

Extra Space Storage Inc.
Form 10-K
March 02, 2015
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K

(Mark One)

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

For the fiscal year ended December 31, 2014

OR

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

For the transition period from to .

Commission File Number: 001-32269

EXTRA SPACE STORAGE INC.

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of
incorporation or organization)

20-1076777
(I.R.S. Employer
Identification No.)

2795 East Cottonwood Parkway, Suite 400

Salt Lake City, Utah 84121

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (801) 365-4600

Securities Registered Pursuant to Section 12(b) of the Act:

| Title of Each Class | Name of exchange on which registered |
|---|---|
| Common Stock, \$0.01 par value | New York Stock Exchange, Inc. |
| Securities registered pursuant to Section 12(g) of the Act: None | |

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

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

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

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) 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 .

The aggregate market value of the common stock held by non-affiliates of the registrant was \$5,891,902,482 based upon the closing price on the New York Stock Exchange on June 30, 2014, the last business day of the registrant's most recently completed second fiscal quarter. This calculation does not reflect a determination that persons whose shares are excluded from the computation are affiliates for any other purpose.

The number of shares outstanding of the registrant's common stock, \$0.01 par value per share, as of February 18, 2015 was 116,393,006.

Documents Incorporated by Reference

Portions of the registrant's definitive proxy statement to be issued in connection with the registrant's annual stockholders' meeting to be held in 2015 are incorporated by reference into Part III of this Annual Report on Form 10-K.

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Statements Regarding Forward-Looking Information

Certain information set forth in this report contains forward-looking statements within the meaning of the federal securities laws. Forward-looking statements include statements concerning our plans, objectives, goals, strategies, future events, future revenues or performance, capital expenditures, financing needs, plans or intentions relating to acquisitions and other information that is not historical information. In some cases, forward-looking statements can be identified by terminology such as believes, expects, estimates, may, will, should, anticipates, or intends or the negative of such terms or other comparable terminology, or by discussions of strategy. We may also make additional forward-looking statements from time to time. All such subsequent forward-looking statements, whether written or oral, by us or on our behalf, are also expressly qualified by these cautionary statements.

All forward-looking statements, including without limitation, management's examination of historical operating trends and estimates of future earnings, are based upon our current expectations and various assumptions. Our expectations, beliefs and projections are expressed in good faith and we believe there is a reasonable basis for them, but there can be no assurance that management's expectations, beliefs and projections will result or be achieved. All forward-looking statements apply only as of the date made. We undertake no obligation to publicly update or revise forward-looking statements which may be made to reflect events or circumstances after the date made or to reflect the occurrence of unanticipated events.

There are a number of risks and uncertainties that could cause our actual results to differ materially from the forward-looking statements contained in or contemplated by this report. Any forward-looking statements should be considered in light of the risks referenced in Part I. Item 1A. Risk Factors below. Such factors include, but are not limited to:

adverse changes in general economic conditions, the real estate industry and in the markets in which we operate;

failure to close pending acquisitions on expected terms, or at all;

the effect of competition from new and existing stores or other storage alternatives, which could cause rents and occupancy rates to decline;

difficulties in our ability to evaluate, finance, complete and integrate acquisitions and developments successfully and to lease up those stores, which could adversely affect our profitability;

potential liability for uninsured losses and environmental contamination;

the impact of the regulatory environment as well as national, state, and local laws and regulations including, without limitation, those governing Real Estate Investment Trusts (REITs), tenant reinsurance and other aspects of our business, which could adversely affect our results;

disruptions in credit and financial markets and resulting difficulties in raising capital or obtaining credit at reasonable rates or at all, which could impede our ability to grow;

increased interest rates and operating costs;

reductions in asset valuations and related impairment charges;

the failure of our joint venture partners to fulfill their obligations to us or their pursuit of actions that are inconsistent with our objectives;

the failure to maintain our REIT status for federal income tax purposes;

*economic uncertainty due to the impact of war or terrorism, which could adversely affect our business plan;
and*

difficulties in our ability to attract and retain qualified personnel and management members.

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The forward-looking statements are based on our beliefs, assumptions and expectations of our future performance, taking into account all information currently available to us. These beliefs, assumptions and expectations are subject to risks and uncertainties and can change as a result of many possible events or factors, not all of which are known to us. If a change occurs, our business, financial condition, liquidity and results of operations may vary materially from those expressed in our forward-looking statements. You should carefully consider these risks before you make an investment decision with respect to our securities.

We disclaim any duty or obligation to update or revise any forward-looking statements set forth in this Annual Report on Form 10-K to reflect new information, future events or otherwise.

PART I

Item 1. Business
General

Extra Space Storage Inc. (we, our, us or the Company) is a fully integrated, self-administered and self-managed real estate investment trust (REIT) formed as a Maryland corporation on April 30, 2004, to own, operate, manage, acquire, develop and redevelop professionally managed self-storage properties (stores). We closed our initial public offering (IPO) on August 17, 2004. Our common stock is traded on the New York Stock Exchange under the symbol EXR.

We were formed to continue the business of Extra Space Storage LLC and its subsidiaries, which had engaged in the self-storage business since 1977. These companies were reorganized after the consummation of our IPO and various formation transactions. As of December 31, 2014, we held ownership interests in 828 operating stores. Of these operating stores, 557 are wholly-owned and 271 are owned in joint venture partnerships. An additional 260 operating stores are owned by third parties and operated by us in exchange for a management fee, bringing the total number of operating stores which we own and/or manage to 1,088. These operating stores are located in 35 states, Washington, D.C. and Puerto Rico and contain approximately 80.4 million square feet of net rentable space in approximately 725,000 units and currently serve a customer base of approximately 650,000 tenants.

We operate in three distinct segments: (1) rental operations; (2) tenant reinsurance; and (3) property management, acquisition and development. Our rental operations activities include rental operations of stores in which we have an ownership interest. Tenant reinsurance activities include the reinsurance of risks relating to the loss of goods stored by tenants in the Company's stores. Our property management, acquisition and development activities include managing, acquiring, developing and selling stores.

Substantially all of our business is conducted through Extra Space Storage LP (the Operating Partnership). Our primary assets are general partner and limited partner interests in the Operating Partnership. This structure is commonly referred to as an umbrella partnership REIT, or UPREIT. We have elected to be taxed as a REIT under the Internal Revenue Code of 1986, as amended (the Internal Revenue Code). To the extent we continue to qualify as a REIT we will not be subject to tax, with certain exceptions, on our net taxable income that is distributed to our stockholders.

We file our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and all amendments to those reports with the Securities and Exchange Commission (the SEC). You may obtain copies of these documents by visiting the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549, by calling the SEC at 1-800-SEC-0330 or by accessing the SEC's website at www.sec.gov. In addition, as soon as

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reasonably practicable after such materials are furnished to the SEC, we make copies of these documents available to the public free of charge through our website at www.extraspace.com, or by contacting our Secretary at our principal offices, which are located at 2795 East Cottonwood Parkway, Suite 400, Salt Lake City, Utah 84121, telephone number (801) 365-4600.

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Management

Members of our executive management team have significant experience in all aspects of the self-storage industry, having acquired and/or developed a significant number of stores since before our IPO. Our executive management team and their years of industry experience are as follows: Spencer F. Kirk, Chief Executive Officer, 17 years; Scott Stubbs, Executive Vice President and Chief Financial Officer, 14 years; Samrat Sondhi, Executive Vice President of Operations, 11 years; Gwyn McNeal, Executive Vice President and Chief Legal Officer, 9 years; James Overturf, Executive Vice President and Chief Marketing Officer, 16 years; Charles L. Allen, Executive Vice President and Chief Investment Officer, 17 years; and Kenneth M. Woolley, Executive Chairman, 34 years.

Our executive management team and board of directors have a significant ownership position in the Company with executive officers and directors owning approximately 5,297,354 shares or 4.6% of our outstanding common stock as of February 18, 2015.

Industry & Competition

Self-storage stores offer month-to-month storage space rental for personal or business use and are a cost-effective and flexible storage alternative. Tenants rent fully enclosed spaces that can vary in size according to their specific needs and to which they have unlimited, exclusive access. Tenants have responsibility for moving their items into and out of their units. Self-storage unit sizes typically range from 5 feet by 5 feet to 20 feet by 20 feet, with an interior height of 8 feet to 12 feet. Stores generally have on-site managers who supervise and run the day-to-day operations, providing tenants with assistance as needed.

Self-storage provides a convenient way for individuals and businesses to store their possessions due to life changes, or simply because of a need for storage space. The mix of residential tenants using a store is determined by a store's local demographics and often includes people who are looking to downsize their living space or others who are not yet settled into a permanent residence. Items that residential tenants place in self-storage range from cars, boats and recreational vehicles, to furniture, household items and appliances. Commercial tenants tend to include small business owners who require easy and frequent access to their goods, records, inventory or storage for seasonal goods.

Our research has shown that tenants choose a store based primarily on the convenience of the site to their home or business, making high-density, high-traffic population centers ideal locations for stores. A self-storage store's perceived security and the general professionalism of the site managers and staff are also contributing factors to a site's ability to successfully secure rentals. Although most stores are leased to tenants on a month-to-month basis, tenants tend to continue their leases for extended periods of time.

The self-storage business is subject to seasonal fluctuations. A greater portion of revenues and profits are realized from May through September. Historically, our highest level of occupancy has been at the end of July, while our lowest level of occupancy has been in late February and early March.

Since inception in the early 1970's, the self-storage industry has experienced significant growth. According to the Self-Storage Almanac (the Almanac), in 2008 there were only 41,100 stores in the United States, with an average physical occupancy rate of 83.0% of net rentable square feet, compared to 51,475 stores in 2014 with an average physical occupancy rate of 89.1% of net rentable square feet.

We have encountered competition when we have sought to acquire stores, especially for brokered portfolios. Aggressive bidding practices have been commonplace between both public and private entities, and this competition will likely continue.

The industry is also characterized by fragmented ownership. According to the Almanac, the top ten self-storage companies in the United States owned approximately 13.1% of the total U.S. self-storage stores, and the top 50 self-storage companies owned approximately 17.1% of the total U.S. self-storage stores as of

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December 31, 2014. We believe this fragmentation will contribute to continued consolidation at some level in the future. We also believe that we are well positioned to compete for acquisitions given our historical reputation for closing deals.

We are the second largest self-storage operator in the United States. We are one of four public self-storage REITs along with Public Storage Inc., CubeSmart and Sovran Self-Storage, Inc.

Long-Term Growth and Investment Strategies

Our primary business objectives are to maximize cash flow available for distribution to our stockholders and to achieve sustainable long-term growth in cash flow per share in order to maximize long-term stockholder value. We continue to evaluate a range of growth initiatives and opportunities, including the following:

Maximize the performance of our stores through strategic, efficient and proactive management. We pursue revenue-generating and expense-minimizing opportunities in our operations. Our revenue management team seeks to maximize revenue by responding to changing market conditions through our technology system's ability to provide real-time, interactive rental rate and discount management. Our size allows us greater ability than the majority of our competitors to implement more effective online marketing programs, which we believe will attract more customers to our stores at a lower net cost.

Acquire self-storage stores. Our acquisitions team continues to pursue the acquisition of multi-store portfolios and single stores that we believe can provide stockholder value. We have established a reputation as a reliable, ethical buyer, which we believe enhances our ability to negotiate and close acquisitions. In addition, we believe our status as an UPREIT enables flexibility when structuring deals. We continue to bid on available acquisitions and are seeing increasing prices. However, we remain a disciplined buyer and look for acquisitions that will strengthen our portfolio and increase stockholder value.

Expand our management business. Our management business enables us to generate increased revenues through management fees and expand our geographic footprint. We believe this expanded footprint enables us to reduce our operating costs through economies of scale. In addition, we see our management business as a future acquisition pipeline. We pursue strategic relationships with owners whose stores would enhance our portfolio in the event an opportunity arises to acquire such stores.

Financing of Our Long-Term Growth Strategies***Acquisition and Development Financing***

The following table presents information on our lines of credit (the "Credit Lines") for the periods indicated. All of our Credit Lines are guaranteed by us and secured by mortgages on certain real estate assets.

| Line of Credit | As of December 31, 2014 | | | Origination Date | Maturity | Basis Rate (2) | Notes |
|----------------|-------------------------|--------------|---------------|------------------|----------|----------------|-------|
| | Amount Drawn | Capacity (1) | Interest Rate | | | | |

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| | (1) | | | | | | | |
|---------------|------------|------------|------|------------|------------|-----------------|-----|--|
| Credit Line 1 | \$ 7,000 | \$ 85,000 | 2.1% | 6/4/2010 | 6/3/2016 | LIBOR plus 1.9% | (3) | |
| Credit Line 2 | 41,000 | 50,000 | 1.9% | 11/16/2010 | 2/13/2017 | LIBOR plus 1.8% | (4) | |
| Credit Line 3 | 50,000 | 80,000 | 1.9% | 4/29/2011 | 11/18/2016 | LIBOR plus 1.7% | (4) | |
| Credit Line 4 | 40,000 | 50,000 | 1.8% | 9/29/2014 | 9/29/2017 | LIBOR plus 1.7% | (4) | |
| | \$ 138,000 | \$ 265,000 | | | | | | |

- (1) Amounts in thousands
- (2) 30-day USD LIBOR
- (3) One two-year extension available
- (4) Two one-year extensions available

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We expect to maintain a flexible approach in financing new self-storage store acquisitions. We plan to finance future acquisitions through a combination of cash, borrowings under the Credit Lines, traditional secured mortgage financing, joint ventures and additional equity offerings.

Joint Venture Financing

We own 271 of our stores through joint ventures with third parties, including affiliates of Prudential Financial, Inc. In each joint venture, we generally manage the day-to-day operations of the underlying stores and have the right to participate in major decisions relating to sales of stores or financings by the applicable joint venture. Our joint venture partners typically provide most of the equity capital required for the operation of the respective business. Under the operating agreements for the joint ventures, we maintain the right to receive between 2.0% and 99.0% of the available cash flow from operations after our joint venture partners and the Company have received a predetermined return, and between 17.0% and 99.0% of the available cash flow from capital transactions after our joint venture partners and the Company have received a return of their capital plus such predetermined return. Most joint venture agreements include buy-sell rights, as well as rights of first refusal in connection with the sale of stores by the joint venture.

Disposition of Self-Storage Stores

We will continue to review our portfolio for stores or groups of stores that are underperforming or are not strategically located, and determine whether to dispose of these stores to fund other growth.

Regulation

Generally, stores are subject to various laws, ordinances and regulations, including regulations relating to lien sale rights and procedures. Changes in any of these laws or regulations, as well as changes in laws, such as the Comprehensive Environmental Response and Compensation Liability Act, which increase the potential liability for environmental conditions or circumstances existing or created by tenants or others on stores, or laws affecting development, construction, operation, upkeep, safety and taxation may result in significant unanticipated expenditures, loss of self-storage stores or other impairments to operations, which would adversely affect our financial position, results of operations or cash flows.

Under the Americans with Disabilities Act of 1990 (the ADA), places of public accommodation are required to meet certain federal requirements related to access and use by disabled persons. These requirements became effective in 1992. A number of additional U.S. federal, state and local laws also exist that may require modifications to the stores, or restrict further renovations thereof, with respect to access thereto by disabled persons. Noncompliance with the ADA could result in the imposition of fines or an award of damages to private litigants and also could result in an order to correct any non-complying feature, thereby requiring substantial capital expenditures. To the extent our stores are not in compliance, we are likely to incur additional costs to comply with the ADA.

Insurance activities are subject to state insurance laws and regulations as determined by the particular insurance commissioner for each state in accordance with the McCarran-Ferguson Act, and are subject to the Gramm-Leach-Bliley Act and the privacy regulations promulgated by the Federal Trade Commission pursuant thereto.

Store management activities are often subject to state real estate brokerage laws and regulations as determined by the particular real estate commission for each state.

Changes in any of the laws governing our conduct could have an adverse impact on our ability to conduct our business or could materially affect our financial position, results of operations or cash flows.

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Employees

As of February 18, 2015, we had 2,643 employees and believe our relationship with our employees is good. Our employees are not represented by a collective bargaining agreement.

Item 1A. Risk Factors

An investment in our securities involves various risks. All investors should carefully consider the following risk factors in conjunction with the other information contained in this Annual Report before trading in our securities. If any of the events set forth in the following risks actually occur, our business, operating results, prospects and financial condition could be harmed.

Our performance is subject to risks associated with real estate investments. We are a real estate company that derives our income from operation of our stores. There are a number of factors that may adversely affect the income that our stores generate, including the following:

Risks Related to Our Stores and Operations

Adverse economic or other conditions in the markets in which we do business could negatively affect our occupancy levels and rental rates and therefore our operating results.

Our operating results are dependent upon our ability to maximize occupancy levels and rental rates in our stores. Adverse economic or other conditions in the markets in which we operate may lower our occupancy levels and limit our ability to increase rents or require us to offer rental discounts. If our stores fail to generate revenues sufficient to meet our cash requirements, including operating and other expenses, debt service and capital expenditures, our net income, funds from operations (FFO), cash flow, financial condition, ability to make cash distributions to stockholders and the trading price of our securities could be adversely affected. The following factors, among others, may adversely affect the operating performance of our stores:

the national economic climate and the local or regional economic climate in the markets in which we operate, which may be adversely impacted by, among other factors, industry slowdowns, relocation of businesses and changing demographics;

periods of economic slowdown or recession, rising interest rates, or declining demand for self-storage or the public perception that any of these events may occur could result in a general decline in rental rates or an increase in tenant defaults;

a decline of the current economic environment;

local or regional real estate market conditions, such as competing stores, the oversupply of self-storage or a reduction in demand for self-storage in a particular area;

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perceptions by prospective users of our stores of the safety, convenience and attractiveness of our stores and the neighborhoods in which they are located;

increased operating costs, including the need for capital improvements, insurance premiums, real estate taxes and utilities;

the impact of environmental protection laws;

changes in tax, real estate and zoning laws; and

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

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

Virtually all of our leases are on a month-to-month basis. Any delay in re-letting units as vacancies arise would reduce our revenues and harm our operating results. In addition, lower than expected rental rates upon re-letting could adversely affect our revenues and impede our growth.

We depend upon our on-site personnel to maximize tenant satisfaction at each of our stores, and any difficulties we encounter in hiring, training and maintaining skilled field personnel may harm our operating performance.

We had 2,228 field personnel as of February 18, 2015 in the management and operation of our stores. The general professionalism of our site managers and staff are contributing factors to a site's ability to successfully secure rentals and retain tenants. We also rely upon our field personnel to maintain clean and secure stores. If we are unable to successfully recruit, train and retain qualified field personnel, the quality of service we strive to provide at our stores could be adversely affected which could lead to decreased occupancy levels and reduced operating performance.

Uninsured losses or losses in excess of our insurance coverage could adversely affect our financial condition and our cash flow.

We maintain comprehensive liability, fire, flood, earthquake, wind (as deemed necessary or as required by our lenders), extended coverage and rental loss insurance with respect to our stores. Certain types of losses, however, may be either uninsurable or not economically insurable, such as losses due to earthquakes, hurricanes, tornadoes, riots, acts of war or terrorism. Should an uninsured loss occur, we could lose both our investment in and anticipated profits and cash flow from a store. In addition, if any such loss is insured, we may be required to pay significant amounts on any claim for recovery of such a loss prior to our insurer being obligated to reimburse us for the loss, or the amount of the loss may exceed our coverage for the loss. As a result, our operating results may be adversely affected.

Increases in taxes and regulatory compliance costs may reduce our income.

Costs resulting from changes in real estate tax laws generally are not passed through to tenants directly and will affect us. Increases in income, property or other taxes generally are not passed through to tenants under leases and may reduce our net income, FFO, cash flow, financial condition, ability to pay or refinance our debt obligations, ability to make cash distributions to stockholders, and the trading price of our securities. Similarly, changes in laws increasing the potential liability for environmental conditions existing on stores or increasing the restrictions on discharges or other conditions may result in significant unanticipated expenditures, which could similarly adversely affect our business and results of operations.

Environmental compliance costs and liabilities associated with operating our stores may affect our results of operations.

Under various U.S. federal, state and local laws, ordinances and regulations, owners and operators of real estate may be liable for the costs of investigating and remediating certain hazardous substances or other regulated materials on or in such property. Such laws often impose such liability without regard to whether the owner or operator knew of, or was responsible for, the presence of such substances or materials. The presence of such substances or materials, or the failure to properly remediate such substances, may adversely affect the owner's or operator's ability to lease, sell or rent such property or to borrow using such property as collateral. Persons who arrange for the disposal or treatment of hazardous substances or other regulated materials may be liable for the costs of removal or remediation of such substances at a disposal or treatment facility, whether or not such facility is owned or operated by such person. Certain

environmental laws impose liability for release of asbestos-containing materials into the air and third parties may seek recovery from owners or operators of real stores for personal injury associated with asbestos-containing materials.

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Certain environmental laws also impose liability, without regard to knowledge or fault, for removal or remediation of hazardous substances or other regulated materials upon owners and operators of contaminated property even after they no longer own or operate the property. Moreover, the past or present owner or operator from which a release emanates could be liable for any personal injuries or property damages that may result from such releases, as well as any damages to natural resources that may arise from such releases.

Certain environmental laws impose compliance obligations on owners and operators of real property with respect to the management of hazardous materials and other regulated substances. For example, environmental laws govern the management of asbestos-containing materials and lead-based paint. Failure to comply with these laws can result in penalties or other sanctions.

No assurances can be given that existing environmental studies with respect to any of our stores reveal all environmental liabilities, that any prior owner or operator of our stores did not create any material environmental condition not known to us, or that a material environmental condition does not otherwise exist as to any one or more of our stores. There also exists the risk that material environmental conditions, liabilities or compliance concerns may have arisen after the review was completed or may arise in the future. Finally, future laws, ordinances or regulations and future interpretations of existing laws, ordinances or regulations may impose additional material environmental liability.

Costs associated with complying with the Americans with Disabilities Act of 1990 may result in unanticipated expenses.

Under the ADA, places of public accommodation are required to meet certain federal requirements related to access and use by disabled persons. These requirements became effective in 1992. A number of additional U.S. federal, state and local laws may also require modifications to our stores, or restrict certain further renovations of the stores, with respect to access thereto by disabled persons. Noncompliance with the ADA could result in the imposition of fines or an award of damages to private litigants and also could result in an order to correct any non-complying feature, which could result in substantial capital expenditures. We have not conducted an audit or investigation of all of our stores to determine our compliance and we cannot predict the ultimate cost of compliance with the ADA or other legislation. If one or more of our stores is not in compliance with the ADA or other legislation, then we would be required to incur additional costs to bring the facility into compliance. If we incur substantial costs to comply with the ADA or other legislation, our financial condition, results of operations, cash flow, per share trading price of our securities and our ability to satisfy our debt service obligations and to make cash distributions to our stockholders could be adversely affected.

Our tenant reinsurance business is subject to significant governmental regulation, which may adversely affect our results.

Our tenant reinsurance business is subject to significant governmental regulation. The regulatory authorities generally have broad discretion to grant, renew and revoke licenses and approvals, to promulgate, interpret and implement regulations, and to evaluate compliance with regulations through periodic examinations, audits and investigations of the affairs of insurance providers. As a result of regulatory or private action in any jurisdiction, we may be temporarily or permanently suspended from continuing some or all of our reinsurance activities, or otherwise fined or penalized or suffer an adverse judgment, which could adversely affect our business and results of operations.

We face competition for the acquisition of stores and other assets, which may impede our ability to make future acquisitions or may increase the cost of these acquisitions.

We compete with many other entities engaged in real estate investment activities for acquisitions of stores and other assets, including national, regional and local operators and developers of stores. These competitors may drive up the price we pay for stores or other assets we seek to acquire or may succeed in acquiring those stores or

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assets themselves. In addition, our potential acquisition targets may find our competitors to be more attractive suitors because they may have greater resources, may be willing to pay more or may have a more compatible operating philosophy. In addition, the number of entities and the amount of funds competing for suitable investment in stores may increase. This competition would result in increased demand for these assets and therefore increased prices paid for them. Because of an increased interest in single-store acquisitions among tax-motivated individual purchasers, we may pay higher prices if we purchase single stores in comparison with portfolio acquisitions. If we pay higher prices for stores or other assets, our profitability will be reduced.

We may not be successful in identifying and consummating suitable acquisitions that meet our criteria, which may impede our growth.

Our ability to expand through acquisitions is integral to our business strategy and requires us to identify suitable acquisition candidates or investment opportunities that meet our criteria and are compatible with our growth strategy. We may not be successful in identifying suitable stores or other assets that meet our acquisition criteria or in consummating acquisitions or investments on satisfactory terms or at all. Failure to identify or consummate acquisitions will slow our growth, which could in turn adversely affect our stock price.

Our ability to acquire stores on favorable terms and successfully integrate and operate them may be constrained by the following significant risks:

competition from local investors and other real estate investors with significant capital, including other publicly-traded REITs and institutional investment funds;

competition from other potential acquirers may significantly increase the purchase price which could reduce our profitability;

the inability to achieve satisfactory completion of due diligence investigations and other customary closing conditions;

failure to finance an acquisition on favorable terms or at all;

we may spend more than the time and amounts budgeted to make necessary improvements or renovations to acquired stores; and

we may acquire stores subject to liabilities without any recourse, or with only limited recourse, with respect to unknown liabilities such as liabilities for clean-up of undisclosed environmental contamination, claims by persons dealing with the former owners of the stores and claims for indemnification by general partners, directors, officers and others indemnified by the former owners of the stores.

In addition, strategic decisions by us, such as acquisitions, may adversely affect the price of our securities.

We may not be successful in integrating and operating acquired self-storage stores.

We expect to make future acquisitions of self-storage stores. If we acquire any stores, we will be required to integrate them into our existing portfolio. The acquired stores may turn out to be less compatible with our growth strategy than originally anticipated, may cause disruptions in our operations or may divert management's attention away from day-to-day operations, which could impair our operating results as a whole.

We do not always obtain independent appraisals of our stores, and thus the consideration paid for these stores may exceed the value that may be indicated by third-party appraisals.

We do not always obtain third-party appraisals in connection with our acquisition of stores and the consideration being paid by us in exchange for those stores may exceed the value determined by third-party appraisals. In such cases, the value of the stores was determined by our senior management team.

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Our investments in development and redevelopment projects may not yield anticipated returns, which would harm our operating results and reduce the amount of funds available for distributions.

To the extent that we engage in development and redevelopment activities, we will be subject to the following risks normally associated with these projects:

we may be unable to obtain financing for these projects on favorable terms or at all;

we may not complete development or redevelopment projects on schedule or within budgeted amounts;

we may encounter delays or refusals in obtaining all necessary zoning, land use, building, occupancy and other required governmental permits and authorizations; and

occupancy rates and rents at newly developed or redeveloped stores may fluctuate depending on a number of factors, including market and economic conditions, and may result in our investment not being profitable. In deciding whether to develop or redevelop a particular property, we make certain assumptions regarding the expected future performance of the store. We may underestimate the costs necessary to bring the property up to the standards established for its intended market position or may be unable to increase occupancy at a newly developed store as quickly as expected or at all. Any substantial unanticipated delays or expenses could adversely affect the investment returns from these development or redevelopment projects and harm our operating results, liquidity and financial condition, which could result in a decline in the value of our securities.

We may rely on the investments of our joint venture partners for funding certain of our development and redevelopment projects. If our reputation in the self-storage industry changes or the number of investors considering us an attractive strategic partner is otherwise reduced, our ability to develop or redevelop stores could be affected, which would limit our growth.

We rely on information technology in our operations, and any material failure, inadequacy, interruption or security failure of that technology could harm our business.

We rely on information technology networks and systems, including the Internet, to process, transmit and store electronic information, and to manage or support a variety of business processes, including financial transactions and records, personally identifiable information, and tenant and lease data. We purchase some of our information technology from vendors, on whom our systems depend. We rely on commercially available systems, software, tools and monitoring to provide security for processing, transmission and storage of confidential tenant and other sensitive information. Although we have taken commercially reasonable efforts to protect the security of our information systems and the data maintained in those systems, it is possible that our safety and security measures will not be able to prevent the systems' improper functioning or damage, or the improper access or disclosure of personally identifiable information such as in the event of cyber-attacks. Security breaches, including physical or electronic break-ins, computer viruses, attacks by hackers and similar breaches, can create system disruptions, shutdowns or unauthorized disclosure of confidential information. While, to date, we have not experienced a security breach, this risk has generally increased as the number, intensity and sophistication of such breaches and attempted breaches from around the world have increased. Any failure to maintain proper function, security and availability of our information systems

could interrupt our operations, damage our reputation, divert significant management attention and resources to remedy any damages that result, subject us to liability claims or regulatory penalties and have a material adverse effect on our business and results of operations.

Risks Related to Our Organization and Structure

Our business could be harmed if key personnel with long-standing business relationships in the self-storage industry terminate their employment with us.

Our success depends on the continued services of members of our executive management team, who have substantial experience in the self-storage industry. In addition, our ability to acquire or develop stores in the

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future depends on the significant relationships our executive management team has developed with our institutional joint venture partners, such as affiliates of Prudential Financial, Inc. There is no guarantee that any of them will remain employed by us. We do not maintain key person life insurance on any of our officers. The loss of services of one or more members of our executive management team could harm our business and our prospects.

We may change our investment and financing strategies and enter into new lines of business without stockholder consent, which may subject us to different risks.

We may change our investment and financing strategies and enter into new lines of business at any time without the consent of our stockholders, which could result in our making investments and engaging in business activities that are different from, and possibly riskier than, the investments and businesses described in this document. A change in our investment strategy or our entry into new lines of business may increase our exposure to other risks or real estate market fluctuations.

If other self-storage companies convert to an UPREIT structure or if tax laws change, we may no longer have an advantage in competing for potential acquisitions.

Because we are structured as an UPREIT, we are a more attractive acquirer of stores to tax-motivated sellers than our competitors that are not structured as UPREITs. However, if other self-storage companies restructure their holdings to become UPREITs, this competitive advantage will disappear. In addition, new legislation may be enacted or new interpretations of existing legislation may be issued by the Internal Revenue Service (IRS), or the U.S. Treasury Department that could affect the attractiveness of our UPREIT structure so that it may no longer assist us in competing for acquisitions.

Tax indemnification obligations may require the Operating Partnership to maintain certain debt levels.

We have provided certain tax protections to various third parties in connection with their property contributions to the Operating Partnership upon acquisition by the Company, including making available the opportunity to (1) guarantee debt or (2) enter into a special loss allocation and deficit restoration obligation. We have agreed to these provisions in order to assist these contributors in preserving their tax position after their contributions. These obligations may require us to maintain certain indebtedness levels that we would not otherwise require for our business.

Our joint venture investments could be adversely affected by our lack of sole decision-making authority.

As of December 31, 2014, we held interests in 271 operating self-storage stores through joint ventures. Some of these arrangements could be adversely affected by our lack of sole decision-making authority, our reliance on co-venturers financial conditions and disputes between us and our co-venturers. We expect to continue our joint venture strategy by entering into more joint ventures for the purpose of developing new stores and acquiring existing stores. In such event, we would not be in a position to exercise sole decision-making authority regarding the property, partnership, joint venture or other entity. The decision-making authority regarding the stores we currently hold through joint ventures is either vested exclusively with our joint venture partners, is subject to a majority vote of the joint venture partners or equally shared by us and the joint venture partners. In addition, investments in partnerships, joint ventures or other entities may, under certain circumstances, involve risks not present were a third party not involved, including the possibility that partners or co-venturers might become bankrupt or fail to fund their share of required capital contributions. Partners or co-venturers may have economic or other business interests or goals which are inconsistent with our business interests or goals, and may be in a position to take actions contrary to our policies or objectives. Such investments may also have the potential risk of impasses on decisions, such as a sale, because neither we nor the partner or co-venturer would have full control over the partnership or joint venture. Disputes between us and partners

or co-venturers may result in litigation or arbitration that would increase our expenses and prevent our

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officers and/or directors from focusing their time and efforts on our business. Consequently, actions by or disputes with partners or co-venturers might result in subjecting stores owned by the partnership or joint venture to additional risk. In addition, we may in certain circumstances be liable for the actions of our third-party partners or co-venturers, which could harm our financial condition.

Conflicts of interest could arise as a result of our relationship with our Operating Partnership.

Conflicts of interest could arise in the future as a result of the relationships between us and our affiliates, and our Operating Partnership or any partner thereof. Our directors and officers have duties to our Company under applicable Maryland law in connection with their management of our Company. At the same time, we, through our wholly-owned subsidiary, have fiduciary duties, as a general partner, to our Operating Partnership and to the limited partners under Delaware law in connection with the management of our Operating Partnership. Our duties, through our wholly-owned subsidiary, as a general partner to our Operating Partnership and its partners may come into conflict with the duties of our directors and officers to our Company. The partnership agreement of our Operating Partnership does not require us to resolve such conflicts in favor of either our Company or the limited partners in our Operating Partnership. Unless otherwise provided for in the relevant partnership agreement, Delaware law generally requires a general partner of a Delaware limited partnership to adhere to fiduciary duty standards under which it owes its limited partners the highest duties of good faith, fairness, and loyalty and which generally prohibit such general partner from taking any action or engaging in any transaction as to which it has a conflict of interest.

Additionally, the partnership agreement expressly limits our liability by providing that neither we, our direct wholly-owned Massachusetts business trust subsidiary, as the general partner of the Operating Partnership, nor any of our or their trustees, directors or officers, will be liable or accountable in damages to our Operating Partnership, the limited partners or assignees for errors in judgment, mistakes of fact or law or for any act or omission if we, or such trustee, director or officer, acted in good faith. In addition, our Operating Partnership is required to indemnify us, our affiliates and each of our respective trustees, officers, directors, employees and agents to the fullest extent permitted by applicable law against any and all losses, claims, damages, liabilities (whether joint or several), expenses (including, without limitation, attorneys' fees and other legal fees and expenses), judgments, fines, settlements and other amounts arising from any and all claims, demands, actions, suits or proceedings, civil, criminal, administrative or investigative, that relate to the operations of the Operating Partnership, provided that our Operating Partnership will not indemnify for (1) willful misconduct or a knowing violation of the law, (2) any transaction for which such person received an improper personal benefit in violation or breach of any provision of the partnership agreement, or (3) in the case of a criminal proceeding, the person had reasonable cause to believe the act or omission was unlawful.

The provisions of Delaware law that allow the common law fiduciary duties of a general partner to be modified by a partnership agreement have not been resolved in a court of law, and we have not obtained an opinion of counsel covering the provisions set forth in the partnership agreement that purport to waive or restrict our fiduciary duties that would be in effect under common law were it not for the partnership agreement.

Certain provisions of Maryland law and our organizational documents, including the stock ownership limit imposed by our charter, may inhibit market activity in our stock and could prevent or delay a change in control transaction.

Our charter, subject to certain exceptions, authorizes our directors to take such actions as are necessary and desirable to preserve our qualification as a REIT and to limit any person to actual or constructive ownership of no more than 7.0% (by value or by number of shares, whichever is more restrictive) of our outstanding common stock or 7.0% (by value or by number of shares, whichever is more restrictive) of our outstanding capital stock. Our board of directors, in its sole discretion, may exempt a proposed transferee from the ownership limit. However, our board of directors

may not grant an exemption from the ownership limit to any proposed transferee whose ownership could jeopardize our qualification as a REIT. These restrictions on ownership will not apply if

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our board of directors determines that it is no longer in our best interests to attempt to qualify, or to continue to qualify, as a REIT. The ownership limit may delay or impede a transaction or a change of control that might involve a premium price for our securities or otherwise be in the best interests of our stockholders. Different ownership limits apply to the family of Kenneth M. Woolley, certain of his affiliates, family members and estates and trusts formed for the benefit of the foregoing; to Spencer F. Kirk, certain of his affiliates, family members and estates and trusts formed for the benefit of the foregoing; and to certain designated investment entities as defined in our charter.

Our board of directors has the power to issue additional shares of our stock in a manner that may not be in the best interest of our stockholders.

Our charter authorizes our board of directors to issue additional authorized but unissued shares of common stock or preferred stock and to increase the aggregate number of authorized shares or the number of shares of any class or series without stockholder approval. In addition, our board of directors may classify or reclassify any unissued shares of common stock or preferred stock and set the preferences, rights and other terms of the classified or reclassified shares. Our board of directors could issue additional shares of our common stock or establish a series of preferred stock that could have the effect of delaying, deferring or preventing a change in control or other transaction that might involve a premium price for our securities or otherwise not be in the best interests of our stockholders.

Our rights and the rights of our stockholders to take action against our directors and officers are limited.

Maryland law provides that a director or officer has no liability in that capacity if he or she performs his or her duties in good faith, in a manner he or she reasonably believes to be in our best interests and with the care that an ordinarily prudent person in a like position would use under similar circumstances. In addition, our charter eliminates our directors' and officers' liability to us and our stockholders for money damages except for liability resulting from actual receipt of an improper benefit in money, property or services or active and deliberate dishonesty established by a final judgment and which is material to the cause of action. Our bylaws require us to indemnify our directors and officers for liability resulting from actions taken by them in those capacities to the maximum extent permitted by Maryland law. As a result, we and our stockholders may have more limited rights against our directors and officers than might otherwise exist under common law. In addition, we may be obligated to fund the defense costs incurred by our directors and officers.

To the extent our distributions represent a return of capital for U.S. federal income tax purposes, our stockholders could recognize an increased capital gain upon a subsequent sale of common stock.

Distributions in excess of our current and accumulated earnings and profits and not treated by us as a dividend will not be taxable to a U.S. stockholder under current U.S. federal income tax law to the extent those distributions do not exceed the stockholder's adjusted tax basis in his, her, or its common stock, but instead will constitute a return of capital and will reduce such adjusted basis. If distributions result in a reduction of a stockholder's adjusted basis in such holder's common stock, subsequent sales of such holder's common stock will result in recognition of an increased capital gain or decreased capital loss due to the reduction in such adjusted basis.

Risks Related to the Real Estate Industry

Our primary business involves the ownership and operation of self-storage stores.

Our current strategy is to own, operate, manage, acquire, develop and redevelop only self-storage stores. Consequently, we are subject to risks inherent in investments in a single industry. Because investments in real estate are inherently illiquid, this strategy makes it difficult for us to diversify our investment portfolio and to limit our risk

when economic conditions change. Decreases in market rents, negative tax, real estate and zoning

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law changes and changes in environmental protection laws may also increase our costs, lower the value of our investments and decrease our income, which would adversely affect our business, financial condition and operating results.

Illiquidity of real estate investments could significantly impede our ability to respond to adverse changes in the performance of our stores.

Because real estate investments are relatively illiquid, our ability to promptly sell one or more stores in our portfolio in response to changing economic, financial and investment conditions is limited. The real estate market is affected by many factors, such as general economic conditions, availability of financing, interest rates and other factors, including supply and demand, that are beyond our control. We cannot predict whether we will be able to sell any store for the price or on the terms set by us or whether any price or other terms offered by a prospective purchaser would be acceptable to us. We also cannot predict the length of time needed to find a willing purchaser and to close the sale of a store.

We may be required to expend funds to correct defects or to make improvements before a store can be sold. We cannot assure you that we will have funds available to correct those defects or to make those improvements. In acquiring a store, we may agree to transfer restrictions that materially restrict us from selling that store for a period of time or impose other restrictions, such as a limitation on the amount of debt that can be placed or repaid on that store. These transfer restrictions would impede our ability to sell a store even if we deem it necessary or appropriate.

Any investments in unimproved real property may take significantly longer to yield income-producing returns, if at all, and may result in additional costs to us to comply with re-zoning restrictions or environmental regulations.

We have invested in the past, and may invest in the future, in unimproved real property. Unimproved properties generally take longer to yield income-producing returns based on the typical time required for development. Any development of unimproved property may also expose us to the risks and uncertainties associated with re-zoning the land for a higher use or development and environmental concerns of governmental entities and/or community groups. Any unsuccessful investments or delays in realizing an income-producing return or increased costs to develop unimproved real estate could restrict our ability to earn our targeted rate of return on an investment or adversely affect our ability to pay operating expenses which would harm our financial condition and operating results.

Any negative perceptions of the self-storage industry generally may result in a decline in our stock price.

To the extent that the investing public has a negative perception of the self-storage industry, the value of our securities may be negatively impacted, which could result in our securities trading below the inherent value of our assets.

Risks Related to Our Debt Financings

Disruptions in the financial markets could affect our ability to obtain debt financing on reasonable terms and have other adverse effects on us.

Uncertainty in the credit markets may negatively impact our ability to access additional debt financing or to refinance existing debt maturities on favorable terms (or at all), which may negatively affect our ability to make acquisitions and fund development projects. A downturn in the credit markets may cause us to seek alternative sources of potentially less attractive financing, and may require us to adjust our business plan accordingly. In addition, these factors may make it more difficult for us to sell stores or may adversely affect the price we receive for stores that we do sell, as prospective buyers may experience increased costs of debt financing or difficulties in obtaining debt financing.

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Required payments of principal and interest on borrowings may leave us with insufficient cash to operate our stores or to pay the distributions currently contemplated or necessary to maintain our qualification as a REIT and may expose us to the risk of default under our debt obligations.

As of December 31, 2014, we had approximately \$2.4 billion of outstanding indebtedness. We may incur additional debt in connection with future acquisitions and development. We may borrow under our Credit Lines or borrow new funds to finance these future stores. Additionally, we do not anticipate that our internally generated cash flow will be adequate to repay our existing indebtedness upon maturity and, therefore, we expect to repay our indebtedness through refinancings and equity and/or debt offerings. Further, we may need to borrow funds in order to make cash distributions to maintain our qualification as a REIT or to make our expected distributions.

If we are required to utilize our Credit Lines for purposes other than acquisition activity, this will reduce the amount available for acquisitions and could slow our growth. Therefore, our level of debt and the limitations imposed on us by our debt agreements could have significant adverse consequences, including the following:

our cash flow may be insufficient to meet our required principal and interest payments;

we may be unable to borrow additional funds as needed or on favorable terms, including to make acquisitions or to continue to make distributions required to maintain our qualification as a REIT;

we may be unable to refinance our indebtedness at maturity or the refinancing terms may be less favorable than the terms of our original indebtedness;

because a portion of our debt bears interest at variable rates, an increase in interest rates could materially increase our interest expense;

we may be forced to dispose of one or more of our stores, possibly on disadvantageous terms;

after debt service, the amount available for cash distributions to our stockholders is reduced;

our debt level could place us at a competitive disadvantage compared to our competitors with less debt;

we may experience increased vulnerability to economic and industry downturns, reducing our ability to respond to changing business and economic conditions;

we may default on our obligations and the lenders or mortgagees may foreclose on our stores that secure their loans and receive an assignment of rents and leases;

we may default on our obligations and the lenders or mortgages may enforce our guarantees;

we may violate restrictive covenants in our loan documents, which would entitle the lenders to accelerate our debt obligations; and

our default under any one of our mortgage loans with cross-default or cross-collateralization provisions could result in a default on other indebtedness or result in the foreclosures of other stores.

Increases in interest rates may increase our interest expense and adversely affect our cash flow and our ability to service our indebtedness and make cash distributions to our stockholders.

As of December 31, 2014, we had approximately \$2.4 billion of debt outstanding, of which approximately \$846 million or 35.5% was subject to variable interest rates (excluding debt with interest rate swaps). This variable rate debt had a weighted average interest rate of approximately 2.0% per annum. Increases in interest rates on this variable rate debt would increase our interest expense, which could harm our cash flow and our ability to pay cash distributions. For example, if market rates of interest on this variable rate debt increased by 100 basis points (excluding variable rate debt with interest rate floors), the increase in interest expense would decrease future earnings and cash flows by approximately \$8.1 million annually.

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Failure to hedge effectively against interest rate changes may adversely affect our results of operations.

In certain cases we may seek to manage our exposure to interest rate volatility by using interest rate hedging arrangements. Hedging involves risks, such as the risk that the counterparty may fail to honor its obligations under an arrangement. Failure to hedge effectively against interest rate changes may adversely affect our financial condition, results of operations and ability to make cash distributions to our stockholders.

Risks Related to Qualification and Operation as a REIT

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

To qualify as a REIT, we generally must distribute to our stockholders at least 90% of our net taxable income each year, excluding net capital gains, and we are subject to regular corporate income taxes to the extent that we distribute less than 100% of our net taxable income each year. In addition, we are subject to a 4% nondeductible excise tax on the amount, if any, by which distributions made by us in any calendar year are less than the sum of 85% of our ordinary income, 95% of our capital gain net income and 100% of our undistributed income from prior years. While historically we have satisfied these distribution requirements by making cash distributions to our stockholders, a REIT is permitted to satisfy these requirements by making distributions of cash or other property, including, in limited circumstances, its own stock. Assuming we continue to satisfy these distributions requirements with cash, we may need to borrow funds on a short-term basis, or possibly long-term, to meet the REIT distribution requirements even if the then prevailing market conditions are not favorable for these borrowings. These borrowing needs could result from a difference in timing between the actual receipt of cash and inclusion of income for U.S. federal income tax purposes, or the effect of non-deductible capital expenditures, the creation of reserves or required debt amortization payments.

Dividends payable by REITs generally do not qualify for reduced tax rates.

The maximum U.S. federal income tax rate for dividends paid by domestic corporations to individual U.S. stockholders is 20%. Dividends paid by REITs, however, are generally not eligible for the reduced rates. The more favorable rates applicable to regular corporate dividends could cause stockholders who are individuals to perceive investments in REITs to be relatively less attractive than investments in the stocks of non-REIT corporations that pay dividends, which could adversely affect the value of the stock of REITs, including our securities.

In addition, the relative attractiveness of real estate in general may be adversely affected by the favorable tax treatment given to corporate dividends, which could negatively affect the value of our stores.

Possible legislative or other actions affecting REITs could adversely affect our stockholders.

The rules dealing with U.S. federal income taxation are constantly under review by persons involved in the legislative process and by the IRS and the U.S. Treasury Department. Changes to tax laws (which changes may have retroactive application) could adversely affect our stockholders. It cannot be predicted whether, when, in what forms, or with what effective dates, the tax laws applicable to us or our stockholders will be changed.

The power of our board of directors to revoke our REIT election without stockholder approval may cause adverse consequences to our stockholders.

Our charter provides that our board of directors may revoke or otherwise terminate our REIT election, without the approval of our stockholders, if it determines that it is no longer in our best interest to continue to qualify as a REIT. If

we cease to qualify as a REIT, we would become subject to U.S. federal income tax on our taxable income and would no longer be required to distribute most of our net taxable income to our stockholders, which may have adverse consequences on the total return to our stockholders.

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Our failure to qualify as a REIT would have significant adverse consequences to us and the value of our stock.

We believe we operate in a manner that allows us to qualify as a REIT for U.S. federal income tax purposes under the Internal Revenue Code. If we fail to qualify as a REIT or lose our qualification as a REIT at any time, we will face serious tax consequences that would substantially reduce the funds available for distribution for each of the years involved because:

we would not be allowed a deduction for distributions to stockholders in computing our taxable income and would be subject to U.S. federal income tax at regular corporate rates;

we also could be subject to the U.S. federal alternative minimum tax and possibly increased state and local taxes; and

unless we are entitled to relief under applicable statutory provisions, we could not elect to be taxed as a REIT for four taxable years following a year during which we were disqualified.

