the Company may sell from time to time up to \$175 million in aggregate offering price of shares of the Company's common stock. Actual sales under the Equity Program will depend on a variety of factors and conditions, including, but not limited to, market conditions, the trading price of the Company's common stock, and determinations of the appropriate sources of funding for the Company. The Company expects to continue to offer, sell, and issue shares of common stock under the Equity Program from time to time based on various factors and conditions, although the Company is under no obligation to sell any shares under the Equity Program.

During the three months ended September 30, 2013, the Company issued 444,910 shares under this Equity Program at a weighted average issue price of \$72.11 per share, generating net proceeds of \$31.6 million after deducting \$0.5 million of sales commissions payable to Jefferies. During the nine months ended September 30, 2013, the Company issued 1,266,910 shares under this Equity Program at a weighted average issue price of \$65.58 per share, generating net proceeds of \$81.9 million after deducting \$0.5 million of sales commissions payable to SunTrust, \$0.2 million to Wells Fargo, and \$0.5 million to Jefferies. In addition to sales commissions, the Company incurred expenses of \$0.1 million in connection with the Equity Program during 2013. The Company used the proceeds from the Equity Program to reduce the outstanding balance under the Company's revolving line of credit and to fund the acquisition of six storage facilities. As of September 30, 2013, the Company had \$91.9 million available for issuance under the Equity Program.

14. RECENT ACCOUNTING PRONOUNCEMENTS

In February 2013, the FASB issued Accounting Standards Update ("ASU") 2013-02, Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income, an amendment to FASB ASC Topic 220. The update requires disclosure of amounts reclassified out of accumulated other comprehensive income by component. In addition, an entity is required to present either on the face of the statement of operations or in the notes, significant amounts reclassified out of accumulated other comprehensive income by the respective line items of net income but only if the amount reclassified is required to be reclassified to net income in its entirety in the same reporting period. For amounts not reclassified in their entirety to net income, an entity is required to cross-reference to other disclosures that provide additional detail about those amounts. This ASU is effective prospectively for the Company's fiscal years, and interim periods within those years beginning after December 15, 2012. The Company adopted ASU No. 2013-02 in 2013. The adoption of ASU No. 2013-02 did not have a material impact on the Company's consolidated financial statements.

15. COMMITMENT AND CONTINGENCIES

At September 30, 2013, the Company was under contract with a seller to acquire one self-storage facility for approximately \$6.3 million. The purchase of this facility by the Company is subject to customary conditions to closing, and there is no assurance that this facility will be acquired.

The Company conducts 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.

16. SUBSEQUENT EVENTS

On October 2, 2013, the Company declared a quarterly dividend of \$0.53 per common share. The dividend was paid on October 28, 2013 to shareholders of record on October 14, 2013. The total dividend paid amounted to \$16.9 million.

In October 2013, the Company sold one non-strategic storage facility in Ohio for net proceeds of approximately \$3.2 million resulting in a gain of approximately \$0.3 million.

On November 1, 2013, the Company completed certain transactions with respect to the lease of four self storage facilities in New York and Connecticut with annual lease payments of \$6 million with a provision for 4% annual increases, and an exclusive option to purchase the facilities for \$120 million. The leases commence November 1, 2013 and run through December 31, 2028. The Company has an option to purchase the facilities during the period from February 2, 2015 through September 2, 2016.

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 the actual results, performance or achievements of the Company 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; 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 operating expenses, principal, interest and dividends; and tax law changes that may change the taxability of future income.

RESULTS OF OPERATIONS

FOR THE PERIOD JULY 1, 2013 THROUGH SEPTEMBER 30, 2013, COMPARED TO THE PERIOD JULY 1, 2012 THROUGH SEPTEMBER 30, 2012

We recorded rental revenues of \$65.8 million for the three months ended September 30, 2013, an increase of \$8.2 million or 14.3% when compared to rental revenues of \$57.6 million for the same period in 2012. Of the increase in rental revenue, \$3.9 million resulted from a 7.0% increase in rental revenues at the 362 core properties considered in same store sales (those properties included in the consolidated results of operations since January 1, 2012). The increase in same store rental revenues was a result of a 250 basis point increase in average quarterly occupancy and a 3.6% increase in rental income per square foot. The remaining increase in rental revenue of \$4.3 million was a result of the revenues from the acquisition of 34 properties completed since January 1, 2012. Other operating income, which includes merchandise sales, insurance commissions, truck rentals, management fees and acquisition fees, increased by \$1.0 million for the three months ended September 30, 2013 compared to the same period in 2012 primarily as a result of increased commissions earned on customer insurance.

Property operations and maintenance expenses increased \$1.4 million or 9.8% in the three months ended September 30, 2013 as compared to the same period in 2012. The 362 core properties considered in the same store pool experienced a \$0.3 million or 2.3% increase in operating expenses as a result of higher costs for employees, insurance, and credit card fees. The same store pool benefited from reduced yellow page expense. The remaining increase in property operating expenses of \$1.1 million resulted from the 34 properties acquired since January 1, 2012. Real estate tax expense increased \$1.4 million as a result of a 5.0% increase in property taxes on the 362 same store pool and the inclusion of taxes on the properties acquired in 2013 and 2012.

Net operating income increased \$6.4 million or 15.4% as a result of a 9.3% increase in our same store net operating income and the acquisitions completed since January 1, 2012.

Net operating income or "NOI" is a non-GAAP (generally accepted accounting principles) financial measure that we define as total continuing revenues less continuing property operating expenses. NOI also can be calculated by adding back to net income: interest expense, impairment and casualty losses, depreciation and amortization expense, acquisition related costs, general and administrative expense, and deducting from net income: income from discontinued operations, interest income, gain on sale of real estate, and equity in income of joint ventures. 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, and in comparing period-to-period and market-to-market property operating results. NOI should be considered in addition to, but not as a substitute for, other measures of financial performance reported in accordance with GAAP, such as total revenues, operating income and net income. There are material limitations to using a measure such as NOI, including the difficulty associated with comparing results among more than one company and the inability to analyze certain significant items, including depreciation and interest expense, that directly affect our net income. We compensate for these limitations by considering the economic effect of the excluded expense items independently as well as in connection with our analysis of net income. The following table reconciles NOI generated by our self-storage facilities to our net income presented in the consolidated financial statements for three months ended September 30, 2013 and 2012.

(dollars in thousands)	Three Months ended September 30,	
	<u>2013</u>	<u>2012</u>
Net operating income		
Same store	\$ 42,973	\$ 39,300
Other stores and management fee income	<u>5,295</u>	<u>2,526</u>
Total net operating income	48,268	41,826
General and administrative	(8,965)	(8,172)
Acquisition related costs	(776)	(1,075)
Depreciation and amortization	(11,381)	(10,427)
Interest expense	(7,923)	(8,350)
Interest income	1	-
Equity in income of joint ventures	575	335
Income from discontinued operations	-	<u>4,821</u>
Net income	<u>\$ 19,799</u>	<u>\$ 18,958</u>

Our third quarter 2013 same store results consist of only those properties that were included in our consolidated results since January 1, 2012, and exclude the 17 properties we sold in July and August of 2012. The following table sets forth operating data for our 362 same store properties. These results provide information relating to property operating changes without the effects of acquisitions.