In addition, if we fail to qualify as a REIT, we will not be required to make distributions to stockholders, and all distributions to stockholders will be subject to tax as regular corporate dividends to the extent of our current and accumulated earnings and profits. This means that our U.S. individual stockholders would be taxed on our dividends at capital gains rates, and our U.S. corporate stockholders would be entitled to the dividends received deduction with respect to such dividends, subject, in each case, to applicable limitations under the Internal Revenue Code. If we fail to qualify as a REIT for federal income tax purposes and are able to avail ourselves of one or more of the relief provisions under the Internal Revenue Code in order to maintain our REIT status, we may nevertheless be required to pay penalty taxes of \$50,000 or more for each such failure. As a result of all these factors, our failure to qualify as a REIT also could impair our ability to expand our business and raise capital, and could adversely affect the value of our securities.

Qualification as a REIT involves the application of highly technical and complex Internal Revenue Code provisions for which there are only limited judicial and administrative interpretations. The complexity of these provisions and of the applicable Treasury regulations that have been promulgated under the Internal Revenue Code is greater in the case of a REIT that, like us, holds its assets through a partnership. The determination of various factual matters and circumstances not entirely within our control may affect our ability to qualify as a REIT. In order to qualify as a REIT, we must satisfy a number of requirements, including requirements regarding the composition of our assets, the sources of our gross income and the owners of our stock. Our ability to satisfy the asset tests depends upon our analysis of the fair market value of our assets, some of which are not susceptible to precise determination, and for which we will not obtain independent appraisals. Also, we must make distributions to stockholders aggregating annually at least 90% of our net taxable income, excluding capital gains, and we will be subject to income tax at regular corporate rates to the extent we distribute less than 100% of our net taxable income including capital gains. In addition, legislation, new regulations, administrative interpretations or court decisions may adversely affect our investors, our ability to qualify as a REIT for U.S. federal income tax purposes or the desirability of an investment in a REIT relative to other investments. Although we believe that we have been organized and have operated in a manner that is intended to allow us to qualify for taxation as a REIT, we can give no assurance that we have qualified or will continue to qualify as a REIT for tax purposes. We have not requested and do not plan to request a ruling from the Internal Revenue Service regarding our qualification as a REIT.

We will pay some taxes.

Even though we qualify as a REIT for U.S. federal income tax purposes, we will be required to pay some U.S. federal, state and local taxes on our income and property. Extra Space Management, Inc. manages stores for our joint ventures and stores owned by third parties. We, jointly with Extra Space Management, Inc., elected to treat Extra Space Management, Inc. as a taxable REIT subsidiary (TRS) of our Company for U.S. federal income tax purposes. A taxable REIT subsidiary is a fully taxable corporation, and may be limited in its ability to

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deduct interest payments made to us. ESM Reinsurance Limited, a wholly-owned subsidiary of Extra Space Management, Inc., generates income from insurance premiums that are subject to federal income tax and state insurance premiums tax. In addition, we will be subject to a 100% penalty tax on certain amounts if the economic arrangements among our tenants, our taxable REIT subsidiary and us are not comparable to similar arrangements among unrelated parties or if we receive payments for inventory or property held for sale to customers in the ordinary course of business. Also, if we sell property as a dealer (i.e., to customers in the ordinary course of our trade or business), we will be subject to a 100% penalty tax on any gain arising from such sales. While we don't intend to sell stores as a dealer, the IRS could take a contrary position. To the extent that we are, or our taxable REIT subsidiary is, required to pay U.S. federal, state or local taxes, we will have less cash available for distribution to stockholders.

Complying with REIT requirements may cause us to forego otherwise attractive opportunities.

To qualify as a REIT for U.S. federal income tax purposes, we must continually satisfy tests concerning, among other things, the sources of our income, the nature and diversification of our assets, the amounts we distribute to our stockholders and the ownership of our stock. In order to meet these tests, we may be required to forego attractive business or investment opportunities. Thus, compliance with the REIT requirements may adversely affect our ability to operate solely to maximize profits.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

As of December 31, 2014, we owned or had ownership interests in 828 operating self-storage stores. Of these stores, 557 are wholly-owned and 271 are held in joint ventures. In addition, we managed an additional 260 stores for third parties bringing the total number of stores which we own and/or manage to 1,088. These stores are located in 35 states, Washington, D.C. and Puerto Rico. We receive a management fee generally equal to approximately 6.0% of cash collected from total revenues to manage the joint venture and third party sites. As of December 31, 2014, we owned and/or managed approximately 80.4 million square feet of rentable space configured in approximately 725,000 separate storage units. Approximately 70% of our stores are clustered around large population centers, such as Atlanta, Baltimore/Washington, D.C., Boston, Chicago, Dallas, Houston, Las Vegas, Los Angeles, Miami, New York City, Orlando, Philadelphia, Phoenix, St. Petersburg/Tampa and San Francisco/Oakland. These markets contain above-average population and income demographics for stores. The clustering of assets around these population centers enables us to reduce our operating costs through economies of scale. Our acquisitions have given us an increased scale in many core markets as well as a foothold in many markets where we had no previous presence.

We consider a store to be in the lease-up stage after it has been issued a certificate of occupancy, but before it has achieved stabilization. We consider a store to be stabilized once it has achieved either an 80% occupancy rate for a full year measured as of January 1, or has been open for three years.

As of December 31, 2014, approximately 650,000 tenants were leasing storage units at the 1,088 operating stores that we own and/or manage, primarily on a month-to-month basis, providing the flexibility to increase rental rates over time as market conditions permit. Existing tenants generally receive rate increases at least annually, for which no direct correlation has been drawn to our vacancy trends. Although leases are short-term in duration, the typical tenant tends to remain at our stores for an extended period of time. For stores that were stabilized as of December 31, 2014,

the average length of stay was approximately 12.9 months.

The average annual rent per square foot for our existing customers at stabilized stores, net of discounts and bad debt, was \$14.41 for the year ended December 31, 2014, compared to \$13.81 for the year ended

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December 31, 2013. Average annual rent per square foot for new leases was \$14.53 for the year ended December 31, 2014, compared to \$14.18 for the year ended December 31, 2013. The average discounts, as a percentage of rental revenues, during these periods were 3.8% and 4.4%, respectively.

Our store portfolio is made up of different types of construction and building configurations depending on the site and the municipality where it is located. Most often sites are what we consider hybrid facilities, a mix of both drive-up buildings and multi-floor buildings. We have a number of multi-floor buildings with elevator access only, and a number of facilities featuring ground-floor access only.

The following table presents additional information regarding the occupancy of our stabilized stores by state as of December 31, 2014 and 2013. The information as of December 31, 2013, is on a pro forma basis as though all the stores owned at December 31, 2014, were under our control as of December 31, 2013.

Stabilized Store Data Based on Location

| Location | Number of Stores | Company Number of Units as of December 31, 2014 (1) | Pro forma Number of Units as of December 31, 2013 | Company Net Rentable Square Feet as of December 31, 2014 (2) | Pro forma Net Rentable Square Feet as of December 31, 2013 | Company Square Foot Occupancy % December 31, 2014 | Pro forma Square Foot Occupancy % December 31, 2013 |
|----------------------------|------------------|---|---|--|--|---|---|
| Wholly-Owned Stores | | | | | | | |
| Alabama | 5 | 2,903 | 2,888 | 342,971 | 342,796 | 84.2% | 83.6% |
| Arizona | 11 | 6,954 | 6,949 | 814,433 | 814,933 | 91.3% | 87.8% |
| California | 121 | 90,462 | 89,920 | 9,368,905 | 9,373,563 | 92.7% | 88.1% |
| Colorado | 12 | 5,913 | 5,827 | 739,274 | 737,345 | 87.6% | 86.7% |
| Connecticut | 5 | 3,132 | 3,130 | 299,734 | 301,174 | 90.7% | 89.3% |
| Florida | 57 | 39,142 | 39,286 | 4,198,104 | 4,232,112 | 92.1% | 88.6% |
| Georgia | 22 | 12,963 | 13,048 | 1,633,500 | 1,633,869 | 89.8% | 87.1% |
| Hawaii | 5 | 5,626 | 5,708 | 336,872 | 338,210 | 93.1% | 83.2% |
| Illinois | 18 | 12,293 | 12,166 | 1,270,379 | 1,267,164 | 89.9% | 90.3% |
| Indiana | 9 | 4,754 | 4,711 | 555,335 | 553,158 | 89.6% | 86.4% |
| Kansas | 1 | 507 | 504 | 50,361 | 50,360 | 89.6% | 91.7% |
| Kentucky | 4 | 2,180 | 2,156 | 253,741 | 254,141 | 90.7% | 89.4% |
| Louisiana | 2 | 1,408 | 1,414 | 149,990 | 150,065 | 92.4% | 91.5% |
| Maryland | 23 | 17,301 | 17,234 | 1,817,090 | 1,817,305 | 90.4% | 89.9% |
| Massachusetts | 35 | 21,472 | 21,327 | 2,175,301 | 2,173,269 | 91.4% | 91.7% |
| Michigan | 3 | 1,799 | 1,792 | 254,239 | 252,784 | 91.7% | 89.2% |
| Missouri | 6 | 3,224 | 3,208 | 386,151 | 376,256 | 90.4% | 88.0% |
| Nevada | 5 | 3,194 | 3,219 | 548,910 | 546,574 | 92.3% | 88.4% |
| New Hampshire | 2 | 1,013 | 1,002 | 125,748 | 125,773 | 94.2% | 91.8% |
| New Jersey | 49 | 37,937 | 37,785 | 3,683,524 | 3,678,943 | 92.1% | 91.3% |
| New Mexico | 3 | 1,575 | 1,573 | 217,074 | 216,154 | 85.9% | 85.0% |
| New York | 19 | 16,812 | 16,534 | 1,360,668 | 1,351,830 | 90.6% | 90.0% |

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| | | | | | | | |
|----------------|----|--------|--------|-----------|-----------|-------|-------|
| North Carolina | 7 | 4,814 | 4,764 | 507,954 | 502,474 | 89.4% | 82.4% |
| Ohio | 19 | 10,426 | 10,254 | 1,365,074 | 1,353,710 | 89.9% | 88.7% |
| Oregon | 3 | 2,152 | 2,144 | 250,450 | 250,410 | 93.4% | 92.5% |
| Pennsylvania | 9 | 5,758 | 5,724 | 651,136 | 648,885 | 89.8% | 88.9% |
| Rhode Island | 2 | 1,198 | 1,183 | 131,291 | 131,321 | 94.7% | 91.6% |
| South Carolina | 6 | 3,340 | 3,326 | 418,445 | 418,430 | 90.5% | 90.5% |
| Tennessee | 10 | 5,590 | 5,487 | 755,023 | 753,427 | 92.3% | 88.9% |
| Texas | 32 | 20,863 | 20,919 | 2,438,266 | 2,456,062 | 90.2% | 86.0% |
| Utah | 8 | 4,242 | 4,024 | 523,056 | 502,931 | 88.9% | 90.1% |

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| Location | Number of Stores | Company Number of Units as of December 31, 2014 (1) | Pro forma Number of Units as of December 31, 2013 | Company Net Rentable Square Feet as of December 31, 2014 (2) | Pro forma Net Rentable Square Feet as of December 31, 2013 | Company Square Foot Occupancy % December 31, 2014 | Pro forma Square Foot Occupancy % December 31, 2013 |
|------------|------------------|---|---|--|--|---|---|
| Virginia | 29 | 22,150 | 22,367 | 2,385,358 | 2,383,499 | 85.9% | 84.9% |
| Washington | 6 | 3,576 | 3,535 | 427,783 | 427,573 | 88.8% | 84.7% |

| | | | | | | | |
|--------------------------------------|------------|----------------|----------------|-------------------|-------------------|--------------|--------------|
| Total Wholly-Owned Stabilized | 548 | 376,673 | 375,108 | 40,436,140 | 40,416,500 | 91.0% | 88.4% |
|--------------------------------------|------------|----------------|----------------|-------------------|-------------------|--------------|--------------|

Joint-Venture Stores

| | | | | | | | |
|----------------|----|--------|--------|-----------|-----------|-------|-------|
| Alabama | 2 | 1,153 | 1,148 | 145,146 | 145,153 | 88.2% | 90.3% |
| Arizona | 7 | 4,253 | 4,224 | 492,578 | 492,831 | 92.4% | 90.4% |
| California | 71 | 51,213 | 50,909 | 5,259,033 | 5,253,108 | 93.6% | 91.4% |
| Colorado | 2 | 1,318 | 1,323 | 159,220 | 158,863 | 94.1% | 89.9% |
| Connecticut | 7 | 5,307 | 5,296 | 611,625 | 611,790 | 92.2% | 92.7% |
| Delaware | 1 | 591 | 590 | 71,705 | 71,705 | 93.2% | 92.4% |
| Florida | 19 | 15,265 | 15,189 | 1,533,406 | 1,526,503 | 91.9% | 89.4% |
| Georgia | 2 | 1,069 | 1,056 | 152,794 | 151,524 | 91.6% | 86.6% |
| Illinois | 5 | 3,471 | 3,442 | 365,183 | 364,933 | 92.0% | 90.4% |
| Indiana | 5 | 2,206 | 2,166 | 288,028 | 284,826 | 90.3% | 90.5% |
| Kansas | 2 | 844 | 843 | 109,375 | 109,605 | 92.0% | 83.4% |
| Kentucky | 4 | 2,274 | 2,228 | 257,439 | 254,769 | 87.0% | 87.6% |
| Maryland | 12 | 9,776 | 9,731 | 955,190 | 954,975 | 90.6% | 90.2% |
| Massachusetts | 13 | 6,946 | 6,904 | 784,024 | 782,515 | 90.6% | 90.9% |
| Michigan | 8 | 4,816 | 4,781 | 613,403 | 611,243 | 92.1% | 89.8% |
| Missouri | 1 | 534 | 531 | 61,075 | 61,225 | 91.3% | 83.8% |
| Nevada | 5 | 3,037 | 3,046 | 327,993 | 327,113 | 88.2% | 87.7% |
| New Hampshire | 2 | 792 | 781 | 84,391 | 83,615 | 90.4% | 91.4% |
| New Jersey | 16 | 12,976 | 12,947 | 1,356,864 | 1,357,003 | 89.9% | 90.3% |
| New Mexico | 7 | 3,602 | 3,605 | 397,494 | 398,245 | 89.5% | 85.4% |
| New York | 13 | 14,171 | 14,177 | 1,106,187 | 1,107,419 | 92.2% | 91.0% |
| Ohio | 8 | 3,984 | 3,963 | 531,197 | 531,522 | 88.1% | 88.6% |
| Oregon | 1 | 653 | 652 | 64,970 | 64,970 | 91.8% | 90.4% |
| Pennsylvania | 10 | 7,980 | 7,961 | 805,238 | 802,240 | 90.4% | 89.6% |
| Tennessee | 17 | 9,454 | 9,354 | 1,241,742 | 1,240,082 | 92.2% | 89.7% |
| Texas | 17 | 10,619 | 10,563 | 1,388,575 | 1,387,706 | 93.9% | 92.2% |
| Virginia | 13 | 9,378 | 9,359 | 994,659 | 994,449 | 91.0% | 89.7% |
| Washington, DC | 1 | 1,530 | 1,530 | 102,017 | 102,017 | 92.8% | 91.3% |

| | | | | | | | |
|---------------------------------------|------------|----------------|----------------|-------------------|-------------------|--------------|--------------|
| Total Joint-Venture Stabilized | 271 | 189,212 | 188,299 | 20,260,551 | 20,231,949 | 91.9% | 90.4% |
|---------------------------------------|------------|----------------|----------------|-------------------|-------------------|--------------|--------------|

Managed Stores

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| | | | | | | | |
|-------------|----|--------|--------|-----------|-----------|-------|-------|
| Alabama | 7 | 2,339 | 2,339 | 355,310 | 355,310 | 84.8% | 84.8% |
| Arizona | 3 | 1,216 | 1,225 | 228,131 | 228,847 | 91.6% | 86.4% |
| California | 60 | 40,380 | 40,464 | 5,361,785 | 5,351,908 | 87.4% | 79.1% |
| Colorado | 15 | 7,899 | 7,867 | 1,013,722 | 1,009,232 | 90.9% | 90.5% |
| Connecticut | 1 | 465 | 477 | 61,865 | 61,600 | 91.6% | 88.3% |
| Florida | 32 | 19,838 | 19,767 | 2,369,188 | 2,365,253 | 89.0% | 84.6% |
| Georgia | 10 | 5,269 | 5,275 | 837,151 | 836,748 | 88.7% | 85.5% |
| Hawaii | 6 | 5,043 | 5,056 | 350,155 | 345,174 | 87.0% | 82.3% |
| Illinois | 6 | 3,778 | 3,760 | 390,381 | 384,091 | 88.7% | 89.6% |
| Indiana | 9 | 5,042 | 5,035 | 618,727 | 618,777 | 90.0% | 86.5% |

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| Location | Number of Stores | Company Number of Units as of December 31, 2014 (1) | Pro forma Number of Units as of December 31, 2013 | Company Net Rentable Square Feet as of December 31, 2014 (2) | Pro forma Net Rentable Square Feet as of December 31, 2013 | Company Square Foot Occupancy % December 31, 2014 | Pro forma Square Foot Occupancy % December 31, 2013 |
|-------------------------------------|---------------------|---|---|--|--|--|---|
| Kentucky | 1 | 551 | 547 | 67,268 | 67,268 | 91.6% | 85.7% |
| Louisiana | 1 | 999 | 1,006 | 133,490 | 135,035 | 85.2% | 77.0% |
| Maryland | 11 | 6,579 | 6,562 | 652,981 | 653,501 | 89.6% | 86.1% |
| Mississippi | 2 | 1,886 | 1,893 | 281,558 | 281,823 | 86.5% | 79.2% |
| Missouri | 2 | 1,119 | 1,209 | 127,821 | 152,021 | 88.4% | 85.5% |
| Nevada | 4 | 3,028 | 3,058 | 317,215 | 316,940 | 77.9% | 76.5% |
| New Jersey | 3 | 1,635 | 1,621 | 181,588 | 181,138 | 90.2% | 91.5% |
| New Mexico | 2 | 1,121 | 1,119 | 131,112 | 131,112 | 89.9% | 87.0% |
| North Carolina | 3 | 1,600 | 1,571 | 205,218 | 205,981 | 90.7% | 83.9% |
| Ohio | 8 | 2,956 | 2,947 | 429,161 | 428,739 | 87.0% | 83.3% |
| Pennsylvania | 15 | 6,945 | 6,948 | 861,472 | 859,332 | 88.0% | 85.1% |
| South Carolina | 2 | 1,187 | 1,222 | 157,535 | 157,535 | 83.4% | 83.5% |
| Tennessee | 4 | 1,990 | 1,968 | 280,686 | 280,621 | 86.0% | 85.1% |
| Texas | 22 | 11,601 | 11,314 | 1,570,516 | 1,535,062 | 84.4% | 83.4% |
| Utah | 3 | 1,596 | 1,607 | 257,090 | 256,860 | 84.9% | 82.3% |
| Virginia | 3 | 1,764 | 1,763 | 177,969 | 177,969 | 87.4% | 87.3% |
| Washington, DC | 2 | 1,267 | 1,262 | 112,334 | 112,409 | 92.8% | 91.8% |
| Puerto Rico | 4 | 2,666 | 2,701 | 287,133 | 288,190 | 87.5% | 84.2% |
| Total Managed Stabilized | 241 | 141,759 | 141,583 | 17,818,562 | 17,778,476 | 87.7% | 83.3% |
| Total Stabilized Stores | 1,060 | 707,644 | 704,990 | 78,515,253 | 78,426,925 | 90.5% | 87.8% |

- (1) Represents unit count as of December 31, 2014, which may differ from unit count as of December 31, 2013, due to unit conversions or expansions.
- (2) Represents net rentable square feet as of December 31, 2014, which may differ from net rentable square feet as of December 31, 2013, due to unit conversions or expansions.

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The following table presents additional information regarding the occupancy of our lease-up stores by state as of December 31, 2014 and 2013. The information as of December 31, 2013, is on a pro forma basis as though all the stores owned at December 31, 2014, were under our control as of December 31, 2013.

Lease-up Store Data Based on Location

| Location | Number of Stores | Company Number of Units as of December 31, 2014 (1) | Pro forma Number of Units as of December 31, 2013 | Company Net Rentable Square Feet as of December 31, 2014 (2) | Pro forma Net Rentable Square Feet as of December 31, 2013 | Company Square Foot Occupancy % | Pro forma Square Foot Occupancy % |
|---------------------------------------|-------------------------|--|--|---|---|--|--|
| Wholly-Owned Stores | | | | | | | |
| Arizona | 1 | 615 | 631 | 71,115 | 71,355 | 89.9% | 73.0% |
| California | 1 | | 568 | | 57,893 | 0.0% | 95.0% |
| Connecticut | 1 | 1,121 | | 90,565 | | 51.8% | 0.0% |
| Florida | 1 | 534 | 558 | 75,591 | | 79.0% | 0.0% |
| Georgia | 1 | 598 | 595 | 52,365 | 51,590 | 91.0% | 43.9% |
| Maryland | 1 | 988 | 988 | 103,171 | 102,777 | 74.5% | 37.3% |
| Massachusetts | 1 | 687 | 686 | 72,880 | 72,465 | 81.3% | 72.5% |
| New York | 1 | 822 | 822 | 100,480 | 100,480 | 91.8% | 78.9% |
| Texas | 1 | 840 | 836 | 93,565 | 93,220 | 57.1% | 9.1% |
| Total Wholly-Owned in Lease-up | 9 | 6,205 | 5,684 | 659,732 | 549,780 | 75.8% | 56.1% |
| Managed Stores | | | | | | | |
| Colorado | 1 | 488 | 488 | 54,985 | 54,992 | 83.2% | 78.5% |
| Florida | 1 | 629 | 619 | 68,015 | 68,015 | 89.1% | 80.1% |
| Georgia | 1 | 598 | 604 | 76,197 | 75,927 | 88.6% | 74.1% |
| Illinois | 1 | 673 | 675 | 46,417 | 46,599 | 55.1% | 10.8% |
| Maryland | 3 | 2,248 | 2,256 | 214,860 | 215,035 | 86.3% | 76.2% |
| New York | 1 | 348 | | 33,764 | | 32.9% | 0.0% |
| South Carolina | 3 | 2,248 | | 229,652 | | 32.2% | 0.0% |
| Texas | 3 | 2,129 | 2,237 | 264,227 | 273,368 | 84.3% | 56.9% |
| Utah | 2 | 952 | | 124,217 | 57,180 | 75.6% | 40.7% |
| Virginia | 2 | 1,058 | 600 | 106,126 | 54,640 | 60.3% | 51.3% |
| Washington | 1 | 600 | | 54,935 | | 4.9% | 0.0% |
| Total Managed in Lease-up | 19 | 11,971 | 7,479 | 1,273,395 | 845,756 | 67.0% | 62.6% |
| Total Lease-up Stores | 28 | 18,176 | 13,163 | 1,933,127 | 1,395,536 | 70.0% | 60.0% |

- (1) Represents unit count as of December 31, 2014, which may differ from unit count as of December 31, 2013, due to unit conversions or expansions.
- (2) Represents net rentable square feet as of December 31, 2014, which may differ from net rentable square feet as of December 31, 2013, due to unit conversions or expansions.

Item 3. Legal Proceedings

We are involved in various litigation and legal proceedings in the ordinary course of business. We are not a party to any material litigation or legal proceedings, or to the best of our knowledge, any threatened litigation or legal proceedings which, in the opinion of management, will have a material adverse effect on our financial condition or results of operations either individually or in the aggregate.

Item 4. Mine Safety Disclosures

Not Applicable.

Table of Contents**PART II****Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities**
Market Information

Our common stock has been traded on the New York Stock Exchange (NYSE) under the symbol EXR since our IPO on August 17, 2004. Prior to that time there was no public market for our common stock.

The following table presents, for the periods indicated, the high and low sales price for our common stock as reported by the NYSE and the per share dividends declared:

| Year | Quarter | Range | | Dividends Declared |
|------|---------|----------|----------|--------------------|
| | | High | Low | |
| 2013 | 1st | \$ 40.97 | \$ 36.50 | \$ 0.25 |
| | 2nd | 45.29 | 38.87 | 0.40 |
| | 3rd | 47.11 | 39.98 | 0.40 |
| | 4th | 49.29 | 40.32 | 0.40 |
| 2014 | 1st | 50.10 | 41.48 | 0.40 |
| | 2nd | 54.44 | 47.57 | 0.47 |
| | 3rd | 54.87 | 50.11 | 0.47 |
| | 4th | 60.56 | 51.10 | 0.47 |

On February 18, 2015, the closing price of our common stock as reported by the NYSE was \$65.45. At February 18, 2015, we had 280 holders of record of our common stock. Certain shares of the Company are held in street name and accordingly, the number of beneficial owners of such shares is not known or included in the foregoing number.

Holders of shares of common stock are entitled to receive distributions when declared by our board of directors out of any assets legally available for that purpose. As a REIT, we are required to distribute at least 90% of our REIT taxable income, which is generally equivalent to our net taxable ordinary income, determined without regard to the deduction for dividends paid to our stockholders annually in order to maintain our REIT qualification for U.S. federal income tax purposes.

Information about our equity compensation plans is incorporated by reference in Item 12 of Part III of this Annual Report on Form 10-K.

Unregistered Sales of Equity Securities

On December 23, 2014 our Operating Partnership acquired four stores located in Florida as part of a portfolio acquisition. These stores were acquired in exchange for approximately \$19.1 million of cash and the issuance of 548,390 Series D Redeemable Preferred Units (Series D Units) valued at \$13.7 million. The Series D Units have a liquidation value of \$25.00 per unit. The Series D Units will be redeemable at the option of the holder after the first anniversary of the date of issuance, which redemption obligation may be satisfied, at our option, in cash or shares of our common stock.

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On December 9, 2014, our Operating Partnership issued 50,620 common Operating Partnership units (OP Units) in connection with the acquisition of a single store in California. The store was acquired in exchange for the common OP Units, valued at \$3.0 million, and approximately \$6.3 million of cash.

The OP Units and Series D Units were issued in private placements in reliance on Section 4(a)(2) of the Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder.

Table of Contents**Item 6. Selected Financial Data**

The following table presents selected financial data and should be read in conjunction with the financial statements and notes thereto included in Item 8, Financial Statements and Supplementary Data and Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations in this Form 10-K (amounts in thousands, except share and per share data).

| | For the Year Ended December 31, | | | | |
|--|--|-------------|-------------|-------------|-------------|
| | 2014 | 2013 | 2012 | 2011 | 2010 |
| Revenues: | | | | | |
| Property rental | \$ 559,868 | \$ 446,682 | \$ 346,874 | \$ 268,725 | \$ 232,447 |
| Tenant reinsurance and management fees | 87,287 | 73,931 | 62,522 | 61,105 | 49,050 |
| Total revenues | 647,155 | 520,613 | 409,396 | 329,830 | 281,497 |
| Expenses: | | | | | |
| Property operations | 172,416 | 140,012 | 114,028 | 95,481 | 86,165 |
| Tenant reinsurance | 10,427 | 9,022 | 7,869 | 6,143 | 6,505 |
| Acquisition related costs, loss on sublease and severance | 9,826 | 8,618 | 5,351 | 5,033 | 3,235 |
| General and administrative | 60,942 | 54,246 | 50,454 | 49,683 | 44,428 |
| Depreciation and amortization | 115,076 | 95,232 | 74,453 | 58,014 | 50,349 |
| Total expenses | 368,687 | 307,130 | 252,155 | 214,354 | 190,682 |
| Income from operations | 278,468 | 213,483 | 157,241 | 115,476 | 90,815 |
| Interest expense | (84,013) | (73,034) | (72,294) | (69,062) | (65,780) |
| Interest income | 6,457 | 5,599 | 6,666 | 5,877 | 5,748 |
| Loss on extinguishment of debt related to portfolio acquisition, gain (loss) on sale of real estate, earnout from prior acquisitions and property casualty loss, net | (12,009) | (8,193) | | | |
| Income before equity in earnings of real estate ventures and income tax expense | 188,903 | 137,855 | 91,613 | 52,291 | 30,783 |
| Equity in earnings of real estate ventures | 10,541 | 11,653 | 10,859 | 7,287 | 6,753 |
| Equity in earnings of unconsolidated real estate ventures gain on sale of real | 4,022 | 46,032 | 30,630 | | |

estate assets and purchase of
joint venture partners
interests

| | | | | | |
|--------------------|---------|---------|---------|---------|---------|
| Income tax expense | (7,570) | (9,984) | (5,413) | (1,155) | (4,162) |
|--------------------|---------|---------|---------|---------|---------|

| | | | | | |
|-------------------|---------|---------|---------|--------|--------|
| Net income | 195,896 | 185,556 | 127,689 | 58,423 | 33,374 |
|-------------------|---------|---------|---------|--------|--------|

| | | | | | |
|--|----------|----------|----------|---------|---------|
| Noncontrolling interests in Operating Partnership and other noncontrolling interests | (17,541) | (13,480) | (10,380) | (7,974) | (7,043) |
|--|----------|----------|----------|---------|---------|

| | | | | | |
|---|------------|------------|------------|-----------|-----------|
| Net income attributable to common stockholders | \$ 178,355 | \$ 172,076 | \$ 117,309 | \$ 50,449 | \$ 26,331 |
|---|------------|------------|------------|-----------|-----------|

Earnings per common share

| | | | | | |
|-------|---------|---------|---------|---------|---------|
| Basic | \$ 1.54 | \$ 1.54 | \$ 1.15 | \$ 0.55 | \$ 0.30 |
|-------|---------|---------|---------|---------|---------|

| | | | | | |
|---------|---------|---------|---------|---------|---------|
| Diluted | \$ 1.53 | \$ 1.53 | \$ 1.14 | \$ 0.54 | \$ 0.30 |
|---------|---------|---------|---------|---------|---------|

Weighted average number of
shares

| | | | | | |
|-------|-------------|-------------|-------------|------------|------------|
| Basic | 115,713,807 | 111,349,361 | 101,766,385 | 92,097,008 | 87,324,104 |
|-------|-------------|-------------|-------------|------------|------------|

| | | | | | |
|---------|-------------|-------------|-------------|------------|------------|
| Diluted | 121,435,267 | 113,105,094 | 103,767,365 | 96,683,508 | 92,050,453 |
|---------|-------------|-------------|-------------|------------|------------|

| | | | | | |
|---|---------|---------|---------|---------|---------|
| Cash dividends paid per common share | \$ 1.81 | \$ 1.45 | \$ 0.85 | \$ 0.56 | \$ 0.40 |
|---|---------|---------|---------|---------|---------|

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| | As of December 31, | | | | |
|---|--------------------|--------------|--------------|--------------|--------------|
| | 2014 | 2013 | 2012 | 2011 | 2010 |
| Balance Sheet Data | | | | | |
| Total assets | \$ 4,402,107 | \$ 3,977,140 | \$ 3,223,477 | \$ 2,517,524 | \$ 2,249,820 |
| Total notes payable, notes payable to trusts, exchangeable senior notes and lines of credit | \$ 2,369,884 | \$ 1,946,647 | \$ 1,577,599 | \$ 1,363,656 | \$ 1,246,918 |
| Noncontrolling interests | \$ 174,558 | \$ 173,425 | \$ 53,524 | \$ 54,814 | \$ 57,670 |
| Total stockholders equity | \$ 1,737,425 | \$ 1,758,470 | \$ 1,491,807 | \$ 1,018,947 | \$ 881,401 |
| Other Data | | | | | |
| Net cash provided by operating activities | \$ 337,581 | \$ 271,259 | \$ 215,879 | \$ 144,164 | \$ 104,815 |
| Net cash used in investing activities | \$ (564,948) | \$ (366,976) | \$ (606,938) | \$ (251,919) | \$ (83,706) |
| Net cash provided by (used in) financing activities | \$ 148,307 | \$ 191,655 | \$ 395,360 | \$ 87,489 | \$ (106,309) |

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Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion should be read in conjunction with the financial statements and notes thereto appearing elsewhere in this report. We make statements in this section that are forward-looking statements within the meaning of the federal securities laws. For a complete discussion of forward-looking statements, see the section in this Form 10-K entitled "Statements Regarding Forward-Looking Information." Certain risk factors may cause actual results, performance or achievements to differ materially from those expressed or implied by the following discussion. For a discussion of such risk factors, see the section in this Form 10-K entitled "Risk Factors." Amounts in thousands, except share and per share data.

Overview

We are a fully integrated, self-administered and self-managed real estate investment trust, or REIT, formed to continue the business commenced in 1977 by Extra Space Storage LLC and its subsidiaries to own, operate, manage, acquire, develop and redevelop professionally managed self-storage stores.

At December 31, 2014, we owned, had ownership interests in, or managed 1,088 operating stores in 35 states, Washington, D.C. and Puerto Rico. Of these 1,088 operating stores, we owned 557, we held joint venture interests in 271 stores, and our taxable REIT subsidiary, Extra Space Management, Inc., operated an additional 260 stores that are owned by third parties. These operating stores contain approximately 80.4 million square feet of rentable space in approximately 725,000 units and currently serve a customer base of approximately 650,000 tenants.

Our stores are generally situated in convenient, highly visible locations clustered around large population centers such as Atlanta, Baltimore/Washington, D.C., Boston, Chicago, Dallas, Houston, Las Vegas, Los Angeles, Miami, New York City, Orlando, Philadelphia, Phoenix, St. Petersburg/Tampa and San Francisco/Oakland. These areas all enjoy above average population growth and income levels. The clustering of our assets around these population centers enables us to reduce our operating costs through economies of scale. We consider a store to be in the lease-up stage after it has been issued a certificate of occupancy, but before it has achieved stabilization. A store is considered to be stabilized once it has achieved an 80% occupancy rate for a full year measured as of January 1, or has been open for three years.

To maximize the performance of our stores, we employ industry-leading revenue management systems. Developed by our management team, these systems enable us to analyze, set and adjust rental rates in real time across our portfolio in order to respond to changing market conditions. We believe our systems and processes allow us to more proactively manage revenues.

We derive substantially all of our revenues from rents received from tenants under leases at each of our wholly-owned stores, from management fees on the stores we manage for joint-venture partners and unaffiliated third parties, and from our tenant reinsurance program. Our management fee is generally equal to approximately 6.0% of cash collected from total revenues generated by the managed stores. We also receive an asset management fee of 0.5% of the total asset value from one of our joint ventures.

We operate in competitive markets, often where consumers have multiple stores from which to choose. Competition has impacted, and will continue to impact, our store results. We experience seasonal fluctuations in occupancy levels, with occupancy levels generally higher in the summer months due to increased moving activity. Our operating results depend materially on our ability to lease available self-storage units, to actively manage unit rental rates, and on the ability of our tenants to make required rental payments. We believe that we are able to respond quickly and effectively to changes in local, regional and national economic conditions by adjusting rental rates through the combination of our revenue management team and our industry-leading technology systems.

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We continue to evaluate a range of new initiatives and opportunities in order to enable us to maximize stockholder value. Our strategies to maximize stockholder value include the following:

Maximize the performance of our stores through strategic, efficient and proactive management. We pursue revenue-generating and expense-minimizing opportunities in our operations. Our revenue management team seeks to maximize revenue by responding to changing market conditions through our technology system's ability to provide real-time, interactive rental rate and discount management. Our size allows us greater ability than the majority of our competitors to implement more effective online marketing programs, which we believe will attract more customers to our stores at a lower net cost.

Acquire self-storage stores. Our acquisitions team continues to pursue the acquisition of multi-store portfolios and single stores that we believe can provide stockholder value. We have established a reputation as a reliable, ethical buyer, which we believe enhances our ability to negotiate and close acquisitions. In addition, we believe our status as an UPREIT enables flexibility when structuring deals. We continue to see available acquisitions on which to bid and are seeing increasing prices. However, we remain a disciplined buyer and look for acquisitions that will strengthen our portfolio and increase stockholder value.

Expand our management business. Our management business enables us to generate increased revenues through management fees and expand our geographic footprint. We believe this expanded footprint enables us to reduce our operating costs through economies of scale. In addition, we see our management business as a future acquisition pipeline. We pursue strategic relationships with owners whose stores would enhance our portfolio in the event an opportunity arises to acquire such stores.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Our financial statements have been prepared in accordance with U.S. generally accepted accounting principles. The preparation of these financial statements requires us to make estimates and assumptions that affect the reported amount of assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reporting period. On an ongoing basis, we evaluate our estimates and assumptions, including those that impact our most critical accounting policies. We base our estimates and assumptions on historical experience and on various other factors that we believe are reasonable under the circumstances. Actual results may differ from these estimates. We believe the following are our most critical accounting policies:

CONSOLIDATION: Arrangements that are not controlled through voting or similar rights are accounted for as variable interest entities (VIEs). An enterprise is required to consolidate a VIE if it is the primary beneficiary of the VIE.

A VIE is created when (i) the equity investment at risk is not sufficient to permit the entity to finance its activities without additional subordinated financial support from other parties, or (ii) the entity's equity holders as a group either: (a) lack the power, through voting or similar rights, to direct the activities of the entity that most significantly impact the entity's economic performance, (b) are not obligated to absorb expected losses of the entity if they occur, or (c) do not have the right to receive expected residual returns of the entity if they occur. If an entity is deemed to be a VIE, the enterprise that is deemed to have a variable interest, or combination of variable interests, that provides the enterprise with a controlling financial interest in the VIE is considered the primary beneficiary and must consolidate the VIE.

We have concluded that under certain circumstances when we (1) enter into option agreements for the purchase of land or facilities from an entity and pay a non-refundable deposit, or (2) enter into arrangements for the formation of joint ventures, a VIE may be created under condition (i), (ii) (b) or (c) of the previous paragraph. For each VIE created, we have performed a qualitative analysis, including considering which party, if any, has the power to direct the activities most significant to the economic performance of each VIE and whether that

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party has the obligation to absorb losses of the VIE or the right to receive benefits from the VIE that could be significant to the VIE. If we are determined to be the primary beneficiary of the VIE, the assets, liabilities and operations of the VIE are consolidated with our financial statements. As of December 31, 2014, we had no consolidated VIEs. Additionally, our Operating Partnership has notes payable to three trusts that are VIEs under condition (ii)(a) above. Since the Operating Partnership is not the primary beneficiary of the trusts, these VIEs are not consolidated.

REAL ESTATE ASSETS: Real estate assets are stated at cost, less accumulated depreciation. Direct and allowable internal costs associated with the development, construction, renovation, and improvement of real estate assets are capitalized. Interest, property taxes, and other costs associated with development incurred during the construction period are capitalized.

Expenditures for maintenance and repairs are charged to expense as incurred. Major replacements and betterments that improve or extend the life of the asset are capitalized and depreciated over their estimated useful lives. Depreciation is computed using the straight-line method over the estimated useful lives of the buildings and improvements, which are generally between 5 and 39 years.

In connection with our acquisition of stores, the purchase price is allocated to the tangible and intangible assets and liabilities acquired based on their fair values, which are estimated using significant unobservable inputs. The value of the tangible assets, consisting of land and buildings, is determined as if vacant. Intangible assets, which represent the value of existing tenant relationships, are recorded at their fair values based on the avoided cost to replace the current leases. We measure the value of tenant relationships based on the rent lost due to the amount of time required to replace existing customers, which is based on our historical experience with turnover in our facilities. Debt assumed as part of an acquisition is recorded at fair value based on current interest rates compared to contractual rates. Acquisition-related transaction costs are expensed as incurred.

Intangible lease rights include: (1) purchase price amounts allocated to leases on three stores that cannot be classified as ground or building leases; these rights are amortized to expense over the term of the leases; and (2) intangibles related to ground leases on five stores where the ground leases were assumed by the Company at rates that were different than the current market rates for similar leases. The value associated with these assumed leases were recorded as intangibles, which will be amortized over the lease terms.

EVALUATION OF ASSET IMPAIRMENT: Long lived assets held for use are evaluated for impairment when events or circumstances indicate that there may be impairment. We review each store at least annually to determine if any such events or circumstances have occurred or exist. We focus on stores where occupancy and/or rental income have decreased by a significant amount. For these stores, we determine whether the decrease is temporary or permanent and whether the store will likely recover the lost occupancy and/or revenue in the short term. In addition, we review stores in the lease-up stage and compare actual operating results to original projections.

When we determine that an event that may indicate impairment has occurred, we compare the carrying value of the related long-lived assets to the undiscounted future net operating cash flows attributable to the assets. An impairment loss is recorded if the net carrying value of the assets exceeds the undiscounted future net operating cash flows attributable to the assets. The impairment loss recognized equals the excess of net carrying value over the related fair value of the assets.

When real estate assets are identified as held for sale, we discontinue depreciating the assets and estimate the fair value of the assets, net of selling costs. If the estimated fair values, net of selling costs, of the assets that have been identified for sale are less than the net carrying value of the assets, then a valuation allowance is established. The

operations of assets held for sale or sold during the period are generally presented as discontinued operations for all periods presented.

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INVESTMENTS IN REAL ESTATE VENTURES: Our investments in real estate joint ventures where we have significant influence but not control, and joint ventures which are VIEs in which we are not the primary beneficiary, are recorded under the equity method of accounting on the accompanying consolidated financial statements.

Under the equity method, our investment in real estate ventures is stated at cost and adjusted for our share of net earnings or losses and reduced by distributions. Equity in earnings of real estate ventures is generally recognized based on our ownership interest in the earnings of each of the unconsolidated real estate ventures. For the purposes of presentation in the statement of cash flows, we follow the look through approach for classification of distributions from joint ventures. Under this approach, distributions are reported under operating cash flow unless the facts and circumstances of a specific distribution clearly indicate that it is a return of capital (e.g., a liquidating dividend or distribution of the proceeds from the joint venture's sale of assets) in which case it is reported as an investing activity.

Our management assesses annually whether there are any indicators that the value of our investments in unconsolidated real estate ventures may be impaired and when events or circumstances indicate that there may be impairment. An investment is impaired if management's estimate of the fair value of the investment, using significant unobservable inputs, is less than its carrying value. To the extent impairment has occurred and is considered to be other than temporary, the loss is measured as the excess of the carrying amount of the investment over the fair value of the investment.

DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES: The accounting for changes in the fair value of derivatives depends on the intended use of the derivative and the resulting designation. Derivatives used to hedge the exposure to changes in the fair value of an asset, liability or firm commitment attributable to a particular risk, are considered fair value hedges. Derivatives used to hedge the exposure to variability in expected future cash flows, or other types of forecasted transactions, are considered cash flow hedges.

For derivatives designated as fair value hedges, changes in the fair value of the derivative and the hedged item related to the hedged risk are recognized in earnings. For derivatives designated as cash flow hedges, the effective portion of changes in the fair value of the derivative is initially reported in other comprehensive income, outside of earnings and subsequently reclassified to earnings when the hedged transaction affects earnings.

REVENUE AND EXPENSE RECOGNITION: Rental revenues are recognized as earned based upon amounts that are currently due from tenants. Leases are generally on month-to-month terms. Prepaid rents are recognized on a straight-line basis over the term of the leases. Promotional discounts are recognized as a reduction to rental income over the promotional period. Late charges, administrative fees, merchandise sales and truck rentals are recognized in income when earned. Management fee revenues are recognized monthly as services are performed and in accordance with the terms of the related management agreements. Equity in earnings of real estate entities is recognized based on our ownership interest in the earnings of each of the unconsolidated real estate entities. Interest income is recognized as earned.

Property expenses, including utilities, property taxes, repairs and maintenance and other costs to manage the facilities are recognized as incurred. We accrue for property tax expense based upon invoice amounts, estimates and historical trends. If these estimates are incorrect, the timing of expense recognition could be affected.

Tenant reinsurance premiums are recognized as revenue over the period of insurance coverage. We record an unpaid claims liability at the end of each period based on existing unpaid claims and historical claims payment history. The unpaid claims liability represents an estimate of the ultimate cost to settle all unpaid claims as of each period end, including both reported but unpaid claims and claims that may have been incurred but have not been reported. We use a third party claims administrator to adjust all tenant reinsurance claims received. The administrator evaluates each

claim to determine the ultimate claim loss and includes an estimate for claims that may have been incurred but not reported. Annually, a third party actuary evaluates the adequacy of the unpaid

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claims liability. Prior year claim reserves are adjusted as experience develops or new information becomes known. The impact of such adjustments is included in the current period operations. The unpaid claims liability is not discounted to its present value. Each tenant chooses the amount of insurance coverage they want through the tenant reinsurance program. Tenants can purchase policies in amounts of two thousand dollars to ten thousand dollars of insurance coverage in exchange for a monthly fee. Our exposure per claim is limited by the maximum amount of coverage chosen by each tenant. We purchase reinsurance for losses exceeding a set amount on any one event. We do not currently have any amounts recoverable under the reinsurance arrangements.

INCOME TAXES: We have elected to be treated as a REIT under Sections 856 through 860 of the Internal Revenue Code. In order to maintain our qualification as a REIT, among other things, we are required to distribute at least 90% of our REIT taxable income to our stockholders and meet certain tests regarding the nature of our income and assets. As a REIT, we are not subject to federal income tax with respect to that portion of our income which meets certain criteria and is distributed annually to our stockholders. We plan to continue to operate so that we meet the requirements for taxation as a REIT. Many of these requirements, however, are highly technical and complex. If we were to fail to meet these requirements, we would be subject to federal income tax. We are subject to certain state and local taxes. Provision for such taxes has been included in income tax expense in our consolidated statements of operations.

We have elected to treat one of our corporate subsidiaries, Extra Space Management, Inc., as a taxable REIT subsidiary (TRS). In general, our TRS may perform additional services for tenants and generally may engage in any real estate or non-real estate related business. A TRS is subject to corporate federal income tax. Deferred tax assets and liabilities are determined based on differences between financial reporting and tax bases of assets and liabilities. Interest and penalties relating to uncertain tax positions will be recognized in income tax expense when incurred.

RECENT ACCOUNTING PRONOUNCEMENTS

In May 2014, the Financial Accounting Standards Board issued Accounting Standards Update (ASU) 2014-09, *Revenue from Contracts with Customers* (ASU 2014-09). ASU 2014-09 amends the guidance for revenue recognition to replace numerous, industry-specific requirements and converges areas under this topic with those of the International Financial Reporting Standards. ASU 2014-09 outlines a five-step process for customer contract revenue recognition that focuses on transfer of control, as opposed to transfer of risk and rewards. The amendment also requires enhanced disclosures regarding the nature, amount, timing and uncertainty of revenues and cash flows from contracts with customers. ASU 2014-09 is effective for reporting periods beginning after December 15, 2016, and early adoption is prohibited. Entities can transition to the standard either retrospectively or as a cumulative-effect adjustment as of the date of adoption. Management is currently assessing the impact of the adoption of ASU 2014-09 on our consolidated financial statements.

RESULTS OF OPERATIONS

Comparison of the Year Ended December 31, 2014 to the Year Ended December 31, 2013

Overview

Results for the year ended December 31, 2014, included the operations of 828 stores (576 of which were consolidated and 252 of which were in joint ventures accounted for using the equity method) compared to the results for the year ended December 31, 2013, which included the operations of 779 stores (525 of which were consolidated and 254 of which were in joint ventures accounted for using the equity method).