Same Store Summary

(dollars in thousands)	Three Months ended September 30,		Percentage Change
	<u>2013</u>	<u>2012</u>	
Same store rental income.....	\$ 59,672	\$ 55,778	7.0%
Same store other operating income.....	<u>3,168</u>	<u>2,804</u>	<u>13.0%</u>
Total same store operating income.....	62,840	58,582	7.3%
Same store property operations and maintenance.....	14,143	13,828	2.3%
Same store real estate taxes	<u>5,724</u>	<u>5,454</u>	<u>5.0%</u>
Total same store operating expenses.....	<u>19,867</u>	<u>19,282</u>	<u>3.0%</u>
Same store net operating income.....	<u>\$ 42,973</u>	<u>\$ 39,300</u>	<u>9.3%</u>
			<u>Change</u>
Quarterly same store move ins	39,182	41,651	(2,469)
Quarterly same store move outs	43,675	43,066	609

We believe the decrease in same store move ins was a byproduct of our increased occupancy leaving fewer spaces to rent. We believe the increase in move outs is also a byproduct of having more customers.

General and administrative expenses increased \$0.8 million or 9.7% from 2012 to 2013. The key driver of the increase was a \$0.8 million increase in salaries and performance incentives.

Acquisition related costs were \$0.8 million in the three months ended September 30, 2013 as a result of the acquisition of three stores during that period. Acquisition related costs for the three months ended September 30, 2012 were \$1.1 million as a result of the acquisition of 10 stores during that period.

Depreciation and amortization expense increased to \$11.4 million in the three months ended September 30, 2013 from \$10.4 million in the same period of 2012, primarily as a result of depreciation on the 34 properties acquired in 2012 and 2013.

Interest expense decreased from \$8.4 million in the three months ended September 30, 2012 to \$7.9 million in the same period in 2013. The decrease was due to reduced interest rates as a result of our refinancing in June 2013.

In July and August of 2012, the Company sold 17 non-strategic storage facilities in Maryland (1), Michigan (4) and Texas (12) for net proceeds of approximately \$47.7 million resulting in a gain of approximately \$4.5 million, which was recorded in the quarter ended September 30, 2012. The 2012 operations of these facilities are reported in income from discontinued operations for all periods presented.

FOR THE PERIOD JANUARY 1, 2013 THROUGH SEPTEMBER 30, 2013, COMPARED TO THE PERIOD JANUARY 1, 2012 THROUGH SEPTEMBER 30, 2012

We recorded rental revenues of \$188.4 million for the nine months ended September 30, 2013, an increase of \$26.5 million or 16.4% when compared to rental revenues of \$161.9 million for the same period in 2012. Of the increase in rental revenue, \$12.4 million resulted from a 7.8% increase in rental revenues at the 362 core properties considered in same store sales (those properties included in the consolidated results of operations since January 1, 2012). The increase in same store rental revenues was a result of a 380 basis point increase in average quarterly occupancy and a 2.5% increase in rental income per square foot. The remaining increase in rental revenue of \$14.1 million was a result of the revenues from the acquisition of 34 properties completed since January 1, 2012. Other operating income, which includes merchandise sales, insurance commissions, truck rentals, management fees and acquisition fees, increased by \$2.5 million for the nine months ended September 30, 2013 compared to the same period in 2012 primarily as a result of increased commissions earned on customer insurance.

Property operations and maintenance expenses increased \$4.7 million or 11.6% in the nine months ended September 30, 2013 as compared to the same period in 2012. The 362 core properties considered in the same store pool experienced a \$1.0 million or 2.4% increase in operating expenses as a result of higher costs for employees, snow removal, insurance, and credit card fees. The same store pool benefited from reduced yellow page expense. The remaining increase in property operating expenses of \$3.7 million resulted from the 34 properties acquired since January 1, 2012. Real estate tax expense increased \$3.2 million as a result of a 4.2% increase in property taxes on the 362 same store pool and the inclusion of taxes on the properties acquired in 2013 and 2012.

Net operating income increased \$21.1 million or 18.1% as a result of a 10.7% increase in our same store net operating income and the acquisitions completed since January 1, 2012.

The following table reconciles NOI generated by our self-storage facilities to our net income presented in the consolidated financial statements for nine months ended September 30, 2013 and 2012.

(dollars in thousands)	Nine Months ended September 30,	
	<u>2013</u>	<u>2012</u>
Net operating income		
Same store	\$ 122,751	\$ 110,878
Other stores and management fee income	<u>14,585</u>	<u>5,369</u>
Total net operating income	137,336	116,247
General and administrative	(26,745)	(23,707)
Acquisition related costs	(1,263)	(2,382)
Depreciation and amortization	(34,118)	(30,461)
Interest expense	(24,827)	(24,914)
Interest income	2	3
Gain on sale of real estate	421	-
Equity in income of joint ventures	1,417	608
Income from discontinued operations	<u>-</u>	<u>6,693</u>
Net income	<u>\$ 52,223</u>	<u>\$ 42,087</u>

Our 2013 year to date same store results consist of only those properties that were included in our consolidated results since January 1, 2012, and exclude the 17 properties we sold in July and August of 2012. The following table sets forth operating data for our 362 same store properties. These results provide information relating to property operating changes without the effects of acquisitions.

Same Store Summary

(dollars in thousands)	Nine Months ended September 30,		Percentage Change
	<u>2013</u>	<u>2012</u>	
Same store rental income.....	\$ 171,868	\$ 159,441	7.8%
Same store other operating income.....	<u>9,096</u>	<u>8,006</u>	<u>13.6%</u>
Total same store operating income.....	180,964	167,447	8.1%
Same store property operations and maintenance.....	41,167	40,211	2.4%
Same store real estate taxes	<u>17,046</u>	<u>16,358</u>	<u>4.2%</u>
Total same store operating expenses.....	<u>58,213</u>	<u>56,569</u>	<u>2.9%</u>
Same store net operating income.....	<u>\$ 122,751</u>	<u>\$ 110,878</u>	<u>10.7%</u>
			<u>Change</u>
Quarterly same store move ins	118,992	125,305	(6,313)
Quarterly same store move outs	114,580	111,184	3,396

We believe the decrease in same store move ins was a byproduct of our increased occupancy leaving fewer spaces to rent. We believe the increase in move outs is also a byproduct of having more customers and a result of a return to somewhat normal seasonality.

General and administrative expenses increased \$3.0 million or 12.8% from 2012 to 2013. The key drivers of the increase were a \$2.5 million increase in salaries and performance incentives, and a \$0.7 million increase in internet advertising.

Acquisition related costs were \$1.3 million in the nine months ended September 30, 2013 as a result of the acquisition of six stores during that period. Acquisition related costs for the nine months ended September 30, 2012 were \$2.4 million as a result of the acquisition of 14 stores during that period.

Depreciation and amortization expense increased to \$34.1 million in the nine months ended September 30, 2013 from \$30.5 million in the same period of 2012, primarily as a result of depreciation on the 34 properties acquired in 2012 and 2013.

Interest expense decreased from \$24.9 million in the nine months ended September 30, 2012 to \$24.8 million in the same period in 2013. The decrease was due to reduced interest rates on our line of credit and term notes as a result of our refinancing in June 2013.

During the nine months ended September 30, 2013, we sold our equity interest and mortgage note in a formerly consolidated joint venture for \$4.4 million resulting in a gain on the sale of \$0.4 million.

In July and August of 2012, the Company sold 17 non-strategic storage facilities in Maryland (1), Michigan (4) and Texas (12) for net proceeds of approximately \$47.7 million resulting in a gain of approximately \$4.5 million, which was recorded in the quarter ended September 30, 2012. The 2012 operations of these facilities are reported in income from discontinued operations for all periods presented.

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 available to common shareholders computed in accordance with generally accepted accounting principles (“GAAP”), excluding gains or losses on sales of properties, plus impairment of real estate assets, 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.