Table of Contents**Revenues**

The following table presents information on revenues earned for the years indicated:

| | For the Year Ended December 31, | | \$ Change | % Change |
|-----------------------|------------------------------------|-------------------|-------------------|--------------|
| | 2014 | 2013 | | |
| Revenues: | | | | |
| Property rental | \$ 559,868 | \$ 446,682 | \$ 113,186 | 25.3% |
| Tenant reinsurance | 59,072 | 47,317 | 11,755 | 24.8% |
| Management fees | 28,215 | 26,614 | 1,601 | 6.0% |
| Total revenues | \$ 647,155 | \$ 520,613 | \$ 126,542 | 24.3% |

Property Rental The change in property rental revenues consists primarily of an increase of \$83,651 associated with acquisitions completed in 2014 and 2013. We acquired 51 operating stores during 2014 and 78 operating stores during 2013. In addition, revenues increased by \$29,531 as a result of increases in occupancy and rental rates to existing customers at our stabilized stores. We have seen no significant increase in overall customer renewal rates and our average length of stay is approximately 12.9 months. For existing customers we generally seek to increase rental rates approximately 7% to 10% at least annually. Occupancy at our stabilized stores increased to 91.0% at December 31, 2014, as compared to 88.4% at December 31, 2013. Rental rates to new tenants increased by approximately 3.9% over the same period in the prior year.

Tenant Reinsurance The increase in tenant reinsurance revenues was partially due to the increase in overall customer participation to approximately 70.7% at December 31, 2014, compared to approximately 68.7% at December 31, 2013. In addition, we operated 1,088 stores at December 31, 2014, compared to 1,029 stores at December 31, 2013.

Management Fees Our taxable REIT subsidiary, Extra Space Management, Inc., manages stores owned by our joint ventures and third parties. Management fees generally represent 6.0% of cash collected from stores owned by third parties and unconsolidated joint ventures. The Company also earns an asset management fee from the Storage Portfolio I (SPI) joint venture, equal to 0.50% multiplied by the total asset value, provided certain conditions are met. The increase in management fees is due to increased revenues at the managed stores.

Expenses

The following table presents information on expenses for the years indicated:

| | For the Year Ended December 31, | | \$ Change | % Change |
|---------------------|------------------------------------|------------|-----------|----------|
| | 2014 | 2013 | | |
| Expenses: | | | | |
| Property operations | \$ 172,416 | \$ 140,012 | \$ 32,404 | 23.1% |
| Tenant reinsurance | 10,427 | 9,022 | 1,405 | 15.6% |

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| | | | | |
|-------------------------------|-------------------|-------------------|------------------|--------------|
| Acquisition related costs | 9,826 | 8,618 | 1,208 | 14.0% |
| General and administrative | 60,942 | 54,246 | 6,696 | 12.3% |
| Depreciation and amortization | 115,076 | 95,232 | 19,844 | 20.8% |
| Total expenses | \$ 368,687 | \$ 307,130 | \$ 61,557 | 20.0% |

Property Operations The increase in property operations expense consists primarily of an increase of \$30,036 related to acquisitions completed in 2014 and 2013. We acquired 51 operating stores during the year ended December 31, 2014 and 78 operating stores during the year ended December 31, 2013.

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Tenant Reinsurance Tenant reinsurance expense represents the costs that are incurred to provide tenant reinsurance. The change is due primarily to the increase in the number of stores we owned and/or managed. At December 31, 2014, we owned and/or managed 1,088 stores compared to 1,029 stores at December 31, 2013. In addition, there was an increase in overall customer participation to approximately 70.7% at December 31, 2014 from approximately 68.7% at December 31, 2013.

Acquisition Related Costs These costs relate to acquisition activities during the periods indicated. The increase for the year ended December 31, 2014 when compared to the prior year was related primarily to the expense of \$3,550 of defeasance costs paid in an acquisition in December 2014. This increase was offset by a decrease in the number of stores acquired. We acquired 51 operating stores during 2014, compared to 78 operating stores acquired during 2013.

General and Administrative General and administrative expenses primarily include all expenses not related to our stores, including corporate payroll, travel and professional fees. The expenses are recognized as incurred. General and administrative expense increased over the prior year primarily as a result of the costs related to the management of additional stores. During the year ended December 31, 2014, we acquired 52 stores, 30 of which we did not previously manage. During the year ended December 31, 2013, we acquired 78 stores, 47 of which we did not previously manage. We did not observe any material trends specific to payroll, travel or other expense that contributed significantly to the increase in general and administrative expenses apart from the increase due to the management of additional stores.

Depreciation and Amortization Depreciation and amortization expense increased as a result of the acquisition of new stores. We acquired 51 operating stores during the year ended December 31, 2014, and 78 operating stores during the year ended December 31, 2013.

Other Income and Expenses

The following table presents information on other revenues and expenses for the years indicated:

| | For the Year Ended | | \$ Change | % Change |
|--|--------------------|----------|-------------|------------|
| | 2014 | 2013 | | |
| Other income and expenses: | | | | |
| Gain (loss) on sale of real estate and earnout from prior acquisitions | \$ (10,285) | \$ 960 | \$ (11,245) | (1,171.4%) |
| Property casualty loss, net | (1,724) | | (1,724) | 100.0% |
| Loss on extinguishment of debt related to portfolio acquisition | | (9,153) | 9,153 | (100.0%) |
| Interest expense | (81,330) | (71,630) | (9,700) | 13.5% |
| Non-cash interest expense related to amortization of discount on equity component of exchangeable senior notes | (2,683) | (1,404) | (1,279) | 91.1% |
| Interest income | 1,607 | 749 | 858 | 114.6% |
| Interest income on note receivable from Preferred Operating Partnership unit holder | 4,850 | 4,850 | | |
| Equity in earnings of unconsolidated real estate ventures | 10,541 | 11,653 | (1,112) | (9.5%) |

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| | | | | |
|---|-------------|-------------|-------------|---------|
| Equity in earnings of unconsolidated real estate ventures gain on sale of real estate assets and purchase of joint venture partners interests | 4,022 | 46,032 | (42,010) | (91.3%) |
| Income tax expense | (7,570) | (9,984) | 2,414 | (24.2%) |
| Total other expense, net | \$ (82,572) | \$ (27,927) | \$ (54,645) | 195.7% |

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Gain (Loss) on Sale of Real Estate and Earnout from Prior Acquisitions During 2012, we acquired a portfolio of ten stores located in New Jersey and New York. As part of this acquisition, we agreed to make an additional cash payment to the sellers if the acquired stores exceeded a specified amount of net rental income two years after the acquisition date. At the acquisition date, we believed that it was unlikely that any significant payment would be made as a result of this earnout provision. The rental growth of the stores was significantly higher than expected, resulting in a payment to the sellers of \$7,785. This amount is included in gain (loss) on sale of real estate and earnout from prior acquisitions on our consolidated statements of operations for the year ended December 31, 2014.

During 2011, we acquired a store located in Florida. As part of this acquisition, we agreed to make an additional cash payment to the sellers if the acquired store exceeded a specified amount of net rental income for any twelve-month period prior to June 30, 2015. At the acquisition date, \$133 was recorded as the estimated amount that would be due, and we believed that it was unlikely that any significant additional payment would be made as a result of this earnout provision. Because the rental growth of the stores is trending significantly higher than expected, we estimated that an additional earnout payment of \$2,500 will be due to the seller. This amount is included in gain (loss) on sale of real estate and earnout from prior acquisitions on our consolidated statements of operations for the year ended December 31, 2014.

The gain on sale of real estate assets recorded for the year ended December 31, 2013 was related to two transactions: (1) we recorded a gain of \$800 as a result of the condemnation of a portion of land in California that resulted from eminent domain, and (2) we recorded a gain of \$160 as a result of the sale of one store in Florida for \$3,250 in cash.

Property Casualty Loss, Net In October 2014, a store located in Venice, California, was damaged by a fire. As a result, we recorded a loss, net of insurance recoveries, of \$1,724.

Loss on Extinguishment of Debt Related to Portfolio Acquisition The loss on extinguishment of debt occurred as part of a loan assumption and immediate defeasance upon closing of a portfolio acquisition during the year ended December 31, 2013.

Interest Expense Interest expense increased due to the increase in total amount of debt outstanding. This increase was partially offset by a decrease in the average interest rate. At December 31, 2014, our total face value of debt was \$2,379,657 compared to total face value of debt of \$1,958,586 at December 31, 2013. The average interest rate was 3.4% as of December 31, 2014, compared to 3.8% as of December 31, 2013.

Non-cash Interest Expense Related to Amortization of Discount on Equity Component of Exchangeable Senior Notes Represents the amortization of the discount related to the equity component of the exchangeable senior notes issued by our Operating Partnership, which reflects the 4.0% effective interest rate relative to the carrying amount of the liability. In June 2013, our Operating Partnership issued \$250,000 of its 2.375% Exchangeable Senior Notes due 2033 (the Notes due 2033).

Interest Income Interest income represents amounts earned on cash and cash equivalents deposited with financial institutions and interest earned on notes receivable. The increase relates primarily to the increase in the average balance of notes receivable when compared to the prior year.

Interest Income on Note Receivable from Preferred Operating Partnership Unit Holder Represents interest on a \$100,000 loan to the holder of the Operating Partnership's Series A Participating Redeemable Preferred Units (the Series A Units).

Equity in Earnings of Unconsolidated Real Estate Ventures Equity in earnings of unconsolidated real estate ventures represents the income earned through our ownership interests in unconsolidated joint ventures. The decrease was due to the acquisition of our joint venture partners' interests in several joint ventures during 2013. There were 252 operating stores owned by unconsolidated real estate ventures as of December 31, 2014, compared to 254 stores as of December 31, 2013, and 280 as of December 31, 2012.

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Equity in Earnings of Unconsolidated Real Estate Ventures Gain on Sale of Real Estate Assets and Purchase of Joint Venture Partners Interests Between December 2013 and May 2014, as part of a larger acquisition, we acquired our joint venture partners' 60% to 65% equity interests in six stores located in California. We previously held the remaining 35% to 40% interests in these stores through six separate joint ventures with affiliates of Grupe Properties Co. Inc. (Grupe). Prior to the acquisition, we accounted for our interests in these joint ventures as equity-method investments. We recognized a non-cash gain of \$3,438 during the year ended December 31, 2014, as a result of re-measuring the fair value of our equity interest in one of these joint ventures held before the acquisition. During the year ended December 31, 2014, we recorded an additional gain of \$584 as a result of the final cash distributions received from the other five joint ventures associated with the acquisitions that were completed during 2013. We recognized non-cash gains of \$9,339 during the year ended December 31, 2013, which represented the increase in the fair values of our prior interests in the Grupe joint ventures from their formations to the acquisition dates.

On November 1, 2013, we acquired an additional 49% equity interest from our joint venture partners, which retained a 1% interest in the HSRE-ESP IA, LLC joint venture (HSRE) that owns 19 stores. This transaction resulted in a non-cash gain of \$34,136, which represents the increase in the fair value of our 50% interest in HSRE from the formation of the joint venture to the acquisition date.

In February 2013, we acquired our partners' equity interests in two joint ventures that each held one store. As a result of the acquisitions, we recognized non-cash gains of \$2,556, which represents the increase in the fair values of our prior interests in the joint ventures from their formations to the acquisition dates.

Income Tax Expense The decrease in income tax expense relates primarily to a royalty charged to the insurance captive by the Operating Partnership for access to and use of customer lists and intellectual property. The effect of this change lowered the taxable income of the TRS.

Net Income Allocated to Noncontrolling Interests

The following table presents information on net income allocated to noncontrolling interests for the years indicated:

| | For the Year Ended | | \$ Change | % Change |
|--|--------------------|-------------|------------|----------|
| | 2014 | 2013 | | |
| Net income allocated to noncontrolling interests: | | | | |
| Net income allocated to Preferred Operating Partnership noncontrolling interests | \$ (10,991) | \$ (8,006) | \$ (2,985) | 37.3% |
| Net income allocated to Operating Partnership and other noncontrolling interests | (6,550) | (5,474) | (1,076) | 19.7% |
| Total income allocated to noncontrolling interests: | \$ (17,541) | \$ (13,480) | \$ (4,061) | 30.1% |

Net Income Allocated to Preferred Operating Partnership Noncontrolling Interests In December 2014, as part of the acquisition of a single store, our Operating Partnership issued 548,390 Series D Units. The Series D Units have a liquidation value of \$25.00 per unit, and receive distributions at an annual rate of 5.0%.

Between In December 2013 and May 2014, as part of a portfolio acquisition, our Operating Partnership issued 704,016 Series C Convertible Redeemable Preferred Units (Series C Units). The Series C Units have a liquidation

value of \$42.10 per unit. From issuance until the fifth anniversary of issuance, the Series C Units receive distributions at an annual rate of \$0.18 plus the then-payable quarterly distribution per common OP Unit.

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In April 2014, as part of a single store acquisition, our Operating Partnership issued 333,360 Series B Redeemable Preferred Units (Series B Units). During August and September 2013, as part of a portfolio acquisition, our Operating Partnership issued 1,342,727 Series B Units. The Series B Units have a liquidation value of \$25.00 per unit and receive distributions at an annual rate of 6.0%.

Income allocated to the Preferred Operating Partnership noncontrolling interests for the year ended December 31, 2014 represents the fixed distributions paid to the holders of the Series A Units, Series B Units, Series C Units and Series D Units, plus approximately 0.7% of the remaining net income allocated to the holders of the Series A Units.

Net Income Allocated to Operating Partnership and Other Noncontrolling Interests Income allocated to the Operating Partnership represents approximately 3.5% and 3.6% of net income after the allocation of the fixed distribution paid to the Preferred Operating Partnership unit holders for the years ended December 31, 2014 and 2013, respectively.

Comparison of the Year Ended December 31, 2013 to the Year Ended December 31, 2012**Overview**

Results for the year ended December 31, 2013, included the operations of 779 stores (525 of which were consolidated and 254 of which were in joint ventures accounted for using the equity method) compared to the results for the year ended December 31, 2012, which included the operations of 729 stores (449 of which were consolidated and 280 of which were in joint ventures accounted for using the equity method).

Revenues

The following table presents information on revenues earned for the years indicated:

| | For the Year Ended December 31, | | \$ Change | % Change |
|-----------------------|------------------------------------|-------------------|-------------------|--------------|
| | 2013 | 2012 | | |
| Revenues: | | | | |
| Property rental | \$ 446,682 | \$ 346,874 | \$ 99,808 | 28.8% |
| Tenant reinsurance | 47,317 | 36,816 | 10,501 | 28.5% |
| Management fees | 26,614 | 25,706 | 908 | 3.5% |
| Total revenues | \$ 520,613 | \$ 409,396 | \$ 111,217 | 27.2% |

Property Rental The change in property rental revenues consists primarily of an increase of \$75,401 associated with acquisitions completed in 2013 and 2012. We acquired 78 stores during 2013 and 91 stores during 2012. In addition, revenues increased by \$21,551 as a result of increases in occupancy and rental rates to existing customers at our stabilized stores. We have seen no significant increase in overall customer renewal rates; our average length of stay is approximately twelve months. For existing customers we generally seek to increase rental rates approximately 7% to 10% at least annually. Occupancy at our stabilized stores increased to 88.0% at December 31, 2013, as compared to 86.3% at December 31, 2012. Rental rates to new tenants increased by approximately 2.7% over the same period in the prior year.

Tenant Reinsurance The increase in tenant reinsurance revenues was partially due to the increase in overall customer participation to approximately 68.7% at December 31, 2013, compared to approximately 67.0% at December 31, 2012. In addition, we operated 1,029 stores at December 31, 2013, compared to 910 stores at December 31, 2012.

Management Fees Our taxable REIT subsidiary, Extra Space Management, Inc., manages stores owned by our joint ventures and third parties. Management fees generally represent 6.0% of cash collected from stores owned by third parties and unconsolidated joint ventures. We also earn an asset management fee from the SPI joint venture, equal to 0.50% multiplied by the total asset value, provided certain conditions are met.

Table of Contents**Expenses**

The following table presents information on expenses for the years indicated:

| | For the Year Ended December 31, | | \$ Change | % Change |
|-------------------------------|------------------------------------|-------------------|------------------|--------------|
| | 2013 | 2012 | | |
| Expenses: | | | | |
| Property operations | \$ 140,012 | \$ 114,028 | \$ 25,984 | 22.8% |
| Tenant reinsurance | 9,022 | 7,869 | 1,153 | 14.7% |
| Acquisition related costs | 8,618 | 5,351 | 3,267 | 61.1% |
| General and administrative | 54,246 | 50,454 | 3,792 | 7.5% |
| Depreciation and amortization | 95,232 | 74,453 | 20,779 | 27.9% |
| Total expenses | \$ 307,130 | \$ 252,155 | \$ 54,975 | 21.8% |

Property Operations The increase in property operations expense consists primarily of an increase of \$24,335 related to acquisitions completed in 2013 and 2012. We acquired 78 stores during the year ended December 31, 2013 and 91 stores during the year ended December 31, 2012.

Tenant Reinsurance Tenant reinsurance expense represents the costs that are incurred to provide tenant reinsurance. The change is due primarily to the increase in the number of stores we owned and/or managed. At December 31, 2013, we owned and/or managed 1,029 stores compared to 910 stores at December 31, 2012. In addition, there was an increase in overall customer participation to approximately 68.7% at December 31, 2013 from approximately 67.0% at December 31, 2012.

Acquisition Related Costs These costs relate to acquisition activities during the periods indicated. The increase for the year ended December 31, 2013 when compared to the prior year was related primarily to the expense of \$2,441 of defeasance reimbursement costs paid to the seller in a store acquisition in December 2013.

General and Administrative General and administrative expenses primarily include all expenses not related to our stores, including corporate payroll, travel and professional fees. The expenses are recognized as incurred. General and administrative expenses increased over the prior year primarily as a result of the costs related to the management of additional stores. During the year ended December 31, 2013, we acquired 78 stores, 47 of which we did not previously manage. We did not observe any material trends specific to payroll, travel or other expenses that contributed significantly to the increase in general and administrative expenses apart from the increase due to the management of additional stores.

Depreciation and Amortization Depreciation and amortization expense increased as a result of the acquisition of new stores. We acquired 78 stores during the year ended December 31, 2013, and 91 stores during the year ended December 31, 2012.

Table of Contents**Other Income and Expenses**

The following table presents information on other revenues and expenses for the years indicated:

| | For the Year Ended December 31, | | \$ Change | % Change |
|--|--|--------------------|------------------|-----------------|
| | 2013 | 2012 | | |
| Other income and expenses: | | | | |
| Gain (loss) on sale of real estate and earnout from prior acquisitions | \$ 960 | \$ | \$ 960 | 100.0% |
| Loss on extinguishment of debt related to portfolio acquisition | (9,153) | | (9,153) | 100.0% |
| Interest expense | (71,630) | (71,850) | 220 | (0.3%) |
| Non-cash interest expense related to amortization of discount on equity component of exchangeable senior notes | (1,404) | (444) | (960) | 216.2% |
| Interest income | 749 | 1,816 | (1,067) | (58.8%) |
| Interest income on note receivable from Preferred Operating Partnership unit holder | 4,850 | 4,850 | | |
| Equity in earnings of unconsolidated real estate ventures | 11,653 | 10,859 | 794 | 7.3% |
| Equity in earnings of unconsolidated real estate ventures gain on sale of real estate assets and purchase of joint venture partners' interests | 46,032 | 30,630 | 15,402 | 50.3% |
| Income tax expense | (9,984) | (5,413) | (4,571) | 84.4% |
| Total other expense, net | \$ (27,927) | \$ (29,552) | \$ 1,625 | (5.5%) |

Gain (Loss) on Sale of Real Estate Assets and earnout from prior acquisitions The gain on sale of real estate assets recorded for the year ended December 31, 2013 was related to two transactions: (1) we recorded a gain of \$800 as a result of the condemnation of a portion of land in California that resulted from eminent domain, and (2) we recorded a gain of \$160 as a result of the sale of one store in Florida for \$3,250 in cash.

Loss on Extinguishment of Debt Related to Portfolio Acquisition The loss on extinguishment of debt occurred as part of a loan assumption and immediate defeasance upon closing of a portfolio acquisition during the year ended December 31, 2013.

Interest Expense Interest expense remained fairly constant as the increase in the total amount of debt outstanding was offset by a decrease in the average interest rate. At December 31, 2013, our total face value of debt was \$1,958,586, compared to total face value of debt of \$1,574,280 at December 31, 2012. The average interest rate was 3.8% as of December 31, 2013, compared to 4.2% as of December 31, 2012.

Non-cash Interest Expense Related to Amortization of Discount on Equity Component of Exchangeable Senior Notes Our Operating Partnership had \$87,663 of its 3.625% Exchangeable Senior Notes due 2027 (the Notes due 2027) outstanding prior to April 2012, when all of the Notes due 2027 were surrendered for exchange. In June 2013, our Operating Partnership issued \$250,000 of its Notes due 2033.

Interest Income Interest income represents amounts earned on cash and cash equivalents deposited with financial institutions and interest earned on notes receivable. The decrease relates primarily to the payoff of two note receivables in December 2012 when the related stores were purchased by us.

Interest Income on Note Receivable from Preferred Operating Partnership Unit Holder Represents interest on a \$100,000 loan to the holder of the Series A Units.

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Equity in Earnings of Unconsolidated Real Estate Ventures The increase in equity in earnings of unconsolidated real estate ventures was due primarily to an increase in revenues at joint ventures, which resulted from higher occupancy and rental rates to new and existing customers. This increase was partially offset by a slight decrease in equity in earnings due to the acquisition of our joint venture partners' interests in several joint ventures during 2012 and 2013.

Equity in Earnings of Unconsolidated Real Estate Ventures Gain on Sale of Real Estate Assets and Purchase of Joint Venture Partners' Interests In December 2013, we acquired our partners' equity interest in five joint ventures that each held one store. Each of these joint venture partners was associated with Grupe. As a result of these transactions, we recorded non-cash gains of \$9,339, which represents the increase in the fair values of our prior interests in the Grupe joint ventures from their formations to the acquisition dates.

On November 1, 2013, we acquired an additional 49% equity interest from our joint venture partners, which retained a 1% interest in HSRE. This transaction resulted in a non-cash gain of \$34,136, which represents the increase in the fair value of our 50% interest in HSRE from the formation of the joint venture to the acquisition date.

In February 2013, we acquired our partners' equity interests in two joint ventures that each held one store. As a result of the acquisitions, we recognized non-cash gains of \$2,556, which represents the increase in the fair values of our prior interests in the joint ventures from their formations to the acquisition dates.

In December 2012, two joint ventures in which we held a 20% equity interest, each sold its only store. As a result of the sales, the joint ventures were dissolved, and we received cash proceeds which resulted in a gain of \$1,409.

On November 30, 2012, we acquired our joint venture partner's 80% interest in the Storage Portfolio Bravo II LLC joint venture (SPB II). This transaction resulted in a non-cash gain of \$10,171, which represents the increase in fair value of our 20% interest in SPB II from the formation of the joint venture to the acquisition date.

On July 2, 2012, we acquired Prudential Real Estate Investors (PREI) 94.9% interest in the ESS PRISA III LLC joint venture (PRISA III). This transaction resulted in a non-cash gain of \$13,499, which represents the increase in fair value of our 5.1% interest in PRISA III from the formation of the joint venture to the acquisition date.

In February 2012, a joint venture in which we held a 40% equity interest sold its only store. As a result of the sale, the joint venture was dissolved, and we received cash proceeds which resulted in a gain of \$5,550.

Income Tax Expense The increase in income tax expense relates primarily to increased tenant reinsurance income earned by our taxable REIT subsidiary and lower solar tax credits when compared to the prior year.

Table of Contents**Net Income Allocated to Noncontrolling Interests**

The following table presents information on net income allocated to noncontrolling interests for the years indicated:

| | For the Year Ended December 31, | | \$ Change | % Change |
|--|--|-------------|------------------|-----------------|
| | 2013 | 2012 | | |
| Net income allocated to noncontrolling interests: | | | | |
| Net income allocated to Preferred Operating Partnership noncontrolling interests | \$ (8,006) | \$ (6,876) | \$ (1,130) | 16.4% |
| Net income allocated to Operating Partnership and other noncontrolling interests | (5,474) | (3,504) | (1,970) | 56.2% |
| Total income allocated to noncontrolling interests: | \$ (13,480) | \$ (10,380) | \$ (3,100) | 29.9% |

Net Income Allocated to Preferred Operating Partnership Noncontrolling Interests In December 2013, as part of a portfolio acquisition, our Operating Partnership issued 407,996 Series C Units. The Series C Units have a liquidation value of \$42.10 per unit. From issuance until the fifth anniversary of issuance, the Series C Units receive distributions at an annual rate of \$0.18 plus the then-payable quarterly distribution per common OP Unit.

During August and September 2013, as part of a portfolio acquisition, our Operating Partnership issued 1,342,727 Series B Units. The Series B Units have a liquidation value of \$25.00 per unit and receive distributions at an annual rate of 6.0%.

Income allocated to the Preferred Operating Partnership noncontrolling interests for the year ended December 31, 2013 represents the fixed distributions paid to the holders of the Series A Units, Series B Units, and Series C Units plus approximately 0.9% of the remaining net income allocated after adjustment for the fixed distribution paid.

For the year ended December 31, 2012, income allocated to the Preferred Operating Partnership noncontrolling interest equals the fixed distribution paid to the Series A Unit holder, plus approximately 0.9% of the remaining net income allocated after the adjustment for the fixed distribution paid. The increase in the percentage was primarily a result of the issuance of the Series B Units and Series C Units as noted above.

Net Income Allocated to Operating Partnership and Other Noncontrolling Interests Income allocated to the Operating Partnership represents approximately 3.6% and 2.9% of net income after the allocation of the fixed distribution paid to the Preferred Operating Partnership unit holders for the years ended December 31, 2013 and 2012, respectively.

FUNDS FROM OPERATIONS

FFO provides relevant and meaningful information about our operating performance that is necessary, along with net income and cash flows, for an understanding of our operating results. We believe FFO is a meaningful disclosure as a supplement to net earnings. Net earnings assume that the values of real estate assets diminish predictably over time as reflected through depreciation and amortization expenses. The values of real estate assets fluctuate due to market conditions and we believe FFO more accurately reflects the value of our real estate assets. FFO is defined by the National Association of Real Estate Investment Trusts, Inc. (NAREIT) as net income computed in accordance with

U.S. generally accepted accounting principles (GAAP), excluding gains or losses on sales of operating stores and impairment write-downs of depreciable 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 considered along with the reported net income and cash flows in accordance with GAAP, as presented in the consolidated financial statements.

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The 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 as an indication of our performance, as an alternative to net cash flow from operating activities as a measure of our liquidity, or as an indicator of our ability to make cash distributions.

The following table presents the calculation of FFO for the periods indicated:

| | For the Year Ended December 31, | | |
|--|--|-------------------|-------------------|
| | 2014 | 2013 | 2012 |
| Net income attributable to common stockholders | \$ 178,355 | \$ 172,076 | \$ 117,309 |
| Adjustments: | | | |
| Real estate depreciation | 96,819 | 78,943 | 64,301 |
| Amortization of intangibles | 12,394 | 11,463 | 6,763 |
| (Gain) loss on sale of real estate and earnout from prior acquisitions | 10,285 | (960) | |
| Unconsolidated joint venture real estate depreciation and amortization | 4,395 | 5,676 | 7,014 |
| Unconsolidated joint venture gain on purchase of partners' interests | (4,022) | (46,032) | (30,630) |
| Distributions paid on Series A Preferred Operating Partnership units | (5,750) | (5,750) | (5,750) |
| Income allocated to Operating Partnership noncontrolling interests | 17,530 | 13,431 | 10,349 |
| Funds from operations | \$ 310,006 | \$ 228,847 | \$ 169,356 |

SAME-STORE RESULTS

We consider our same-store portfolio to consist of only those stores which were wholly-owned at the beginning and at the end of the applicable periods presented that had achieved stabilization as of the first day of such period. The following tables present operating data for our same-store portfolio. We consider the following same-store presentation to be meaningful in regards to the stores shown below because these results provide information relating to store level operating changes without the effects of acquisitions or completed developments.

Comparison of the Year Ended December 31, 2014 to the Year Ended December 31, 2013

| | For the Three Months | | | For the Year Ended | | |
|---|-----------------------------|-------------|----------------|---------------------------|-------------|----------------|
| | Ended December 31, | | Percent | December 31, | | Percent |
| | 2014 | 2013 | Change | 2014 | 2013 | Change |
| Same-store rental and tenant reinsurance revenues | \$ 121,819 | \$ 113,546 | 7.3% | \$ 477,884 | \$ 444,353 | 7.5% |
| Same-store operating and tenant reinsurance expenses | 34,669 | 33,942 | 2.1% | 139,835 | 135,547 | 3.2% |
| Same-store net operating income | \$ 87,150 | \$ 79,604 | 9.5% | \$ 338,049 | \$ 308,806 | 9.5% |
| Non same-store rental and tenant reinsurance revenues | \$ 38,317 | \$ 21,684 | 76.7% | \$ 141,056 | \$ 49,646 | 184.1% |

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| | | | | | | |
|--|------------|------------|-------|------------|------------|--------|
| Non same-store operating and tenant reinsurance expenses | \$ 10,971 | \$ 5,832 | 88.1% | \$ 43,008 | \$ 13,487 | 218.9% |
| Total rental and tenant reinsurance revenues | \$ 160,136 | \$ 135,230 | 18.4% | \$ 618,940 | \$ 493,999 | 25.3% |
| Total operating and tenant reinsurance expenses | \$ 45,640 | \$ 39,774 | 14.7% | \$ 182,843 | \$ 149,034 | 22.7% |
| Same-store square foot occupancy as of quarter end | 91.4% | 89.5% | | 91.4% | 89.5% | |
| Properties included in same-store | 442 | 442 | | 442 | 442 | |

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The increases in same-store rental and tenant reinsurance revenues for the three months and year ended December 31, 2014, as compared to the same periods ended December 31, 2013, were due primarily to an increase in occupancy, a decrease in discounts to new customers, and an average increase of 4.0% to 5.0% in incoming rates to new tenants. Expenses were higher for the year ended December 31, 2014 due to increases in office expense, property taxes and repairs and maintenance. These expenses were partially offset by a decrease in property insurance in the three months and year ended December 31, 2014.

Comparison of the Year Ended December 31, 2013 to the Year Ended December 31, 2012

| | For the Three Months Ended December 31, | | Percent Change | For the Year Ended December 31, | | Percent Change |
|--|--|------------|-------------------|------------------------------------|------------|-------------------|
| | 2013 | 2012 | | 2013 | 2012 | |
| Same-store rental and tenant reinsurance revenues | \$ 88,056 | \$ 82,603 | 6.6% | \$ 345,825 | \$ 321,962 | 7.4% |
| Same-store operating and tenant reinsurance expenses | 26,071 | 25,704 | 1.4% | 104,377 | 102,379 | 2.0% |
| Same-store net operating income | \$ 61,985 | \$ 56,899 | 8.9% | \$ 241,448 | \$ 219,583 | 10.0% |
| Non same-store rental and tenant reinsurance revenues | \$ 47,174 | \$ 24,834 | 90.0% | \$ 148,174 | \$ 61,728 | 140.0% |
| Non same-store operating and tenant reinsurance expenses | \$ 13,703 | \$ 8,819 | 55.4% | \$ 44,657 | \$ 19,518 | 128.8% |
| Total rental and tenant reinsurance revenues | \$ 135,230 | \$ 107,437 | 25.9% | \$ 493,999 | \$ 383,690 | 28.7% |
| Total operating and tenant reinsurance expenses | \$ 39,774 | \$ 34,523 | 15.2% | \$ 149,034 | \$ 121,897 | 22.3% |
| Same-store square foot occupancy as of quarter end | 89.2% | 87.9% | | 89.2% | 87.9% | |

The increases in same-store rental and tenant reinsurance revenues for the three months and year ended December 31, 2013, as compared to the same periods ended December 31, 2012, were due primarily to an increase in average occupancy, a decrease in discounts to new customers, and an average increase of 2.0% to 3.0% in incoming rates to new tenants. The increases in same-store operating and tenant reinsurance expenses for the three months and year ended December 31, 2013 were primarily due to increases in payroll, property taxes and repairs and maintenance expenses.

CASH FLOWS**Comparison of the Year Ended December 31, 2014 to the Year Ended December 31, 2013**

Cash provided by operating activities was \$337,581 and \$271,259 for the years ended December 31, 2014 and 2013, respectively. The change when compared to the prior year was primarily due to a decrease of \$42,594 in non-cash gains related to purchases of joint venture partners' interests. There was also a \$10,340 increase in net income and an increase in depreciation and amortization of \$19,844. These increases were partially offset by a decrease in the loss on extinguishment of debt related to portfolio acquisition of \$9,153.

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Cash used in investing activities was \$564,948 and \$366,976 for the years ended December 31, 2014 and 2013, respectively. The change was primarily the result of an increase of \$153,579 in the amount of cash used to acquire new stores in 2014 when compared to 2013. There was also an increase of \$24,258 in cash used to purchase/issue notes receivable, and an increase of \$17,062 in cash used in the development and redevelopment of real estate assets.

Cash provided by financing activities was \$148,307 and \$191,655 for the years ended December 31, 2014 and 2013, respectively. The net decrease was due to a number of factors, including a decrease of \$205,988 in the cash proceeds received from the sale of common stock, a decrease of \$246,250 in the proceeds from issuance of

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exchangeable senior notes, and an increase of \$47,077 in cash paid as dividends on common stock. These decreases were offset by an increase of \$335,479 in the proceeds from notes payable and lines of credit, and a decrease of \$131,244 in principal payments on notes payable and lines of credit.

Comparison of the Year Ended December 31, 2013 to the Year Ended December 31, 2012

Cash provided by operating activities was \$271,259 and \$215,879 for the years ended December 31, 2013 and 2012, respectively. The change when compared to the prior year was primarily due to a \$57,867 increase in net income. There was also an increase in depreciation and amortization of \$20,779 and an increase of \$9,153 in loss on extinguishment of debt related to portfolio acquisition. These increases were partially offset by an increase in the non-cash gain on the purchase of joint venture partners' interests of \$22,362.

Cash used in investing activities was \$366,976 and \$606,938 for the years ended December 31, 2013 and 2012, respectively. The change was primarily the result of a decrease of \$249,061 in the amount of cash used to acquire new stores in 2013 when compared to 2012.

Cash provided by financing activities was \$191,655 and \$395,360 for the years ended December 31, 2013 and 2012, respectively. The net decrease was due to a number of factors, including a decrease of \$223,600 in the cash proceeds received from the sale of common stock, a decrease of \$492,078 in the proceeds from notes payable and lines of credit, and an increase in cash paid for dividends of \$74,727. These decreases in cash were partially offset by an increase of \$246,250 in proceeds received from the issuance of the Notes due 2033, a decrease of \$257,459 in cash used for principal payments on notes payable and lines of credit, including defeasance, and an increase of \$87,663 in cash paid to repurchase the Notes due 2027.

LIQUIDITY AND CAPITAL RESOURCES

As of December 31, 2014, we had \$47,663 available in cash and cash equivalents. We intend to use this cash for acquisitions, to repay debt scheduled to mature in 2015 and for general corporate purposes. We are required to distribute at least 90% of our net taxable income, excluding net capital gains, to our stockholders on an annual basis to maintain our qualification as a REIT.

Our cash and cash equivalents are held in accounts managed by third party financial institutions and consist of invested cash and cash in our operating accounts. During 2014, we experienced no loss or lack of access to our cash or cash equivalents; however, there can be no assurance that access to our cash and cash equivalents will not be impacted by adverse conditions in the financial markets.

The following table presents information on our lines of credit for the period presented. All of our lines of credit are guaranteed by us and secured by mortgages on certain real estate assets.

| Line of Credit | As of December 31, 2014 | | | | | | | |
|----------------|-------------------------|--------------|---------------|------------------|------------|-----------------|-------|--|
| | Amount Drawn (1) | Capacity (1) | Interest Rate | Origination Date | Maturity | Basis Rate (2) | Notes | |
| Credit Line 1 | \$ 7,000 | \$ 85,000 | 2.1% | 6/4/2010 | 6/3/2016 | LIBOR plus 1.9% | (3) | |
| Credit Line 2 | 41,000 | 50,000 | 1.9% | 11/16/2010 | 2/13/2017 | LIBOR plus 1.8% | (4) | |
| Credit Line 3 | 50,000 | 80,000 | 1.9% | 4/29/2011 | 11/18/2016 | LIBOR plus 1.7% | (4) | |

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| | | | | | | | |
|---------------|------------|------------|------|-----------|-----------|-----------------|-----|
| Credit Line 4 | 40,000 | 50,000 | 1.8% | 9/29/2014 | 9/29/2017 | LIBOR plus 1.7% | (4) |
| | \$ 138,000 | \$ 265,000 | | | | | |

- (1) Amounts in thousands
- (2) 30-day USD LIBOR
- (3) One two-year extension available
- (4) Two one-year extensions available

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As of December 31, 2014, we had \$2,379,657 face value of debt, resulting in a debt to total capitalization ratio of 24.8%. As of December 31, 2014, the ratio of total fixed rate debt and other instruments to total debt was 64.5% (including \$771,533 on which we have interest rate swaps that have been included as fixed-rate debt). The weighted average interest rate of the total of fixed and variable rate debt at December 31, 2014 was 3.4%. Certain of our real estate assets are pledged as collateral for our debt. We are subject to certain restrictive covenants relating to our outstanding debt. We were in compliance with all financial covenants at December 31, 2014.

We expect to fund our short-term liquidity requirements, including operating expenses, recurring capital expenditures, dividends to stockholders, distributions to holders of OP Units and interest on our outstanding indebtedness out of our operating cash flow, cash on hand and borrowings under our Credit Lines. In addition, we are pursuing additional term loans secured by unencumbered stores.

Our liquidity needs consist primarily of cash distributions to stockholders, store acquisitions, principal payments under our borrowings and non-recurring capital expenditures. We may from time to time seek to repurchase our outstanding debt, shares of common stock or other securities in open market purchases, privately negotiated transactions or otherwise. Such repurchases, if any, will depend on prevailing market conditions, our liquidity requirements, contractual restrictions and other factors. In addition, we evaluate, on an ongoing basis, the merits of strategic acquisitions and other relationships, which may require us to raise additional funds. We do not expect that our operating cash flow will be sufficient to fund our liquidity needs and instead expect to fund such needs out of additional borrowings of secured or unsecured indebtedness, joint ventures with third parties, and from the proceeds of public and private offerings of equity and debt. Additional capital may not be available on terms favorable to us or at all. Any additional issuance of equity or equity-linked securities may result in dilution to our stockholders. In addition, any new securities we issue could have rights, preferences and privileges senior to holders of our common stock. We may also use OP Units as currency to fund acquisitions from self-storage owners who desire tax-deferral in their exiting transactions.

OFF-BALANCE SHEET ARRANGEMENTS

Except as disclosed in the notes to our financial statements, we do not currently have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purposes entities, which typically are established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. Further, except as disclosed in the notes to our financial statements, we have not guaranteed any obligations of unconsolidated entities nor do we have any commitments or intent to provide funding to any such entities. Accordingly, we are not materially exposed to any financing, liquidity, market or credit risk that could arise if we had engaged in these relationships.

CONTRACTUAL OBLIGATIONS

The following table presents information on future payments due by period as of December 31, 2014:

| | Total | Payments due by Period: | | | |
|---|-----------|-------------------------|-----------|-----------|------------------|
| | | Less Than 1 Year | 1-3 Years | 3-5 Years | After 5 Years |
| Operating leases | \$ 65,386 | \$ 6,125 | \$ 8,782 | \$ 5,186 | \$ 45,293 |
| Notes payable, notes payable to trusts and lines of credit | | | | | |

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| | | | | | |
|-------------------------------|--------------|------------|------------|------------|------------|
| Interest | 349,846 | 74,769 | 108,613 | 60,603 | 105,861 |
| Principal | 2,379,657 | 251,466 | 799,641 | 824,089 | 504,461 |
| Total contractual obligations | \$ 2,794,889 | \$ 332,360 | \$ 917,036 | \$ 889,878 | \$ 655,615 |

The operating leases above include minimum future lease payments on leases for 17 of our operating stores as well as leases of our corporate offices. Two ground leases include additional contingent rental payments based on the level of revenue achieved at the store.

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As of December 31, 2014, the weighted average interest rate for all fixed rate loans was 4.1%, and the weighted average interest rate on all variable rate loans was 2.0%.

FINANCING STRATEGY

We will continue to employ leverage in our capital structure in amounts reviewed from time to time by our board of directors. Although our board of directors has not adopted a policy which limits the total amount of indebtedness that we may incur, we will consider a number of factors in evaluating our level of indebtedness from time to time, as well as the amount of such indebtedness that will be either fixed or variable rate. In making financing decisions, we will consider factors including but not limited to:

the interest rate of the proposed financing;

the extent to which the financing impacts flexibility in managing our stores;

prepayment penalties and restrictions on refinancing;

the purchase price of stores acquired with debt financing;

long-term objectives with respect to the financing;

target investment returns;

the ability of particular stores, and our Company as a whole, to generate cash flow sufficient to cover expected debt service payments;

overall level of consolidated indebtedness;

timing of debt and lease maturities;

provisions that require recourse and cross-collateralization;

corporate credit ratios including debt service coverage, debt to total capitalization and debt to undepreciated assets; and

the overall ratio of fixed and variable rate debt.

Our indebtedness may be recourse, non-recourse or cross-collateralized. If the indebtedness is non-recourse, the collateral will be limited to the particular stores to which the indebtedness relates. In addition, we may invest in stores subject to existing loans collateralized by mortgages or similar liens on our stores, or may refinance stores acquired on a leveraged basis. We may use the proceeds from any borrowings to refinance existing indebtedness, to refinance investments, including the redevelopment of existing stores, for general working capital or to purchase additional interests in partnerships or joint ventures or for other purposes when we believe it is advisable.

We may from time to time seek to retire or repurchase our outstanding debt, as well as shares of common stock or other securities in open market purchases, privately negotiated transactions or otherwise. Such repurchases, if any, will depend on prevailing market conditions, our liquidity requirements, contractual restrictions and other factors. The amounts involved may be material.

SEASONALITY

The self-storage business is subject to seasonal fluctuations. A greater portion of revenues and profits are realized from May through September. Historically, our highest level of occupancy has been at the end of July, while our lowest level of occupancy has been in late February and early March. Results for any quarter may not be indicative of the results that may be achieved for the full fiscal year.

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Item 7a. Quantitative and Qualitative Disclosures About Market Risk
Market Risk

Market risk refers to the risk of loss from adverse changes in market prices and interest rates. Our future income, cash flows and fair values of financial instruments are dependent upon prevailing market interest rates.

Interest Rate Risk

Interest rate risk is highly sensitive to many factors, including governmental monetary and tax policies, domestic and international economic and political considerations and other factors beyond our control.

As of December 31, 2014, we had approximately \$2,379,657 in total face value debt, of which approximately \$845,764 was subject to variable interest rates (excluding debt with interest rate swaps). If LIBOR were to increase or decrease by 100 basis points, the increase or decrease in interest expense on the variable rate debt (excluding variable rate debt with interest rate floors) would increase or decrease future earnings and cash flows by approximately \$8,081 annually.

Interest rate risk amounts were determined by considering the impact of hypothetical interest rates on our financial instruments. These analyses do not consider the effect of any change in overall economic activity that could occur. Further, in the event of a change of that magnitude, we may take 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, these analyses assume no changes in our financial structure.

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Item 8. Financial Statements and Supplementary Data
EXTRA SPACE STORAGE INC.

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AND SCHEDULES

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All other schedules have been omitted since the required information is not present or not present in amounts sufficient to require submission of the schedule, or because the information required is included in the consolidated financial statements or notes thereto.

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Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders of Extra Space Storage Inc.

We have audited the accompanying consolidated balance sheets of Extra Space Storage Inc. (the Company) as of December 31, 2014 and 2013, and the related consolidated statements of operations, comprehensive income, stockholders' equity and cash flows for each of the three years in the period ended December 31, 2014. Our audits also included the financial statement schedule listed in the index at Item 8. These financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Company at December 31, 2014 and 2013, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2014, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2014, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (1992 framework) and our report dated March 2, 2015 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Salt Lake City, Utah

March 2, 2015

Table of Contents**Extra Space Storage Inc.****Consolidated Balance Sheets****(dollars in thousands, except share data)**

| | December 31, 2014 | December 31, 2013 |
|---|--------------------------|--------------------------|
| Assets: | | |
| Real estate assets, net | \$ 4,135,696 | \$ 3,636,544 |
| Investments in unconsolidated real estate ventures | 85,711 | 88,125 |
| Cash and cash equivalents | 47,663 | 126,723 |
| Restricted cash | 25,245 | 21,451 |
| Receivables from related parties and affiliated real estate joint ventures | 11,778 | 7,542 |
| Other assets, net | 96,014 | 96,755 |
| Total assets | \$ 4,402,107 | \$ 3,977,140 |
| Liabilities, Noncontrolling Interests and Equity: | | |
| Notes payable | \$ 1,872,067 | \$ 1,588,596 |
| Premium on notes payable | 3,281 | 4,948 |
| Exchangeable senior notes | 250,000 | 250,000 |
| Discount on exchangeable senior notes | (13,054) | (16,487) |
| Notes payable to trusts | 119,590 | 119,590 |
| Lines of credit | 138,000 | |
| Accounts payable and accrued expenses | 65,521 | 60,601 |
| Other liabilities | 54,719 | 37,997 |
| Total liabilities | 2,490,124 | 2,045,245 |
| Commitments and contingencies | | |
| Noncontrolling Interests and Equity: | | |
| Extra Space Storage Inc. stockholders' equity: | | |
| Preferred stock, \$0.01 par value, 50,000,000 shares authorized, no shares issued or outstanding | | |
| Common stock, \$0.01 par value, 500,000,000 shares authorized, 116,360,239 and 115,755,527 shares issued and outstanding at December 31, 2014 and December 31, 2013, respectively | | |
| | 1,163 | 1,157 |
| Paid-in capital | 1,995,484 | 1,973,159 |
| Accumulated other comprehensive income (loss) | (1,484) | 10,156 |
| Accumulated deficit | (257,738) | (226,002) |
| Total Extra Space Storage Inc. stockholders' equity | 1,737,425 | 1,758,470 |
| Noncontrolling interest represented by Preferred Operating Partnership units, net of \$120,230 notes receivable | 81,152 | 80,947 |

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| | | |
|--|--------------|--------------|
| Noncontrolling interests in Operating Partnership | 92,422 | 91,453 |
| Other noncontrolling interests | 984 | 1,025 |
| Total noncontrolling interests and equity | 1,911,983 | 1,931,895 |
| Total liabilities, noncontrolling interests and equity | \$ 4,402,107 | \$ 3,977,140 |

See accompanying notes.