In October and November of 2011, NAREIT issued guidance for reporting FFO that reaffirmed NAREIT's view that impairment write-downs of depreciable real estate should be excluded from the computation of FFO. This view is based on the fact that impairment write-downs are akin to and effectively reflect the early recognition of losses on prospective sales of depreciable property or represent adjustments of previously charged depreciation. Since depreciation of real estate and gains/losses from sales are excluded from FFO, it is NAREIT's view that it is consistent and appropriate for write-downs of depreciable real estate to also be excluded. Our calculation of FFO excludes impairment write-downs of investments in storage facilities.

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>Nine months ended</u>	
	<u>September 30, 2013</u>	<u>September 30, 2012</u>
Net income attributable to common shareholders.....	\$ 51,892	\$ 41,666
Net income attributable to noncontrolling interest	331	421
Depreciation of real estate and amortization of intangible assets exclusive of deferred financing fees	33,477	30,178
Depreciation of real estate included in discontinued operations.....	-	787
Depreciation and amortization from unconsolidated joint ventures exclusive of deferred financing fees	1,119	1,205
Gain on sale of real estate	(421)	(4,498)
Funds from operations allocable to noncontrolling redeemable Operating Partnership Units.....	<u>(547)</u>	<u>(721)</u>
FFO available to common shareholders.....	<u>\$ 85,851</u>	<u>\$ 69,038</u>
	=====	=====

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 September 30, 2013, the Company was in compliance with all debt covenants. The most sensitive covenant is the leverage ratio covenant contained in certain of our term note agreements. This covenant limits our total consolidated liabilities to 55% of our gross asset value. At September 30, 2013, our leverage ratio as defined in the agreements was approximately 35.2%. 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 and other items ("Adjusted 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 and could adversely affect our credit rating requiring us to pay higher interest and other debt-related costs. We believe that if operating results remain consistent with historical levels and levels of other debt and liabilities remain consistent with amounts outstanding at September 30, 2013, the entire availability under our line of credit could be drawn without violating our debt covenants.

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 and delayed draw term note will be sufficient to fund ongoing operations, capital improvements, dividends and debt service requirements through April 2016, at which time \$150 million of term notes mature.

Cash flows from operating activities were \$85.6 million and \$68.4 million for the nine months ended September 30, 2013, and 2012, respectively. The increase in operating cash flows from 2012 to 2013 was primarily due to the increase in net income.

Cash used in investing activities was \$68.8 million and \$81.4 million for the nine months ended September 30, 2013 and 2012, respectively. The decrease in cash used from 2012 to 2013 was due to the acquisition of 14 storage facilities in the nine months ended September 30, 2012 as compared to the six storage facilities in the same period of 2013. In 2013 we also sold our equity interest and a mortgage note in a consolidated joint venture resulting in net proceeds of \$4.4 million. During the nine months ended September 30, 2012 we sold 17 stores resulting in net proceeds of \$47.7 million.

Cash (used in) provided by financing activities was (\$14.4) million and \$11.0 million for the nine months ended September 30, 2013 and 2012, respectively. In 2013 we issued shares under our continuous equity offering program to fund acquisitions and to pay down a net of \$56 million on our line of credit. In 2012 we issued shares under our continuous equity offering program to fund acquisitions and to pay down a net of \$20 million on our line of credit. The issuance of additional shares of common stock resulted in an increase in our dividend payments from \$39.3 million in the nine months ended September 2012 as compared to \$46.3 million for the same period of 2013.

On June 4, 2013, the Company entered into an amendment to its unsecured credit arrangement. As part of the amended agreement, the Company entered into a \$225 million unsecured term note maturing June 4, 2020 bearing interest at LIBOR plus a margin based on the Company's credit rating (at September 30, 2013 the margin is 1.65%). The agreement also provides for a \$175 million (expandable to \$250 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 September 30, 2013 the margin is 1.50%), and requires a 0.20% facility fee. The interest rate at September 30, 2013 on the Company's available line of credit was approximately 1.68% (2.21% at December 31, 2012). At September 30, 2013, there was \$126 million available on the unsecured line of credit without considering the additional availability under the expansion feature. The revolving line of credit has a maturity date of June 4, 2018, but can be extended for two one-year periods at the Company's option with the payment of an extension fee equal to 0.125% of the total line of credit commitment.