Table of Contents**Extra Space Storage Inc.****Consolidated Statements of Operations****(dollars in thousands, except share data)**

| | For the Year Ended December 31, | | |
|---|--|----------------|----------------|
| | 2014 | 2013 | 2012 |
| Revenues: | | | |
| Property rental | \$ 559,868 | \$ 446,682 | \$ 346,874 |
| Tenant reinsurance | 59,072 | 47,317 | 36,816 |
| Management fees | 28,215 | 26,614 | 25,706 |
| Total revenues | 647,155 | 520,613 | 409,396 |
| Expenses: | | | |
| Property operations | 172,416 | 140,012 | 114,028 |
| Tenant reinsurance | 10,427 | 9,022 | 7,869 |
| Acquisition related costs | 9,826 | 8,618 | 5,351 |
| General and administrative | 60,942 | 54,246 | 50,454 |
| Depreciation and amortization | 115,076 | 95,232 | 74,453 |
| Total expenses | 368,687 | 307,130 | 252,155 |
| Income from operations | 278,468 | 213,483 | 157,241 |
| Gain (loss) on sale of real estate and earnout from prior acquisitions | (10,285) | 960 | |
| Property casualty loss, net | (1,724) | | |
| Loss on extinguishment of debt related to portfolio acquisition | | (9,153) | |
| Interest expense | (81,330) | (71,630) | (71,850) |
| Non-cash interest expense related to amortization of discount on equity component of exchangeable senior notes | (2,683) | (1,404) | (444) |
| Interest income | 1,607 | 749 | 1,816 |
| Interest income on note receivable from Preferred Operating Partnership unit holder | 4,850 | 4,850 | 4,850 |
| Income before equity in earnings of unconsolidated real estate ventures and income tax expense | 188,903 | 137,855 | 91,613 |
| Equity in earnings of unconsolidated real estate ventures | 10,541 | 11,653 | 10,859 |
| Equity in earnings of unconsolidated real estate ventures gain on sale of real estate assets and purchase of joint venture partners interests | 4,022 | 46,032 | 30,630 |
| Income tax expense | (7,570) | (9,984) | (5,413) |

| | | | |
|--|-------------------|-------------------|-------------------|
| Net income | 195,896 | 185,556 | 127,689 |
| Net income allocated to Preferred Operating Partnership noncontrolling interests | (10,991) | (8,006) | (6,876) |
| Net income allocated to Operating Partnership and other noncontrolling interests | (6,550) | (5,474) | (3,504) |
| Net income attributable to common stockholders | \$ 178,355 | \$ 172,076 | \$ 117,309 |
| Earnings per common share | | | |
| Basic | \$ 1.54 | \$ 1.54 | \$ 1.15 |
| Diluted | \$ 1.53 | \$ 1.53 | \$ 1.14 |
| Weighted average number of shares | | | |
| Basic | 115,713,807 | 111,349,361 | 101,766,385 |
| Diluted | 121,435,267 | 113,105,094 | 103,767,365 |

See accompanying notes.

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Extra Space Storage Inc.

Consolidated Statements of Comprehensive Income

(dollars in thousands)

| | For the Year Ended December 31, | | |
|---|---------------------------------|------------|------------|
| | 2014 | 2013 | 2012 |
| Net income | \$ 195,896 | \$ 185,556 | \$ 127,689 |
| Other comprehensive income (loss): | | | |
| Change in fair value of interest rate swaps | (12,061) | 25,335 | (6,587) |
| Total comprehensive income | 183,835 | 210,891 | 121,102 |
| Less: comprehensive income attributable to noncontrolling interests | 17,120 | 14,386 | 10,130 |
| Comprehensive income attributable to common stockholders | \$ 166,715 | \$ 196,505 | \$ 110,972 |

See accompanying notes

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Extra Space Storage Inc.

Consolidated Statements of Stockholders' Equity

(dollars in thousands, except share data)

| | Noncontrolling Interests | | | | Extra Space Storage Inc. Stockholders' Equity | | | | | Total Noncontrolling Interest and Equity | |
|---|--------------------------------|--------------------------------|--------------------------------|-----------|---|------------|-----------------|--|---------------------|--|--------------|
| | Preferred Series A Partnership | Operating Series B Partnership | Operating Series C Partnership | Other | Shares | Par Value | Paid-in Capital | Accumulated Other Comprehensive Income | Accumulated Deficit | | |
| Balance at December 31, 2011 | \$ 29,695 | \$ | \$ | \$ 24,018 | \$ 1,101 | 94,783,590 | \$ 948 | \$ 1,290,021 | \$ (7,936) | \$ (264,086) | \$ 1,073,700 |
| Balance of common stock in the exercise of options | | | | | | 768,853 | 7 | 10,260 | | | 10,267 |
| Restricted stock grants issued | | | | | | 182,052 | 2 | | | | |
| Restricted stock grants cancelled | | | | | | (16,792) | | | | | |
| Balance of common stock, end of offering | | | | | | 14,030,000 | 140 | 429,448 | | | 429,588 |
| Balance of common stock related to settlement of exchangeable debt or notes | | | | | | 684,685 | 7 | | | | |
| Compensation expense related to stock-based awards | | | | | | | | | 4,356 | | 4,356 |
| Dividend issuance | | | | | | | | | | | |
| Operating Partnership | | | | 429 | | | | | | | 429 |
| | | | | (2,479) | | 304,817 | 3 | 2,476 | | | 307,313 |

| | | | | | | | | | | | | |
|--|------------------|-----------|-----------|------------------|-----------------|--------------------|-----------------|---------------------|--------------------|---------------------|---------------------|----------|
| Exemption of operating partnership interests for common stock | | | | | | | | | | | | |
| Exemption of operating partnership interests for cash | | | (155) | | | | | | | | | (1,100) |
| Income | 6,876 | | 3,473 | 31 | | | | | | 117,309 | | 127,689 |
| Other comprehensive | (61) | | (189) | | | | | | (6,337) | | | (6,587) |
| Effect from change in fair value of restricted stock awards and stock option exercises | | | | | | | | 3,476 | | | | 3,476 |
| Distributions to operating partnership interests held by controlling interests | (6,592) | | (2,605) | | | | | | | | | (9,197) |
| Distributions to other controlling interests | | | | (18) | | | | | | | | (18) |
| Dividends paid on common stock at \$0.85 per share | | | | | | | | | | (88,287) | | (88,287) |
| Revenues at December 31, 2022 | \$ 29,918 | \$ | \$ | \$ 22,492 | \$ 1,114 | 110,737,205 | \$ 1,107 | \$ 1,740,037 | \$ (14,273) | \$ (235,064) | \$ 1,545,300 | |

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Extra Space Storage Inc.

Consolidated Statements of Stockholders' Equity

(dollars in thousands, except share data)

| | Noncontrolling Interests | | | | Extra Space Storage Inc. Stockholders' Equity | | | | | | |
|--------------------|--------------------------|--------------------|----------------------|--------------------------------|---|-----------|-----------|-----------------|--|---------------------|--------------------------|
| | Preferred Series A | Operating Series B | Partnership Series C | Operating Partnership Series D | Other | Shares | Par Value | Paid-in Capital | Accumulated Other Comprehensive Income | Accumulated Deficit | Noncontrolling Interests |
| of stock | | | | | | 391,543 | 4 | 5,892 | | | |
| of | | | | | | 137,602 | 1 | | | | |
| nts | | | | | | (23,323) | | | | | |
| nts | | | | | | | | | | | |
| of stock, ending | | | | | | 4,500,000 | 45 | 205,943 | | | |
| ation related ased | | | | | | | | | 4,819 | | |
| of | | | | | | | | | | | |
| erests | | | | | | | | | | | |
| g | | | | | | | | | | | |
| ted | | | | | | | | | | | |
| ures | | | | | (1,008) | | | | (1,481) | | |
| olling | | | | | | | | | | | |
| lated | | | | | | | | | | | |
| dated | | | | | | | | | | | |
| ure | | | | | 870 | | | | | | |
| of | | | | | | | | | 14,496 | | |
| able | | | | | | | | | | | |

| | | | | | | | | | | | |
|--------|-----------|-----------|-----------|-----------|----------|-------------|----------|--------------|-----------|--------------|-----------|
| nt | | | | | | | | | | | |
| of | | | | | | | | | | | |
| p | | | | | | | | | | | |
| on | | | | | | | | | | | |
| ns | | 33,568 | 17,177 | 68,471 | | | | | | | |
| on of | | | | | | | | | | | |
| p | | | | | | | | | | | |
| stock | | | | (260) | | 12,500 | | 260 | | | |
| on of | | | | | | | | | | | |
| p | | | | | | | | | | | |
| cash | | | | (41) | | | | | | | |
| ne | 7,255 | 673 | 78 | 5,425 | 49 | | | | | 172,076 | |
| nsive | | | | | | | | | | | |
| | 214 | | | 692 | | | | | | 24,429 | |
| t from | | | | | | | | | | | |
| stock | | | | | | | | | | | |
| l | | | | | | | | | | | |
| on | | | | | | | | | | 3,193 | |
| ons to | | | | | | | | | | | |
| p | | | | | | | | | | | |
| by | | | | | | | | | | | |
| olling | (7,185) | (673) | (78) | (5,326) | | | | | | | |
| ons to | | | | | | | | | | | |
| olling | | | | | | | | | | | |
| s paid | | | | | | | | | | | |
| on | | | | | | | | | | | |
| 1.45 | | | | | | | | | | | (163,014) |
| at | | | | | | | | | | | |
| r 31, | \$ 30,202 | \$ 33,568 | \$ 17,177 | \$ 91,453 | \$ 1,025 | 115,755,527 | \$ 1,157 | \$ 1,973,159 | \$ 10,156 | \$ (226,002) | \$ 1, |

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Extra Space Storage Inc.

Consolidated Statements of Stockholders' Equity

(dollars in thousands, except share data)

| Noncontrolling Interests | | | | | Extra Space Storage Inc. Stockholders' Equity | | | | |
|--------------------------|----------|-----------------------|----------|-------------|---|-----------|-----------------|-------------|-------------|
| Preferred | | Operating Partnership | | Operating | Shares | Par Value | Paid-in Capital | Accumulated | Accumulated |
| Series A | Series B | Series C | Series D | Partnership | | | | Other | |
| | | | | | 211,747 | 2 | 3,093 | | |
| | | | | | 117,370 | 1 | | | |
| | | | | | (23,595) | | | | |
| | | | | | | | 4,984 | | |
| | 8,334 | 13,783 | 13,710 | 2,982 | | | | | |
| (10,240) | | | | (398) | 299,190 | 3 | 10,635 | | |
| (4,794) | | | | | | | | | |
| | | (20,230) | | | | | | | |

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| | | | | | | | | | | | |
|------|-----------|-----------|-----------|-----------|-----------|--------|-------------|----------|--------------|------------|--------------|
| | 7,036 | 2,387 | 1,551 | 17 | 6,538 | 12 | | | | | 178,355 |
| ve | (74) | | | | (347) | | | | | (11,640) | |
| om | | | | | | | | | | | |
| ck | | | | | | | | | | | |
| | | | | | | | | | | 3,613 | |
| s to | | | | | | | | | | | |
| r | | | | | | | | | | | |
| ng | (7,321) | (2,386) | (1,551) | (17) | (7,806) | | | | | | |
| s to | | | | | | | | | | | |
| ng | | | | | | | | | | (53) | |
| aid | | | | | | | | | | | |
| 1 | | | | | | | | | | | (210,091) |
| 1, | | | | | | | | | | | |
| | \$ 14,809 | \$ 41,903 | \$ 10,730 | \$ 13,710 | \$ 92,422 | \$ 984 | 116,360,239 | \$ 1,163 | \$ 1,995,484 | \$ (1,484) | \$ (257,738) |

See accompanying notes.

Table of Contents**Extra Space Storage Inc.****Consolidated Statements of Cash Flows****(dollars in thousands)**

| | For the Year Ended December 31, | | |
|--|--|-------------|-------------|
| | 2014 | 2013 | 2012 |
| Cash flows from operating activities: | | | |
| Net income | \$ 195,896 | \$ 185,556 | \$ 127,689 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | | |
| Depreciation and amortization | 115,076 | 95,232 | 74,453 |
| Amortization of deferred financing costs | 6,592 | 5,997 | 5,889 |
| Loss on earnout related to prior acquisition | 2,500 | | |
| Property casualty loss | 1,724 | | |
| Loss on extinguishment of debt related to portfolio acquisition | | 9,153 | |
| Gain on sale of real estate assets | | (960) | |
| Non-cash interest expense related to amortization of discount on equity component of exchangeable senior notes | 2,683 | 1,404 | 444 |
| Non-cash interest benefit related to amortization of premium on notes payable | (3,079) | (1,194) | (1,270) |
| Compensation expense related to stock-based awards | 4,984 | 4,819 | 4,356 |
| Gain on purchase of joint venture partners' interests | (3,438) | (46,032) | (23,670) |
| Distributions from unconsolidated real estate ventures in excess of earnings | 4,510 | 4,838 | 2,581 |
| Changes in operating assets and liabilities: | | | |
| Receivables from related parties and affiliated real estate joint ventures | 71 | 1,277 | 7,439 |
| Other assets | (1,498) | 8,725 | 8,746 |
| Accounts payable and accrued expenses | 4,920 | 8,302 | 7,220 |
| Other liabilities | 6,640 | (5,858) | 2,002 |
| Net cash provided by operating activities | 337,581 | 271,259 | 215,879 |
| Cash flows from investing activities: | | | |
| Acquisition of real estate assets | (503,538) | (349,959) | (601,727) |
| Development and redevelopment of real estate assets | (23,528) | (6,466) | (3,759) |
| Proceeds from sale of real estate assets | | 6,964 | |
| Investments in unconsolidated real estate ventures | | (1,516) | (1,423) |
| Return of investment in unconsolidated real estate ventures | | | 2,421 |
| Change in restricted cash | (3,794) | (4,475) | 8,792 |
| Issuance of notes receivable | (29,258) | (5,000) | (7,875) |
| Purchase of equipment and fixtures | (4,830) | (6,524) | (3,367) |
| Net cash used in investing activities | (564,948) | (366,976) | (606,938) |

| Cash flows from financing activities: | | | |
|---|-----------|------------|-----------|
| Proceeds from the sale of common stock, net of offering costs | | 205,988 | 429,588 |
| Net proceeds from the issuance of exchangeable senior notes | | 246,250 | |
| Proceeds from notes payable and lines of credit | 917,664 | 582,185 | 1,074,263 |
| Principal payments on notes payable and lines of credit | (533,128) | (664,372) | (921,831) |
| Deferred financing costs | (5,305) | (7,975) | (11,607) |
| Repurchase of exchangeable senior notes | | | (87,663) |
| Redemption of Operating Partnership units held by noncontrolling interest | (4,794) | (41) | (155) |
| Net proceeds from exercise of stock options | 3,095 | 5,896 | 10,267 |
| Dividends paid on common stock | (210,091) | (163,014) | (88,287) |
| Distributions to noncontrolling interests | (19,134) | (13,262) | (9,215) |
| Net cash provided by financing activities | 148,307 | 191,655 | 395,360 |
| Net (decrease) increase in cash and cash equivalents | (79,060) | 95,938 | 4,301 |
| Cash and cash equivalents, beginning of the period | 126,723 | 30,785 | 26,484 |
| Cash and cash equivalents, end of the period | \$ 47,663 | \$ 126,723 | \$ 30,785 |

Supplemental schedule of cash flow information

| | | | |
|-------------------|-----------|-----------|-----------|
| Interest paid | \$ 75,218 | \$ 66,705 | \$ 65,687 |
| Income taxes paid | 3,418 | 1,916 | 831 |

Supplemental schedule of noncash investing and financing activities:

| | | | |
|---|-------------------------|------------|------------|
| Redemption of Operating Partnership units held by noncontrolling interests for common stock | | | |
| Noncontrolling interests in Operating Partnership | \$ 10,638 | \$ 260 | \$ 2,479 |
| Common stock and paid-in capital | (10,638) | (260) | (2,479) |
| Tax effect from vesting of restricted stock grants and option exercises | | | |
| Other assets | \$ 3,613 | \$ 3,193 | \$ 3,476 |
| Paid-in capital | (3,613) | (3,193) | (3,476) |
| Acquisitions of real estate assets | | | |
| Real estate assets, net | \$ 77,156 | \$ 331,230 | \$ 159,297 |
| Notes payable assumed | (38,347) | (110,803) | (150,284) |
| Notes payable assumed and immediately defeased | | (98,960) | |
| Notes payable issued to seller | | | (8,584) |
| Value of Operating Partnership units issued | (38,809) | (119,216) | (429) |
| Receivables from related parties and affiliated real estate joint ventures | | (2,251) | |
| | See accompanying notes. | | |

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Extra Space Storage Inc.

Notes to Consolidated Financial Statements

December 31, 2014

(amounts in thousands, except store and share data)

1. DESCRIPTION OF BUSINESS

Extra Space Storage Inc. (the Company) is a fully integrated, self-administered and self-managed real estate investment trust (REIT), formed as a Maryland Corporation on April 30, 2004, to own, operate, manage, acquire, develop and redevelop professionally managed self-storage properties located throughout the United States. The Company continues the business of Extra Space Storage LLC and its subsidiaries, which had engaged in the self-storage business since 1977. The Company's interest in its stores is held through its operating partnership, Extra Space Storage LP (the Operating Partnership), which was formed on May 5, 2004. The Company's primary assets are general partner and limited partner interests in the Operating Partnership. This structure is commonly referred to as an umbrella partnership REIT, or UPREIT. The Company has elected to be taxed as a REIT under the Internal Revenue Code of 1986, as amended (the Internal Revenue Code). To the extent the Company continues to qualify as a REIT, it will not be subject to tax, with certain limited exceptions, on the taxable income that is distributed to its stockholders.

The Company invests in stores by acquiring wholly-owned stores or by acquiring an equity interest in real estate entities. At December 31, 2014, the Company had direct and indirect equity interests in 828 storage facilities. In addition, the Company managed 260 stores for third parties bringing the total number of stores which it owns and/or manages to 1,088. These stores are located in 35 states, Washington, D.C. and Puerto Rico.

The Company operates in three distinct segments: (1) rental operations; (2) tenant reinsurance; and (3) property management, acquisition and development. The rental operations activities include rental operations of stores in which we have an ownership interest. No single tenant accounts for more than 5.0% of rental income. Tenant reinsurance activities include the reinsurance of risks relating to the loss of goods stored by tenants in the Company's stores. The Company's property management, acquisition and development activities include managing, acquiring, developing and selling stores.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The consolidated financial statements are presented on the accrual basis of accounting in accordance with U.S. generally accepted accounting principles (GAAP) and include the accounts of the Company and its wholly- or majority-owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.

Variable Interest Entities

The Company accounts for arrangements that are not controlled through voting or similar rights as variable interest entities (VIEs). An enterprise is required to consolidate a VIE if it is the primary beneficiary of the VIE. A VIE is created when (i) the equity investment at risk is not sufficient to permit the entity to finance its activities without

additional subordinated financial support from other parties, or (ii) the entity's equity holders as a group either: (a) lack the power, through voting or similar rights, to direct the activities of the entity that most significantly impact the entity's economic performance, (b) are not obligated to absorb expected losses of the entity if they occur, or (c) do not have the right to receive expected residual returns of the entity if they occur. If an entity is deemed to be a VIE, the enterprise that is deemed to have a variable interest, or combination of variable interests, that provides the enterprise with a controlling financial interest in the VIE, is considered the primary beneficiary and must consolidate the VIE.

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The Company has concluded that under certain circumstances when the Company (1) enters into option agreements for the purchase of land or facilities from an entity and pays a non-refundable deposit, or (2) enters into arrangements for the formation of joint ventures, a VIE may be created under condition (i), (ii) (b) or (c) of the previous paragraph. For each VIE created, the Company has performed a qualitative analysis, including considering which party, if any, has the power to direct the activities most significant to the economic performance of each VIE and whether that party has the obligation to absorb losses of the VIE or the right to receive benefits from the VIE that could be significant to the VIE. If the Company is determined to be the primary beneficiary of the VIE, the assets, liabilities and operations of the VIE are consolidated with the Company's financial statements. Additionally, the Operating Partnership has notes payable to three trusts that are VIEs under condition (ii)(a) above. Since the Operating Partnership is not the primary beneficiary of the trusts, these VIEs are not consolidated.

The Company's investments in real estate joint ventures, where the Company has significant influence, but not control, and joint ventures which are VIEs in which the Company is not the primary beneficiary, are recorded under the equity method of accounting on the accompanying consolidated financial statements.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Reclassifications

Certain amounts in the financial statements and supporting note disclosures have been reclassified to conform to the current year presentation. Such reclassifications did not impact previously reported net income or accumulated deficit.

Fair Value Disclosures

Derivative financial instruments

Currently, the Company uses interest rate swaps to manage its interest rate risk. The valuation of these instruments is determined using widely accepted valuation techniques including discounted cash flow analysis on the expected cash flows of each derivative. This analysis reflects the contractual terms of the derivatives, including the period to maturity, and uses observable market-based inputs, including interest rate curves. The fair values of interest rate swaps are determined using the market standard methodology of netting the discounted future fixed cash payments and the discounted expected variable cash receipts. The variable cash receipts are based on an expectation of future interest rates (forward curves) derived from observable market interest rate forward curves.

The Company incorporates credit valuation adjustments to appropriately reflect both its own nonperformance risk and the respective counterparty's nonperformance risk in the fair value measurements. In adjusting the fair value of its derivative contracts for the effect of nonperformance risk, the Company has considered the impact of netting and any applicable credit enhancements, such as collateral postings, thresholds, mutual puts, and guarantees. In conjunction with the Financial Accounting Standard Board's fair value measurement guidance, the Company made an accounting policy election to measure the credit risk of its derivative financial instruments that are subject to master netting agreements on a net basis by counterparty portfolio.

Although the Company has determined that the majority of the inputs used to value its derivatives fall within Level 2 of the fair value hierarchy, the credit valuation adjustments associated with its derivatives utilize

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Level 3 inputs, such as estimates of current credit spreads to evaluate the likelihood of default by itself and its counterparties. However, as of December 31, 2014, the Company has assessed the significance of the impact of the credit valuation adjustments on the overall valuation of its derivative positions and has determined that the credit valuation adjustments are not significant to the overall valuation of its derivatives. As a result, the Company has determined that its derivative valuations in their entirety are classified in Level 2 of the fair value hierarchy.

The table below presents the Company's assets and liabilities measured at fair value on a recurring basis as of December 31, 2014, aggregated by the level in the fair value hierarchy within which those measurements fall.

| Description | December 31, 2014 | Fair Value Measurements at Reporting Date Using Quoted Prices in Active Markets for | | |
|-------------------------------|-------------------|---|---|---|
| | | Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Other assets - Cash Flow | | | | |
| Hedge Swap Agreements | \$ 3,583 | \$ | \$ 3,583 | \$ |
| Other liabilities - Cash Flow | | | | |
| Hedge Swap Agreements | \$(3,533) | \$ | \$(3,533) | \$ |

There were no transfers of assets and liabilities between Level 1 and Level 2 during the year ended December 31, 2014. The Company did not have any significant assets or liabilities that are re-measured on a recurring basis using significant unobservable inputs as of December 31, 2014 or 2013.

Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis

Long-lived assets held for use are evaluated by the Company for impairment when events or circumstances indicate that there may be impairment. The Company reviews each store at least annually to determine if any such events or circumstances have occurred or exist. The Company focuses on stores where occupancy and/or rental income have decreased by a significant amount. For these stores, the Company determines whether the decrease is temporary or permanent and whether the store will likely recover the lost occupancy and/or revenue in the short term. In addition, the Company reviews stores in the lease-up stage and compares actual operating results to original projections.

When the Company determines that an event that may indicate impairment has occurred, the Company compares the carrying value of the related long-lived assets to the undiscounted future net operating cash flows attributable to the assets. An impairment loss is recorded if the net carrying value of the assets exceeds the undiscounted future net operating cash flows attributable to the assets. The impairment loss recognized equals the excess of net carrying value over the related fair value of the assets.

When real estate assets are identified by management as held for sale, the Company discontinues depreciating the assets and estimates the fair value of the assets, net of selling costs. If the estimated fair value, net of selling costs, of the assets that have been identified for sale is less than the net carrying value of the assets, then a valuation allowance is established. The operations of assets held for sale or sold during the period are generally presented as discontinued operations for all periods presented.

The Company assesses whether there are any indicators that the value of the Company's investments in unconsolidated real estate ventures may be impaired annually and when events or circumstances indicate that there may be

impairment. An investment is impaired if management's estimate of the fair value of the investment is less than its carrying value. To the extent impairment has occurred, and is considered to be other than temporary, the loss is measured as the excess of the carrying amount of the investment over the fair value of the investment.

As of December 31, 2014 and 2013, the Company did not have any assets or liabilities measured at fair value on a nonrecurring basis.

Table of Contents*Fair Value of Financial Instruments*

The carrying values of cash and cash equivalents, restricted cash, receivables, other financial instruments included in other assets, accounts payable and accrued expenses, variable-rate notes payable, lines of credit and other liabilities reflected in the consolidated balance sheets at December 31, 2014 and 2013, approximate fair value.

The fair values of the Company's notes receivable from Preferred Operating Partnership unit holders was based on the discounted estimated future cash flow of the notes (categorized within Level 3 of the fair value hierarchy); the discount rate used approximated the current market rate for loans with similar maturities and credit quality. The fair values of the Company's fixed rate notes payable and notes payable to trusts were estimated using the discounted estimated future cash payments to be made on such debt (categorized within Level 3 of the fair value hierarchy); the discount rates used approximated current market rates for loans, or groups of loans, with similar maturities and credit quality. The fair value of the Company's exchangeable senior notes was estimated using an average market price for similar securities obtained from a third party.

The fair values of the Company's fixed-rate assets and liabilities were as follows for the periods indicated:

| | December 31, 2014 | | December 31, 2013 | |
|--|--------------------------|----------------|--------------------------|----------------|
| | Fair Value | Carrying Value | Fair Value | Carrying Value |
| Notes receivable from Preferred Operating Partnership unit holders | \$ 126,380 | \$ 120,230 | \$ 103,491 | \$ 100,000 |
| Fixed rate notes payable and notes payable to trusts | \$ 1,320,370 | \$ 1,283,893 | \$ 1,365,290 | \$ 1,368,885 |
| Exchangeable senior notes | \$ 276,095 | \$ 250,000 | \$ 251,103 | \$ 250,000 |

Real Estate Assets

Real estate assets are stated at cost, less accumulated depreciation. Direct and allowable internal costs associated with the development, construction, renovation, and improvement of real estate assets are capitalized. Interest, property taxes, and other costs associated with development incurred during the construction period are capitalized. The construction period begins when expenditures for the real estate assets have been made and activities that are necessary to prepare the asset for its intended use are in progress. The construction period ends when the asset is substantially complete and ready for its intended use.

Expenditures for maintenance and repairs are charged to expense as incurred. Major replacements and betterments that improve or extend the life of the asset are capitalized and depreciated over their estimated useful lives. Depreciation is computed using the straight-line method over the estimated useful lives of the buildings and improvements, which are generally between five and 39 years.

In connection with the Company's acquisition of stores, the purchase price is allocated to the tangible and intangible assets and liabilities acquired based on their fair values, which are estimated using significant unobservable inputs. The value of the tangible assets, consisting of land and buildings, are determined as if vacant. Intangible assets, which represent the value of existing tenant relationships, are recorded at their fair values based on the avoided cost to replace the current leases. The Company measures the value of tenant relationships 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. Debt assumed as part of an acquisition is recorded at fair value based on current interest rates compared to contractual rates. Acquisition-related transaction costs are expensed as incurred.

Intangible lease rights represent: (1) purchase price amounts allocated to leases on three stores that cannot be classified as ground or building leases; these rights are amortized to expense over the life of the leases and (2) intangibles related to ground leases on five stores where the leases were assumed by the Company at rates

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that were lower than the current market rates for similar leases. The values associated with these assumed leases were recorded as intangibles, which will be amortized over the lease terms.

Investments in Real Estate Ventures

The Company's investments in real estate joint ventures, where the Company has significant influence, but not control and joint ventures which are VIEs in which the Company is not the primary beneficiary, are recorded under the equity method of accounting in the accompanying consolidated financial statements.

Under the equity method, the Company's investment in real estate ventures is stated at cost and adjusted for the Company's share of net earnings or losses and reduced by distributions. Equity in earnings of real estate ventures is generally recognized based on the Company's ownership interest in the earnings of each of the unconsolidated real estate ventures. For the purposes of presentation in the statement of cash flows, the Company follows the look through approach for classification of distributions from joint ventures. Under this approach, distributions are reported under operating cash flow unless the facts and circumstances of a specific distribution clearly indicate that it is a return of capital (e.g., a liquidating dividend or distribution of the proceeds from the joint venture's sale of assets), in which case it is reported as an investing activity.

Cash and Cash Equivalents

The Company's cash is deposited with financial institutions located throughout the United States and at times may exceed federally insured limits. The Company considers all highly liquid debt instruments with a maturity date of three months or less to be cash equivalents.

Restricted Cash

Restricted cash is comprised of letters of credit and escrowed funds deposited with financial institutions located throughout the United States relating to earnest money deposits on potential acquisitions, real estate taxes, insurance and capital expenditures.

Other Assets

Other assets consist primarily of equipment and fixtures, deferred financing costs, customer accounts receivable, investments in trusts, notes receivable, other intangible assets, income taxes receivable, deferred tax assets, prepaid expenses and the fair value of interest rate swaps. Depreciation of equipment and fixtures is computed on a straight-line basis over three to five years. Deferred financing costs are amortized to interest expense using the effective interest method over the terms of the respective debt agreements.

Derivative Instruments and Hedging Activities

The Company records all derivatives on the balance sheet at fair value. The accounting for changes in the fair value of derivatives depends on the intended use of the derivative, whether the Company has elected to designate a derivative in a hedging relationship and apply hedge accounting and whether the hedging relationship has satisfied the criteria necessary to apply hedge accounting. Derivatives designated and qualifying as a hedge of the exposure to changes in the fair value of an asset, liability or firm commitment attributable to a particular risk, such as interest rate risk, are considered fair value hedges. Derivatives designated and qualifying as a hedge of the exposure to variability in expected future cash flows, or other types of forecasted transactions, are considered cash flow hedges. Hedge accounting generally provides for the matching of the timing of gain or loss recognition on the hedging instrument

with the recognition of the changes in the fair value of the hedged asset or liability that are attributable to the hedged risk in a fair value hedge or the earnings effect of the hedged forecasted transactions in a cash flow hedge. The Company may enter into derivative contracts that are intended to economically hedge certain of its risk, even though hedge accounting does not apply or the Company elects not to apply hedge accounting.

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The Company made an accounting policy election to measure the credit risk of its derivative financial instruments that are subject to master netting agreements on a net basis by counterparty portfolio.

Risk Management and Use of Financial Instruments

In the normal course of its ongoing business operations, the Company encounters economic risk. There are three main components of economic risk: interest rate risk, credit risk and market risk. The Company is subject to interest rate risk on its interest-bearing liabilities. Credit risk is the risk of inability or unwillingness of tenants to make contractually required payments. Market risk is the risk of declines in the value of stores due to changes in rental rates, interest rates or other market factors affecting the value of stores held by the Company. The Company has entered into interest rate swap agreements to manage a portion of its interest rate risk.

Exchange of Common Operating Partnership Units

Redemption of common Operating Partnership units for shares of common stock, when redeemed under the original provisions of the Operating Partnership agreement, are accounted for by reclassifying the underlying net book value of the units from noncontrolling interest to the Company's equity. The difference between the fair value of the consideration paid and the adjustment to the carrying amount of the noncontrolling interest is recognized as additional paid in capital for the Company.

Revenue and Expense Recognition

Rental revenues are recognized as earned based upon amounts that are currently due from tenants. Leases are generally on month-to-month terms. Prepaid rents are recognized on a straight-line basis over the term of the leases. Promotional discounts are recognized as a reduction to rental income over the promotional period. Late charges, administrative fees, merchandise sales and truck rentals are recognized as income when earned. Management fee revenues are recognized monthly as services are performed and in accordance with the terms of the related management agreements. Equity in earnings of unconsolidated real estate entities is recognized based on our ownership interest in the earnings of each of the unconsolidated real estate entities. Interest income is recognized as earned.

Property expenses, including utilities, property taxes, repairs and maintenance and other costs to manage the facilities are recognized as incurred. The Company accrues for property tax expense based upon invoice amounts, estimates and historical trends. If these estimates are incorrect, the timing of expense recognition could be affected.

Tenant reinsurance premiums are recognized as revenue over the period of insurance coverage. The Company records an unpaid claims liability at the end of each period based on existing unpaid claims and historical claims payment history. The unpaid claims liability represents an estimate of the ultimate cost to settle all unpaid claims as of each period end, including both reported but unpaid claims and claims that may have been incurred but have not been reported. The Company uses a third party claims administrator to adjust all tenant reinsurance claims received. The administrator evaluates each claim to determine the ultimate claim loss and includes an estimate for claims that may have been incurred but not reported. Annually, a third party actuary evaluates the adequacy of the unpaid claims liability. Prior year claim reserves are adjusted as experience develops or new information becomes known. The impact of such adjustments is included in the current period operations. The unpaid claims liability is not discounted to its present value. Each tenant chooses the amount of insurance coverage they want through the tenant reinsurance program. Tenants can purchase policies in amounts of two thousand dollars to ten thousand dollars of insurance coverage in exchange for a monthly fee. As of December 31, 2014, the average insurance coverage for tenants was approximately \$2,540. The Company's exposure per claim is limited by the maximum amount of coverage chosen by

each tenant. The Company purchases reinsurance for losses exceeding a set amount for any one event. The Company does not currently have any amounts recoverable under the reinsurance arrangements.

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Real Estate Sales

In general, sales of real estate and related profits/losses are recognized when all consideration has changed hands and risks and rewards of ownership have been transferred. Certain types of continuing involvement preclude sale treatment and related profit recognition; other forms of continuing involvement allow for sale recognition but require deferral of profit recognition.

Advertising Costs

The Company incurs advertising costs primarily attributable to internet, directory and other advertising. These costs are expensed as incurred. The Company recognized \$8,370, \$6,482, and \$6,026 in advertising expense for the years ended December 31, 2014, 2013 and 2012, respectively.

Income Taxes

The Company has elected to be treated as a REIT under Sections 856 through 860 of the Internal Revenue Code. In order to maintain its qualification as a REIT, among other things, the Company is required to distribute at least 90% of its REIT taxable income to its stockholders and meet certain tests regarding the nature of its income and assets. As a REIT, the Company is not subject to federal income tax with respect to that portion of its income which meets certain criteria and is distributed annually to stockholders. The Company plans to continue to operate so that it meets the requirements for taxation as a REIT. Many of these requirements, however, are highly technical and complex. If the Company were to fail to meet these requirements, it would be subject to federal income tax. The Company is subject to certain state and local taxes. Provision for such taxes has been included in income tax expense on the Company's consolidated statements of operations. For the year ended December 31, 2014, 0.0% (unaudited) of all distributions to stockholders qualified as a return of capital.

The Company has elected to treat its corporate subsidiary, Extra Space Management, Inc. (ESMI), as a taxable REIT subsidiary (TRS). In general, the Company's TRS may perform additional services for tenants and may engage in any real estate or non-real estate related business. A TRS is subject to corporate federal income tax. ESM Reinsurance Limited, a wholly-owned subsidiary of ESMI, generates income from insurance premiums that are subject to corporate federal income tax and state insurance premiums tax.

Deferred tax assets and liabilities are determined based on differences between financial reporting and tax bases of assets and liabilities. At December 31, 2014 and 2013, 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 December 31, 2014 and 2013, the Company had no interest or penalties related to uncertain tax provisions.

Stock-Based Compensation

The measurement and recognition of compensation expense for all share-based payment awards to employees and directors are based on estimated fair values. Awards granted are valued at fair value and any compensation element is recognized on a straight line basis over the service periods of each award.

Earnings Per Common Share

Basic earnings per common share is computed using the two-class method by dividing net income attributable to common stockholders by the weighted average number of common shares outstanding during the period. All outstanding unvested restricted stock awards contain rights to non-forfeitable dividends and participate in

undistributed earnings with common stockholders; accordingly, they are considered participating securities that are included in the two-class method. Diluted earnings per common share measures the performance of the Company over the reporting period while giving effect to all potential common shares that were dilutive and outstanding during the period. The denominator includes the weighted average number of basic shares and the number of additional common shares that would have been outstanding if the potential common

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shares that were dilutive had been issued, and is calculated using either the two-class, treasury stock or as if-converted method, whichever is most dilutive. Potential common shares are securities (such as options, convertible debt, Series A Participating Redeemable Preferred Units (Series A Units), Series B Redeemable Preferred Units (Series B Units), Series C Convertible Redeemable Preferred Units (Series C Units), Series D Redeemable Preferred Units (Series D Units) and common Operating Partnership units (OP Units)) that do not have a current right to participate in earnings of the Company but could do so in the future by virtue of their option, redemption or conversion right.

In computing the dilutive effect of convertible securities, net income is adjusted to add back any changes in earnings in the period associated with the convertible security. The numerator also is adjusted for the effects of any other non-discretionary changes in income or loss that would result from the assumed conversion of those potential common shares. In computing diluted earnings per common share, only potential common shares that are dilutive (those that reduce earnings per common share) are included. For the years ended December 31, 2014, 2013 and 2012, options to purchase approximately 27,374 shares, 44,958 shares and 57,335 shares of common stock, respectively, were excluded from the computation of earnings per share as their effect would have been anti-dilutive. As of December 31, 2014, 764,385 Series B Units, 489,366 Series C Units and 6,492 Series D Units were excluded from the computation of earnings per share as their effect would have been anti-dilutive. As of December 31, 2013, 3,334,956 OP Units, 257,266 Series B Units and 33,302 Series C Units were excluded from the computation of earnings per share as their effect would have been anti-dilutive. As of December 31, 2012, 2,755,650 OP Units were excluded from the computation of earnings per share as their effect would have been anti-dilutive.

The Company's Operating Partnership had \$250,000 of its 2.375% Exchangeable Senior Notes due 2033 (the Notes due 2033) issued and outstanding as of December 31, 2014. The Notes due 2033 could potentially have a dilutive impact on the Company's earnings per share calculations. The Notes due 2033 are exchangeable by holders into shares of the Company's common stock under certain circumstances per the terms of the indenture governing the Notes due 2033. The exchange price of the Notes due 2033 was \$55.62 per share as of December 31, 2014, and could change over time as described in the indenture. The Company has irrevocably agreed to pay only cash for the accreted principal amount of the Notes due 2033 relative to its exchange obligations, but retained the right to satisfy the exchange obligation in excess of the accreted principal amount in cash and/or common stock. Though the Company has retained that right, Accounting Standards Codification (ASC) 260, *Earnings per Share*, requires an assumption that shares would be used to pay the exchange obligation in excess of the accreted principal amount, and requires that those shares be included in the Company's calculation of weighted average common shares outstanding for the diluted earnings per share computation. For the year ended December 31, 2014, 130,883 shares related to the Notes due 2033 were included in the computation for diluted earnings per share. For the year ended December 31, 2013, no shares related to the Notes due 2033 were included in the computation for diluted earnings per share as the exchange price exceeded the per share price of the Company's common stock during this period.

For the purposes of computing the diluted impact on earnings per share of the potential exchange of Series A Units for common shares upon redemption, where the Company has the option to redeem in cash or shares and where the Company has stated the positive intent and ability to settle at least \$115,000 of the instrument in cash (or net settle a portion of the Series A Units against the related outstanding note receivable), only the amount of the instrument in excess of \$115,000 is considered in the calculation of shares contingently issuable for the purposes of computing diluted earnings per share as allowed by ASC 260-10-45-46.

For the purposes of computing the diluted impact on earnings per share of the potential exchange of Series B Units for common shares upon redemption, where the Company has the option to redeem in cash or shares and where the Company has stated the intent and ability to settle the redemption in shares, the Company divided the total value of the Series B Units outstanding as of December 31, 2014 of \$41,902 by the closing price of the Company's common stock as of December 31, 2014 of \$58.64 per share. Assuming full exchange for common shares as of December 31,

2014, 714,566 shares would have been issued to the holders of the Series B Units.

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For the purposes of computing the diluted impact on earnings per share of the potential exchange of Series C Units into common shares upon redemption, where the Company has the option to redeem in cash or shares and where the Company has stated the intent and ability to settle the redemption in shares, the Company divided the total value of the Series C Units outstanding as of December 31, 2014 of \$29,639 by the closing price of the Company's common stock as of December 31, 2014 of \$58.64 per share. Assuming full exchange for common shares as of December 31, 2014, 505,441 shares would have been issued to the holders of the Series C Units.

For the purposes of computing the diluted impact on earnings per share of the potential exchange of Series D Units into common shares upon redemption, where the Company has the option to redeem in cash or shares and where the Company has stated the intent and ability to settle the redemption in shares, the Company divided the total value of the Series D Units outstanding as of December 31, 2014 of \$13,710 by the closing price of the Company's common stock as of December 31, 2014 of \$58.64 per share. Assuming full exchange for common shares as of December 31, 2014, 233,795 shares would have been issued to the holders of Series D Units.

The computation of earnings per share is as follows for the periods presented:

| | For the Year Ended December 31, | | |
|--|--|-------------|-------------|
| | 2014 | 2013 | 2012 |
| Net income attributable to common stockholders | \$ 178,355 | \$ 172,076 | \$ 117,309 |
| Earnings and dividends allocated to participating securities | (490) | (567) | (279) |
| Earnings for basic computations | 177,865 | 171,509 | 117,030 |
| Earnings and dividends allocated to participating securities | | 567 | 279 |
| Income allocated to noncontrolling interest Preferred Operating Partnership (Series A Units) and Operating Partnership | 13,575 | 7,255 | 6,876 |
| Fixed component of income allocated to noncontrolling interest Preferred Operating Partnership (Series A Units) | (5,586) | (5,750) | (5,750) |
| Net income for diluted computations | \$ 185,854 | \$ 173,581 | \$ 118,435 |
| Weighted average common shares outstanding: | | | |
| Average number of common shares outstanding basic | 115,713,807 | 111,349,361 | 101,766,385 |
| Series A Units | 961,747 | 989,980 | 989,980 |
| OP Units | 4,335,837 | | |
| Unvested restricted stock awards included for treasury stock method | | 425,705 | 523,815 |
| Shares related to exchangeable senior notes and dilutive stock options | 423,876 | 340,048 | 487,185 |
| Average number of common shares outstanding diluted | 121,435,267 | 113,105,094 | 103,767,365 |
| Earnings per common share | | | |
| Basic | \$ 1.54 | \$ 1.54 | \$ 1.15 |

| | | | | | | |
|---------|----|------|----|------|----|------|
| Diluted | \$ | 1.53 | \$ | 1.53 | \$ | 1.14 |
|---------|----|------|----|------|----|------|

Recently Issued Accounting Standards

In May 2014, the Financial Accounting Standards Board issued Accounting Standards Update 2014-09, *Revenues from Contracts with Customers* (ASU 2014-09). ASU 2014-09 amends the guidance for revenue recognition to replace numerous, industry-specific requirements and converges areas under this topic with those of the International Financial Reporting Standards. ASU 2014-09 outlines a five-step process for customer contract revenue recognition that focuses on transfer of control, as opposed to transfer of risk and rewards. The amendment also requires enhanced disclosures regarding the nature, amount, timing and uncertainty of revenues

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and cash flows from contracts with customers. ASU 2014-09 is effective for reporting periods beginning after December 15, 2016, and early adoption is prohibited. Entities can transition to the standard either retrospectively or as a cumulative-effect adjustment as of the date of adoption. Management is currently assessing the impact of the adoption of ASU 2014-09 on the Company's consolidated financial statements.

3. REAL ESTATE ASSETS

The components of real estate assets are summarized as follows:

| | December 31, 2014 | December 31, 2013 |
|---|--------------------------|--------------------------|
| Land operating | \$ 1,132,175 | \$ 1,009,500 |
| Land development | 21,062 | 10,421 |
| Buildings and improvements | 3,487,935 | 3,032,218 |
| Intangible assets – tenant relationships | 72,293 | 65,811 |
| Intangible lease rights | 8,697 | 8,698 |
| | 4,722,162 | 4,126,648 |
| Less: accumulated depreciation and amortization | (604,336) | (496,754) |
| Net operating real estate assets | 4,117,826 | 3,629,894 |
| Real estate under development/redevelopment | 17,870 | 6,650 |
| Net real estate assets | \$ 4,135,696 | \$ 3,636,544 |
| Real estate assets held for sale included in net real estate assets | \$ | \$ 5,625 |

The Company amortizes to expense intangible assets – tenant relationships on a straight-line basis over the average period that a tenant is expected to utilize the facility (currently estimated at 18 months). The Company amortizes to expense the intangible lease rights over the terms of the related leases. Amortization related to the tenant relationships and lease rights was \$12,996, \$12,065 and \$7,177, for the years ended December 31, 2014, 2013 and 2012, respectively. The remaining balance of the unamortized lease rights will be amortized over the next 4 to 47 years.

Table of Contents**4. PROPERTY ACQUISITIONS AND DISPOSITIONS**

The following table shows the Company's acquisition of operating stores for the years ended December 31, 2014 and 2013, and does not include purchases of raw land or improvements made to existing assets:

| Date of Acquisition | Total | Consideration Paid | | | | | Net Liabilities/ (Assets) Assumed | Value of OP Units Issued | Number of OP Units Issued | Acquisition | |
|---------------------|-------------------|--------------------|------------------|-----------------|------------------------------|--------------------------|-----------------------------------|--------------------------|---------------------------|-------------------|-------------------|
| | | Cash Paid | Loan Assumed | Non-cash gain | Notes Issued to/ from Seller | Previous equity interest | | | | Land | Buildings |
| 2/23/2014 | \$ 32,954 | \$ 19,122 | \$ | \$ | \$ | \$ | \$ 122 | \$ 13,710 | 548,390 | \$ 12,502 | \$ 19,661 |
| 2/18/2014 | 47,747 | 42,167 | | | | | 5,580 | | | 4,259 | 42,418 |
| 2/11/2014 | 20,115 | 20,125 | | | | | (10) | | | 12,085 | 7,610 |
| 2/11/2014 | 60,279 | 60,086 | | | | | 193 | | | 19,661 | 36,341 |
| 2/9/2014 | 9,298 | 6,300 | | | | | 15 | 2,983 | 50,620 | 4,508 | 4,508 |
| 2/0/24/2014 | 6,253 | 6,202 | | | | | 51 | | | 2,077 | 4,076 |
| 2/0/22/2014 | 11,030 | 11,010 | | | | | 20 | | | 588 | 10,222 |
| 2/9/3/2014 | 4,259 | 4,225 | | | | | 34 | | | 529 | 3,665 |
| 2/8/8/2014 | 11,246 | 6,134 | 5,157 | | | | (45) | | | 1,047 | 9,922 |
| 2/8/6/2014 | 11,337 | 11,290 | | | | | 47 | | | 1,132 | 10,000 |
| 2/5/18/2014 | 7,310 | 7,307 | | | | | 3 | | | 2,940 | 4,227 |
| 2/5/28/2014 | 17,614 | 294 | 14,079 | | | | (92) | 3,333 | 69,735 | 4,707 | 12,614 |
| 2/4/30/2014 | 4,388 | 4,388 | | | | | | | | 437 | 3,881 |
| 2/4/25/2014 | 35,275 | 2,726 | 19,111 | 3,438 | | 129 | (580) | 10,451 | 226,285 | 6,853 | 27,614 |
| 2/4/15/2014 | 10,186 | 10,077 | | | | | 109 | | | 1,640 | 8,337 |
| 2/4/3/2014 | 23,649 | 15,158 | | | | | 157 | 8,334 | 333,360 | 2,961 | 19,837 |
| 2/3/20/2014 | 13,813 | 13,752 | | | | | 61 | | | 2,381 | 11,222 |
| 2/3/17/2014 | 15,138 | 15,169 | | | | | (31) | | | 1,072 | 14,000 |
| 2/3/4/2014 | 7,000 | 6,974 | | | | | 26 | | | 2,150 | 4,725 |
| 2/2/5/2014 | 14,191 | 14,152 | | | | | 39 | | | 1,767 | 12,314 |
| 2/1/7/2014 | 200,588 | 200,525 | | | | | 63 | | | 53,878 | 142,810 |
| | \$ 563,670 | \$ 477,183 | \$ 38,347 | \$ 3,438 | \$ | \$ 129 | \$ 5,762 | \$ 38,811 | 1,228,390 | \$ 139,174 | \$ 410,441 |
| 2/2/9/2013 | \$ 4,616 | \$ 4,610 | \$ | \$ | \$ | \$ | \$ 6 | \$ | | \$ 2,033 | \$ 2,413 |
| 2/2/6/2013 | 8,029 | 7,987 | | | | | 42 | | | | 7,774 |
| 2/2/3/2013 | 24,334 | 16,588 | | 4,208 | | (1,263) | 67 | 4,734 | 112,446 | 6,061 | 15,441 |
| 2/2/2/2013 | 48,514 | 26,114 | 4,342 | 5,131 | | 311 | 173 | 12,443 | 295,550 | 8,859 | 38,300 |
| 2/1/8/2013 | 27,547 | 27,572 | | | | | (25) | | | 3,909 | 23,213 |
| 2/1/7/2013 | 10,500 | 10,460 | | | | | 40 | | | 2,108 | 8,000 |
| 2/1/4/2013 | 96,711 | 98,424 | | | | | (1,713) | | | 24,248 | 70,113 |
| 2/1/1/2013 | 187,825 | 43,475 | 99,339 | 34,137 | | 12,373 | (1,499) | | | 85,123 | 99,500 |
| 2/0/15/2013 | 12,414 | 12,382 | | | | | 32 | | | 1,773 | 10,411 |

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| | | | | | | | | | | | |
|-----------|-------------------|-------------------|-------------------|------------------|-----------------|------------------|-------------------|-------------------|------------------|-------------------|-----------------|
| 0/15/2013 | 5,535 | 5,519 | | | | 16 | | | 3,614 | 1,7 | |
| 9/26/2013 | 10,928 | 4,791 | | | | 51 | 6,086 | 177,107 | 3,138 | 7,4 | |
| 3/29/2013 | 186,427 | 96,085 | | | | 519 | 89,823 | 2,613,728 | 100,446 | 81,8 | |
| 7/25/2013 | 9,313 | 9,183 | | | | 130 | | | 2,001 | 7,1 | |
| 5/10/2013 | 13,688 | 419 | 7,122 | | | 17 | 6,130 | 143,860 | 2,160 | 11,3 | |
| 5/8/2013 | 7,104 | 7,057 | | | | 47 | | | 1,374 | 5,6 | |
| 5/3/2013 | 27,560 | 27,491 | | | | 69 | | | 5,991 | 20,9 | |
| 2/13/2013 | 11,083 | 7,592 | | 341 | 2,251 | 1,173 | (274) | | 1,318 | 9,4 | |
| 2/13/2013 | 12,321 | 8,029 | | 2,215 | | 2,273 | (196) | | 1,266 | 10,7 | |
| | \$ 704,449 | \$ 413,778 | \$ 110,803 | \$ 46,032 | \$ 2,251 | \$ 14,867 | \$ (2,498) | \$ 119,216 | 3,342,691 | \$ 255,422 | \$ 431,7 |

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- (1) This column represents costs paid at closing. The amounts shown exclude other acquisition costs paid before or after the closing date.
- (2) Included in Net Liabilities/(Assets) Assumed is a \$5,400 liability related to an earnout provision.
- (3) This represents the acquisition of a non-operating property that the Company plans to convert to a self-storage store.
- (4) Included in closing costs is approximately \$3,271 of defeasance costs.
- (5) The Company previously held no equity interest in two of the three properties acquired. The Company acquired its joint venture partner's 60% interest in an existing joint venture which held one property in California, resulting in full ownership by the Company. Prior to the acquisition date, the Company accounted for its 40% interest in this joint venture as an equity method investment. The total acquisition date fair value of the previous equity interest was approximately \$3,567 and is included as consideration transferred. The Company recognized a non-cash gain of \$3,438 as a result of remeasuring its prior equity interest in this joint venture held before the acquisition. The three properties were acquired in exchange for approximately \$2,726 of cash and 226,285 Series C Units valued at \$10,451.
- (6) This property was owned by Spencer F. Kirk, the Company's Chief Executive Officer, and Kenneth M. Woolley, the Company's Executive Chairman. The Company acquired the building on March 4, 2014. In a separate transaction on March 5, 2014, the Company acquired the land for \$2,150 from a third party unrelated to the Company's executives and terminated the existing ground lease.
- (7) This represents the acquisition of eight properties. The Company previously held no equity interest in three of the properties. For the remaining five, the Company acquired its joint venture partners' 65% interests in five joint ventures, each of which held one property in California, resulting in full ownership by the Company. Prior to the acquisition date the Company accounted for its 35% interests in these joint ventures as equity-method investments. The total acquisition date fair value of the previous equity interests was approximately \$8,400 and is included as consideration transferred. The Company recognized non-cash gains of \$9,339 as a result of re-measuring its prior equity interests in these joint ventures held before the acquisition. The eight were acquired in exchange for approximately \$42,702 of cash and 407,996 Series C Units valued at \$17,177.
- (8) This represents the acquisition of a joint venture partner's 49% interest in HSRE-ESP IA, LLC (HSRE), an existing joint venture, for \$43,475 in cash and the assumption of a \$96,516 loan. The result of this acquisition is that the Company owns a 99% interest in HSRE. The joint venture partner retained a 1% interest, which is included in other noncontrolling interests on the Company's consolidated balance sheets. HSRE owns 19 properties in California, Florida, Nevada, Ohio, Pennsylvania, Tennessee, Texas and Virginia. prior to the acquisition date, the Company accounted for its 50% interest in the joint venture as an equity-method investment. The acquisition date fair value of the previous equity interest was approximately \$43,500 which was calculated based on the fair value of the assets in the joint venture, and is included as consideration transferred. The Company recognized a non-cash gain of \$34,137 as a result of re-measuring its prior equity interest in HSRE held before the acquisition. The properties are now consolidated as the Company owns the majority interest in the joint venture. A premium of \$2,823 on the debt assumed was recorded in order to record the loan at fair value on the date of purchase. This premium is included in premiums on notes payable in the consolidated balance sheets and will be amortized to interest expense over the remaining term of the loan.
- (9) On August 29, 2013, the Operating Partnership completed the purchase of 19 out of 20 self-storage facilities affiliated with All Aboard Mini Storage, all of which are located in California. On September 26, 2013, the Operating Partnership completed the purchase of the remaining facility. These properties were acquired in exchange for \$100,876 in cash (including \$98,960 of debt assumed and immediately defeased at closing), 1,342,727 Series B Units valued at \$33,568 and 1,448,108 common OP Units valued at \$62,341. In accordance with ASC 805, Business Combinations, the assumed debt was recorded at its fair value as of the closing date. The

difference between the price paid to extinguish the debt, which included \$9,153 of defeasance costs, and the carrying value of the debt was recorded as loss on extinguishment of debt related to portfolio acquisition on the Company's Consolidated Statements of Operations.

On December 11, 2013, the Company sold 50% of its ownership in a parcel of undeveloped land held for sale located in California for \$2,025. The buyer holds their 50% interest as a tenant in common. No gain or loss was recorded as a result of the sale. As the Company's interest is now held as a tenant in common, the value of the land was reclassified from land to investment in unconsolidated real estate ventures on the Company's consolidated balance sheets.

On December 6, 2013, the Company sold a store located in Florida for \$3,250 in cash. As a result of this transaction, a gain of \$160 was recorded.

In June 2013, the Company recorded a gain of \$800 due to the condemnation of a portion of land at one store in California that resulted from eminent domain.

On May 16, 2013, the Company sold a store located in New York for \$950. No gain or loss was recorded as a result of the sale.

On July 31, 2012, the Company acquired the land it had previously been leasing associated with a store in Bethesda, Maryland for a cash payment of \$3,671.

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As noted above, during the year ended December 31, 2014, the Company acquired 51 operating stores. The following pro forma financial information includes 39 of the 51 operating stores acquired. Twelve stores were excluded as it was impractical to obtain the historical information from the previous owners and in total they represent an immaterial amount of total revenues.

The pro forma information is based on the combined historical financial statements of the Company and 39 of the stores acquired, and presents the Company's results as if the acquisitions had occurred as of January 1, 2013:

| | For the Year Ended December 31, | |
|--|--|-------------|
| | 2014 | 2013 |
| Total revenues | \$ 659,804 | \$ 550,687 |
| Net income attributable to common stockholders | 183,643 | 179,792 |
| Earnings per common share | | |
| Basic | \$ 1.58 | \$ 1.61 |
| Diluted | \$ 1.57 | \$ 1.60 |

The following table summarizes the revenues and earnings related to the acquisitions since the acquisition dates, included in the consolidated income statement for the year ended December 31, 2014:

| | For the | |
|--|--------------------------|--------|
| | Year Ended | |
| | December 31, 2014 | |
| Total revenues | \$ | 25,783 |
| Net income attributable to common stockholders | \$ | 6,671 |

Losses on Earnouts from Prior Acquisitions

During 2012, the Company acquired a portfolio of ten stores located in New Jersey and New York. As part of this acquisition, the Company agreed to make an additional cash payment to the sellers if the acquired stores exceeded a specified amount of net rental income two years after the acquisition date. At the acquisition date, the Company believed that it was unlikely that any significant payment would be made as a result of this earnout provision. The rental growth of the stores was significantly higher than expected, resulting in a payment to the sellers of \$7,785. This amount is included in gain (loss) on sale of real estate and earnout from prior acquisitions on the Company's consolidated statements of operations for the year ended December 31, 2014.

During 2011, the Company acquired a store located in Florida. As part of this acquisition, the Company agreed to make an additional cash payment to the sellers if the acquired store exceeded a specified amount of net rental income for any twelve-month period prior to June 30, 2015. At the acquisition date, \$133 was recorded as the estimated amount that would be due, and the Company believed that it was unlikely that any significant additional payment would be made as a result of this earnout provision. Because the rental growth of the stores is trending significantly higher than expected, the Company estimated that an additional earnout payment of \$2,500 will be due to the seller. This amount is included in gain (loss) on sale of real estate and earnout from prior acquisitions on the Company's consolidated statements of operations for the year ended December 31, 2014.

Table of Contents**5. INVESTMENTS IN UNCONSOLIDATED REAL ESTATE VENTURES**

Investments in unconsolidated real estate ventures consist of the following:

| | Equity Ownership % | Excess Profit Participation % | Investment Balance at December 31, | |
|---|-----------------------|----------------------------------|------------------------------------|-----------|
| | | | 2014 | 2013 |
| Extra Space West One LLC (ESW) | 5% | 40% | \$ (95) | \$ 138 |
| Extra Space West Two LLC (ESW II) | 5% | 40% | 4,197 | 4,286 |
| Extra Space Northern Properties Six LLC (ESNPS) | 10% | 35% | (87) | 263 |
| Extra Space of Santa Monica LLC (ESSM) | 48% | 48% | 1,153 | 2,541 |
| Clarendon Storage Associates Limited Partnership (Clarendon) | 50% | 50% | 3,148 | 3,155 |
| PRISA Self Storage LLC (PRISA) | 2% | 17% | 10,520 | 10,737 |
| PRISA II Self Storage LLC (PRISA II) | 2% | 17% | 9,008 | 9,143 |
| VRS Self Storage LLC (VRS) | 45% | 54% | 40,363 | 41,810 |
| WCOT Self Storage LLC (WCOT) | 5% | 20% | 3,972 | 4,145 |
| Storage Portfolio I LLC (SP I) | 25% | 25-40% | 12,042 | 12,343 |
| Other minority owned properties | 18-50% | 19-50% | 1,490 | (436) |
| | | | \$ 85,711 | \$ 88,125 |

In these joint ventures, the Company and the joint venture partner generally receive a preferred return on their invested capital. To the extent that cash/profits in excess of these preferred returns are generated through operations or capital transactions, the Company would receive a higher percentage of the excess cash/profits than its equity interest.

In accordance with ASC 810, the Company reviews all of its joint venture relationships quarterly to ensure that there are no entities that require consolidation. As of December 31, 2014, there were no previously unconsolidated entities that were required to be consolidated as a result of this review.

Between December 2013 and May 2014, the Company acquired twelve stores located in California from entities associated with Grupe Properties Co. Inc. (Grupe.) As part of the Grupe acquisition, the Company acquired its joint venture partners' 60% to 65% equity interests in six stores. The Company previously held the remaining 35% to 40% interests in these stores through six separate joint ventures with Grupe. Prior to the acquisition, the Company accounted for its interests in these joint ventures as equity-method investments. The Company recognized a non-cash gain of \$3,438 during the year ended December 31, 2014 as a result of re-measuring the fair value of its equity interest in one of these joint ventures held before the acquisition. During the year ended December 31, 2014, the Company recorded a gain of \$584 as a result of the final cash distributions received from the other five joint ventures associated with the acquisitions that were completed during 2013. The Company recognized non-cash gains of \$9,339 during the year ended December 31, 2013 as a result of re-measuring its prior equity interests in five joint ventures held before the acquisition.

On November 1, 2013, the Company acquired its joint venture partner's 49% interest in HSRE-ESP IA, LLC (HSRE), an existing joint venture, for \$43,475 in cash and the assumption of a \$96,516 loan. The result of this acquisition is

that the Company owns a 99% interest in HSRE. The joint venture partner retained a 1% interest, valued at \$870, which was recorded at fair value based on the fair value of the assets in the joint venture and is included in other noncontrolling interests on the Company's consolidated balance sheets. HSRE owns 19 stores in various states. The stores are now consolidated as the Company owns the majority interest in the joint venture. Prior to the acquisition date, the Company accounted for its 50% interest in the joint venture as an equity-method investment. The acquisition date fair value of the previous equity interest was approximately \$43,500, and is included as consideration transferred. The Company recognized a non-cash gain of \$34,137 as a result of re-measuring its prior equity interest in HSRE held before the acquisition.

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On February 13, 2013, the Company acquired its joint venture partner's 48% equity interest in Extra Space of Eastern Avenue LLC (Eastern Avenue), which owned one store located in Maryland, for approximately \$5,979. Prior to the acquisition, the remaining 52% interest was owned by the Company, which accounted for its investment in Eastern Avenue using the equity method. The Company recorded a non-cash gain of \$2,215 related to this transaction, which represents the increase in fair value of the Company's interest in Eastern Avenue from its formation to the acquisition date.

On February 13, 2013, the Company acquired its joint venture partner's 61% equity interest in Extra Space of Montrose Avenue LLC (Montrose), which owned one store located in Illinois, for approximately \$6,878. Prior to the acquisition, the remaining 39% interest was owned by the Company, which accounted for its investment in Montrose using the equity method. The Company recorded a non-cash gain of \$341 related to this transaction, which represents the increase in fair value of the Company's interest in the joint venture from its formation to the acquisition date.

On December 20, 2012 two joint ventures in which the Company held 20% interests each sold their only self-storage stores. Both stores were located in Illinois. As a result of the sale, the joint ventures were dissolved, and the Company received cash proceeds which resulted in a gain of \$1,409.

On November 30, 2012, the Company completed the acquisition of its joint venture partner's 80% interest in SPB II, which owned 21 stores located in eleven states. Prior to the acquisition, the remaining 20% interest was owned by the Company, which accounted for its investment in SPB II using the equity method. Subsequent to the acquisition, the Company had full ownership. GAAP requires an entity that completes a business combination in stages to re-measure its previously held equity interest in the acquiree at its acquisition date fair value and recognize the resulting gain or loss, if any, in earnings. The Company recorded a gain of \$10,171 related to this transaction, which represents the increase in fair value of the Company's 20% interest in SPB II from the time the Company purchased its interest in the joint venture to the acquisition date.

On July 2, 2012, the Company completed the acquisition of PREI®'s 94.9% interest in PRISA III, which was formed in 2005 and owned 36 stores located in 18 states. Prior to the acquisition, the remaining 5.1% interest was owned by the Company, which accounted for its investment in PRISA III using the equity method. Subsequent to the acquisition, the Company had full ownership. GAAP requires an entity that completes a business combination in stages to re-measure its previously held equity interest in the acquiree at its acquisition date fair value and recognize the resulting gain or loss, if any, in earnings. The Company recorded a gain of \$13,499 related to this transaction, which represents the increase in fair value of the Company's 5.1% interest in PRISA III from the formation of the joint venture to the acquisition date.

On February 17, 2012, a joint venture in which the Company held a 40% equity interest sold its only store. The store was located in New York. As a result of the sale, the joint venture was dissolved, and the Company received cash proceeds which resulted in a gain of \$5,550.

On January 15, 2012, the Company sold its 40% equity interest in U-Storage de Mexico S.A. and related entities to its joint venture partners for \$4,841. The Company received cash of \$1,492 and a note receivable of \$3,349. No gain or loss was recorded on the sale. The note receivable was due December 15, 2014, and has been paid in full.

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Equity in earnings of unconsolidated real estate ventures consists of the following:

| | For the Year Ended December 31, | | |
|---|--|------------------|------------------|
| | 2014 | 2013 | 2012 |
| Equity in earnings of ESW | \$ 1,571 | \$ 1,406 | \$ 1,263 |
| Equity in earnings of ESW II | 102 | 50 | 26 |
| Equity in earnings of ESNPS | 513 | 461 | 382 |
| Equity in earnings of ESSM | 424 | 369 | 314 |
| Equity in earnings of Clarendon | 551 | 516 | 471 |
| Equity in earnings of HSRE-ESP IA, LLC (HSRE) | | 1,428 | 1,298 |
| Equity in earnings of PRISA | 929 | 890 | 821 |
| Equity in earnings of PRISA II | 764 | 703 | 643 |
| Equity in earnings of VRS | 3,510 | 3,464 | 2,849 |
| Equity in earnings of WCOT | 498 | 448 | 370 |
| Equity in earnings of SP I | 1,541 | 1,243 | 1,103 |
| Equity in earnings of other minority owned properties | 138 | 675 | 1,319 |
| | \$ 10,541 | \$ 11,653 | \$ 10,859 |

Equity in earnings of ESW II, SP I and SPB II includes the amortization of the Company's excess purchase price of \$25,713 of these equity investments over its original basis. The excess basis is amortized over 40 years.

Information (unaudited) related to the real estate ventures' debt at December 31, 2014, is presented below:

| | Loan Amount | Current Interest Rate | Debt Maturity |
|---------------------------------|--------------------|------------------------------|----------------------|
| ESNPS Fixed | \$ 34,500 | 5.27% | June 2015 |
| ESW Fixed | 16,700 | 5.00% | September 2015 |
| SP I Fixed | 91,543 | 4.66% | April 2018 |
| Clarendon Swapped to fixed | 7,888 | 5.93% | September 2018 |
| ESW II Swapped to fixed | 18,924 | 3.57% | February 2019 |
| VRS Swapped to fixed | 52,100 | 3.34% | July 2019 |
| WCOT Swapped to fixed | 87,500 | 3.34% | August 2019 |
| ESSM Variable | 13,878 | 4.19% | May 2021 |
| PRISA | | | Unleveraged |
| PRISA II | | | Unleveraged |
| Other minority owned properties | 10,296 | Various | Various |

Combined, condensed unaudited financial information of ESW, ESW II, ESNPS, PRISA, PRISA II, PRISA III, VRS, WCOT and SP I as of December 31, 2014 and 2013, and for the years ended December 31, 2014, 2013 and 2012, follows:

December 31,

| | 2014 | 2013 |
|----------------------------------|--------------|--------------|
| Balance Sheets: | | |
| Assets: | | |
| Net real estate assets | \$ 1,442,755 | \$ 1,474,754 |
| Other | 34,636 | 33,642 |
| | \$ 1,477,391 | \$ 1,508,396 |
| Liabilities and members' equity: | | |
| Notes payable | \$ 301,267 | \$ 304,121 |
| Other liabilities | 23,490 | 22,488 |
| Members' equity | 1,152,634 | 1,181,787 |
| | \$ 1,477,391 | \$ 1,508,396 |

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| | For the Year Ended December 31, | | |
|------------------------------|--|-------------|-----------------|
| | 2014 | 2013 | 2012 (a) |
| Statements of Income: | | | |
| Rents and other income | \$ 273,231 | \$ 260,487 | \$ 266,222 |
| Expenses | 153,973 | 149,595 | 164,285 |
| Net income | \$ 119,258 | \$ 110,892 | \$ 101,937 |

- (a) The income statement information for the year ended December 31, 2012 includes results from PRISA III and SPB II, which were acquired by the Company during 2012. Balance sheet and income statement information as of December 31, 2013 and 2014 does not include PRISA III or SPB II.

Variable Interests in Unconsolidated Real Estate Joint Ventures:

The Company has an interest in one unconsolidated joint venture with an unrelated third party which is a variable interest entity (VIE). The Company holds an 18% equity interest and a 50% profit interest in the VIE joint venture (VIE JV), and has 50% of the voting rights in the VIE JV. Qualification as a VIE was based on the determination that the equity investment at risk for the joint venture was not sufficient based on a qualitative and quantitative analysis performed by the Company. The Company performed a qualitative analysis for the joint venture to determine which party was the primary beneficiary of each VIE. The Company determined that since the powers to direct the activities most significant to the economic performance of the entity is shared equally by the Company and its joint venture partner, there is no primary beneficiary. Accordingly, the interest is recorded using the equity method.

The VIE JV owns a single store. This joint venture is financed through a combination of (1) equity contributions from the Company and its joint venture partner and (2) amounts payable to the Company. The amounts payable to the Company consist of amounts owed for expenses paid on behalf of the joint venture by the Company as manager and mortgage notes payable to the Company. The Company performs management services for the VIE JV in exchange for a management fee of approximately 6.0% of cash collected by the store. The Company completed the purchase of the VIE JV s mortgage loan on April 3, 2014. The mortgage notes payable were in default as of December 31, 2014. Except as disclosed, the Company has not provided financial or other support during the periods presented to the VIE JV that it was not previously contractually obligated to provide.

The Company s maximum exposure to loss for this joint venture as of December 31, 2014, is the total of the amounts payable to the Company and the Company s investment balances in the joint venture. The Company believes that the risk of incurring a material loss as a result of having to perform on the loan guarantee is unlikely and, therefore, no liability has been recorded related to this guarantee. Also, repossessing and/or selling the store and land that collateralize the amounts payable to the Company could provide funds sufficient to reimburse the Company.

The following table compares the liability balance and the maximum exposure to loss related to the Company s VIE JV as of December 31, 2014:

| | Liability Balance | Investment Balance | Amounts Payable to the Company | Maximum Exposure to Loss | Difference |
|-----------------------------------|------------------------------|-------------------------------|---|---|-------------------|
| Extra Space of Sacramento One LLC | \$ | \$ (1,264) | \$ 10,590 | \$ 9,326 | \$ (9,326) |

The Company had no consolidated VIEs for the year ended December 31, 2014.

Table of Contents**6. OTHER ASSETS**

The components of other assets are summarized as follows:

| | December 31, 2014 | December 31, 2013 |
|-----------------------------------|-------------------|-------------------|
| Equipment and fixtures | \$ 24,913 | \$ 21,774 |
| Less: accumulated depreciation | (15,183) | (12,805) |
| Other intangible assets | 7,130 | 6,460 |
| Deferred financing costs, net | 21,483 | 21,881 |
| Prepaid expenses and deposits | 8,891 | 8,355 |
| Receivables, net | 31,946 | 26,278 |
| Notes receivable | 9,661 | 5,747 |
| Investments in Trusts | 3,590 | 3,590 |
| Income taxes receivable | | 1,845 |
| Fair value of interest rate swaps | 3,583 | 13,630 |
| | \$ 96,014 | \$ 96,755 |

In September 2014, the Company established a credit facility with an existing partner. Under the credit facility, the Company has agreed to fund a series of loans to a variety of the partner's subsidiaries, with a total not exceeding \$100,000. The loans will be secured by mortgages of stores that are subject to approval by the Company. The loans are expected to close over the next three years, will bear interest at Libor plus 2.55%, and have terms of five years each. The closing of each loan is intended to be accompanied by a simultaneous put/call option agreement, under which the partner's subsidiaries can require the Company to buy the store, and whereby the Company can require the partner's subsidiaries to sell the stores. No amounts have been drawn on this credit facility as of December 31, 2014.

7. NOTES PAYABLE

The components of notes payable are summarized as follows:

| | December 31, 2014 | December 31, 2013 |
|---|-------------------|-------------------|
| Fixed Rate | | |
| Mortgage loans with banks (including loans subject to interest rate swaps) bearing interest at fixed rates between 2.8% and 6.7%. The loans are collateralized by mortgages on real estate assets and the assignment of rents. Principal and interest payments are made monthly with all outstanding principal and interest due between May 2015 and February 2023. | \$ 1,164,303 | \$ 1,249,295 |
| Variable Rate | | |
| Mortgage loans with banks bearing floating interest rates based on LIBOR. Interest rates based on LIBOR are between LIBOR plus 1.65% (1.82% at December 31, 2014 and 1.97% December 31, 2013) and LIBOR plus 2.0% (2.17% at December 31, 2014 | 707,764 | 339,301 |

and 2.26% December 31, 2013). The loans are collateralized by mortgages on real estate assets and the assignment of rents. Principal and interest payments are made monthly with all outstanding principal and interest due between May 2015 and March 2021.

| | | | | |
|--|----|-----------|----|-----------|
| | \$ | 1,872,067 | \$ | 1,588,596 |
|--|----|-----------|----|-----------|

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The following table summarizes the scheduled maturities of notes payable at December 31, 2014:

| | |
|------------|---------------------|
| 2015 | \$ 251,466 |
| 2016 | 185,732 |
| 2017 | 475,910 |
| 2018 | 127,078 |
| 2019 | 447,012 |
| Thereafter | 384,869 |
| | \$ 1,872,067 |

Certain mortgage and construction loans with variable interest rates are subject to interest rate floors starting at 1.90%. Real estate assets are pledged as collateral for the notes payable. Of the Company's \$1,872,067 in notes payable outstanding at December 31, 2014, \$1,207,817 were recourse due to guarantees or other security provisions. The Company is subject to certain restrictive covenants relating to the outstanding notes payable. The Company was in compliance with all financial covenants at December 31, 2014.

8. DERIVATIVES

The Company is exposed to certain risk arising from both its business operations and economic conditions. The Company principally manages its exposures to a wide variety of business and operational risks through management of its core business activities. The Company manages economic risks, including interest rate, liquidity, and credit risk primarily by managing the amount, sources and duration of its debt funding and the use of derivative financial instruments. Specifically, the Company enters into derivative financial instruments to manage exposures that arise from business activities that result in the receipt or payment of future known and uncertain cash amounts, the value of which are determined by interest rates. The Company's derivative financial instruments are used to manage differences in the amount, timing and duration of the Company's known or expected cash receipts and its known or expected cash payments principally related to the Company's investments and borrowings.

Cash Flow Hedges of Interest Rate Risk

The Company's objectives in using interest rate derivatives are to add stability to interest expense and to manage its exposure to interest rate movements. To accomplish this objective, the Company primarily uses interest rate swaps as part of its interest rate risk management strategy. Interest rate swaps designated as cash flow hedges involve the receipt of variable amounts from a counterparty in exchange for the Company making fixed-rate payments over the life of the agreements without exchange of the underlying notional amount.

The effective portion of changes in the fair value of derivatives designated and that qualify as cash flow hedges is recorded in accumulated other comprehensive deficit and is subsequently reclassified into earnings in the period that the hedged forecasted transaction affects earnings. A portion of these changes is excluded from accumulated other comprehensive income as it is allocated to noncontrolling interests. During the years ended December 31, 2014, 2013 and 2012, such derivatives were used to hedge the variable cash flows associated with existing variable-rate debt. During 2015, the Company estimates that an additional \$7,417 will be reclassified as an increase to interest expense.

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The following table summarizes the terms of the Company's 19 derivative financial instruments, which have a total combined notional amount of \$717,353, as of December 31, 2014:

| Hedge Product | Range of Notional Amounts | | Strike | | Effective Dates | | Maturity Dates | |
|----------------------|----------------------------------|----------|---------------|-------|------------------------|----------|-----------------------|----------|
| Swap Agreements | \$5,120 | \$94,636 | 2.79% | 5.80% | 6/11/2010 | 1/1/2014 | 6/1/2015 | 4/1/2021 |

Table of Contents**Fair Values of Derivative Instruments**

The table below presents the fair value of the Company's derivative financial instruments as well as their classification on the consolidated balance sheets:

| | Asset (Liability) Derivatives | | | |
|---|-------------------------------|------------|------------------------|------------|
| | December 31, 2014 | | December 31, 2013 | |
| | Balance Sheet Location | Fair Value | Balance Sheet Location | Fair Value |
| Derivatives designated as hedging instruments: | | | | |
| Swap Agreements | Other assets | \$ 3,583 | Other assets | \$ 13,630 |
| Swap Agreements | Other liabilities | \$ (3,533) | Other liabilities | \$ (3,684) |

Effect of Derivative Instruments

The tables below present the effect of the Company's derivative financial instruments on the consolidated statements of operations for the periods presented. No tax effect has been presented as the derivative instruments are held by the Company:

| Type | Classification of Income (Expense) | For the Year Ended December 31, 2014 | | |
|-----------------|------------------------------------|--------------------------------------|------------|------------|
| | | 2014 | 2013 | 2012 |
| Swap Agreements | Interest expense | \$ (8,780) | \$ (8,917) | \$ (6,758) |

| Type | Gain (loss) recognized in OCI | Location of amounts reclassified from OCI into income | Gain (loss) reclassified from OCI |
|-----------------|-------------------------------|---|--------------------------------------|
| | December 31, 2014 | | For the Year Ended December 31, 2014 |
| Swap Agreements | \$ (18,557) | Interest expense | \$ (8,780) |

| Type | Gain (loss) recognized in OCI | Location of amounts reclassified from OCI into income | Gain (loss) reclassified from OCI |
|-----------------|-------------------------------|---|--------------------------------------|
| | December 31, 2013 | | For the Year Ended December 31, 2013 |
| Swap Agreements | \$ 13,718 | Interest expense | \$ (8,917) |

Credit-Risk-Related Contingent Features

The Company has agreements with some of its derivative counterparties that contain provisions pursuant to which, the Company could be declared in default of its derivative obligations if the Company defaults on any of its indebtedness, including default where repayment of the indebtedness has not been accelerated by the lender.

The Company also has an agreement with some of its derivative counterparties that incorporates the loan covenant provisions of the Company's indebtedness with a lender affiliate of the derivative counterparty. Failure to comply with the loan covenant provisions would result in the Company being in default on any derivative instrument obligations covered by the agreement.

As of December 31, 2014, the fair value of derivatives in a net liability position, which includes accrued interest but excludes any adjustment for nonperformance risk, related to these agreements was \$3,532. As of December 31, 2014, the Company had not posted any collateral related to these agreements. If the Company had breached any of these provisions as of December 31, 2014, it could have been required to settle its obligations under the agreements at their termination value of \$3,757.

Table of Contents**9. NOTES PAYABLE TO TRUSTS**

During July 2005, ESS Statutory Trust III (the Trust III), a newly formed Delaware statutory trust and a wholly-owned, unconsolidated subsidiary of the Operating Partnership, issued an aggregate of \$40,000 of preferred securities which mature on July 31, 2035. In addition, the Trust III issued 1,238 of Trust common securities to the Operating Partnership for a purchase price of \$1,238. On July 27, 2005, the proceeds from the sale of the preferred and common securities of \$41,238 were loaned in the form of a note to the Operating Partnership (Note 3). Note 3 had a fixed rate of 6.91% through July 31, 2010, and then was payable at a variable rate equal to the three-month LIBOR plus 2.40% per annum. Effective July 11, 2011, the Trust III entered into an interest rate swap that fixes the interest rate to be paid at 4.99% per annum and matures July 11, 2018. The interest on Note 3, payable quarterly, will be used by the Trust III to pay dividends on the trust preferred securities. The trust preferred securities became redeemable by the Trust III with no prepayment premium on July 27, 2010.

During May 2005, ESS Statutory Trust II (the Trust II), a newly formed Delaware statutory trust and a wholly-owned, unconsolidated subsidiary of the Operating Partnership of the Company, issued an aggregate of \$41,000 of preferred securities which mature on June 30, 2035. In addition, the Trust II issued 1,269 of Trust common securities to the Operating Partnership for a purchase price of \$1,269. On May 24, 2005, the proceeds from the sale of the preferred and common securities of \$42,269 were loaned in the form of a note to the Operating Partnership (Note 2). Note 2 had a fixed rate of 6.67% through June 30, 2010, and then was payable at a variable rate equal to the three-month LIBOR plus 2.40% per annum. Effective July 11, 2011, the Trust II entered into an interest rate swap that fixes the interest rate to be paid at 4.99% per annum and matures July 11, 2018. The interest on Note 2, payable quarterly, will be used by the Trust II to pay dividends on the trust preferred securities. The trust preferred securities became redeemable by the Trust II with no prepayment premium on June 30, 2010.

During April 2005, ESS Statutory Trust I (the Trust), a newly formed Delaware statutory trust and a wholly-owned, unconsolidated subsidiary of the Operating Partnership of the Company issued an aggregate of \$35,000 of trust preferred securities which mature on June 30, 2035. In addition, the Trust issued 1,083 of Trust common securities to the Operating Partnership for a purchase price of \$1,083. On April 8, 2005, the proceeds from the sale of the trust preferred and common securities of \$36,083 were loaned in the form of a note to the Operating Partnership (the Note). The Note has a variable rate equal to the three-month LIBOR plus 2.25% per annum. Effective June 30, 2010, the Trust entered into an interest rate swap that fixes the interest rate to be paid at 5.14% per annum and matures on June 30, 2018. The interest on the Note, payable quarterly, will be used by the Trust to pay dividends on the trust preferred securities. The trust preferred securities are redeemable by the Trust with no prepayment premium.

Trust, Trust II and Trust III (together, the Trusts) are VIEs because the holders of the equity investment at risk (the trust preferred securities) do not have the power to direct the activities of the entities that most significantly affect the entities' economic performance because of their lack of voting or similar rights. Because the Operating Partnership's investment in the Trusts' common securities was financed directly by the Trusts as a result of its loan of the proceeds to the Operating Partnership, that investment is not considered to be an equity investment at risk. The Operating Partnership's investment in the Trusts is not a variable interest because equity interests are variable interests only to the extent that the investment is considered to be at risk, and therefore the Operating Partnership cannot be the primary beneficiary of the Trusts. Since the Company is not the primary beneficiary of the Trusts, they have not been consolidated. A debt obligation has been recorded in the form of notes as discussed above for the proceeds, which are owed to the Trusts by the Company. The Company has also recorded its investment in the Trusts' common securities as other assets.

The Company has not provided financing or other support during the periods presented to the Trusts that it was not previously contractually obligated to provide. The Company's maximum exposure to loss as a result of its involvement with the Trusts is equal to the total amount of the notes discussed above less the amounts of the

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Company's investments in the Trusts' common securities. The net amount is the notes payable that the Trusts owe to third parties for their investments in the Trusts' preferred securities.

Following is a tabular comparison of the liabilities the Company has recorded as a result of its involvements with the Trusts to the maximum exposure to loss the Company is subject to related to the Trusts as of December 31, 2014:

| | Notes payable to Trusts | Investment Balance | Maximum exposure to loss | Difference |
|-----------|------------------------------------|-------------------------------|-------------------------------------|-------------------|
| Trust | \$ 36,083 | \$ 1,083 | \$ 35,000 | \$ |
| Trust II | 42,269 | 1,269 | 41,000 | |
| Trust III | 41,238 | 1,238 | 40,000 | |
| | \$ 119,590 | \$ 3,590 | \$ 116,000 | \$ |

10. EXCHANGEABLE SENIOR NOTES

On June 21, 2013, the Operating Partnership issued \$250,000 of its 2.375% Exchangeable Senior Notes due 2033 at a 1.5% discount, or \$3,750. Costs incurred to issue the Notes due 2033 were approximately \$1,672. These costs are being amortized as an adjustment to interest expense over five years, which represents the estimated term based on the first available redemption date, and are included in other assets in the consolidated balance sheet. The Notes due 2033 are general unsecured senior obligations of the Operating Partnership and are fully guaranteed by the Company. Interest is payable on January 1 and July 1 of each year beginning January 1, 2014, until the maturity date of July 1, 2033. The Notes due 2033 bear interest at 2.375% per annum and contain an exchange settlement feature, which provides that the Notes due 2033 may, under certain circumstances, be exchangeable for cash (for the principal amount of the Notes due 2033) and, with respect to any excess exchange value, for cash, shares of the Company's common stock or a combination of cash and shares of the Company's common stock at the Company's option. The initial exchange rate of the Notes due 2033 is approximately 17.98 shares of the Company's common stock per \$1,000 principal amount of the Notes due 2033.

The Operating Partnership may redeem the Notes due 2033 at any time to preserve the Company's status as a REIT. In addition, on or after July 5, 2018, the Operating Partnership may redeem the Notes due 2033 for cash, in whole or in part, at 100% of the principal amount plus accrued and unpaid interest, upon at least 30 days but not more than 60 days prior written notice to the holders of the Notes due 2033. The holders of the Notes due 2033 have the right to require the Operating Partnership to repurchase the Notes due 2033 for cash, in whole or in part, on July 1 of the years 2018, 2023, and 2028, and upon the occurrence of certain designated events, in each case for a repurchase price equal to 100% of the principal amount of the Notes due 2033 plus accrued and unpaid interest. Certain events are considered

Events of Default, as defined in the indenture governing the Notes due 2033, which may result in the accelerated maturity of the Notes due 2033.

GAAP requires entities with convertible debt instruments that may be settled entirely or partially in cash upon conversion to separately account for the liability and equity components of the instrument in a manner that reflects the issuer's economic interest cost. The Company therefore accounts for the liability and equity components of the Notes due 2033 separately. The equity component is included in paid-in capital in stockholders' equity in the consolidated balance sheet, and the value of the equity component is treated as original issue discount for purposes of accounting for the debt component. The discount is being amortized as interest expense over the remaining period of the debt

through its first redemption date, July 1, 2018. The effective interest rate on the liability component is 4.0%.

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Information about the carrying amount of the equity component, the principal amount of the liability component, its unamortized discount and its net carrying amount were as follows for the periods indicated:

| | December 31, 2014 | December 31, 2013 |
|--|--------------------------|--------------------------|
| Carrying amount of equity component | \$ 14,496 | \$ 14,496 |
| Principal amount of liability component | \$ 250,000 | \$ 250,000 |
| Unamortized discount equity component | (10,448) | (13,131) |
| Unamortized cash discount | (2,606) | (3,356) |
| Net carrying amount of liability component | \$ 236,946 | \$ 233,513 |

On March 27, 2007, the Company's Operating Partnership issued \$250,000 of 3.625% Exchangeable Senior Notes due 2027. The Notes due 2027 bore interest at 3.625% per annum and contained an exchange settlement feature, which provided that under certain circumstances, the Notes due 2027 could have been exchanged for cash (up to the principal amount) and, with respect to any excess exchange value, for cash, shares of the Company's common stock, or a combination of cash and shares of the Company's common stock at the option of the Operating Partnership. The Company accounted for the liability and equity components of the Notes due 2027 separately as required under GAAP. The effective interest rate on the liability component of the Notes due 2027 was 5.75%.

On March 1, 2012, the Company announced that the holders of the Operating Partnership's then-outstanding \$87,663 principal amount of the Notes due 2027 had the right to surrender their notes for repurchase by the Operating Partnership on April 1, 2012 for 100% of the principal amount, pursuant to the holders' rights under the indenture governing the Notes due 2027.

As of April 3, 2012, the Company received notice that the holders of the entire \$87,663 principal amount of the Notes due 2027 had surrendered their notes for exchange. On April 26, 2012, the Company settled the exchange by paying cash for the principal amount, as required by the indenture, and issuing 684,685 shares of common stock for the value in excess of the principal amount. The issuance of shares was reflected as an increase in paid-in-capital with a corresponding decrease in paid-in-capital attributable to the reacquisition of the equity component of the convertible debt.

The amount of interest cost recognized relating to the contractual interest rate and the amortization of the discount on the liability component for the Notes due 2033 and the Notes due 2027 was as follows for the periods presented:

| | For the Year Ended December 31, | | |
|--------------------------|--|-------------|-------------|
| | 2014 | 2013 | 2012 |
| Contractual interest | \$ 5,936 | \$ 3,134 | \$ 790 |
| Amortization of discount | 2,683 | 1,404 | 444 |

| | | | |
|-----------------------------------|----------|----------|----------|
| Total interest expense recognized | \$ 8,619 | \$ 4,538 | \$ 1,234 |
|-----------------------------------|----------|----------|----------|

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All of the Company's lines of credit are guaranteed by the Company and secured by mortgages on certain real estate assets. The following table presents information on the Company's lines of credit, the proceeds of which are used to repay debt and for general corporate purposes, for the periods indicated:

| Line of Credit | As of December 31, 2014 | | Interest Rate | Origination Date | Maturity | Basis Rate (2) | Notes |
|----------------|-------------------------|--------------|---------------|------------------|------------|-----------------|-------|
| | Amount Drawn (1) | Capacity (1) | | | | | |
| Credit Line 1 | \$ 7,000 | \$ 85,000 | 2.1% | 6/4/2010 | 6/3/2016 | LIBOR plus 1.9% | (3) |
| Credit Line 2 | 41,000 | 50,000 | 1.9% | 11/16/2010 | 2/13/2017 | LIBOR plus 1.8% | (4) |
| Credit Line 3 | 50,000 | 80,000 | 1.9% | 4/29/2011 | 11/18/2016 | LIBOR plus 1.7% | (4) |
| Credit Line 4 | 40,000 | 50,000 | 1.8% | 9/29/2014 | 9/29/2017 | LIBOR plus 1.7% | (4) |
| | \$ 138,000 | \$ 265,000 | | | | | |

(1) Amounts in thousands

(2) 30-day USD LIBOR

(3) One two-year extension available

(4) Two one-year extensions available

12. OTHER LIABILITIES

The components of other liabilities are summarized as follows:

| | December 31, 2014 | December 31, 2013 |
|------------------------------------|-------------------|-------------------|
| Deferred rental income | \$ 28,485 | \$ 24,037 |
| Lease obligation liability | 713 | 2,076 |
| Fair value of interest rate swaps | 3,533 | 3,684 |
| Income taxes payable | 672 | 671 |
| Deferred tax liability | 5,367 | 3,481 |
| Earnout provisions on acquisitions | 8,033 | 133 |
| Unpaid claims liability | 1,832 | 1,236 |
| Other miscellaneous liabilities | 6,084 | 2,679 |
| | \$ 54,719 | \$ 37,997 |

Included in the lease obligation liability is approximately \$609 and \$2,352 as of December 31, 2014 and 2013, respectively, related to minimum rentals to be received in the future under non-cancelable subleases.

Included in other miscellaneous liabilities is unpaid claims related to the Company's tenant reinsurance program. For the years ended December 31, 2014, 2013 and 2012, the number of claims made were 2,942, 2,316 and 2,060,

respectively. The following table presents information on the Company's unpaid claims liability for the periods presented:

| | For the Year Ended December 31, | | |
|---|--|-------------|-------------|
| | 2014 | 2013 | 2012 |
| Tenant Reinsurance Claims: | | | |
| Unpaid claims liability at beginning of year | \$ 1,236 | \$ 1,414 | \$ 715 |
| Claims and claim adjustment expense for claims incurred in the current year | 5,126 | 3,817 | 3,417 |
| Claims and claim adjustment expense for claims incurred in the prior years | (345) | (116) | 22 |
| Payments for current year claims | (3,367) | (2,627) | (2,028) |
| Payments for prior year claims | (818) | (1,252) | (712) |
| Unpaid claims liability at the end of the year | \$ 1,832 | \$ 1,236 | \$ 1,414 |

Table of Contents**13. RELATED PARTY AND AFFILIATED REAL ESTATE JOINT VENTURE TRANSACTIONS**

The Company provides management services to certain joint ventures, third parties and other related party stores. Management agreements provide generally for management fees of 6.0% of cash collected from total revenues for the management of operations at the stores. In addition, the Company receives an asset management fee equal to 50 basis points multiplied by the total asset value of the stores owned by the SPI joint venture, provided certain requirements are met.

Management fee revenues for related party and affiliated real estate joint ventures are summarized as follows:

| Entity | Type | For the Year Ended December 31, | | |
|----------|---------------------------------------|------------------------------------|-----------|-----------|
| | | 2014 | 2013 | 2012 |
| ESW | Affiliated real estate joint ventures | \$ 480 | \$ 450 | \$ 430 |
| ESW II | Affiliated real estate joint ventures | 410 | 382 | 354 |
| ESNPS | Affiliated real estate joint ventures | 550 | 528 | 498 |
| ESSM | Affiliated real estate joint ventures | 132 | 117 | 107 |
| HSRE | Affiliated real estate joint ventures | 1,201 | 1,146 | 1,094 |
| PRISA | Affiliated real estate joint ventures | 5,466 | 5,215 | 5,174 |
| PRISA II | Affiliated real estate joint ventures | 4,635 | 4,397 | 4,138 |
| VRS | Affiliated real estate joint ventures | 1,326 | 1,286 | 1,207 |
| WCOT | Affiliated real estate joint ventures | 1,680 | 1,601 | 1,520 |
| SPI | Affiliated real estate joint ventures | 1,999 | 1,953 | 1,885 |
| Other | Franchisees, third parties and other | 10,336 | 9,539 | 9,299 |
| | | \$ 28,215 | \$ 26,614 | \$ 25,706 |

Receivables from related parties and affiliated real estate joint ventures balances are summarized as follows:

| | December 31, 2014 | December 31, 2013 |
|-------------------------------|-------------------|-------------------|
| Mortgage notes receivable | \$ 10,590 | \$ 5,818 |
| Other receivables from stores | 1,188 | 1,724 |
| | \$ 11,778 | \$ 7,542 |

Other receivables from stores consist of amounts due for management fees, asset management fees and expenses paid on behalf of the stores that the Company manages. The Company believes that all of these related party and affiliated real estate joint venture receivables are fully collectible. The Company does not have any payables to related parties at December 31, 2014 and 2013.