In addition, on June 4, 2013, as part of the amendment to its unsecured credit arrangement, the Company secured an additional \$100 million term note with a delayed draw feature that was used to fund the Company's term notes that matured in September 2013. The delayed draw term note matures June 4, 2020 and bears interest at LIBOR plus a margin based on the Company's credit rating (at September 30, 2013 the margin is 1.65%).

On August 5, 2011, the Company entered into a \$100 million term note maturing August 2021 bearing interest at a fixed rate of 5.54%. The interest rate on the term note increases to 7.29% if the notes are not rated by at least one rating agency, the credit rating on the notes is downgraded or if the Company's credit rating is downgraded. The proceeds from this term note were used to fund acquisitions and investments in unconsolidated joint ventures.

The Company also maintains a \$150 million unsecured term note maturing in April 2016 bearing interest at 6.38%. The interest rate on the \$150 million unsecured term note increases to 8.13% if the notes are not rated by at least one rating agency, the credit rating on the notes is downgraded or the Company's credit rating is downgraded.

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 \$3.2 million of mortgages payable that are secured by two storage facilities.

On February 27, 2013, the Company entered into a continuous equity offering program (“Equity Program”) with Wells Fargo Securities, LLC (“Wells Fargo”), Jefferies LLC fka Jefferies & Company, Inc. (“Jefferies”) and SunTrust Robinson Humphrey, Inc. (“SunTrust”) pursuant to which the Company may sell from time to time up to \$175 million in aggregate offering price of shares of the Company’s common stock. Actual sales under the Equity Program will depend on a variety of factors and conditions, including, but not limited to, market conditions, the trading price of the Company’s common stock, and determinations of the appropriate sources of funding for the Company. The Company expects to continue to offer, sell, and issue shares of common stock under the Equity Program from time to time based on various factors and conditions, although the Company is under no obligation to sell any shares under the Equity Program.

During the three months ended September 30, 2013, the Company issued 444,910 shares under this Equity Program at a weighted average issue price of \$72.11 per share, generating net proceeds of \$31.6 million after deducting \$0.5 million of sales commissions payable to Jefferies. During the nine months ended September 30, 2013, the Company issued 1,266,910 shares under this Equity Program at a weighted average issue price of \$65.58 per share, generating net proceeds of \$81.9 million after deducting \$0.5 million of sales commissions payable to SunTrust, \$0.2 million to Wells Fargo, and \$0.5 million to Jefferies. In addition to sales commissions, the Company incurred expenses of \$0.1 million in connection with the Equity Program during 2013. The Company used the proceeds from the Equity Program to reduce the outstanding balance under the Company’s revolving line of credit and to fund the acquisition of three storage facilities. As of September 30, 2013, the Company had \$91.9 million available for issuance under the Equity Program.

During 2012, the Company issued 1,391,425 shares under its previously available equity offering program with Wells Fargo at a weighted average issue price of \$55.20 per share, generating net proceeds of \$75.3 million after deducting \$1.5 million of sales commissions payable to Wells Fargo. In addition to sales commissions paid to Wells Fargo, the Company incurred expenses of \$58,000 in connection with this equity offering program during 2012. The Company used the proceeds from this offering to reduce the outstanding balance under the Company’s revolving line of credit.

We implemented a new Dividend Reinvestment Plan in March 2013 which replaced our previous plan which was suspended in November 2009. We issued 47,467 shares under the new plan in the nine months ended September 30, 2013.

During the nine months ended September 30, 2013 and 2012, 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 September 30, 2013, 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 markets deteriorate, we may have to curtail acquisitions, our expansion and enhancement program, and share repurchases as we approach April 2016, when certain term notes mature.