Centershift, a related party service provider, was partially owned by one of the Company's board members, whose interest was sold in February 2014. Effective January 1, 2004, the Company entered into a license agreement with Centershift which secured a perpetual right for continued use of STORE (the site management software used at all sites operated by the Company) in all aspects of the Company's property acquisition, development, redevelopment and operational activities. On October 1, 2013, the Company bought out the remainder of its three year contract with

Centershift for \$1,500, which was included in general and administrative expense for the year ended December 31, 2013. In addition, during the year ended December 31, 2013, the Company purchased a copy of the STORE source code and some equipment from Centershift for \$2,600. Subsequent to these purchases, the Company no longer has any contractual liability to Centershift. During the years ended December 31, 2014, 2013 and 2012, the Company paid Centershift \$0, \$1,095 and \$1,235, respectively, relating to the purchase of software and license agreements.

The Company has entered into an annual aircraft dry lease and service and management agreement with SpenAero, L.C. (SpenAero), an affiliate of Spencer F. Kirk, the Company's Chief Executive Officer. Under the

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terms of the agreement, the Company pays a defined hourly rate for use of the aircraft. During the years ended December 31, 2014, 2013 and 2012, the Company paid SpenAero \$1,059, \$803 and \$649, respectively. The services that the Company receives from SpenAero are similar in nature and comparable in price to those that are provided to other outside third parties.

14. STOCKHOLDERS EQUITY

The Company's charter provides that it can issue up to 500,000,000 shares of common stock, \$0.01 par value per share and 50,000,000 shares of preferred stock, \$0.01 par value per share. As of December 31, 2014, 116,360,239 shares of common stock were issued and outstanding, and no shares of preferred stock were issued or outstanding.

All holders of the Company's common stock are entitled to receive dividends and to one vote on all matters submitted to a vote of stockholders. The transfer agent and registrar for the Company's common stock is American Stock Transfer & Trust Company.

On November 8, 2013, the Company issued and sold 4,500,000 shares of its common stock in a public offering at a price to the underwriter of \$45.81 per share. The Company received gross proceeds of \$206,145. Transaction costs were \$157, resulting in net proceeds of \$205,988.

On November 9, 2012, the Company issued and sold 5,980,000 shares of its common stock in a public offering at a price to the underwriter of \$33.98 per share. The Company received gross proceeds of \$203,200. Transaction costs were \$300, resulting in net proceeds of \$202,900.

On April 16, 2012, the Company issued and sold 8,050,000 shares of its common stock in a public offering at a price to the underwriter of \$28.22 per share. The Company received gross proceeds of \$227,171. Transaction costs were \$483, resulting in net proceeds of \$226,688.

15. NONCONTROLLING INTEREST REPRESENTED BY PREFERRED OPERATING PARTNERSHIP UNITS

Classification of Noncontrolling Interests

GAAP requires a company to present ownership interests in subsidiaries held by parties other than the company in the consolidated financial statements within the equity section, but separate from the company's equity. It also requires the amount of consolidated net income attributable to the parent and to the noncontrolling interest to be clearly identified and presented on the face of the consolidated statement of operations and requires changes in ownership interest to be accounted for similarly as equity transactions. If noncontrolling interests are determined to be redeemable, they are to be carried at their redemption value as of the balance sheet date and reported as temporary equity.

The Company has evaluated the terms of the Operating Partnership's preferred units and classifies the noncontrolling interest represented by such preferred units as stockholders' equity in the accompanying consolidated balance sheets. The Company will periodically evaluate individual noncontrolling interests for the ability to continue to recognize the noncontrolling amount as permanent equity in the consolidated balance sheets. Any noncontrolling interests that fail to qualify as permanent equity will be reclassified as temporary equity and adjusted to the greater of (1) the carrying amount, or (2) its redemption value as of the end of the period in which the determination is made.

Series A Participating Redeemable Preferred Units

On June 15, 2007, the Operating Partnership entered into a Contribution Agreement with various limited partnerships affiliated with AAAAA Rent-A-Space to acquire ten stores in exchange for 989,980 Series A Units. The stores are located in California and Hawaii.

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On June 25, 2007, the Operating Partnership loaned the holders of the Series A Units \$100,000. The note receivable bears interest at 4.85%. During 2013, a loan amendment was signed extending the maturity date to September 1, 2020. The loan is secured by the borrower's Series A Units. The holders of the Series A Units could redeem up to 114,500 Series A Units prior to the maturity date of the loan. If any redemption in excess of 114,500 Series A Units occurs prior to the maturity date, the holder of the Series A Units is required to repay the loan as of the date of that redemption. On October 3, 2014, the holders of the Series A Units redeemed 114,500 Series A Units for \$4,794 in cash and 280,331 shares of common stock. No additional redemption of Series A Units can be made without repayment of the loan. The Series A Units are shown on the balance sheet net of the \$100,000 loan because the borrower under the loan receivable is also the holder of the Series A Units.

The partnership agreement of the Operating Partnership (as amended, the Partnership Agreement) provides for the designation and issuance of the Series A Units. The Series A Units have priority over all other partnership interests of the Operating Partnership with respect to distributions and liquidation.

Under the Partnership Agreement, Series A Units in the amount of \$115,000 bear a fixed priority return of 5.0% and have a fixed liquidation value of \$115,000. The remaining balance participates in distributions with, and has a liquidation value equal to, that of the common OP Units. The Series A Units became redeemable at the option of the holder on September 1, 2008, which redemption obligation may be satisfied, at the Company's option, in cash or shares of its common stock.

Series B Redeemable Preferred Units

On April 3, 2014, the Operating Partnership completed the purchase of a store located in Georgia. This store was acquired in exchange for \$15,158 of cash and 333,360 Series B Units valued at \$8,334.

On August 29, 2013, the Operating Partnership completed the purchase of 19 out of 20 stores affiliated with All Aboard Mini Storage, all of which are located in California. On September 26, 2013, the Operating Partnership completed the purchase of the remaining facility. These stores were acquired in exchange for \$100,876 in cash (including \$98,960 of debt assumed and immediately defeased at closing), 1,342,727 Series B Units valued at \$33,568, and 1,448,108 common OP Units valued at \$62,341.

The Partnership Agreement provides for the designation and issuance of the Series B Units. The Series B Units rank junior to the Series A Units, on parity with the Series C Units and Series D Units, and senior to all other partnership interests of the Operating Partnership with respect to distributions and liquidation.

The Series B Units have a liquidation value of \$25.00 per unit for a fixed liquidation value of \$41,902. Holders of the Series B Units receive distributions at an annual rate of 6.0%. These distributions are cumulative. The Series B Units are redeemable at the option of the holder on the first anniversary of the date of issuance, which redemption obligations may be satisfied at the Company's option in cash or shares of its common stock.

Series C Convertible Redeemable Preferred Units

On November 19, 2013, the Operating Partnership entered into Contribution Agreements with various entities affiliated with Grupe, under which the Company agreed to acquire twelve stores, all of which are located in California. The Company completed the purchase of these self-storage stores between December 2013 and May 2014. The Company previously held a 35% interest in five of these stores and a 40% interest in one store through six separate joint ventures with Grupe. These stores were acquired in exchange for a total of approximately \$45,722 of cash, the assumption of \$37,532 in existing debt, and the issuance of 704,016 Series C Units valued at \$30,960.

The Partnership Agreement provides for the designation and issuance of the Series C Units. The Series C Units rank junior to the Series A Units, on parity with the Series B Units and Series D Units, and senior to all other partnership interests of the Operating Partnership with respect to distributions and liquidation.

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The Series C Units have a liquidation value of \$42.10 per unit. From issuance to the fifth anniversary of issuance, each Series C Unit holder will receive quarterly distributions equal to the quarterly distribution for common OP Unit plus \$0.18. Beginning on the fifth anniversary of issuance, each Series C Unit holder will receive a fixed quarterly distribution equal to the aggregate quarterly distribution payable in respect of such Series C Unit during the four quarters immediately preceding the fifth anniversary of issuance divided by four. These distributions are cumulative. The Series C Units will become redeemable at the option of the holder one year from the date of issuance, which redemption obligation may be satisfied at the Company's option in cash or shares of its common stock. The Series C Units will also become convertible into common OP Units at the option of the holder one year from the date of issuance, at a rate of 0.9145 common OP Units per Series C Unit converted. This conversion option expires upon the fifth anniversary of the date of issuance.

In December 2014, the Operating Partnership loaned holders of the Series C Units \$20,230. The notes receivable, which are collateralized by the Series C Units, bear interest at 5.0% and mature on December 15, 2024. The Series C Units are shown on the balance sheet net of the \$20,230 loan because the borrower under the loan receivable is also the holder of the Series C units.

Series D Redeemable Preferred Units

In December 2014, the Operating Partnership completed the acquisition of a store located in Florida. This store was acquired in exchange for \$5,621 in cash and 548,390 Series D Units valued at \$13,710.

The Partnership Agreement provides for the designation and issuance of the Series D Units. The Series D Units rank junior to the Series A Units, on parity with the Series B Units and Series C Units, and senior to all other partnership interest of the Operating Partnership with respect to distributions and liquidation.

The Series D Units have a liquidation value of \$25.00 per unit, for a fixed liquidation value of \$13,710. Holders of the Series D Units receive distributions at an annual rate of 5.0%. These distributions are cumulative. The Series D Units will become redeemable at the option of the holder on the first anniversary of the date of issuance, which redemption obligation may be satisfied at the Company's option in cash or shares of its common stock.

16. NONCONTROLLING INTEREST IN OPERATING PARTNERSHIP

The Company's interest in its stores is held through the Operating Partnership. ESS Holding Business Trust I, a wholly-owned subsidiary of the Company, is the sole general partner of the Operating Partnership. ESS Business Trust II, also a wholly-owned subsidiary of the Company, is a limited partner of the Operating Partnership. Between its general partner and limited partner interests, the Company held a 93.4% majority ownership interest therein as of December 31, 2014. The remaining ownership interests in the Operating Partnership (including Preferred Operating Partnership units) of 6.6% are held by certain former owners of assets acquired by the Operating Partnership. As of December 31, 2014, the Operating Partnership had 4,365,879 OP Units outstanding.

The noncontrolling interest in the Operating Partnership represents OP Units that are not owned by the Company. In conjunction with the formation of the Company and as a result of subsequent acquisitions, certain persons and entities contributing interests in stores to the Operating Partnership received limited partnership units in the form of OP units. Limited partners who received OP Units in the formation transactions or in exchange for contributions for interests in stores have the right to require the Operating Partnership to redeem part or all of their OP Units for cash based upon the fair market value of an equivalent number of shares of the Company's common stock (10 day average) at the time of the redemption. Alternatively, the Company may, at its sole discretion, elect to acquire those OP Units in exchange

for shares of its common stock on a one-for-one basis, subject to anti-dilution adjustments provided in the Operating Partnership agreement. The ten day average closing stock price at December 31, 2014, was \$59.26 and there were 4,365,879 OP Units outstanding. Assuming

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that all of the unit holders exercised their right to redeem all of their OP Units on December 31, 2014 and the Company elected to pay the non-controlling members cash, the Company would have paid \$258,722 in cash consideration to redeem the units.

In December 2014, the Company purchased a single store in California. As part of the consideration, 50,620 OP Units were issued for a value of \$2,983.

In October 2014, 6,859 OP units were redeemed in exchange for the Company's common stock. In December 2014, 12,000 OP units were redeemed in exchange for the Company's common stock.

In October 2013, 12,500 OP Units were redeemed in exchange for the Company's common stock. In March and April 2013, 1,000 OP Units were redeemed in exchange for \$41 in cash.

On August 29, 2013 and September 26, 2013, the Company purchased 20 stores in California. As part of the consideration, 1,448,108 OP Units were issued for a value of \$62,341.

In December 2012, 304,817 OP Units were redeemed in exchange for the Company's common stock. In April 2012, 5,475 OP Units were redeemed for \$155 in cash.

GAAP requires a company to present ownership interests in subsidiaries held by parties other than the company in the consolidated financial statements within the equity section but separate from the company's equity. It also requires the amount of consolidated net income attributable to the parent and to the noncontrolling interest to be clearly identified and presented on the face of the consolidated statement of operations and requires changes in ownership interest to be accounted for similarly as equity transactions. If noncontrolling interests are determined to be redeemable, they are to be carried at their redemption value as of the balance sheet date and reported as temporary equity.

The Company has evaluated the terms of the common OP Units and classifies the noncontrolling interest represented by the common OP Units as stockholders' equity in the accompanying consolidated balance sheets. The Company will periodically evaluate individual noncontrolling interests for the ability to continue to recognize the noncontrolling amount as permanent equity in the consolidated balance sheets. Any noncontrolling interests that fail to qualify as permanent equity will be reclassified as temporary equity and adjusted to the greater of (1) the carrying amount, or (2) its redemption value as of the end of the period in which the determination is made.

17. OTHER NONCONTROLLING INTERESTS

Other noncontrolling interests represent the ownership interests of various third parties in two consolidated joint ventures as of December 31, 2014. One of these consolidated joint ventures owns one store which was under construction at December 31, 2014. The second consolidated joint venture owns 19 stores. The ownership interests of the third party owners range from 1.0% to 3.3%. Other noncontrolling interests are included in the stockholders' equity section of the Company's consolidated balance sheet. The income or losses attributable to these third party owners based on their ownership percentages are reflected in net income allocated to the Operating Partnership and other noncontrolling interests in the consolidated statement of operations.

In November 2013, the Company purchased its joint venture partner's 10% membership interest in an existing joint venture for \$1,292. The joint venture owned a single store located in California, and as a result of the acquisition, the store became wholly-owned by the Company. Since the Company retained its controlling financial interest in the subsidiary, this transaction was accounted for as an equity transaction. The carrying amount of the noncontrolling

interest was reduced to zero to reflect the purchase, and the difference between the price paid by the Company and the adjustment to the carrying value of the noncontrolling interest was recorded as an adjustment to equity attributable to the parent.

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In May 2013, the Company purchased one of its joint venture partner's 27.6% capital interest and 35% profit interest in a previously unconsolidated joint venture for \$950. The partner's interest was reported in other noncontrolling interests prior to the purchase. As a result of the acquisition, the store became wholly-owned by the Company. Since the Company retained its controlling financial interest in the subsidiary, this transaction was accounted for as an equity transaction. The carrying amount of the noncontrolling interest was reduced to zero to reflect the purchase and the difference between the price paid by the Company and the carrying value of the noncontrolling interest was recorded as an adjustment to equity attributable to the parent.

In February 2013, the Company purchased one of its joint venture partner's 1.7% capital interest and 17% profit interest in a consolidated store for \$200. As a result, the Company's capital interest percentage in this joint venture increased from 95% to 96.7%. Since the Company retained its controlling financial interest in the subsidiary, this transaction was accounted for as an equity transaction. The carrying amount of the noncontrolling interest was reduced to reflect the purchase and the difference between the price paid by the Company and the adjustment to the carrying value of the noncontrolling interest was recorded as an adjustment to equity attributable to the parent.

18. STOCK-BASED COMPENSATION

The Company has the following plans under which shares were available for grant at December 31, 2014:

The 2004 Long-Term Incentive Compensation Plan as amended and restated, and

The 2004 Non-Employee Directors' Share Plan (together, the Plans).

Option grants are issued with an exercise price equal to the closing price of stock on the date of grant. Unless otherwise determined by the Compensation, Nominating and Governance Committee (CNG Committee) at the time of grant, options shall vest ratably over a four-year period beginning on the date of grant. Each option will be exercisable once it has vested. Options are exercisable at such times and subject to such terms as determined by the CNG Committee, but under no circumstances may be exercised if such exercise would cause a violation of the ownership limit in the Company's charter. Options expire 10 years from the date of grant.

Also as defined under the terms of the Plans, restricted stock grants may be awarded. The stock grants are subject to a vesting period over which the restrictions are released and the stock certificates are given to the grantee. During the performance or vesting period, the grantee is not permitted to sell, transfer, pledge, encumber or assign shares of restricted stock granted under the Plans; however, the grantee has the ability to vote the shares and receive nonforfeitable dividends paid on shares. Unless otherwise determined by the CNG Committee at the time of grant, the forfeiture and transfer restrictions on the shares lapse over a four-year period beginning on the date of grant.

As of December 31, 2014, 2,270,790 shares were available for issuance under the Plans.

Table of Contents**Option Grants**

A summary of stock option activity is as follows:

| Options | Number of Shares | Weighted Average Exercise Price | Weighted Average Remaining Contractual Life (Years) | Aggregate Intrinsic Value as of December 31, 2014 |
|-------------------------------------|-------------------------|--|--|--|
| Outstanding at December 31, 2011 | 1,798,861 | \$ 13.25 | | |
| Granted | 67,084 | 27.18 | | |
| Exercised | (768,853) | 13.55 | | |
| Forfeited | | | | |
| Outstanding at December 31, 2012 | 1,097,092 | \$ 13.89 | | |
| Granted | 49,075 | 38.40 | | |
| Exercised | (391,543) | 14.81 | | |
| Forfeited | | | | |
| Outstanding at December 31, 2013 | 754,624 | \$ 15.01 | | |
| Granted | 31,000 | 47.50 | | |
| Exercised | (211,747) | 14.85 | | |
| Forfeited | (5,150) | 28.28 | | |
| Outstanding at December 31, 2014 | 568,727 | \$ 16.62 | 4.77 | \$ 23,898 |
| Vested and Expected to Vest | 563,432 | \$ 16.40 | 4.73 | \$ 23,798 |
| Ending Exercisable | 457,131 | \$ 12.26 | 4.03 | \$ 21,204 |

The aggregate intrinsic value in the table above represents the total value (the difference between the Company's closing stock price on the last trading day of 2014 and the exercise price, multiplied by the number of in-the-money options) that would have been received by the option holders had all option holders exercised their options on December 31, 2014. The amount of aggregate intrinsic value will change based on the fair market value of the Company's stock.

The weighted average fair value of stock options granted in 2014, 2013 and 2012, was \$12.03, \$9.74 and \$6.64, respectively. The fair value of each option grant is estimated on the date of grant using the Black-Scholes option-pricing model with the following weighted average assumptions:

For the Year Ended December 31,
2014 2013 2012

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| | | | |
|-------------------------------|------|------|------|
| Expected volatility | 40% | 42% | 44% |
| Dividend yield | 4% | 4% | 5% |
| Risk-free interest rate | 1.5% | 0.9% | 0.9% |
| Average expected term (years) | 5 | 5 | 5 |

The Black-Scholes model incorporates assumptions to value stock-based awards. The risk-free rate is based on the U.S. Treasury yield curve in effect at the time of the grant for the estimated life of the option. The Company uses actual historical data to calculate the expected price volatility, dividend yield and average expected term. The forfeiture rate, which is estimated at a weighted-average of 5.0% of unvested options outstanding as of December 31, 2014, is adjusted periodically based on the extent to which actual forfeitures differ, or are expected to differ, from the previous estimates.

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A summary of stock options outstanding and exercisable as of December 31, 2014, is as follows:

| Exercise Price | Shares | Options Outstanding | | Options Exercisable | |
|-----------------|---------|----------------------------|---------------------------------|---------------------|---------------------------------|
| | | Remaining Contractual Life | Weighted Average Exercise Price | Shares | Weighted Average Exercise Price |
| \$6.22 \$6.22 | 174,765 | 4.13 | \$ 6.22 | 174,765 | \$ 6.22 |
| \$11.59 \$12.85 | 113,910 | 4.96 | 12.07 | 113,910 | 12.07 |
| \$13.04 \$16.83 | 118,750 | 2.22 | 15.24 | 118,750 | 15.24 |
| \$19.60 \$38.40 | 132,552 | 6.83 | 28.78 | 48,956 | 26.47 |
| \$47.50 \$47.50 | 28,750 | 8.90 | 47.50 | 750 | 47.50 |
| \$6.22 \$47.50 | 568,727 | 4.77 | \$ 16.62 | 457,131 | \$ 12.26 |

The Company recorded compensation expense relating to outstanding options of \$456, \$536 and \$585 in general and administrative expense for the years ended December 31, 2014, 2013 and 2012, respectively. Total cash received for the years ended December 31, 2014, 2013 and 2012, related to option exercises was \$3,095, \$5,896 and \$10,267, respectively. At December 31, 2014, there was \$585 of total unrecognized compensation expense related to non-vested stock options under the Company's 2004 Long-Term Incentive Compensation Plan. That cost is expected to be recognized over a weighted-average period of 1.79 years. The valuation model applied in this calculation utilizes subjective assumptions that could potentially change over time, including the expected forfeiture rate. Therefore, the amount of unrecognized compensation expense at December 31, 2014, noted above does not necessarily represent the expense that will ultimately be realized by the Company in the statement of operations.

Common Stock Granted to Employees and Directors

The Company recorded \$4,528, \$4,283 and \$3,771 of expense in general and administrative expense in its statement of operations related to outstanding shares of common stock granted to employees and directors for the years ended December 31, 2014, 2013 and 2012, respectively. The forfeiture rate, which is estimated at a weighted-average of 10.21% of unvested awards outstanding as of December 31, 2014, is adjusted periodically based on the extent to which actual forfeitures differ, or are expected to differ, from the previous estimates. At December 31, 2014 there was \$7,010 of total unrecognized compensation expense related to non-vested restricted stock awards under the Company's 2004 Long-Term Incentive Compensation Plan. That cost is expected to be recognized over a weighted-average period of 2.09 years.

The fair value of common stock awards is determined based on the closing trading price of the Company's common stock on the grant date.

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A summary of the Company's employee and director share grant activity is as follows:

| Restricted Stock Grants | Shares | Weighted-Average Grant-Date Fair Value |
|---------------------------------|---------------|---|
| Unreleased at December 31, 2011 | 662,766 | \$ 12.81 |
| Granted | 182,052 | 28.39 |
| Released | (287,754) | 12.98 |
| Cancelled | (16,792) | 14.03 |
| Unreleased at December 31, 2012 | 540,272 | \$ 17.93 |
| Granted | 137,602 | 39.51 |
| Released | (259,191) | 15.11 |
| Cancelled | (23,323) | 23.62 |
| Unreleased at December 31, 2013 | 395,360 | \$ 26.96 |
| Granted | 117,370 | 49.25 |
| Released | (197,386) | 23.07 |
| Cancelled | (23,595) | 37.19 |
| Unreleased at December 31, 2014 | 291,749 | \$ 37.73 |

19. EMPLOYEE BENEFIT PLAN

The Company has a retirement savings plan under Section 401(k) of the Internal Revenue Code under which eligible employees can contribute up to 15% of their annual salary, subject to a statutory prescribed annual limit. For the years ended December 31, 2014, 2013 and 2012, the Company made matching contributions to the plan of \$1,529, \$1,013 and \$894, respectively, based on 100% of the first 3% and up to 50% of the next 2% of an employee's compensation.

20. INCOME TAXES

As a REIT, the Company is generally not subject to federal income tax with respect to that portion of its income which is distributed annually to its stockholders. However, the Company has elected to treat one of its corporate subsidiaries, Extra Space Management, Inc., as a taxable REIT subsidiary. In general, the Company's TRS may perform additional services for tenants and generally may engage in any real estate or non-real estate related business. A TRS is subject to corporate federal income tax. The Company accounts for income taxes in accordance with the provisions of ASC 740, *Income Taxes*. Deferred tax assets and liabilities are determined based on differences between financial reporting and tax bases of assets and liabilities. The Company has elected to use the Tax-Law-Ordering approach to determine when excess tax benefits will be realized.

The income tax provision for the years ended December 31, 2014, 2013 and 2012, is comprised of the following components:

| | For the Year Ended December 31, 2014 | | |
|----------------------------|---|--------------|--------------|
| | Federal | State | Total |
| Current expense | \$ 6,020 | \$ 1,374 | \$ 7,394 |
| Tax credits | (2,176) | | (2,176) |
| Change in deferred benefit | 803 | 1,549 | 2,352 |
| Total tax expense | \$ 4,647 | \$ 2,923 | \$ 7,570 |

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| | For the Year Ended December 31, 2013 | | |
|----------------------------|---|------------|--------------|
| | Federal | State | Total |
| Current expense | \$ 9,572 | \$ 615 | \$ 10,187 |
| Tax credits | (4,556) | | (4,556) |
| Change in deferred benefit | 4,353 | | 4,353 |
| Total tax expense | \$ 9,369 | \$ 615 | \$ 9,984 |

| | For the Year Ended December 31, 2012 | | |
|----------------------------|---|------------|--------------|
| | Federal | State | Total |
| Current expense | \$ 8,240 | \$ 612 | \$ 8,852 |
| Tax credits | (5,528) | | (5,528) |
| Change in deferred benefit | 2,089 | | 2,089 |
| Total tax expense | \$ 4,801 | \$ 612 | \$ 5,413 |

A reconciliation of the statutory income tax provisions to the effective income tax provisions for the periods presented is as follows:

| | For the Year Ended December 31, | | | |
|--|--|----------|--------------|----------|
| | 2014 | | 2013 | |
| Expected tax at statutory rate | \$ 71,215 | 35.0% | \$ 67,012 | 35.0% |
| Non-taxable REIT income | (64,402) | (31.7%) | (53,519) | (27.9%) |
| State and local tax expense net of federal benefit | 1,109 | 0.6% | 615 | 0.3% |
| Change in valuation allowance | 1,663 | 0.8% | 435 | 0.2% |
| Tax Credits (WOTC & Solar) | (2,176) | (1.1%) | (4,562) | (2.4%) |
| Miscellaneous | 161 | 0.1% | 3 | 0.0% |
| Total provision | \$ 7,570 | 3.7% | \$ 9,984 | 5.2% |

The major sources of temporary differences stated at their deferred tax effects are as follows:

| | December 31, | December 31, |
|------------------------------------|---------------------|---------------------|
| | 2014 | 2013 |
| Deferred Tax Liabilities: | | |
| Fixed Assets | \$ (16,586) | \$ (14,557) |
| Other | (269) | (663) |
| State Deferred Taxes | (1,576) | |
| Total Deferred Tax Liabilities | (18,431) | (15,220) |

Deferred Tax Assets:

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| | | |
|--|-------------------|-------------------|
| Capitive Insurance Subsidiary | 447 | 400 |
| Accrued liabilities | 1,232 | 1,043 |
| Stock compensation | 1,176 | 1,394 |
| Solar Credit | 9,342 | 8,480 |
| Other | 840 | 422 |
| State Deferred Taxes | 6,260 | 4,570 |
| Total Deferred Tax Assets | 19,297 | 16,309 |
| Valuation Allowance | (6,233) | (4,570) |
| Net deferred income tax liability | \$ (5,367) | \$ (3,481) |

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The state income tax net operating losses expire between 2015 and 2032. The valuation allowance is associated with the state income tax net operating losses. The solar tax credit carryforwards expire between 2030 and 2034. The tax years 2010 through 2013 remain open related to the state returns, and 2011 through 2013 for the federal returns.

21. SEGMENT INFORMATION

The Company operates in three distinct segments: (1) rental operations; (2) tenant reinsurance; and (3) property management, acquisition and development. Management fees collected for wholly-owned stores are eliminated in consolidation. Financial information for the Company's business segments is set forth below:

| | December 31, 2014 | December 31, 2013 |
|---|------------------------------|------------------------------|
| Balance Sheet | | |
| Investment in unconsolidated real estate ventures | | |
| Rental operations | \$ 85,711 | \$ 88,125 |
| Total assets | | |
| Rental operations | \$ 4,109,673 | \$ 3,641,746 |
| Tenant reinsurance | 39,383 | 34,393 |
| Property management, acquisition and development | 253,051 | 301,001 |
| | \$ 4,402,107 | \$ 3,977,140 |

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| | For The Year Ended December 31, | | |
|---|--|-------------|-------------|
| | 2014 | 2013 | 2012 |
| Statement of Operations | | | |
| Total revenues | | | |
| Rental operations | \$ 559,868 | \$ 446,682 | \$ 346,874 |
| Tenant reinsurance | 59,072 | 47,317 | 36,816 |
| Property management, acquisition and development | 28,215 | 26,614 | 25,706 |
| | \$ 647,155 | \$ 520,613 | \$ 409,396 |
| Operating expenses, including depreciation and amortization | | | |
| Rental operations | \$ 279,497 | \$ 229,229 | \$ 184,540 |
| Tenant reinsurance | 10,427 | 9,022 | 7,869 |
| Property management, acquisition and development | 78,763 | 68,879 | 59,746 |
| | \$ 368,687 | \$ 307,130 | \$ 252,155 |
| Income (loss) from operations | | | |
| Rental operations | \$ 280,371 | \$ 217,453 | \$ 162,334 |
| Tenant reinsurance | 48,645 | 38,295 | 28,947 |
| Property management, acquisition and development | (50,548) | (42,265) | (34,040) |
| | \$ 278,468 | \$ 213,483 | \$ 157,241 |
| Gain (loss) on sale of real estate and earnout from prior acquisitions | | | |
| Property management, acquisition and development | \$ (10,285) | \$ 960 | \$ |
| Property casualty loss, net | | | |
| Rental operations | \$ (1,724) | \$ | \$ |
| Loss on extinguishment of debt related to portfolio acquisition | | | |
| Property management, acquisition and development | \$ | \$ (9,153) | \$ |
| Interest expense | | | |
| Rental operations | \$ (80,160) | \$ (69,702) | \$ (70,472) |
| Property management, acquisition and development | (1,170) | (1,928) | (1,378) |
| | \$ (81,330) | \$ (71,630) | \$ (71,850) |
| Non-cash interest expense related to the amortization of discount on equity component of exchangeable senior notes | | | |
| Property management, acquisition and development | \$ (2,683) | \$ (1,404) | \$ (444) |
| Interest income | | | |
| Tenant reinsurance | \$ 17 | \$ 17 | \$ 12 |
| Property management, acquisition and development | 1,590 | 732 | 1,804 |
| | \$ 1,607 | \$ 749 | \$ 1,816 |
| Interest income on note receivable from Preferred Operating Partnership unit holder | | | |
| Property management, acquisition and development | \$ 4,850 | \$ 4,850 | \$ 4,850 |

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| | | | |
|--|--------------|--------------|--------------|
| Equity in earnings of unconsolidated real estate ventures | | | |
| Rental operations | \$ 10,541 | \$ 11,653 | \$ 10,859 |
| Equity in earnings of unconsolidated real estate ventures gain on sale of real estate assets and purchase of joint venture partners interests | | | |
| Rental operations | \$ 4,022 | \$ 46,032 | \$ 30,630 |
| Income tax (expense) benefit | | | |
| Rental operations | \$ (1,157) | \$ (149) | \$ (660) |
| Tenant reinsurance | (8,662) | (13,409) | (10,399) |
| Property management, acquisition and development | 2,249 | 3,574 | 5,646 |
| | \$ (7,570) | \$ (9,984) | \$ (5,413) |
| Net income (loss) | | | |
| Rental operations | \$ 211,893 | \$ 205,287 | \$ 132,691 |
| Tenant reinsurance | 40,000 | 24,903 | 18,560 |
| Property management, acquisition and development | (55,997) | (44,634) | (23,562) |
| | \$ 195,896 | \$ 185,556 | \$ 127,689 |
| Depreciation and amortization expense | | | |
| Rental operations | \$ 107,081 | \$ 89,217 | \$ 70,512 |
| Property management, acquisition and development | 7,995 | 6,015 | 3,941 |
| | \$ 115,076 | \$ 95,232 | \$ 74,453 |
| Statement of Cash Flows | | | |
| Acquisition of real estate assets | | | |
| Property management, acquisition and development | \$ (503,538) | \$ (349,959) | \$ (601,727) |
| Development and redevelopment of real estate assets | | | |
| Property management, acquisition and development | \$ (23,528) | \$ (6,466) | \$ (3,759) |

Table of Contents**22. COMMITMENTS AND CONTINGENCIES**

The Company has operating leases on its corporate offices and owns 17 stores that are subject to leases. At December 31, 2014, future minimum rental payments under these non-cancelable operating leases were as follows (unaudited):

| | |
|------------------|-----------|
| Less than 1 year | \$ 6,125 |
| Year 2 | 5,054 |
| Year 3 | 3,728 |
| Year 4 | 2,899 |
| Year 5 | 2,287 |
| Thereafter | 45,293 |
| | \$ 65,386 |

The monthly rental amounts for two of the ground leases include contingent rental payments based on the level of revenue achieved at the stores. The Company recorded expense of \$3,345, \$2,983 and \$2,830 related to these ground leases in the years ended December 31, 2014, 2013 and 2012, respectively.

As of December 31, 2014, the Company was not involved in any material litigation nor, to its knowledge, is any material litigation threatened against it which, in the opinion of management, is expected to have a material adverse effect on the Company's financial condition or results of operations.

23. SUPPLEMENTARY QUARTERLY FINANCIAL DATA (UNAUDITED)

| | For the Three Months Ended | | | |
|--|----------------------------|------------------|-----------------------|----------------------|
| | March 31, 2014 | June 30, 2014 | September 30, 2014 | December 31, 2014 |
| Revenues | \$ 152,180 | \$ 160,240 | \$ 167,368 | \$ 167,367 |
| Cost of operations | 91,782 | 89,579 | 89,875 | 97,451 |
| Revenues less cost of operations | \$ 60,398 | \$ 70,661 | \$ 77,493 | \$ 69,916 |
| Net income | \$ 41,209 | \$ 46,008 | \$ 59,193 | \$ 49,486 |
| Net income attributable to common stockholders | \$ 37,340 | \$ 41,665 | \$ 54,228 | \$ 45,122 |
| Earnings per common share basic | \$ 0.32 | \$ 0.36 | \$ 0.47 | \$ 0.39 |
| Earnings per common share diluted | \$ 0.32 | \$ 0.36 | \$ 0.47 | \$ 0.39 |

| | For the Three Months Ended | | | |
|--|----------------------------|------------------|--------------------------|-------------------------|
| | March 31, 2013 | June 30, 2013 | September 30, 2013 | December 31, 2013 |

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| | | | | |
|--|------------|------------|------------|------------|
| Revenues | \$ 119,322 | \$ 126,246 | \$ 133,111 | \$ 141,934 |
| Cost of operations | 72,593 | 72,871 | 77,047 | 84,619 |
| Revenues less cost of operations | \$ 46,729 | \$ 53,375 | \$ 56,064 | \$ 57,315 |
| Net income | \$ 33,931 | \$ 37,101 | \$ 32,352 | \$ 82,172 |
| Net income attributable to common stockholders | \$ 31,425 | \$ 34,466 | \$ 29,245 | \$ 76,940 |
| Earnings per common share basic | \$ 0.28 | \$ 0.31 | \$ 0.26 | \$ 0.68 |
| Earnings per common share diluted | \$ 0.28 | \$ 0.31 | \$ 0.26 | \$ 0.67 |

24. SUBSEQUENT EVENTS

On January 13, 2015, the Company purchased three self-storage stores located in Texas for \$41,900.

On February 24, 2015, the Company purchased one self-storage store in Texas for \$13,550.

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Extra Space Storage Inc.

Schedule III

Real Estate and Accumulated Depreciation

(Dollars in thousands)

| Date acquired or development completed | Store Name | State | Debt | Land initial cost | Building and improvements initial cost | Adjustments and costs subsequent to acquisition | Notes | Gross carrying amount at December 31, 2014 | | Accumulated | |
|--|-----------------------------------|-------|----------|----------------------|---|---|-------|---|---------------------------------|-------------|--------------|
| | | | | | | | | Land | Building and improvements | Total | depreciation |
| 08/23/2010 | Auburn / Dean Rd | AL | \$ 2,460 | \$ 324 | \$ 1,895 | \$ 122 | | \$ 325 | \$ 2,016 | \$ 2,341 | \$ 265 |
| 08/23/2010 | Auburn / Opelika Rd | AL | | 92 | 138 | 163 | | 92 | 301 | 393 | 77 |
| 07/02/2012 | Birmingham / Grace Baker Rd | AL | 4,586 | 790 | 9,369 | 36 | | 790 | 9,405 | 10,195 | 596 |
| 03/20/2014 | Birmingham / Lorna Rd | AL | | 2,381 | 11,224 | 55 | | 2,381 | 11,279 | 13,660 | 229 |
| 08/31/2007 | Hoover | AL | 2,670 | 1,313 | 2,858 | 647 | | 1,313 | 3,505 | 4,818 | 1,047 |
| 07/25/2013 | Chandler | AZ | 4,250 | 547 | 4,213 | 165 | | 547 | 4,378 | 4,925 | 173 |
| 08/18/2004 | Mesa / Madero Ave | AZ | 3,235 | 849 | 2,547 | 194 | | 849 | 2,741 | 3,590 | 781 |
| 07/02/2012 | Mesa / N. Alma School Rd | AZ | 3,184 | 1,129 | 4,402 | 51 | | 1,129 | 4,453 | 5,582 | 286 |
| 12/27/2012 | Mesa / E Southern Ave | AZ | 5,435 | 2,973 | 5,545 | 253 | | 2,973 | 5,798 | 8,771 | 311 |
| 07/25/2013 | Mesa / Southern Ave | AZ | | 1,453 | 2,897 | 130 | | 1,453 | 3,027 | 4,480 | 117 |
| 04/01/2006 | Peoria / 75th Ave | AZ | 4,268 | 652 | 4,105 | 148 | | 652 | 4,253 | 4,905 | 971 |
| 01/31/2011 | Peoria / W Beardsley Rd | AZ | | 1,060 | 4,731 | 15 | | 1,060 | 4,746 | 5,806 | 482 |
| 07/01/2005 | Phoenix / East Bell Rd | AZ | 6,936 | 1,441 | 7,982 | 678 | | 1,441 | 8,660 | 10,101 | 2,331 |
| 06/30/2006 | Phoenix / N Cave Creek Rd | AZ | 3,315 | 552 | 3,530 | 255 | | 551 | 3,786 | 4,337 | 925 |
| 01/02/2007 | Phoenix / E Greenway Pkwy | AZ | | 669 | 4,135 | 318 | | 669 | 4,453 | 5,122 | 995 |
| 11/30/2012 | | AZ | 7,006 | 2,257 | 7,820 | 156 | | 2,257 | 7,976 | 10,233 | 438 |

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Phoenix / N
32nd St

| | | | | | | | | | | | |
|------------|--|----|--------|--------|--------|-------|-----|--------|--------|--------|-------|
| 11/30/2012 | Tucson | AZ | | 1,090 | 7,845 | 45 | | 1,090 | 7,890 | 8,980 | 435 |
| 06/25/2007 | Alameda | CA | | 2,919 | 12,984 | 2,063 | | 2,919 | 15,047 | 17,966 | 3,582 |
| 08/29/2013 | Alhambra | CA | | 10,109 | 6,065 | 224 | | 10,109 | 6,289 | 16,398 | 205 |
| 08/29/2013 | Anaheim / S Adams St | CA | | 3,593 | 3,330 | 198 | | 3,593 | 3,528 | 7,121 | 125 |
| 08/29/2013 | Anaheim / S State College Blvd | CA | | 2,519 | 2,886 | 179 | | 2,519 | 3,065 | 5,584 | 108 |
| 04/25/2014 | Anaheim / Old Canal Rd | CA | | 2,765 | 12,680 | 98 | | 2,765 | 12,778 | 15,543 | 232 |
| 07/01/2008 | Antelope | CA | 4,105 | 1,525 | 8,345 | (282) | (b) | 1,185 | 8,403 | 9,588 | 1,361 |
| 10/19/2011 | Bellflower | CA | 1,247 | 640 | 1,350 | 92 | | 639 | 1,443 | 2,082 | 123 |
| 05/15/2007 | Belmont | CA | | 3,500 | 7,280 | 82 | | 3,500 | 7,362 | 10,862 | 1,406 |
| 06/25/2007 | Berkeley | CA | 19,363 | 1,716 | 19,602 | 1,963 | | 1,716 | 21,565 | 23,281 | 4,516 |
| 10/19/2011 | Bloomington / Bloomington Ave | CA | | 934 | 1,937 | 167 | | 934 | 2,104 | 3,038 | 226 |
| 10/19/2011 | Bloomington / Linden Ave | CA | | 647 | 1,303 | 157 | | 647 | 1,460 | 2,107 | 147 |
| 08/10/2000 | Burbank / W Verdugo Ave | CA | 13,837 | 3,199 | 5,082 | 1,803 | | 3,618 | 6,466 | 10,084 | 2,467 |
| 08/29/2013 | Burbank / Thornton Ave | CA | | 4,061 | 5,318 | 214 | | 4,061 | 5,532 | 9,593 | 187 |
| 04/08/2011 | Burlingame | CA | 5,327 | 2,211 | 5,829 | 131 | | 2,211 | 5,960 | 8,171 | 586 |
| 03/14/2011 | Carson | CA | | | 9,709 | 99 | | | 9,808 | 9,808 | 958 |
| 06/25/2007 | Castro Valley | CA | | | 6,346 | 395 | | | 6,741 | 6,741 | 1,326 |
| 10/19/2011 | Cerritos | CA | 16,947 | 8,728 | 15,895 | 594 | | 8,728 | 16,489 | 25,217 | 1,443 |
| 11/01/2013 | Chatsworth | CA | 10,497 | 9,922 | 7,599 | 249 | | 9,922 | 7,848 | 17,770 | 1,096 |
| 06/01/2004 | Claremont / South Mills Ave | CA | 2,949 | 1,472 | 2,012 | 262 | | 1,472 | 2,274 | 3,746 | 691 |
| 10/19/2011 | Claremont / W Arrow Hwy | CA | | 1,375 | 1,434 | 202 | | 1,375 | 1,636 | 3,011 | 149 |
| 06/25/2007 | Colma | CA | 22,769 | 3,947 | 22,002 | 2,290 | | 3,947 | 24,292 | 28,239 | 5,290 |
| 09/01/2008 | Compton | CA | 4,692 | 1,426 | 7,582 | 43 | | 1,426 | 7,625 | 9,051 | 1,242 |
| 08/29/2013 | Concord | CA | | 3,082 | 2,822 | 171 | | 3,082 | 2,993 | 6,075 | 97 |

Table of Contents**Extra Space Storage Inc.****Schedule III****Real Estate and Accumulated Depreciation (Continued)****(Dollars in thousands)**

| Date acquired or development completed | Store Name | State | Debt | Land initial cost | Building initial cost | Adjustments and costs subsequent to acquisition | Notes | Gross carrying amount at December 31, 2014 | | | |
|--|---------------------------------|-------|-------|----------------------|--------------------------|---|-------|---|--------|-----------------------------|-------|
| | | | | | | | | Building and improvements | Total | Accumulated depreciation | |
| 09/21/2009 | El Cajon | CA | | 1,100 | 6,380 | 87 | | 1,100 | 6,467 | 7,567 | 869 |
| 06/25/2007 | El Sobrante | CA | | 1,209 | 4,018 | 1,572 | | 1,209 | 5,590 | 6,799 | 1,352 |
| 12/02/2013 | Elk Grove / Power Inn Rd | CA | | 894 | 6,949 | 44 | | 894 | 6,993 | 7,887 | 187 |
| 12/02/2013 | Elk Grove / Stockton Blvd | CA | | 640 | 8,640 | 16 | | 640 | 8,656 | 9,296 | 232 |
| 05/01/2010 | Emeryville | CA | | 3,024 | 11,321 | 160 | | 3,024 | 11,481 | 14,505 | 1,364 |
| 12/02/2013 | Fair Oaks | CA | 4,275 | 644 | 11,287 | 4 | | 644 | 11,291 | 11,935 | 302 |
| 09/15/2002 | Fontana / Valley Blvd 1 | CA | 3,189 | 961 | 3,846 | 420 | | 1,001 | 4,226 | 5,227 | 1,391 |
| 10/15/2003 | Fontana / Valley Blvd 2 | CA | 5,287 | 1,246 | 3,356 | 463 | | 1,300 | 3,765 | 5,065 | 1,119 |
| 10/19/2011 | Fontana / Foothill Blvd | CA | 3,914 | 684 | 3,951 | 216 | | 684 | 4,167 | 4,851 | 360 |
| 10/19/2011 | Fontana / Baseline Ave | CA | | 778 | 4,723 | 129 | | 777 | 4,853 | 5,630 | 430 |
| 10/19/2011 | Fontana / Foothill Blvd | CA | | 768 | 4,208 | 173 | | 768 | 4,381 | 5,149 | 380 |
| 06/01/2004 | Gardena | CA | | 3,710 | 6,271 | 2,260 | | 4,110 | 8,131 | 12,241 | 2,075 |
| 06/01/2004 | Glendale | CA | | | 6,084 | 254 | | | 6,338 | 6,338 | 1,814 |
| 07/02/2012 | Hawaiian Gardens | CA | 9,323 | 2,964 | 12,478 | 198 | | 2,964 | 12,676 | 15,640 | 839 |
| 06/01/2004 | Hawthorne | CA | 3,803 | 1,532 | 3,871 | 251 | | 1,532 | 4,122 | 5,654 | 1,217 |
| 06/26/2007 | Hayward | CA | 8,461 | 3,149 | 8,006 | 3,081 | | 3,149 | 11,087 | 14,236 | 2,586 |
| 07/01/2005 | Hemet | CA | 4,967 | 1,146 | 6,369 | 319 | | 1,146 | 6,688 | 7,834 | 1,742 |

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| | | | | | | | | | | |
|------------|--------------------------------------|----|--------|-------|--------|-----|-------|--------|--------|-------|
| 10/19/2011 | Hesperia | CA | | 156 | 430 | 149 | 156 | 579 | 735 | 76 |
| 07/02/2012 | Hollywood | CA | 10,074 | 4,555 | 10,590 | 66 | 4,555 | 10,656 | 15,211 | 679 |
| 08/10/2000 | Inglewood | CA | 5,396 | 1,379 | 3,343 | 963 | 1,529 | 4,156 | 5,685 | 1,683 |
| 10/19/2011 | Irvine | CA | 4,989 | 3,821 | 3,999 | 88 | 3,821 | 4,087 | 7,908 | 354 |
| 05/28/2014 | La Quinta | CA | 13,242 | 4,706 | 12,604 | 113 | 4,706 | 12,717 | 17,423 | 207 |
| 10/19/2011 | Lake Elsinore / Central Ave | CA | 3,224 | 587 | 4,219 | 228 | 587 | 4,447 | 5,034 | 378 |
| 10/19/2011 | Lake Elsinore / Collier Ave | CA | | 294 | 2,105 | 86 | 294 | 2,191 | 2,485 | 194 |
| 07/28/2006 | Lancaster / West Ave J-8 | CA | 5,627 | 1,347 | 5,827 | 283 | 1,347 | 6,110 | 7,457 | 1,440 |
| 10/17/2009 | Lancaster / 23rd St W | CA | | 1,425 | 5,855 | 98 | 1,425 | 5,953 | 7,378 | 781 |
| 06/01/2004 | Livermore | CA | | 1,134 | 4,615 | 272 | 1,134 | 4,887 | 6,021 | 1,381 |
| 10/19/2011 | Long Beach / E Artesia Blvd | CA | 2,697 | 1,772 | 2,539 | 160 | 1,772 | 2,699 | 4,471 | 242 |
| 11/01/2013 | Long Beach / W Wardlow Rd | CA | 5,811 | 5,859 | 4,992 | 12 | 5,859 | 5,004 | 10,863 | 775 |
| 03/23/2000 | Los Angeles / Casitas Ave | CA | 8,838 | 1,431 | 2,976 | 765 | 1,611 | 3,561 | 5,172 | 1,362 |
| 12/31/2007 | Los Angeles / La Cienega | CA | 10,079 | 3,991 | 9,774 | 89 | 3,991 | 9,863 | 13,854 | 1,790 |
| 09/01/2008 | Los Angeles / S Central Ave | CA | 4,787 | 2,200 | 8,108 | 50 | 2,200 | 8,158 | 10,358 | 1,333 |
| 07/02/2012 | Los Angeles / Fountain Ave | CA | 5,138 | 3,099 | 4,889 | 73 | 3,099 | 4,962 | 8,061 | 320 |
| 12/02/2013 | Los Angeles / S Western Ave | CA | | 287 | 2,011 | 186 | 287 | 2,197 | 2,484 | 58 |
| 04/25/2014 | Los Angeles / Slauson Ave | CA | 7,487 | 2,400 | 8,605 | 61 | 2,401 | 8,665 | 11,066 | 158 |
| 07/17/2012 | Los Gatos | CA | | 2,550 | 8,257 | 59 | 2,550 | 8,316 | 10,866 | 618 |