CONTRACTUAL OBLIGATIONS

The Company has certain obligations under lease agreements with respect to four self storage facilities in New York and Connecticut. Such leases have annual lease payments of \$6 million with a provision for 4% annual increases, and an exclusive option to purchase the facilities for \$120 million. The leases commenced November 1, 2013 and run through December 31, 2028. The Company has an option to purchase the facilities during the period from February 2, 2015 through September 2, 2016.

The following table summarizes our future contractual obligations related to these leases:

Contractual obligations	Payments due by period				
	<u>Total</u>	<u>2013</u>	<u>2014-2015</u>	<u>2016-2017</u>	<u>2018 and thereafter</u>
Storage facility leases	\$121.1 million	\$1.0 million	\$12.2 million	\$13.2 million	\$94.7 million

ACQUISITION AND DISPOSITION OF PROPERTIES

In the nine months ended September 30, 2013, the Company acquired six self-storage facilities comprising 0.3 million square feet in Colorado (1), Massachusetts (1), New York (3), and Texas (1) for a total purchase price of \$50.2 million. Based on the trailing financial information of the entities from which the properties were acquired, the weighted average capitalization rate was 4.0% on these purchases and ranged from 2.3% to 6.5%.

In 2012, we acquired 28 self storage facilities comprising 2.2 million square feet in Arizona (1), Florida (8), Georgia (5), Illinois (9), North Carolina (1), Texas (3), and Virginia (1) for a total purchase price of \$189.1 million. Based on the trailing financials of the entities from which the properties were acquired, the weighted average capitalization rate was 5.2% on these purchases and ranged from 1.0% to 8.2%.

In February 2013, we sold our equity interest and a mortgage note in one storage facility in New Jersey for \$4.4 million resulting in a gain of \$0.4 million.

In July and August of 2012, we sold 17 non-strategic storage facilities located in Michigan, Maryland and Texas for net cash proceeds of \$47.7 million resulting in a gain of approximately \$4.5 million.

In October 2013, the Company sold one non-strategic storage facility in Ohio for net proceeds of approximately \$3.2 million resulting in a gain of approximately \$0.3 million. We may seek to sell additional properties to third parties or joint venture programs in 2013.

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. We are actively pursuing acquisitions in 2013, and at September 30, 2013 we had one property under contract to be purchased for approximately \$6.3 million. In addition, on November 1, 2013, we commenced the lease of four self storage facilities in New York and Connecticut with annual lease payments of \$6 million with a provision for 4% annual increases, and an exclusive option to purchase the facilities for \$120 million. The lease commenced November 1, 2013 and runs through December 31, 2028. We have an option to purchase the facilities during the period from February 2, 2015 through September 2, 2016.

In the nine months ended September 30, 2013, we added 109,000 square feet to existing properties for a total cost of approximately \$6.4 million. In 2012, we added 372,000 square feet to existing properties, and converted 35,000 square feet to premium storage for a total cost of approximately \$22.5 million. Although we do not expect to construct any new facilities in 2013, we do plan to complete an additional \$14.8 million of expansions and enhancements to our existing facilities.

We also expect to continue making capital expenditures on our properties. This includes roofing, paving, and remodeling of store offices. For the first nine months of 2013 we spent approximately \$8.5 million on such improvements and we expect to spend approximately \$6.4 million for the remainder of 2013.

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 September 30, 2013, 199,163 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

The primary market risk to which we believe we are exposed is interest rate risk, which may result from many factors, including government monetary and tax policies, domestic and international economic and political considerations, and other factors that are beyond our control.

We have entered into interest rate swap agreements in order to mitigate the effects of fluctuations in interest rates on our variable rate debt. The LIBOR base rates have been contractually fixed on \$325 million of our debt through the interest rate swap termination dates. See Note 8 to our consolidated financial statements appearing elsewhere in this quarterly report on Form 10-Q.