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| | | | | | | | | | | |
|------------|-------------------------|----|--------|--------|--------|-----|--------|--------|--------|-------|
| 01/01/2004 | Manteca | CA | 3,625 | 848 | 2,543 | 171 | 848 | 2,714 | 3,562 | 796 |
| 11/01/2013 | Marina Del Rey | CA | 17,245 | 19,928 | 18,742 | 48 | 19,928 | 18,790 | 38,718 | 2,105 |
| 08/29/2013 | Menlo Park | CA | | 7,675 | 1,812 | 186 | 7,675 | 1,998 | 9,673 | 65 |
| 06/01/2007 | Modesto / Crows Landing | CA | 3,153 | 909 | 3,043 | 287 | 909 | 3,330 | 4,239 | 748 |

Table of Contents**Extra Space Storage Inc.****Schedule III****Real Estate and Accumulated Depreciation (Continued)****(Dollars in thousands)**

| Date acquired or development completed | Store Name | State | Debt | Land initial cost | Building and improvements initial cost | Adjustments and costs subsequent to acquisition | Notes | Gross carrying amount at December 31, 2014 | | Accumulated | |
|--|---|-------|--------|----------------------|---|---|-------|---|--------------------|-------------|-------|
| | | | | | | | | Building and improvements | Total depreciation | | |
| 08/29/2013 | Modesto / Sylvan Ave | CA | | 1,647 | 4,215 | 157 | | 1,647 | 4,372 | 6,019 | 143 |
| 07/02/2012 | Moreno Valley | CA | 2,084 | 482 | 3,484 | 40 | | 482 | 3,524 | 4,006 | 226 |
| 11/01/2013 | North Highlands | CA | 2,062 | 799 | 2,801 | 11 | | 799 | 2,812 | 3,611 | 379 |
| 05/01/2006 | North Hollywood / Van Owen | CA | 6,867 | 3,125 | 9,257 | 201 | | 3,125 | 9,458 | 12,583 | 2,111 |
| 08/29/2013 | North Hollywood / Coldwater Canyon | CA | | 4,501 | 4,465 | 302 | | 4,501 | 4,767 | 9,268 | 160 |
| 08/29/2013 | Northridge | CA | | 3,641 | 2,872 | 260 | | 3,641 | 3,132 | 6,773 | 107 |
| 04/24/2000 | Oakland / Fallon St | CA | 4,187 | | 3,777 | 1,037 | | | 4,814 | 4,814 | 1,906 |
| 08/29/2013 | Oakland / 29th Ave | CA | | 6,359 | 5,753 | 257 | | 6,359 | 6,010 | 12,369 | 200 |
| 12/02/2013 | Oakland / San Leandro St | CA | | 1,668 | 7,652 | 123 | | 1,668 | 7,775 | 9,443 | 210 |
| 07/01/2005 | Oceanside / Oceanside Blvd 1 | CA | 9,091 | 3,241 | 11,361 | 872 | | 3,241 | 12,233 | 15,474 | 3,235 |
| 12/09/2014 | Oceanside / Oceanside Blvd 2 | CA | | 4,508 | 4,599 | | | 4,508 | 4,599 | 9,107 | |
| 11/30/2012 | Orange | CA | 12,392 | 4,847 | 12,341 | 227 | | 4,847 | 12,568 | 17,415 | 699 |
| 12/02/2013 | Oxnard | CA | | 5,421 | 6,761 | 77 | | 5,421 | 6,838 | 12,259 | 183 |
| 08/01/2009 | Pacoima | CA | 2,211 | 3,050 | 7,597 | 94 | | 3,050 | 7,691 | 10,741 | 1,057 |
| 01/01/2005 | Palmdale | CA | 4,746 | 1,225 | 5,379 | 2,229 | | 1,225 | 7,608 | 8,833 | 1,938 |
| 10/19/2011 | Paramount | CA | 2,596 | 1,404 | 2,549 | 159 | | 1,404 | 2,708 | 4,112 | 246 |
| 08/31/2000 | | CA | 4,073 | 1,150 | 3,450 | 185 | | 1,150 | 3,635 | 4,785 | 1,265 |

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| | | | | | | | | | | | |
|------------|--------------------------------------|----|--------|-------|-------|-------|-----|-------|--------|--------|-------|
| | Pico Rivera / Beverly Blvd | | | | | | | | | | |
| 03/04/2014 | Pico Rivera / San Gabriel River Pkwy | CA | | 2,150 | 4,734 | | | 2,150 | 4,734 | 6,884 | 96 |
| 10/19/2011 | Placentia | CA | 6,743 | 4,798 | 5,483 | 225 | | 4,798 | 5,708 | 10,506 | 492 |
| 05/24/2007 | Pleasanton | CA | 6,955 | 1,208 | 4,283 | 431 | | 1,208 | 4,714 | 5,922 | 1,134 |
| 06/01/2004 | Richmond / Lakeside Dr | CA | 4,872 | 953 | 4,635 | 613 | | 953 | 5,248 | 6,201 | 1,579 |
| 09/26/2013 | Richmond / Meeker Ave | CA | | 3,139 | 7,437 | 213 | | 3,139 | 7,650 | 10,789 | 250 |
| 08/18/2004 | Riverside | CA | | 1,075 | 4,042 | 544 | | 1,075 | 4,586 | 5,661 | 1,363 |
| 12/02/2013 | Rocklin | CA | | 1,745 | 8,005 | 42 | | 1,745 | 8,047 | 9,792 | 214 |
| 11/04/2013 | Rohnert Park | CA | | 990 | 8,094 | 50 | | 990 | 8,144 | 9,134 | 235 |
| 07/01/2005 | Sacramento / Auburn Blvd | CA | 3,936 | 852 | 4,720 | 519 | | 852 | 5,239 | 6,091 | 1,444 |
| 12/31/2007 | Sacramento / Stockton Blvd | CA | 2,886 | 952 | 6,936 | 447 | | 1,075 | 7,260 | 8,335 | 803 |
| 10/01/2010 | Sacramento / Franklin Blvd | CA | 3,035 | 1,738 | 5,522 | 117 | | 1,844 | 5,533 | 7,377 | 618 |
| 06/01/2004 | San Bernardino / W Club Center Dr | CA | | 1,213 | 3,061 | 135 | | 1,173 | 3,236 | 4,409 | 932 |
| 06/01/2006 | San Bernardino / Sterling Ave. | CA | | 750 | 5,135 | 109 | | 750 | 5,244 | 5,994 | 1,114 |
| 08/29/2013 | San Diego | CA | | 5,919 | 6,729 | 300 | | 5,919 | 7,029 | 12,948 | 234 |
| 10/19/2011 | San Dimas | CA | 5,394 | 1,867 | 6,354 | 173 | | 1,867 | 6,527 | 8,394 | 559 |
| 06/14/2007 | San Francisco / Folsom | CA | 12,203 | 8,457 | 9,928 | 1,806 | | 8,457 | 11,734 | 20,191 | 2,746 |
| 08/29/2013 | San Francisco / Egbert Ave | CA | | 5,098 | 4,054 | 253 | | 5,098 | 4,307 | 9,405 | 140 |
| 09/01/2009 | San Jose / N 10th St | CA | 10,784 | 5,340 | 6,821 | 250 | | 5,340 | 7,071 | 12,411 | 943 |
| 07/26/2012 | San Jose / Charter Park Dr | CA | 2,455 | 2,428 | 2,323 | 228 | | 2,428 | 2,551 | 4,979 | 182 |
| 08/01/2007 | San Leandro / Doolittle Dr | CA | 14,454 | 4,601 | 9,777 | 3,486 | | 4,601 | 13,263 | 17,864 | 2,870 |
| 10/01/2010 | | CA | | 3,343 | 6,630 | (73) | (f) | 3,291 | 6,609 | 9,900 | 729 |

San Leandro
/
Washington
Ave

| | | | | | | | | | |
|------------|-----------|----|-------|-------|-----|-------|-------|--------|-----|
| 08/29/2013 | San Ramon | CA | 4,819 | 5,819 | 197 | 4,819 | 6,016 | 10,835 | 195 |
| 08/29/2013 | Santa Ana | CA | 3,485 | 2,382 | 197 | 3,485 | 2,579 | 6,064 | 87 |

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Extra Space Storage Inc.

Schedule III

Real Estate and Accumulated Depreciation (Continued)

(Dollars in thousands)

| Date acquired or development completed | Store Name | State | Debt | Land initial cost | Building initial cost | Adjustments and costs subsequent to acquisition | Notes | Gross carrying amount at December 31, 2014 | | | |
|--|----------------------------|-------|--------|----------------------|-----------------------------|---|----------|---|---------------------------------|--------------------|-------------|
| | | | | | | | | Land | Building improvements and | Total depreciation | Accumulated |
| 07/30/2009 | Santa Clara | CA | 8,082 | 4,750 | 8,218 | 32 | | 4,750 | 8,250 | 13,000 | 1,130 |
| 07/02/2012 | Santa Cruz | CA | 8,596 | 1,588 | 11,160 | 71 | | 1,588 | 11,231 | 12,819 | 713 |
| 10/04/2007 | Santa Fe Springs | CA | 6,467 | 3,617 | 7,022 | 318 | | 3,617 | 7,340 | 10,957 | 1,505 |
| 10/19/2011 | Santa Maria / Farnel Rd | CA | 2,944 | 1,556 | 2,740 | 292 | | 1,556 | 3,032 | 4,588 | 278 |
| 10/19/2011 | Santa Maria / Skyway Dr | CA | 3,186 | 1,310 | 3,526 | 107 | | 1,309 | 3,634 | 4,943 | 310 |
| 08/31/2004 | Sherman Oaks | CA | 16,513 | 4,051 | 12,152 | 469 | | 4,051 | 12,621 | 16,672 | 3,398 |
| | Simi Valley | CA | | 5,533 | | (5,533) | (d, b g) | | | | |
| 08/29/2013 | Stanton | CA | | 5,022 | 2,267 | 219 | | 5,022 | 2,486 | 7,508 | 89 |
| 05/19/2002 | Stockton / Jamestown | CA | 2,436 | 649 | 3,272 | 241 | | 649 | 3,513 | 4,162 | 1,168 |
| 12/02/2013 | Stockton / Pacific Ave | CA | | 3,619 | 2,443 | 63 | | 3,619 | 2,506 | 6,125 | 68 |
| 04/25/2014 | Sunland | CA | 5,039 | 1,688 | 6,381 | 37 | | 1,688 | 6,418 | 8,106 | 117 |
| 08/29/2013 | Sunnyvale | CA | | 10,732 | 5,004 | 193 | | 10,732 | 5,197 | 15,929 | 172 |
| 05/02/2008 | Sylmar Thousand Oaks | CA | | 3,058 | 4,671 | 255 | | 3,058 | 4,926 | 7,984 | 973 |
| | | CA | | 4,500 | | (1,000) | (d) | 3,500 | | 3,500 | |
| 07/15/2003 | Tracy / E 11th St 1 | CA | 5,035 | 778 | 2,638 | 779 | | 911 | 3,284 | 4,195 | 997 |
| 04/01/2004 | Tracy / E 11th St 2 | CA | 3,101 | 946 | 1,937 | 280 | | 946 | 2,217 | 3,163 | 733 |
| 06/25/2007 | Vallejo | CA | 2,934 | 1,177 | 2,157 | 1,075 | | 1,177 | 3,232 | 4,409 | 928 |
| 08/29/2013 | Van Nuys | CA | | 7,939 | 2,576 | 335 | | 7,939 | 2,911 | 10,850 | 98 |
| 08/31/2004 | Venice | CA | | 2,803 | 8,410 | (3,057) | (h) | 2,803 | 5,353 | 8,156 | 1,442 |
| 08/29/2013 | Ventura | CA | | 3,453 | 2,837 | 188 | | 3,453 | 3,025 | 6,478 | 107 |
| 10/19/2011 | Victorville | CA | | 151 | 751 | 155 | | 151 | 906 | 1,057 | 94 |
| 07/01/2005 | Watsonville | CA | 3,187 | 1,699 | 3,056 | 252 | | 1,699 | 3,308 | 5,007 | 895 |
| 09/01/2009 | West Sacramento | CA | | 2,400 | 7,425 | 97 | | 2,400 | 7,522 | 9,922 | 1,030 |

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| | | | | | | | | | | |
|------------|---------------------------------------|----|-------|-------|--------|-------|-------|--------|--------|-------|
| 06/19/2002 | Whittier | CA | 3,328 | | 2,985 | 186 | | 3,171 | 3,171 | 1,048 |
| 08/29/2013 | Wilmington | CA | | 6,792 | 10,726 | 17 | 6,792 | 10,743 | 17,535 | 357 |
| 09/15/2000 | Arvada | CO | 1,808 | 286 | 1,521 | 683 | 286 | 2,204 | 2,490 | 1,008 |
| 05/25/2011 | Castle Rock | CO | 1,091 | 407 | 3,077 | 183 | 407 | 3,260 | 3,667 | 327 |
| 08/31/2007 | Colorado Springs / Dublin Blvd | CO | 3,811 | 781 | 3,400 | 255 | 781 | 3,655 | 4,436 | 788 |
| 11/25/2008 | Colorado Springs / S 8th St | CO | 4,123 | 1,525 | 4,310 | 304 | 1,525 | 4,614 | 6,139 | 809 |
| 06/10/2011 | Colorado Springs / Austin Bluffs Pkwy | CO | 1,726 | 296 | 4,199 | 261 | 296 | 4,460 | 4,756 | 451 |
| 10/24/2014 | Colorado Springs / Stetson Hills Blvd | CO | | 2,077 | 4,087 | 32 | 2,077 | 4,119 | 6,196 | |
| 09/15/2000 | Denver / E 40th Ave | CO | 2,559 | 602 | 2,052 | 1,369 | 745 | 3,278 | 4,023 | 1,283 |
| 07/01/2005 | Denver / W 96th Ave | CO | 3,659 | 368 | 1,574 | 262 | 368 | 1,836 | 2,204 | 546 |
| 07/18/2012 | Fort Carson | CO | | | 6,945 | 99 | | 7,044 | 7,044 | 452 |
| 09/01/2006 | Parker | CO | 4,822 | 800 | 4,549 | 780 | 800 | 5,329 | 6,129 | 1,330 |
| 09/15/2000 | Thornton | CO | 2,804 | 212 | 2,044 | 1,141 | 248 | 3,149 | 3,397 | 1,303 |
| 09/15/2000 | Westminster | CO | 2,115 | 291 | 1,586 | 1,081 | 299 | 2,659 | 2,958 | 1,241 |
| 03/17/2014 | Bridgeport | CT | | 1,072 | 14,028 | 107 | 1,072 | 14,135 | 15,207 | 286 |
| 07/02/2012 | Brookfield | CT | 5,099 | 991 | 7,891 | 119 | 991 | 8,010 | 9,001 | 522 |
| 01/15/2004 | Groton | CT | | 1,277 | 3,992 | 406 | 1,277 | 4,398 | 5,675 | 1,420 |

Table of Contents**Extra Space Storage Inc.****Schedule III****Real Estate and Accumulated Depreciation (Continued)****(Dollars in thousands)**

| Date acquired or development completed | Store Name | State | Debt | Land initial cost | Buildings and improvements initial cost | Adjustments and costs subsequent to acquisition | Notes | Gross carrying amount at December 31, 2014 | | | Accumulated |
|--|--|-------|-------|-------------------------|---|---|-------|---|----------------------------------|--------------------|-------------|
| | | | | | | | | Land | Buildings and improvements | Total depreciation | |
| 12/31/2007 | Middletown | CT | 2,789 | 932 | 2,810 | 195 | | 932 | 3,005 | 3,937 | 576 |
| 11/04/2013 | Newington | CT | | 1,363 | 2,978 | 407 | | 1,363 | 3,385 | 4,748 | 94 |
| 08/16/2002 | Wethersfield | CT | 4,069 | 709 | 4,205 | 227 | | 709 | 4,432 | 5,141 | 1,451 |
| 05/02/2012 | Auburndale | FL | 1,271 | 470 | 1,076 | 142 | | 470 | 1,218 | 1,688 | 98 |
| 07/15/2009 | Bonita Springs | FL | | 2,198 | 8,215 | 107 | | 2,198 | 8,322 | 10,520 | 1,128 |
| 12/23/2014 | Bradenton | FL | | 1,333 | 3,677 | | | 1,333 | 3,677 | 5,010 | |
| 11/30/2012 | Brandon | FL | 4,609 | 1,327 | 5,656 | 128 | | 1,327 | 5,784 | 7,111 | 327 |
| 06/19/2008 | Coral Springs | FL | 6,288 | 3,638 | 6,590 | 274 | | 3,638 | 6,864 | 10,502 | 1,275 |
| 01/06/2006 | Deland | FL | 2,780 | 1,318 | 3,971 | 303 | | 1,318 | 4,274 | 5,592 | 1,038 |
| 08/26/2004 | Fort Lauderdale / NW 31st Ave | FL | | 1,587 | 4,205 | 353 | | 1,587 | 4,558 | 6,145 | 1,333 |
| 05/04/2011 | Fort Lauderdale / S State Rd 7 | FL | 7,046 | 2,750 | 7,002 | 561 | | 2,750 | 7,563 | 10,313 | 749 |
| 11/30/2012 | Fort Lauderdale / Commercial Blvd | FL | 5,094 | 1,576 | 5,397 | 275 | | 1,576 | 5,672 | 7,248 | 319 |
| 08/26/2004 | Fort Myers / Cypress Lake Dr | FL | 2,776 | 1,691 | 4,711 | 320 | | 1,691 | 5,031 | 6,722 | 1,436 |
| 07/01/2005 | Fort Myers / San Carlos Blvd | FL | 4,124 | 1,985 | 4,983 | 479 | | 1,985 | 5,462 | 7,447 | 1,510 |
| 03/08/2005 | Greenacres | FL | 2,575 | 1,463 | 3,244 | 146 | | 1,463 | 3,390 | 4,853 | 915 |
| 08/01/2008 | Hialeah / Okeechobee Rd | FL | | 2,800 | 7,588 | 127 | | 2,800 | 7,715 | 10,515 | 1,278 |
| 01/01/2010 | | FL | | 1,750 | 7,150 | 105 | | 1,750 | 7,255 | 9,005 | 933 |

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|------------|------------------------------------|----|--------|-------|--------|---------|-----|-------|--------|--------|-------|
| | Hialeah / E 65th Street | | | | | | | | | | |
| 09/01/2010 | Hialeah / W 84th St | FL | | 1,678 | 6,807 | 75 | | 1,678 | 6,882 | 8,560 | 761 |
| 11/20/2007 | Hollywood | FL | 6,741 | 3,214 | 8,689 | 326 | | 3,214 | 9,015 | 12,229 | 1,762 |
| 12/28/2012 | Kenneth City | FL | 2,389 | 805 | 3,345 | 41 | | 805 | 3,386 | 4,191 | 182 |
| 05/02/2012 | Lakeland / Harden Blvd | FL | 3,847 | 593 | 4,701 | 168 | | 593 | 4,869 | 5,462 | 370 |
| 05/02/2012 | Lakeland / South Florida Ave | FL | 5,526 | 871 | 6,905 | 211 | | 871 | 7,116 | 7,987 | 508 |
| 09/03/2014 | Lakeland / US Hwy 98 | FL | | 529 | 3,604 | 55 | | 529 | 3,659 | 4,188 | 28 |
| 12/27/2012 | Land O Lakes | FL | | 798 | 4,490 | (7) | (e) | 799 | 4,482 | 5,281 | 246 |
| 08/26/2004 | Madeira Beach | FL | 3,695 | 1,686 | 5,163 | 248 | | 1,686 | 5,411 | 7,097 | 1,517 |
| 08/10/2000 | Margate | FL | 3,329 | 430 | 3,139 | 707 | | 469 | 3,807 | 4,276 | 1,467 |
| 08/10/2000 | Miami / NW 12th St | FL | | 1,325 | 4,395 | 947 | | 1,440 | 5,227 | 6,667 | 2,036 |
| 08/10/2000 | Miami / SW 72nd Street | FL | 7,893 | 5,315 | 4,305 | 1,385 | | 5,859 | 5,146 | 11,005 | 1,937 |
| 05/31/2007 | Miami / SW 186th St | FL | 4,439 | 1,238 | 7,597 | 317 | | 1,238 | 7,914 | 9,152 | 1,673 |
| 02/04/2011 | Miami / SW 147th Ave | FL | | 2,375 | 5,543 | 98 | | 2,374 | 5,642 | 8,016 | 516 |
| 10/25/2011 | Miami / Hammocks Blvd | FL | | 521 | 5,198 | 129 | | 521 | 5,327 | 5,848 | 477 |
| 07/02/2012 | Miami / NW 2nd Ave | FL | 5,676 | 1,979 | 6,513 | 154 | | 1,979 | 6,667 | 8,646 | 440 |
| 07/02/2012 | Miami / Coral Way | FL | 8,006 | 3,257 | 9,713 | 116 | | 3,257 | 9,829 | 13,086 | 638 |
| 11/08/2013 | Miami / SW 68th Ave | FL | 10,079 | 3,305 | 11,997 | 23 | | 3,305 | 12,020 | 15,325 | 347 |
| 11/30/2009 | Miami Gardens | FL | 6,757 | 4,798 | 9,475 | 129 | | 4,798 | 9,604 | 14,402 | 1,254 |
| 12/27/2012 | N Fort Myers | FL | | 799 | 2,372 | (3,171) | (a) | | | | |
| 11/01/2013 | Naples | FL | 5,061 | 1,990 | 4,887 | 310 | | 1,990 | 5,197 | 7,187 | 485 |
| 11/08/2013 | Naranja | FL | 8,645 | 603 | 11,223 | 28 | | 603 | 11,251 | 11,854 | 325 |
| 08/10/2000 | North Lauderdale | FL | 4,101 | 428 | 3,516 | 1,013 | | 459 | 4,498 | 4,957 | 1,869 |
| 06/01/2004 | North Miami | FL | 8,645 | 1,256 | 6,535 | 583 | | 1,256 | 7,118 | 8,374 | 2,128 |

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Extra Space Storage Inc.

Schedule III

Real Estate and Accumulated Depreciation (Continued)

(Dollars in thousands)

| Date acquired or development completed | Store Name | State | Debt | Land initial cost | Building initial cost | Adjustments and costs subsequent to acquisition | Notes | Gross carrying amount at December 31, 2014 | | | |
|--|--------------------------------------|-------|-------|----------------------|-----------------------------|---|-------|---|---------------------------------|--------------------|-------------|
| | | | | | | | | Land | Building improvements and | Total depreciation | Accumulated |
| 03/08/2005 | Ocoee | FL | 3,047 | 872 | 3,642 | 240 | | 872 | 3,882 | 4,754 | 1,089 |
| 08/26/2004 | Orlando / LB McLeod Rd | FL | 4,272 | 1,216 | 5,008 | 422 | | 1,216 | 5,430 | 6,646 | 1,556 |
| 03/08/2005 | Orlando / Hunters Creek | FL | 4,026 | 2,233 | 9,223 | 375 | | 2,233 | 9,598 | 11,831 | 2,616 |
| 03/08/2005 | Orlando / Metrowest | FL | 5,688 | 1,474 | 6,101 | 278 | | 1,474 | 6,379 | 7,853 | 1,715 |
| 03/08/2005 | Orlando / Waterford Lakes | FL | 3,834 | 1,166 | 4,816 | 1,286 | | 1,166 | 6,102 | 7,268 | 1,553 |
| 07/15/2010 | Orlando / Orange Blossom Trail | FL | | 625 | 2,133 | 82 | | 625 | 2,215 | 2,840 | 284 |
| 11/07/2013 | Palm Springs Plantation | FL | | 2,108 | 8,028 | 110 | | 2,108 | 8,138 | 10,246 | 242 |
| 08/26/2004 | Port Charlotte | FL | | 3,850 | | (1,504) | (d) | 2,346 | | 2,346 | |
| 08/26/2004 | Riverview | FL | | 1,389 | 4,632 | 228 | | 1,389 | 4,860 | 6,249 | 1,359 |
| 08/26/2004 | Riverview | FL | 2,351 | 654 | 2,953 | 271 | | 654 | 3,224 | 3,878 | 934 |
| 11/30/2012 | Sarasota / Clark Rd | FL | 7,896 | 4,666 | 9,016 | 233 | | 4,666 | 9,249 | 13,915 | 518 |
| 12/23/2014 | Sarasota / Washington Blvd | FL | | 1,192 | 2,919 | | | 1,192 | 2,919 | 4,111 | |
| 12/03/2012 | Seminole | FL | 2,473 | 1,133 | 3,017 | 165 | | 1,133 | 3,182 | 4,315 | 177 |
| 12/23/2014 | South Pasadena | FL | | 8,890 | 10,106 | | | 8,890 | 10,106 | 18,996 | |
| 04/15/2014 | Stuart | FL | | 1,640 | 8,358 | 130 | | 1,640 | 8,488 | 10,128 | 157 |
| 11/01/2013 | Tamiami | FL | 5,718 | 5,042 | 7,164 | 216 | | 5,042 | 7,380 | 12,422 | 792 |
| 11/22/2006 | Tampa / Cypress St | FL | 3,601 | 883 | 3,533 | 149 | | 881 | 3,684 | 4,565 | 828 |
| 03/27/2007 | Tampa / W Cleveland St | FL | 3,779 | 1,425 | 4,766 | 309 | | 1,425 | 5,075 | 6,500 | 1,160 |
| 12/23/2014 | Tampa / W Hillsborough | FL | | 1,086 | 2,937 | | | 1,086 | 2,937 | 4,023 | |

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| | | | | | | | | | | |
|------------|--|----|-------|-------|--------|-----|-------|--------|--------|-------|
| | Ave | | | | | | | | | |
| 08/26/2004 | Valrico | FL | 4,476 | 1,197 | 4,411 | 258 | 1,197 | 4,669 | 5,866 | 1,335 |
| 01/13/2006 | Venice | FL | 6,811 | 1,969 | 5,903 | 316 | 1,969 | 6,219 | 8,188 | 1,564 |
| 08/10/2000 | West Palm Beach / N Military Trail 1 | FL | | 1,312 | 2,511 | 948 | 1,416 | 3,355 | 4,771 | 1,335 |
| 08/10/2000 | West Palm Beach / Forest Hill Bl | FL | | 1,164 | 2,511 | 730 | 1,246 | 3,159 | 4,405 | 1,239 |
| 07/01/2005 | West Palm Beach / Southern Blvd | FL | 3,749 | 1,752 | 4,909 | 423 | 1,752 | 5,332 | 7,084 | 1,535 |
| 12/01/2011 | West Palm Beach / S Military Trail | FL | 3,399 | 1,729 | 4,058 | 99 | 1,730 | 4,156 | 5,886 | 341 |
| 11/01/2013 | West Palm Beach / N Military Trail 2 | FL | 2,437 | 1,595 | 2,833 | 74 | 1,595 | 2,907 | 4,502 | 329 |
| 08/08/2006 | Alpharetta | GA | 2,528 | 1,893 | 3,161 | 170 | 1,893 | 3,331 | 5,224 | 787 |
| 08/26/2004 | Atlanta / Cheshire Bridge Rd NE | GA | 7,820 | 3,737 | 8,333 | 646 | 3,737 | 8,979 | 12,716 | 2,497 |
| 08/26/2004 | Atlanta / Roswell Rd | GA | | 1,665 | 2,028 | 256 | 1,665 | 2,284 | 3,949 | 689 |
| 02/28/2005 | Atlanta / Virginia Ave | GA | 6,432 | 3,319 | 8,325 | 556 | 3,319 | 8,881 | 12,200 | 2,442 |
| 04/03/2014 | Atlanta / Mt Vernon Hwy | GA | | 2,961 | 19,819 | 71 | 2,961 | 19,890 | 22,851 | 362 |
| 08/06/2014 | Atlanta / Chattahoochee Ave | GA | | 1,132 | 10,080 | 77 | 1,132 | 10,157 | 11,289 | 98 |
| 10/22/2014 | Atlanta / Edgewood Ave SE | GA | | 588 | 10,295 | 1 | 588 | 10,296 | 10,884 | |
| 11/04/2013 | Augusta | GA | 2,064 | 710 | 2,299 | 51 | 710 | 2,350 | 3,060 | 69 |
| 01/17/2006 | Dacula | GA | 3,723 | 1,993 | 3,001 | 155 | 1,993 | 3,156 | 5,149 | 765 |
| 06/17/2010 | Douglasville | GA | | 1,209 | 719 | 326 | 1,209 | 1,045 | 2,254 | 179 |
| 06/14/2007 | Duluth | GA | 3,448 | 1,454 | 4,151 | 148 | 1,454 | 4,299 | 5,753 | 876 |
| 11/30/2012 | Eastpoint | GA | 5,584 | 1,718 | 6,388 | 111 | 1,718 | 6,499 | 8,217 | 361 |
| 06/17/2010 | Kennesaw | GA | | 673 | 1,151 | 157 | 673 | 1,308 | 1,981 | 183 |
| 11/04/2013 | Lawrenceville | GA | 3,400 | 2,117 | 2,784 | 282 | 2,117 | 3,066 | 5,183 | 93 |

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Extra Space Storage Inc.

Schedule III

Real Estate and Accumulated Depreciation (Continued)

(Dollars in thousands)

| Date acquired or development completed | Store Name | State | Debt | Land initial cost | Buildings and improvements initial cost | Adjustments and costs subsequent to acquisition | Notes | Gross carrying amount at December 31, 2014 | | | |
|--|--|-------|-------|----------------------|--|---|-------|---|--------|-----------------------------|-------|
| | | | | | | | | Building and improvements | Total | Accumulated depreciation | |
| 11/12/2009 | Lithonia | GA | | 1,958 | 3,645 | 120 | | 1,958 | 3,765 | 5,723 | 518 |
| 06/17/2010 | Marietta | GA | | 887 | 2,617 | 306 | | 887 | 2,923 | 3,810 | 383 |
| 08/26/2004 | Snellville | GA | | 2,691 | 4,026 | 314 | | 2,691 | 4,340 | 7,031 | 1,252 |
| 08/26/2004 | Stone Mountain / Annistown Rd | GA | 2,828 | 1,817 | 4,382 | 296 | | 1,817 | 4,678 | 6,495 | 1,323 |
| 07/01/2005 | Stone Mountain / S Hairston Rd | GA | 2,573 | 925 | 3,505 | 331 | | 925 | 3,836 | 4,761 | 1,036 |
| 06/14/2007 | Sugar Hill / Nelson Brogdon Blvd 1 | GA | | 1,371 | 2,547 | 208 | | 1,371 | 2,755 | 4,126 | 597 |
| 06/14/2007 | Sugar Hill / Nelson Brogdon Blvd 2 | GA | | 1,368 | 2,540 | 231 | | 1,368 | 2,771 | 4,139 | 597 |
| 10/15/2013 | Tucker | GA | | 1,773 | 10,456 | 49 | | 1,773 | 10,505 | 12,278 | 326 |
| 08/26/2004 | Alpharetta | GA | | 1,973 | 1,587 | 262 | | 1,973 | 1,849 | 3,822 | 558 |
| 05/03/2013 | Honolulu | HI | | 4,674 | 18,350 | 58 | | 4,674 | 18,408 | 23,082 | 771 |
| 06/25/2007 | Kahului | HI | | 3,984 | 15,044 | 692 | | 3,984 | 15,736 | 19,720 | 3,291 |
| 06/25/2007 | Kapolei / Farrington Hwy 1 | HI | 9,495 | | 24,701 | 449 | | | 25,150 | 25,150 | 5,018 |
| 12/06/2013 | Kapolei / Farrington Hwy 2 | HI | | | 7,776 | 11 | | | 7,787 | 7,787 | 208 |
| 05/03/2013 | Wahiawa | HI | | 1,317 | 2,626 | 77 | | 1,317 | 2,703 | 4,020 | 116 |
| 11/04/2013 | Bedford Park | IL | 2,469 | 922 | 3,289 | 125 | | 922 | 3,414 | 4,336 | 100 |
| 07/01/2005 | Chicago / South Wabash | IL | 4,124 | 621 | 3,428 | 2,312 | | 621 | 5,740 | 6,361 | 1,384 |
| 07/01/2005 | Chicago / West Addison | IL | 2,999 | 449 | 2,471 | 776 | | 449 | 3,247 | 3,696 | 1,000 |
| 07/01/2005 | Chicago / West Harrison | IL | 2,718 | 472 | 2,582 | 733 | | 472 | 3,315 | 3,787 | 1,055 |
| 02/13/2013 | Chicago / Montrose | IL | 8,459 | 1,318 | 9,485 | 61 | | 1,318 | 9,546 | 10,864 | 464 |

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| | | | | | | | | | | | |
|------------|--|----|-------|-------|-------|-------|-----|-------|-------|--------|-------|
| 11/04/2013 | Chicago / 60th Street | IL | | 1,363 | 5,850 | 129 | | 1,363 | 5,979 | 7,342 | 173 |
| 11/04/2013 | Chicago / 87th St | IL | | 2,881 | 6,324 | 9 | | 2,881 | 6,333 | 9,214 | 183 |
| 11/04/2013 | Chicago / Pulaski Rd | IL | 3,743 | 1,143 | 6,138 | 111 | | 1,143 | 6,249 | 7,392 | 180 |
| | Chicago / Stony Island | IL | | 1,925 | | | | 1,925 | | 1,925 | |
| 07/15/2003 | Crest Hill | IL | 2,377 | 847 | 2,946 | 786 | | 968 | 3,611 | 4,579 | 1,074 |
| 10/01/2007 | Gurnee | IL | | 1,374 | 8,296 | 125 | | 1,374 | 8,421 | 9,795 | 1,580 |
| 12/01/2011 | Highland Park | IL | 7,120 | 5,798 | 6,016 | 86 | | 5,798 | 6,102 | 11,900 | 499 |
| 11/04/2013 | Lincolnshire | IL | 3,585 | 1,438 | 5,128 | 2 | | 1,438 | 5,130 | 6,568 | 148 |
| 12/01/2008 | Naperville / Ogden Avenue | IL | | 2,800 | 7,355 | (724) | (d) | 1,950 | 7,481 | 9,431 | 1,183 |
| 12/01/2011 | Naperville / State Route 59 | IL | 4,834 | 1,860 | 5,793 | 91 | | 1,860 | 5,884 | 7,744 | 475 |
| 05/03/2008 | North Aurora | IL | 2,447 | 600 | 5,833 | 141 | | 600 | 5,974 | 6,574 | 1,043 |
| 07/02/2012 | Skokie | IL | 3,996 | 1,119 | 7,502 | 206 | | 1,119 | 7,708 | 8,827 | 501 |
| 10/15/2002 | South Holland | IL | 2,464 | 839 | 2,879 | 349 | | 865 | 3,202 | 4,067 | 1,047 |
| 08/01/2008 | Tinley Park | IL | | 1,823 | 4,794 | 981 | | 1,548 | 6,050 | 7,598 | 825 |
| 10/10/2008 | Carmel | IN | | 1,169 | 4,393 | 263 | | 1,169 | 4,656 | 5,825 | 853 |
| 06/27/2011 | Connersville | IN | 1,114 | 472 | 315 | 109 | | 472 | 424 | 896 | 60 |
| 10/31/2008 | Ft Wayne | IN | 3,974 | 1,899 | 3,292 | 290 | | 1,899 | 3,582 | 5,481 | 688 |
| 08/31/2007 | Indianapolis / E 65th St | IN | | 588 | 3,457 | 306 | | 588 | 3,763 | 4,351 | 844 |
| 10/10/2008 | Indianapolis / Dandy Trail-Windham Lake Dr | IN | | 850 | 4,545 | 387 | | 850 | 4,932 | 5,782 | 949 |
| 10/10/2008 | Indianapolis / Southport Rd-Kildeer Dr | IN | | 426 | 2,903 | 333 | | 426 | 3,236 | 3,662 | 646 |
| 11/30/2012 | Indianapolis / E 86th St | IN | 1,083 | 646 | 1,294 | 159 | | 646 | 1,453 | 2,099 | 94 |

Table of Contents**Extra Space Storage Inc.****Schedule III****Real Estate and Accumulated Depreciation (Continued)****(Dollars in thousands)**

| Date acquired or development completed | Store Name | State | Debt | Land initial cost | Building initial cost | Adjustments and costs subsequent to acquisition | Notes | Gross carrying amount at December 31, 2014 | | | |
|--|--------------------------------------|-------|-------|----------------------|-----------------------------|---|-------|---|---------------------------------|--------|-----------------------------|
| | | | | | | | | Land | Building improvements and | Total | Accumulated depreciation |
| 10/10/2008 | Mishawaka | IN | 2,607 | 630 | 3,349 | 290 | | 630 | 3,639 | 4,269 | 691 |
| 06/27/2011 | Richmond | IN | | 723 | 482 | 428 | | 723 | 910 | 1,633 | 107 |
| 04/13/2006 | Wichita | KS | 2,075 | 366 | 1,897 | 376 | | 366 | 2,273 | 2,639 | 662 |
| 06/27/2011 | Covington | KY | 1,992 | 839 | 2,543 | 128 | | 839 | 2,671 | 3,510 | 272 |
| 07/01/2005 | Louisville / Bardstown Rd | KY | 2,812 | 586 | 3,244 | 389 | | 586 | 3,633 | 4,219 | 1,024 |
| 07/01/2005 | Louisville / Warwick Ave | KY | 4,403 | 1,217 | 4,611 | 211 | | 1,217 | 4,822 | 6,039 | 1,281 |
| 12/01/2005 | Louisville / Wattbourne Ln | KY | 4,714 | 892 | 2,677 | 232 | | 892 | 2,909 | 3,801 | 728 |
| 08/26/2004 | Metairie | LA | 3,768 | 2,056 | 4,216 | 184 | | 2,056 | 4,400 | 6,456 | 1,235 |
| 08/26/2004 | New Orleans | LA | 5,327 | 4,058 | 4,325 | 688 | | 4,058 | 5,013 | 9,071 | 1,490 |
| 06/01/2003 | Ashland | MA | | 474 | 3,324 | 346 | | 474 | 3,670 | 4,144 | 1,339 |
| 05/01/2004 | Auburn | MA | | 918 | 3,728 | 325 | | 918 | 4,053 | 4,971 | 1,543 |
| 11/04/2013 | Billerica | MA | | 3,023 | 6,697 | 108 | | 3,023 | 6,805 | 9,828 | 196 |
| 05/01/2004 | Brockton / Centre St - Rte 123 | MA | | 647 | 2,762 | 178 | | 647 | 2,940 | 3,587 | 1,053 |
| 11/04/2013 | Brockton / Oak St | MA | | 829 | 6,195 | 327 | | 829 | 6,522 | 7,351 | 187 |
| 11/09/2012 | Danvers | MA | 7,662 | 3,115 | 5,736 | 149 | | 3,115 | 5,885 | 9,000 | 323 |
| 03/04/2002 | Dedham / Milton St | MA | | 2,127 | 3,041 | 626 | | 2,127 | 3,667 | 5,794 | 1,407 |
| 02/06/2004 | Dedham / Allied Dr | MA | | 2,443 | 7,328 | 1,393 | | 2,443 | 8,721 | 11,164 | 2,659 |
| 02/06/2004 | East Somerville | MA | | | | 152 | | | 152 | 152 | 107 |
| 07/01/2005 | Everett | MA | | 692 | 2,129 | 786 | | 692 | 2,915 | 3,607 | 942 |
| 05/01/2004 | Foxboro | MA | | 759 | 4,158 | 466 | | 759 | 4,624 | 5,383 | 1,886 |
| 07/02/2012 | Framingham | MA | | | | 35 | | | 35 | 35 | 7 |
| 05/01/2004 | Hudson | MA | 3,328 | 806 | 3,122 | 404 | | 806 | 3,526 | 4,332 | 1,471 |
| 12/31/2007 | Jamaica Plain | MA | 9,469 | 3,285 | 11,275 | 599 | | 3,285 | 11,874 | 15,159 | 2,179 |

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|------------|------------------|----|--------|-------|-------|-------|-------|--------|--------|-------|
| 10/18/2002 | Kingston | MA | | 555 | 2,491 | 155 | 555 | 2,646 | 3,201 | 995 |
| 06/22/2001 | Lynn | MA | | 1,703 | 3,237 | 432 | 1,703 | 3,669 | 5,372 | 1,366 |
| 03/31/2004 | Marshfield | MA | 4,602 | 1,039 | 4,155 | 243 | 1,026 | 4,411 | 5,437 | 1,285 |
| 11/14/2002 | Milton | MA | | 2,838 | 3,979 | 6,642 | 2,838 | 10,621 | 13,459 | 2,458 |
| 11/04/2013 | North Andover | MA | | 773 | 4,120 | 120 | 773 | 4,240 | 5,013 | 123 |
| 10/15/1999 | North Oxford | MA | | 482 | 1,762 | 470 | 526 | 2,188 | 2,714 | 924 |
| 02/28/2001 | Northborough | MA | 4,544 | 280 | 2,715 | 537 | 280 | 3,252 | 3,532 | 1,339 |
| 08/15/1999 | Norwood | MA | 6,626 | 2,160 | 2,336 | 1,783 | 2,220 | 4,059 | 6,279 | 1,434 |
| 07/01/2005 | Plainville | MA | 4,991 | 2,223 | 4,430 | 434 | 2,223 | 4,864 | 7,087 | 1,580 |
| 02/06/2004 | Quincy | MA | 6,910 | 1,359 | 4,078 | 424 | 1,359 | 4,502 | 5,861 | 1,320 |
| 05/15/2000 | Raynham | MA | | 588 | 2,270 | 737 | 669 | 2,926 | 3,595 | 1,109 |
| 12/01/2011 | Revere | MA | 4,963 | 2,275 | 6,935 | 154 | 2,275 | 7,089 | 9,364 | 575 |
| 06/01/2003 | Saugus | MA | | 1,725 | 5,514 | 577 | 1,725 | 6,091 | 7,816 | 2,013 |
| 06/15/2001 | Somerville | MA | 11,922 | 1,728 | 6,570 | 779 | 1,731 | 7,346 | 9,077 | 2,531 |
| 07/01/2005 | Stoneham | MA | 5,918 | 944 | 5,241 | 179 | 944 | 5,420 | 6,364 | 1,415 |
| 05/01/2004 | Stoughton | MA | | 1,754 | 2,769 | 315 | 1,754 | 3,084 | 4,838 | 1,221 |
| 07/02/2012 | Tyngsboro | MA | 3,463 | 1,843 | 5,004 | 45 | 1,843 | 5,049 | 6,892 | 327 |

Table of Contents**Extra Space Storage Inc.****Schedule III****Real Estate and Accumulated Depreciation (Continued)****(Dollars in thousands)**

| Date acquired or development completed | Store Name | State | Debt | Land initial cost | Building initial cost | Adjustments and costs subsequent to acquisition | Notes | Gross carrying amount at December 31, 2014 | | Accumulated | |
|--|-------------------------------------|-------|--------|----------------------|-----------------------------|---|-------|---|--------------------|-------------|-------|
| | | | | | | | | Building and improvements | Total depreciation | | |
| 02/06/2004 | Waltham | MA | 5,176 | 3,770 | 11,310 | 1,115 | | 3,770 | 12,425 | 16,195 | 3,613 |
| 09/14/2000 | Weymouth | MA | | 2,806 | 3,129 | 231 | | 2,806 | 3,360 | 6,166 | 1,328 |
| 02/06/2004 | Woburn | MA | | | | 267 | | | 267 | 267 | 119 |
| 05/01/2004 | Worcester / Millbury St | MA | 4,476 | 896 | 4,377 | 3,172 | | 896 | 7,549 | 8,445 | 2,504 |
| 12/01/2006 | Worcester / Ararat St | MA | 4,086 | 1,350 | 4,433 | 162 | | 1,350 | 4,595 | 5,945 | 998 |
| 04/17/2007 | Annapolis / Trout Rd | MD | 6,437 | 5,248 | 7,247 | 204 | | 5,248 | 7,451 | 12,699 | 1,550 |
| 08/31/2007 | Annapolis / Renard Ct - Annex | MD | 6,039 | 1,375 | 8,896 | 325 | | 1,375 | 9,221 | 10,596 | 1,899 |
| 07/01/2005 | Arnold | MD | 8,904 | 2,558 | 9,446 | 453 | | 2,558 | 9,899 | 12,457 | 2,559 |
| 11/01/2008 | Baltimore / Moravia Rd | MD | 4,424 | 800 | 5,955 | 113 | | 800 | 6,068 | 6,868 | 990 |
| 06/01/2010 | Baltimore / N Howard St | MD | | 1,900 | 5,277 | 136 | | 1,900 | 5,413 | 7,313 | 654 |
| 05/31/2012 | Baltimore / Eastern Ave 1 | MD | 4,540 | 1,185 | 5,051 | 130 | | 1,185 | 5,181 | 6,366 | 358 |
| 02/13/2013 | Baltimore / Eastern Ave 2 | MD | 7,108 | 1,266 | 10,789 | 79 | | 1,266 | 10,868 | 12,134 | 531 |
| 07/01/2005 | Bethesda | MD | 11,997 | 3,671 | 18,331 | 1,400 | | 3,671 | 19,731 | 23,402 | 5,407 |
| 10/20/2010 | Capitol Heights | MD | 8,276 | 1,461 | 9,866 | 208 | | 1,461 | 10,074 | 11,535 | 1,145 |
| 03/07/2012 | Cockeysville | MD | 3,853 | 465 | 5,600 | 204 | | 465 | 5,804 | 6,269 | 449 |
| 07/01/2005 | Columbia | MD | 7,873 | 1,736 | 9,632 | 282 | | 1,736 | 9,914 | 11,650 | 2,542 |
| | Edgewood | MD | | 1,000 | | (575) | (d) | 425 | | 425 | |
| 01/11/2007 | Ft. Washington | MD | 9,040 | 4,920 | 9,174 | 227 | | 4,920 | 9,401 | 14,321 | 1,997 |
| 07/02/2012 | Gambrills | MD | 4,842 | 1,905 | 7,104 | 102 | | 1,905 | 7,206 | 9,111 | 456 |
| 07/08/2011 | Glen Burnie | MD | 4,514 | 1,303 | 4,218 | 309 | | 1,303 | 4,527 | 5,830 | 469 |