Based on our outstanding unsecured floating rate debt of \$374 million at September 30, 2013, and taking into account our interest rate swap agreements, a 100 basis point increase in interest rates would have a \$0.5 million effect on our annual interest expense. These amounts were determined by considering the impact of the hypothetical interest rates on our borrowing cost and our interest rate swap agreements in effect on September 30, 2013. These analyses do not consider the effects of the reduced level of overall economic activity that could exist in such an environment. Further, in the event of a change of such magnitude, we would consider taking actions to further mitigate our exposure to the change. However, due to the uncertainty of the specific actions that would be taken and their possible effects, the sensitivity analysis assumes no changes in our capital structure.

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 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 and college student activity 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 affect materially distributions to shareholders.

RECENT ACCOUNTING PRONOUNCEMENTS

See Note 14 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 September 30, 2013. 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 September 30, 2013.

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, 2012, 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

During the quarterly period ended September 30, 2013, the Company issued 4,000 shares of common stock as a result of the exercise of stock options issued under the Company's 2009 Outside Directors' Stock Option and Award Plan. The Company received aggregate proceeds of \$153,420 in connection with the exercise of the stock options. The issuance of such common stock was exempt from registration pursuant to the Securities Act of 1933, among other reasons, by virtue of Section 4(2) as transactions not involving a public offering.

Item 3. Defaults Upon Senior Securities

None

Item 4. Mine Safety Disclosures

Not Applicable

Item 5. Other Information

On November 1, 2013, the Company, through its Operating Partnership, completed certain transactions with respect to the lease of four (4) self-storage properties located in New York (2) and Connecticut (2). The properties are leased under the following four (4) real estate leases: (i) lease by and between the Operating Partnership, as lessee, and Carlos A. Arredondo, with respect to certain property in Milford, Connecticut, (ii) lease by and between the Operating Partnership, as lessee, and the daughters of Carlos A. Arredondo and various trustees of trusts for the benefit of the descendants of Carlos A. Arredondo (collectively, the "Arredondo Parties"), as lessor, with respect to certain property in Farmingdale, New York, (iii) lease by and between the Operating Partnership, as lessee, and the Arredondo Parties, as lessor, with respect to certain property in Hicksville, New York, and (iv) lease by and between the Operating Partnership, as lessee, and the Arredondo Parties, as lessor, with respect to certain property in Danbury, Connecticut.

Each lease has a term of fifteen (15) years and two (2) months commencing on November 1, 2013 and the leases provide for an aggregate annual rent of \$6,000,000, with a four percent (4%) increase per year starting on January 1, 2015. The leases also provide that the Operating Partnership has an option to purchase the properties for a fixed period of time between February, 2015 and September, 2016. The Company has future contractual obligations under the leases as described in Part I, Item 2 above. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations - Contractual Obligations” above.

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 September 30, 2013, formatted in XBRL, as follows:
 - (i) Consolidated Balance Sheets at September 30, 2013 and December 31, 2012;
 - (ii) Consolidated Statements of Operations for the three and nine months ended September 30, 2013 and 2012;
 - (iii) Consolidated Statements of Cash Flows for the three and nine months ended September 30, 2013 and 2012;
 - (iv) Consolidated Statements of Comprehensive Income for the three and nine months ended September 30, 2013 and 2012; and
 - (v) Notes to Consolidated Financial Statements.

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 / Andrew J. Gregoire
Andrew J. Gregoire
Chief Financial Officer
(Principal Accounting Officer)

November 6, 2013
Date

Certification of Chief Executive 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: November 6, 2013

/ S / David L. Rogers
David L. Rogers
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, Andrew J. Gregoire, 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: November 6, 2013

/ S / Andrew J. Gregoire

Andrew J. Gregoire
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 September 30, 2013 (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: November 6, 2013

/ S / David L. Rogers

David L. Rogers
Chief Executive Officer

/ S / Andrew J. Gregoire

Andrew J. Gregoire
Chief Financial Officer