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|------------|---------------------------------------|----|--------|-------|--------|-----|-------|--------|--------|-------|
| 06/10/2013 | Hanover | MD | 7,437 | 2,160 | 11,340 | 55 | 2,160 | 11,395 | 13,555 | 454 |
| 02/06/2004 | Lanham | MD | 12,121 | 3,346 | 10,079 | 621 | 2,618 | 11,428 | 14,046 | 3,442 |
| 12/27/2007 | Laurel | MD | 5,977 | 3,000 | 5,930 | 92 | 3,000 | 6,022 | 9,022 | 1,149 |
| 12/27/2012 | Lexington Park | MD | | 4,314 | 8,412 | 131 | 4,314 | 8,543 | 12,857 | 455 |
| 09/17/2008 | Pasadena / Fort Smallwood Rd | MD | 3,751 | 1,869 | 3,056 | 703 | 1,869 | 3,759 | 5,628 | 840 |
| 03/24/2011 | Pasadena / Mountain Rd | MD | | 3,500 | 7,407 | 130 | 3,500 | 7,537 | 11,037 | 705 |
| 08/01/2011 | Randallstown | MD | 4,548 | 764 | 6,331 | 280 | 764 | 6,611 | 7,375 | 612 |
| 09/01/2006 | Rockville | MD | 12,185 | 4,596 | 11,328 | 322 | 4,596 | 11,650 | 16,246 | 2,568 |
| 07/01/2005 | Towson / East Joppa Rd 1 | MD | 3,843 | 861 | 4,742 | 221 | 861 | 4,963 | 5,824 | 1,331 |
| 07/02/2012 | Towson / East Joppa Rd 2 | MD | 6,125 | 1,094 | 9,598 | 117 | 1,094 | 9,715 | 10,809 | 619 |
| 07/02/2012 | Belleville | MI | 3,898 | 954 | 4,984 | 84 | 954 | 5,068 | 6,022 | 325 |
| 07/01/2005 | Grandville | MI | 1,593 | 726 | 1,298 | 408 | 726 | 1,706 | 2,432 | 572 |
| 07/01/2005 | Mt Clemens | MI | 1,968 | 798 | 1,796 | 477 | 798 | 2,273 | 3,071 | 653 |
| 08/31/2007 | Florissant | MO | 3,412 | 1,241 | 4,648 | 328 | 1,241 | 4,976 | 6,217 | 1,118 |
| 07/01/2005 | Grandview | MO | 1,031 | 612 | 1,770 | 404 | 612 | 2,174 | 2,786 | 713 |
| 06/01/2000 | St Louis / Forest Park | MO | 2,564 | 156 | 1,313 | 617 | 173 | 1,913 | 2,086 | 833 |
| 06/01/2000 | St Louis / Halls Ferry Rd | MO | 2,593 | 631 | 2,159 | 622 | 690 | 2,722 | 3,412 | 1,093 |
| 08/31/2007 | St Louis / Gravois Rd | MO | 2,664 | 676 | 3,551 | 325 | 676 | 3,876 | 4,552 | 879 |
| 08/31/2007 | St Louis / Old Tesson Rd | MO | 6,624 | 1,444 | 4,162 | 350 | 1,444 | 4,512 | 5,956 | 1,006 |
| 10/15/2013 | Cary | NC | 4,311 | 3,614 | 1,788 | 3 | 3,614 | 1,791 | 5,405 | 55 |

Table of Contents**Extra Space Storage Inc.****Schedule III****Real Estate and Accumulated Depreciation (Continued)****(Dollars in thousands)**

| Date acquired or development completed | Store Name | State | Debt | Land initial cost | Building initial cost | Adjustments and costs subsequent to acquisition | Notes | Gross carrying amount at December 31, 2014 | | |
|--|---|-------|-------|----------------------|-----------------------------|---|--------|---|---------------------------------|-----------------------------------|
| | | | | | | | | Land | Building improvements and | Accumulated Total depreciation |
| 12/11/2014 | Greensboro / High Point Rd | NC | | 1,069 | 4,199 | | | 1,069 | 4,199 | 5,268 |
| 12/11/2014 | Greensboro / Lawndale Drive | NC | | 3,725 | 7,036 | | | 3,723 | 7,038 | 10,761 |
| 12/11/2014 | Hickory | NC | | 875 | 5,418 | 3 | | 875 | 5,421 | 6,296 |
| 06/18/2014 | Raleigh | NC | | 2,940 | 4,265 | 26 | | 2,940 | 4,291 | 7,231 |
| 12/11/2014 | Winston-Salem / Peters Creek Pkwy | NC | | 1,548 | 3,495 | | | 1,548 | 3,495 | 5,043 |
| 12/11/2014 | Winston-Salem / University Pkwy | NC | | 1,131 | 5,084 | | | 1,131 | 5,084 | 6,215 |
| 04/15/1999 | Merrimack | NH | 3,840 | 754 | 3,299 | 599 | | 817 | 3,835 | 4,652 |
| 07/01/2005 | Nashua | NH | | | 755 | 102 | | | 857 | 857 |
| 01/01/2005 | Avenel | NJ | 7,612 | 1,518 | 8,037 | 383 | | 1,518 | 8,420 | 9,938 |
| 12/28/2004 | Bayville | NJ | 3,747 | 1,193 | 5,312 | 389 | | 1,193 | 5,701 | 6,894 |
| 09/01/2008 | Bellmawr | NJ | 3,296 | 3,600 | 4,765 | 307 | | 3,675 | 4,997 | 8,672 |
| 07/18/2012 | Berkeley Heights | NJ | 6,981 | 1,598 | 7,553 | 93 | | 1,598 | 7,646 | 9,244 |
| 12/18/2014 | Burlington | NJ | | 477 | 6,534 | 10 | | 477 | 6,544 | 7,021 |
| 11/30/2012 | Cherry Hill / Marlton Pike | NJ | 2,600 | 2,323 | 1,549 | 157 | | 2,323 | 1,706 | 4,029 |
| 12/18/2014 | Cherry Hill / Rockhill Rd | NJ | | 536 | 3,407 | 20 | | 536 | 3,427 | 3,963 |
| 11/30/2012 | Cranbury | NJ | 6,910 | 3,543 | 5,095 | 295 | | 3,543 | 5,390 | 8,933 |
| 12/18/2014 | Denville | NJ | | 584 | 14,398 | | | 584 | 14,398 | 14,982 |
| 12/31/2001 | Edison | NJ | | 2,519 | 8,547 | 733 | | 2,519 | 9,280 | 11,799 |
| 12/31/2001 | Egg Harbor Township | NJ | 4,088 | 1,724 | 5,001 | 718 | | 1,724 | 5,719 | 7,443 |
| 03/15/2007 | Ewing | NJ | | 1,552 | 4,720 | (61) | (c, d) | 1,562 | 4,649 | 6,211 |
| 07/18/2012 | Fairfield | NJ | 6,083 | | 9,402 | 93 | | | 9,495 | 9,495 |
| 11/30/2012 | Fort Lee | NJ | | 4,402 | 9,831 | 251 | | 4,402 | 10,082 | 14,484 |

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| | | | | | | | | | | | |
|------------|--------------------------------|----|--------|-------|--------|-------|--|-------|--------|--------|-------|
| 03/15/2001 | Glen Rock | NJ | | 1,109 | 2,401 | 558 | | 1,222 | 2,846 | 4,068 | 962 |
| 07/01/2005 | Hackensack / South River St | NJ | | 2,283 | 11,234 | 862 | | 2,283 | 12,096 | 14,379 | 3,299 |
| 12/18/2014 | Hackensack / Railroad Ave | NJ | | 2,053 | 9,882 | 13 | | 2,053 | 9,895 | 11,948 | |
| 08/23/2012 | Hackettstown | NJ | 5,960 | 2,144 | 6,660 | 138 | | 2,144 | 6,798 | 8,942 | 426 |
| 07/02/2012 | Harrison | NJ | 3,592 | 300 | 6,003 | 367 | | 300 | 6,370 | 6,670 | 405 |
| 12/31/2001 | Hazlet | NJ | 7,700 | 1,362 | 10,262 | 605 | | 1,362 | 10,867 | 12,229 | 3,784 |
| 07/02/2002 | Hoboken | NJ | 7,876 | 2,687 | 6,092 | 309 | | 2,687 | 6,401 | 9,088 | 2,117 |
| 12/31/2001 | Howell | NJ | 3,310 | 2,440 | 3,407 | 446 | | 2,440 | 3,853 | 6,293 | 1,435 |
| 12/31/2001 | Iselin | NJ | 4,764 | 505 | 4,524 | 564 | | 505 | 5,088 | 5,593 | 1,890 |
| 11/30/2012 | Lawnside | NJ | | 1,249 | 5,613 | 214 | | 1,249 | 5,827 | 7,076 | 330 |
| 02/06/2004 | Lawrenceville | NJ | 5,421 | 3,402 | 10,230 | 493 | | 3,402 | 10,723 | 14,125 | 3,165 |
| 07/01/2005 | Linden | NJ | 3,731 | 1,517 | 8,384 | 253 | | 1,517 | 8,637 | 10,154 | 2,199 |
| 12/22/2004 | Lumberton | NJ | 4,094 | 831 | 4,060 | 249 | | 831 | 4,309 | 5,140 | 1,264 |
| 03/15/2001 | Lyndhurst | NJ | | 2,679 | 4,644 | 1,019 | | 2,928 | 5,414 | 8,342 | 1,796 |
| 08/23/2012 | Mahwah | NJ | 11,084 | 1,890 | 13,112 | 218 | | 1,890 | 13,330 | 15,220 | 846 |
| 12/16/2011 | Maple Shade | NJ | 4,161 | 1,093 | 5,492 | 143 | | 1,093 | 5,635 | 6,728 | 463 |
| 12/07/2001 | Metuchen | NJ | 5,663 | 1,153 | 4,462 | 341 | | 1,153 | 4,803 | 5,956 | 1,654 |
| 08/28/2012 | Montville | NJ | 8,083 | 1,511 | 11,749 | 107 | | 1,511 | 11,856 | 13,367 | 734 |

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Extra Space Storage Inc.

Schedule III

Real Estate and Accumulated Depreciation (Continued)

(Dollars in thousands)

| Date acquired or development completed | Store Name | State | Debt | Land initial cost | Building initial cost | Adjustments and costs subsequent to acquisition | Notes | Gross carrying amount at December 31, 2014 | | | |
|--|-------------------------------------|-------|--------|----------------------|-----------------------------|---|-------|---|---------------------------------|--------|-----------------------------|
| | | | | | | | | Land | Building improvements and | Total | Accumulated depreciation |
| 02/06/2004 | Morrisville | NJ | | 2,487 | 7,494 | 1,214 | | 2,487 | 8,708 | 11,195 | 2,600 |
| 07/02/2012 | Mt Laurel | NJ | 3,046 | 329 | 5,217 | 109 | | 329 | 5,326 | 5,655 | 354 |
| 11/02/2006 | Neptune | NJ | 7,340 | 4,204 | 8,906 | 358 | | 4,204 | 9,264 | 13,468 | 2,029 |
| 07/18/2012 | Newark | NJ | 7,430 | 806 | 8,340 | 107 | | 806 | 8,447 | 9,253 | 547 |
| 07/25/2003 | North Bergen / River Rd | NJ | 9,178 | 2,100 | 6,606 | 307 | | 2,100 | 6,913 | 9,013 | 2,162 |
| 07/01/2005 | North Bergen / 83rd St | NJ | 10,160 | 2,299 | 12,728 | 496 | | 2,299 | 13,224 | 15,523 | 3,381 |
| 10/06/2011 | North Bergen / Kennedy Blvd | NJ | | 861 | 17,127 | 170 | | 861 | 17,297 | 18,158 | 1,438 |
| 07/18/2012 | North Brunswick | NJ | 6,212 | 2,789 | 4,404 | 125 | | 2,789 | 4,529 | 7,318 | 304 |
| 12/31/2001 | Old Bridge | NJ | 5,605 | 2,758 | 6,450 | 1,001 | | 2,758 | 7,451 | 10,209 | 2,691 |
| 05/01/2004 | Parlin / Cheesequake Rd | NJ | | | 5,273 | 432 | | | 5,705 | 5,705 | 2,249 |
| 07/01/2005 | Parlin / Route 9 North | NJ | | 2,517 | 4,516 | 523 | | 2,517 | 5,039 | 7,556 | 1,562 |
| 07/18/2012 | Parsippany | NJ | 6,409 | 2,353 | 7,798 | 113 | | 2,354 | 7,910 | 10,264 | 521 |
| 06/02/2011 | Pennsauken | NJ | 3,712 | 1,644 | 3,115 | 228 | | 1,644 | 3,343 | 4,987 | 365 |
| 12/09/2009 | South Brunswick | NJ | 2,983 | 1,700 | 5,835 | 143 | | 1,700 | 5,978 | 7,678 | 776 |
| 07/01/2005 | Toms River | NJ | 4,920 | 1,790 | 9,935 | 385 | | 1,790 | 10,320 | 12,110 | 2,772 |
| 12/28/2004 | Union / Green Ln | NJ | 6,416 | 1,754 | 6,237 | 402 | | 1,754 | 6,639 | 8,393 | 1,872 |
| 11/30/2012 | Union / Route 22 West | NJ | | 1,133 | 7,239 | 153 | | 1,133 | 7,392 | 8,525 | 410 |
| 11/30/2012 | Watchung | NJ | | 1,843 | 4,499 | 191 | | 1,843 | 4,690 | 6,533 | 261 |
| 08/31/2007 | Albuquerque / Calle Cuervo NW | NM | 4,643 | 1,298 | 4,628 | 633 | | 1,298 | 5,261 | 6,559 | 1,153 |

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| | | | | | | | | | | |
|------------|-----------------------------|----|--------|--------|--------|-------|--------|--------|--------|-------|
| 11/30/2012 | Albuquerque / Airport Dr NW | NM | 1,908 | 755 | 1,797 | 46 | 755 | 1,843 | 2,598 | 105 |
| 07/02/2012 | Santa Fe | NM | 5,815 | 3,066 | 7,366 | 338 | 3,066 | 7,704 | 10,770 | 505 |
| 11/30/2012 | Henderson | NV | 8,260 | 2,934 | 8,897 | 169 | 2,934 | 9,066 | 12,000 | 501 |
| 02/22/2000 | Las Vegas / N Lamont St | NV | 1,169 | 251 | 717 | 530 | 278 | 1,220 | 1,498 | 567 |
| 06/22/2011 | Las Vegas / Jones Blvd | NV | 2,432 | 1,441 | 1,810 | 136 | 1,441 | 1,946 | 3,387 | 205 |
| 11/30/2012 | Las Vegas / W Sahara Ave | NV | 4,417 | 773 | 6,006 | 103 | 773 | 6,109 | 6,882 | 345 |
| 11/30/2012 | Las Vegas / W Tropicana Ave | NV | | 400 | 4,936 | 79 | 400 | 5,015 | 5,415 | 284 |
| 11/01/2013 | Las Vegas / North Lamb Blvd | NV | 3,655 | 279 | 3,900 | 15 | 279 | 3,915 | 4,194 | 544 |
| 07/02/2012 | Amsterdam | NY | | 715 | 241 | (956) | (a) | | | |
| 12/19/2007 | Bohemia | NY | | 1,456 | 1,398 | 375 | 1,456 | 1,773 | 3,229 | 383 |
| 08/26/2004 | Bronx / Fordham Rd | NY | 9,422 | 3,995 | 11,870 | 775 | 3,995 | 12,645 | 16,640 | 3,584 |
| 12/01/2011 | Bronx / Edson Av | NY | 17,879 | 3,450 | 21,210 | 376 | 3,450 | 21,586 | 25,036 | 1,729 |
| 10/02/2008 | Brooklyn / 3rd Ave | NY | 19,604 | 12,993 | 10,405 | 338 | 12,993 | 10,743 | 23,736 | 1,797 |
| 05/21/2010 | Brooklyn / Atlantic Ave | NY | 7,977 | 2,802 | 6,536 | 231 | 2,802 | 6,767 | 9,569 | 860 |
| 07/02/2012 | Brooklyn / 64th St | NY | 21,565 | 16,188 | 23,309 | 333 | 16,257 | 23,573 | 39,830 | 1,518 |
| 12/11/2014 | Brooklyn / Avenue M | NY | | 12,085 | 7,665 | | 12,085 | 7,665 | 19,750 | |
| 10/02/2008 | Centereach | NY | 4,132 | 2,226 | 1,657 | 216 | 2,226 | 1,873 | 4,099 | 357 |
| 08/10/2012 | Central Valley | NY | | 2,800 | 12,173 | 447 | 2,800 | 12,620 | 15,420 | 810 |
| 11/23/2010 | Freeport | NY | | 5,676 | 3,784 | 802 | 5,676 | 4,586 | 10,262 | 627 |
| 07/02/2012 | Hauppauge | NY | 5,580 | 1,238 | 7,095 | 345 | 1,238 | 7,440 | 8,678 | 489 |
| 07/02/2012 | Hicksville | NY | 8,787 | 2,581 | 10,677 | 62 | 2,581 | 10,739 | 13,320 | 682 |

Table of Contents**Extra Space Storage Inc.****Schedule III****Real Estate and Accumulated Depreciation (Continued)****(Dollars in thousands)**

| Date acquired or development completed | Store Name | State | Debt | Land initial cost | Building initial cost | Adjustments and costs subsequent to acquisition | Notes | Gross carrying amount at December 31, 2014 | | Accumulated | |
|--|--|-------|--------|----------------------|--------------------------|---|-------|---|--------------------|-------------|-------|
| | | | | | | | | Building and improvements | Total depreciation | | |
| 07/02/2012 | Kingston | NY | 4,874 | 837 | 6,199 | 91 | | 837 | 6,290 | 7,127 | 405 |
| 11/26/2002 | Mt Vernon / N Mac Questen Pkwy | NY | 8,167 | 1,926 | 7,622 | 935 | | 1,926 | 8,557 | 10,483 | 2,692 |
| 07/01/2005 | Mt Vernon / Northwest St | NY | | 1,585 | 6,025 | 2,940 | | 1,585 | 8,965 | 10,550 | 2,305 |
| 02/07/2002 | Nanuet | NY | 3,640 | 2,072 | 4,644 | 1,722 | | 2,739 | 5,699 | 8,438 | 1,924 |
| 07/01/2005 | New Paltz | NY | 4,451 | 2,059 | 3,715 | 431 | | 2,059 | 4,146 | 6,205 | 1,232 |
| 07/01/2005 | New York | NY | 18,847 | 3,060 | 16,978 | 739 | | 3,060 | 17,717 | 20,777 | 4,593 |
| 12/04/2000 | Plainview | NY | 7,583 | 4,287 | 3,710 | 689 | | 4,287 | 4,399 | 8,686 | 1,741 |
| 07/18/2012 | Poughkeepsie | NY | 5,960 | 1,038 | 7,862 | 94 | | 1,038 | 7,956 | 8,994 | 518 |
| 07/02/2012 | Ridge | NY | 6,157 | 1,762 | 6,934 | 34 | | 1,762 | 6,968 | 8,730 | 442 |
| 06/27/2011 | Cincinnati / Glencrossing Way | OH | | 1,217 | 1,941 | 131 | | 1,217 | 2,072 | 3,289 | 214 |
| 06/27/2011 | Cincinnati / Glendale-Milford Rd | OH | 4,541 | 1,815 | 5,733 | 253 | | 1,815 | 5,986 | 7,801 | 619 |
| 06/27/2011 | Cincinnati / Hamilton Ave | OH | | 2,941 | 2,177 | 228 | | 2,941 | 2,405 | 5,346 | 283 |
| 06/27/2011 | Cincinnati / Wooster Pk | OH | | 1,445 | 3,755 | 234 | | 1,445 | 3,989 | 5,434 | 423 |
| 07/01/2005 | Columbus / Innis Rd | OH | 2,718 | 483 | 2,654 | 636 | | 483 | 3,290 | 3,773 | 1,058 |
| 11/01/2013 | Columbus / Kenny Rd | OH | 3,562 | 1,227 | 5,057 | 76 | | 1,227 | 5,133 | 6,360 | 643 |
| 11/04/2013 | Fairfield | OH | | 904 | 3,856 | 284 | | 904 | 4,140 | 5,044 | 122 |
| 06/27/2011 | Greenville | OH | | 189 | 302 | 77 | | 189 | 379 | 568 | 49 |
| 06/27/2011 | Hamilton | OH | | 673 | 2,910 | 112 | | 673 | 3,022 | 3,695 | 299 |
| 11/30/2012 | Hilliard | OH | 2,065 | 1,613 | 2,369 | 240 | | 1,613 | 2,609 | 4,222 | 171 |
| 07/01/2005 | Kent | OH | 1,406 | 220 | 1,206 | 248 | | 220 | 1,454 | 1,674 | 483 |
| 06/27/2011 | Lebanon | OH | | 1,657 | 1,566 | 313 | | 1,657 | 1,879 | 3,536 | 208 |
| 07/02/2012 | | OH | 1,299 | 409 | 1,609 | 110 | | 409 | 1,719 | 2,128 | 128 |

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| | Mentor / Mentor Ave | | | | | | | | | |
|------------|-----------------------------|----|-------|-------|--------|-------|-------|--------|--------|-------|
| 11/30/2012 | Mentor / Heisley Rd | OH | 1,253 | 658 | 1,267 | 224 | 658 | 1,491 | 2,149 | 97 |
| 06/27/2011 | Middletown | OH | 1,267 | 534 | 1,047 | 114 | 533 | 1,162 | 1,695 | 129 |
| 06/27/2011 | Sidney | OH | | 201 | 262 | 66 | 201 | 328 | 529 | 48 |
| 06/27/2011 | Troy | OH | | 273 | 544 | 119 | 273 | 663 | 936 | 87 |
| 06/27/2011 | Washington Court House | OH | 1,409 | 197 | 499 | 69 | 197 | 568 | 765 | 68 |
| 11/01/2013 | Whitehall | OH | 1,406 | 726 | 1,965 | 102 | 726 | 2,067 | 2,793 | 228 |
| 07/02/2012 | Willoughby | OH | 1,072 | 155 | 1,811 | 44 | 155 | 1,855 | 2,010 | 120 |
| 06/27/2011 | Xenia | OH | 1,629 | 302 | 1,022 | 62 | 302 | 1,084 | 1,386 | 118 |
| 07/01/2005 | Aloha / NW 185th Ave | OR | 6,117 | 1,221 | 6,262 | 285 | 1,221 | 6,547 | 7,768 | 1,754 |
| 07/02/2012 | Aloha / SW 229th Ave | OR | 4,650 | 2,014 | 5,786 | 82 | 2,014 | 5,868 | 7,882 | 380 |
| 09/15/2009 | King City | OR | 3,019 | 2,520 | 6,845 | 66 | 2,520 | 6,911 | 9,431 | 901 |
| 12/28/2004 | Bensalem / Bristol Pike | PA | 3,258 | 1,131 | 4,525 | 303 | 1,131 | 4,828 | 5,959 | 1,373 |
| 03/30/2006 | Bensalem / Knights Rd. | PA | | 750 | 3,015 | 194 | 750 | 3,209 | 3,959 | 801 |
| 11/15/1999 | Doylestown | PA | | 220 | 3,442 | 1,095 | 520 | 4,237 | 4,757 | 1,457 |
| 05/01/2004 | Kennedy Township | PA | 2,560 | 736 | 3,173 | 258 | 736 | 3,431 | 4,167 | 1,332 |
| 02/06/2004 | Philadelphia / Roosevelt Bl | PA | 5,559 | 1,965 | 5,925 | 1,116 | 1,965 | 7,041 | 9,006 | 2,146 |
| 11/01/2013 | Philadelphia / Wayne Ave | PA | 8,435 | 596 | 10,368 | 14 | 596 | 10,382 | 10,978 | 855 |
| 08/03/2000 | Pittsburgh / E Entry Dr | PA | 2,560 | 991 | 1,990 | 901 | 1,082 | 2,800 | 3,882 | 1,052 |

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Extra Space Storage Inc.

Schedule III

Real Estate and Accumulated Depreciation (Continued)

(Dollars in thousands)

| Date acquired or development completed | Store Name | State | Debt | Land initial cost | Buildings and improvements initial cost | Adjustments and costs subsequent to acquisition | Notes | Gross carrying amount at December 31, 2014 | | | |
|--|-------------------------------------|-------|-------|----------------------|--|---|-------|---|----------------------------------|--------|-----------------------------|
| | | | | | | | | Land | Buildings and improvements | Total | Accumulated depreciation |
| 05/01/2004 | Pittsburgh / Penn Ave | PA | 3,776 | 889 | 4,117 | 562 | | 889 | 4,679 | 5,568 | 1,831 |
| 01/01/2011 | Willow Grove | PA | 5,120 | 1,297 | 4,027 | 219 | | 1,297 | 4,246 | 5,543 | 491 |
| 07/01/2005 | Johnston / Hartford Ave | RI | 6,655 | 2,658 | 4,799 | 615 | | 2,658 | 5,414 | 8,072 | 1,519 |
| 12/01/2011 | Johnston / Plainfield | RI | 1,880 | 533 | 2,127 | 70 | | 533 | 2,197 | 2,730 | 179 |
| 08/26/2004 | Charleston | SC | 3,470 | 1,279 | 4,171 | 237 | | 1,279 | 4,408 | 5,687 | 1,239 |
| 08/26/2004 | Columbia / Harban Ct | SC | 2,781 | 838 | 3,312 | 252 | | 838 | 3,564 | 4,402 | 1,047 |
| 07/19/2012 | Columbia / Decker Blvd | SC | 3,259 | 1,784 | 2,745 | 75 | | 1,784 | 2,820 | 4,604 | 182 |
| 08/26/2004 | Goose Creek | SC | | 1,683 | 4,372 | 1,071 | | 1,683 | 5,443 | 7,126 | 1,431 |
| 08/26/2004 | Summerville | SC | | 450 | 4,454 | 196 | | 450 | 4,650 | 5,100 | 1,307 |
| 12/11/2014 | Taylors | SC | | 1,433 | 6,071 | | | 1,433 | 6,071 | 7,504 | |
| 07/02/2012 | Bartlett | TN | 2,430 | 632 | 3,798 | 81 | | 632 | 3,879 | 4,511 | 248 |
| 07/01/2005 | Cordova / N Germantown Pkwy 1 | TN | 2,531 | 852 | 2,720 | 282 | | 852 | 3,002 | 3,854 | 890 |
| 01/05/2007 | Cordova / Patriot Cove | TN | | 894 | 2,680 | 159 | | 894 | 2,839 | 3,733 | 637 |
| 04/15/2011 | Cordova / Houston Levee Rd | TN | 2,014 | 652 | 1,791 | 91 | | 652 | 1,882 | 2,534 | 202 |
| 11/01/2013 | Cordova / N Germantown Pkwy 2 | TN | 6,467 | 8,187 | 4,628 | 35 | | 8,187 | 4,663 | 12,850 | 936 |
| 11/30/2012 | Franklin | TN | 7,184 | 3,357 | 8,984 | 178 | | 3,357 | 9,162 | 12,519 | 522 |
| 07/02/2012 | Memphis / Covington Way | TN | 1,657 | 274 | 2,623 | 29 | | 274 | 2,652 | 2,926 | 173 |
| 07/02/2012 | Memphis / Raleigh-LaGrange | TN | 1,007 | 110 | 1,280 | 33 | | 110 | 1,313 | 1,423 | 86 |
| 11/30/2012 | Memphis / Summer Ave | TN | 3,463 | 1,040 | 3,867 | 165 | | 1,040 | 4,032 | 5,072 | 229 |

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| | | | | | | | | | | |
|------------|-------------------------------------|----|--------|-------|--------|-------|-------|--------|--------|-------|
| 11/30/2012 | Memphis / Mt Moriah | TN | 2,573 | 1,617 | 2,875 | 145 | 1,617 | 3,020 | 4,637 | 169 |
| 11/01/2013 | Memphis / Mt Moriah Terrace | TN | 1,968 | 1,313 | 2,928 | 5 | 1,313 | 2,933 | 4,246 | 341 |
| 11/01/2013 | Memphis / Riverdale Bend | TN | 2,905 | 803 | 4,635 | 124 | 803 | 4,759 | 5,562 | 451 |
| 04/13/2006 | Nashville | TN | 2,852 | 390 | 2,598 | 924 | 390 | 3,522 | 3,912 | 1,090 |
| 11/22/2006 | Allen | TX | 4,507 | 901 | 5,553 | 253 | 901 | 5,806 | 6,707 | 1,296 |
| 08/26/2004 | Arlington | TX | 2,159 | 534 | 2,525 | 426 | 534 | 2,951 | 3,485 | 948 |
| 08/26/2004 | Austin / Burnet Rd | TX | 5,044 | 870 | 4,455 | 351 | 870 | 4,806 | 5,676 | 1,401 |
| 11/01/2013 | Austin / McNeil Dr | TX | 2,249 | 3,411 | 4,502 | 50 | 3,411 | 4,552 | 7,963 | 485 |
| 08/08/2014 | Austin / North Lamar Blvd | TX | 5,129 | 1,047 | 9,969 | 6 | 1,047 | 9,975 | 11,022 | 96 |
| 08/26/2004 | Dallas / E NW Hwy | TX | 10,541 | 4,432 | 6,181 | 1,174 | 4,432 | 7,355 | 11,787 | 2,016 |
| 04/13/2006 | Dallas / Garland Rd | TX | 2,004 | 337 | 2,216 | 611 | 337 | 2,827 | 3,164 | 836 |
| 05/04/2006 | Dallas / Inwood Rd | TX | 11,274 | 1,980 | 12,501 | 556 | 1,980 | 13,057 | 15,037 | 3,003 |
| 07/02/2012 | Dallas / Preston Rd 1 | TX | 5,194 | 921 | 7,656 | 103 | 921 | 7,759 | 8,680 | 503 |
| 08/10/2012 | Dallas / Preston Rd 2 | TX | 3,866 | 2,542 | 3,274 | 266 | 2,542 | 3,540 | 6,082 | 246 |
| 11/01/2013 | Dallas / N Central Expressway | TX | 4,124 | 7,143 | 6,353 | 41 | 7,143 | 6,394 | 13,537 | 833 |
| 12/11/2014 | Dallas / N Central Expressway Annex | TX | | 6,249 | 8,666 | | 6,249 | 8,666 | 14,915 | |
| 04/01/2011 | Eules / W Eules Blvd | TX | 2,880 | 671 | 3,213 | 655 | 671 | 3,868 | 4,539 | 485 |
| 05/08/2013 | Eules / Mid-Cities Blvd | TX | 4,453 | 1,374 | 5,636 | 76 | 1,374 | 5,712 | 7,086 | 247 |
| 11/04/2013 | Fort Worth / White Settlement Rd | TX | 3,734 | 3,158 | 2,512 | 76 | 3,158 | 2,588 | 5,746 | 78 |
| 12/09/2013 | Fort Worth / Mandy Lane | TX | | 2,033 | 2,495 | 120 | 2,033 | 2,615 | 4,648 | 75 |
| 08/26/2004 | Ft. Worth | TX | 4,507 | 631 | 5,794 | 294 | 631 | 6,088 | 6,719 | 1,727 |

Table of Contents

Extra Space Storage Inc.

Schedule III

Real Estate and Accumulated Depreciation (Continued)

(Dollars in thousands)

| Date acquired or development completed | Store Name | State | Debt | Land initial cost | Building and improvements initial cost | Adjustments and costs subsequent to acquisition | Notes | Gross carrying amount at December 31, 2014 | | Accumulated |
|--|-----------------------------------|-------|-------|----------------------|---|---|-------|---|---------------------------------|--------------------|
| | | | | | | | | Land | Building and improvements | Total depreciation |
| 11/04/2013 | Garland | TX | | 1,424 | 2,209 | 109 | | 1,424 | 2,318 | 3,742 69 |
| 08/26/2004 | Grand Prairie / N Hwy 360 1 | TX | 2,333 | 551 | 2,330 | 338 | | 551 | 2,668 | 3,219 789 |
| 08/10/2012 | Grand Prairie / N Hwy 360 2 | TX | 3,201 | 2,327 | 1,551 | 174 | | 2,327 | 1,725 | 4,052 124 |
| 04/13/2006 | Houston / Southwest Freeway | TX | 8,768 | 2,596 | 8,735 | 405 | | 2,596 | 9,140 | 11,736 2,135 |
| 12/14/2010 | Houston / Ryewater Dr | TX | | 402 | 1,870 | 192 | | 402 | 2,062 | 2,464 253 |
| 02/29/2012 | Houston / Space Center Blvd | TX | 5,829 | 1,036 | 8,133 | 94 | | 1,036 | 8,227 | 9,263 625 |
| 11/01/2013 | Houston / South Main | TX | 3,187 | 2,017 | 4,181 | 30 | | 2,017 | 4,211 | 6,228 516 |
| 02/05/2014 | Houston / Katy Fwy | TX | | 1,767 | 12,368 | 28 | | 1,767 | 12,396 | 14,163 279 |
| 11/04/2013 | Killeen | TX | | 1,207 | 1,688 | 334 | | 1,207 | 2,022 | 3,229 55 |
| 12/14/2010 | La Porte | TX | | 1,608 | 2,351 | 273 | | 1,608 | 2,624 | 4,232 348 |
| 11/22/2006 | Plano / Plano Parkway | TX | 5,160 | 1,010 | 6,203 | 390 | | 1,010 | 6,593 | 7,603 1,455 |
| 11/22/2006 | Plano / Spring Creek | TX | 4,483 | 614 | 3,775 | 283 | | 614 | 4,058 | 4,672 929 |
| 11/01/2013 | Plano / Wagner Way | TX | 3,093 | 2,753 | 4,353 | 40 | | 2,753 | 4,393 | 7,146 549 |
| 08/10/2006 | Rowlett | TX | 2,138 | 1,002 | 2,601 | 325 | | 1,002 | 2,926 | 3,928 710 |
| 08/26/2004 | San Antonio / Culebra Rd | TX | 2,425 | 1,269 | 1,816 | 697 | | 1,269 | 2,513 | 3,782 838 |
| 08/26/2004 | San Antonio / Westchase Dr | TX | 2,458 | 253 | 1,496 | 210 | | 253 | 1,706 | 1,959 514 |
| 12/14/2007 | San Antonio / DeZavala Rd | TX | 6,315 | 2,471 | 3,556 | (179) (e) | | 2,471 | 3,377 | 5,848 694 |
| 04/13/2006 | South Houston | TX | 3,145 | 478 | 4,069 | 808 | | 478 | 4,877 | 5,355 1,277 |

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| | | | | | | | | | | |
|------------|--------------------------------|----|--------|--------|--------|-------|--------|--------|--------|-------|
| 08/02/2011 | Spring / Treaschwig Rd | TX | 1,920 | 978 | 1,347 | 170 | 979 | 1,516 | 2,495 | 154 |
| 07/02/2012 | Spring / I-45 North | TX | 3,259 | 506 | 5,096 | 194 | 506 | 5,290 | 5,796 | 356 |
| 10/20/2010 | East Millcreek | UT | 2,988 | 986 | 3,455 | 165 | 986 | 3,620 | 4,606 | 420 |
| 11/23/2010 | Murray | UT | | 571 | 986 | 2,125 | 571 | 3,111 | 3,682 | 311 |
| 04/01/2011 | Orem | UT | 2,041 | 841 | 2,335 | 189 | 841 | 2,524 | 3,365 | 265 |
| 06/01/2004 | Salt Lake City | UT | | 642 | 2,607 | 367 | 642 | 2,974 | 3,616 | 900 |
| 07/01/2005 | Sandy / South 700 East 1 | UT | 5,408 | 1,349 | 4,372 | 504 | 1,349 | 4,876 | 6,225 | 1,313 |
| 09/28/2012 | Sandy / South 700 East 2 | UT | | 2,063 | 5,202 | 1,477 | 2,063 | 6,679 | 8,742 | 331 |
| 11/23/2010 | West Jordan | UT | 2,079 | 735 | 2,146 | 409 | 735 | 2,555 | 3,290 | 310 |
| 07/01/2005 | West Valley City | UT | 2,756 | 461 | 1,722 | 190 | 461 | 1,912 | 2,373 | 543 |
| 06/06/2007 | Alexandria / S Dove St | VA | | 1,620 | 13,103 | 588 | 1,620 | 13,691 | 15,311 | 3,026 |
| 07/02/2012 | Alexandria / N Henry St | VA | 13,366 | 5,029 | 18,943 | 47 | 5,029 | 18,990 | 24,019 | 1,206 |
| 10/20/2010 | Arlington | VA | | | 4,802 | 144 | | 4,946 | 4,946 | 1,768 |
| 11/01/2013 | Burke | VA | 4,780 | 11,534 | 7,347 | 36 | 11,534 | 7,383 | 18,917 | 1,103 |
| 01/07/2014 | Chesapeake / Bruce Rd | VA | | 1,074 | 9,464 | 98 | 1,074 | 9,562 | 10,636 | 234 |
| 01/07/2014 | Chesapeake / Military Hwy | VA | | 332 | 4,106 | 88 | 332 | 4,194 | 4,526 | 103 |
| 01/07/2014 | Chesapeake / Poplar Hill Rd | VA | | 540 | 9,977 | 103 | 541 | 10,079 | 10,620 | 247 |
| 01/07/2014 | Chesapeake / Woodlake Dr | VA | | 4,014 | 14,872 | 81 | 4,014 | 14,953 | 18,967 | 367 |
| 05/26/2011 | Dumfries | VA | 5,179 | 932 | 9,349 | 174 | 932 | 9,523 | 10,455 | 934 |
| 07/01/2005 | Falls Church / Seminary Rd | VA | 5,811 | 1,259 | 6,975 | 405 | 1,259 | 7,380 | 8,639 | 1,963 |
| 11/30/2012 | Falls Church / Hollywood Rd | VA | 9,006 | 5,703 | 13,307 | 272 | 5,713 | 13,569 | 19,282 | 751 |
| 07/02/2012 | Fredericksburg / Plank Road | VA | 4,265 | 2,128 | 5,398 | 82 | 2,128 | 5,480 | 7,608 | 350 |

Table of Contents**Extra Space Storage Inc.****Schedule III****Real Estate and Accumulated Depreciation (Continued)****(Dollars in thousands)**

| Year | Store Name | State | Debt | Land initial cost | Building and improvements initial cost | Adjustments and costs subsequent to acquisition | Notes | Gross carrying amount at December 31, 2014 | | | Accu |
|------|--|-------|-------|----------------------|---|---|-------|---|--------------|--------|------|
| | | | | | | | | Land | improvements | Total | dep |
| 2012 | Fredericksburg / Jefferson Davis Hwy | VA | 2,973 | 1,438 | 2,459 | 170 | | 1,438 | 2,629 | 4,067 | |
| 2014 | Glen Allen | VA | | 609 | 8,220 | | | 609 | 8,220 | 8,829 | |
| 2014 | Hampton | VA | | 7,849 | 7,040 | 62 | | 7,849 | 7,102 | 14,951 | |
| 2014 | Newport News / Denbigh Blvd | VA | 5,723 | 4,619 | 5,870 | 121 | | 4,619 | 5,991 | 10,610 | |
| 2014 | Newport News / J Clyde Morris Blvd | VA | | 4,838 | 6,124 | 136 | | 4,838 | 6,260 | 11,098 | |
| 2014 | Newport News / Tyler Ave | VA | | 2,740 | 4,955 | 111 | | 2,740 | 5,066 | 7,806 | |
| 2014 | Norfolk / Granby St | VA | | 1,785 | 8,543 | 85 | | 1,785 | 8,628 | 10,413 | |
| 2014 | Norfolk / Naval Base Rd | VA | | 4,078 | 5,975 | 133 | | 4,078 | 6,108 | 10,186 | |
| 2004 | Richmond / W Broad St | VA | 4,516 | 2,305 | 5,467 | 344 | | 2,305 | 5,811 | 8,116 | |
| 2014 | Richmond / Hull St | VA | | 2,016 | 9,425 | 83 | | 2,016 | 9,508 | 11,524 | |
| 2014 | Richmond / Laburnum Ave | VA | | 5,945 | 7,613 | 141 | | 5,945 | 7,754 | 13,699 | |
| 2014 | Richmond / Midlothian Turnpike | VA | | 2,735 | 5,699 | 92 | | 2,735 | 5,791 | 8,526 | |
| 2014 | Richmond / Old Staples Mill Rd | VA | | 5,905 | 6,869 | 119 | | 5,905 | 6,988 | 12,893 | |
| 2009 | Stafford / SUSA Dr | VA | 4,373 | 2,076 | 5,175 | 123 | | 2,076 | 5,298 | 7,374 | |
| 2012 | | VA | 4,377 | 1,172 | 5,562 | 137 | | 1,172 | 5,699 | 6,871 | |

| | | | | | | | | | |
|------|--|----|--------------|--------------|--------------|------------|--------------|--------------|--------------|
| | Stafford / Jefferson Davis Hwy | | | | | | | | |
| 2014 | Virginia Beach / General Booth Blvd | VA | | 1,142 | 11,721 | 38 | 1,142 | 11,759 | 12,901 |
| 2014 | Virginia Beach / Kempsville Rd | VA | | 3,934 | 11,413 | 32 | 3,934 | 11,445 | 15,379 |
| 2014 | Virginia Beach / Village Dr | VA | | 331 | 13,175 | 75 | 331 | 13,250 | 13,581 |
| 2006 | Lakewood / 80th St | WA | 4,412 | 1,389 | 4,780 | 310 | 1,389 | 5,090 | 6,479 |
| 2006 | Lakewood / Pacific Hwy | WA | 4,415 | 1,917 | 5,256 | 220 | 1,917 | 5,476 | 7,393 |
| 2014 | Puyallup | WA | | 437 | 3,808 | 2 | 437 | 3,810 | 4,247 |
| 2005 | Seattle | WA | 7,272 | 2,727 | 7,241 | 236 | 2,727 | 7,477 | 10,204 |
| 2006 | Tacoma | WA | 3,427 | 1,031 | 3,103 | 152 | 1,031 | 3,255 | 4,286 |
| 2012 | Vancouver | WA | 3,079 | 709 | 4,280 | 75 | 709 | 4,355 | 5,064 |
| ous | Other corporate assets | | | 849 | 2,202 | 73,752 | | 76,803 | 76,803 |
| ous | Construction in progress | | | | | 17,870 | | 17,870 | 17,870 |
| ous | Intangible tenant relationships and lease rights | | | | 60,011 | 20,979 | | 80,990 | 80,990 |
| | | | \$ 1,872,067 | \$ 1,161,721 | \$ 3,286,329 | \$ 291,982 | \$ 1,153,237 | \$ 3,586,795 | \$ 4,740,032 |

- (a) Adjustments relate to sale of property
- (b) Adjustment relates to partial disposition of land
- (c) Adjustment relates to asset transfers between land, building and/or equipment
- (d) Adjustment relates to impairment charge
- (e) Adjustment relates to a purchase price adjustment
- (f) Adjustment relates to the acquisition of a joint venture partner's interest
- (g) Adjustment relates to asset reclassification as an investment
- (h) Adjustment relates to property casualty loss

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Activity in real estate facilities during the years ended December 31, 2014, 2013 and 2012 is as follows:

| | 2014 | 2013 | 2012 |
|---|---------------------|---------------------|---------------------|
| Operating facilities | | | |
| Balance at beginning of year | \$ 4,126,648 | \$ 3,379,512 | \$ 2,573,731 |
| Acquisitions | 557,158 | 711,710 | 761,977 |
| Improvements | 32,861 | 37,949 | 34,964 |
| Transfers from construction in progress | 12,308 | 3,643 | 8,957 |
| Dispositions and other | (6,813) | (6,166) | (117) |
| Balance at end of year | \$ 4,722,162 | \$ 4,126,648 | \$ 3,379,512 |
| Accumulated depreciation: | | | |
| Balance at beginning of year | \$ 496,754 | \$ 391,928 | \$ 319,302 |
| Depreciation expense | 109,531 | 104,963 | 72,626 |
| Dispositions and other | (1,949) | (137) | |
| Balance at end of year | \$ 604,336 | \$ 496,754 | \$ 391,928 |
| Real estate under development/redevelopment: | | | |
| Balance at beginning of year | \$ 6,650 | \$ 4,138 | \$ 9,366 |
| Current development | 23,528 | 6,466 | 3,759 |
| Transfers to operating facilities | (12,308) | (3,954) | (8,987) |
| Balance at end of year | \$ 17,870 | \$ 6,650 | \$ 4,138 |
| Net real estate assets | \$ 4,135,696 | \$ 3,636,544 | \$ 2,991,722 |

The aggregate cost of real estate for U.S. federal income tax purposes is \$4,135,696.

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Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

(i) Disclosure Controls and Procedures

We maintain disclosure controls and procedures to ensure that information required to be disclosed in the reports we file pursuant to the Securities Exchange Act of 1934, as amended (the Exchange Act), are recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure based on the definition of disclosure controls and procedures in Rule 13a-15(e) of the Exchange Act. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can only provide reasonable assurance of achieving the desired control objectives, and in reaching a reasonable level of assurance, management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

We have a disclosure committee that is responsible for considering the materiality of information and determining the disclosure obligations of the Company on a timely basis. The disclosure committee meets quarterly and reports directly to our Chief Executive Officer and Chief Financial Officer.

We carried out an evaluation, under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this Annual Report. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective at the reasonable assurance level as of the end of the period covered by this report.

(ii) Internal Control over Financial Reporting

(a) Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) of the Exchange Act. Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our evaluation, our management concluded that our internal control over financial reporting was effective as of December 31, 2014.

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

Our independent registered public accounting firm, Ernst & Young LLP, has issued the following attestation report over our internal control over financial reporting.

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**(b) Attestation Report of the Registered Public Accounting Firm
Report of Independent Registered Public Accounting Firm**

The Board of Directors and Stockholders of Extra Space Storage Inc.

We have audited Extra Space Storage Inc. s (the Company) internal control over financial reporting as of December 31, 2014, based on criteria established in Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (1992 framework) (the COSO criteria). Extra Space Storage Inc. s management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management s Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the company s internal control over financial reporting based on our audit.

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

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

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

In our opinion, Extra Space Storage Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2014, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets as of December 31, 2014, and 2013 and the related consolidated statements of operations, comprehensive income, stockholders equity, and cash flows for each of the three years in the period ended December 31, 2014 of Extra Space Storage Inc. and our report dated March 2, 2015 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Salt Lake City, Utah

March 2, 2015

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(c) Changes in Internal Control over Financial Reporting

There was no change in our internal control over financial reporting (as such term is defined in Exchange Act Rule 13a-15(f)) that occurred during our most recent quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information

None.

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PART III

Item 10. Directors, Executive Officers and Corporate Governance

Information required by this item is incorporated by reference to the information set forth under the captions

Executive Officers, and Information About the Board of Directors and its Committees in our definitive Proxy Statement to be filed with the Securities and Exchange Commission pursuant to Regulation 14A within 120 days after December 31, 2014.

We have adopted a Code of Business Conduct and Ethics in compliance with rules of the SEC that applies to all of our personnel, including our board of directors, Chief Executive Officer, Chief Financial Officer and principal accounting officer. The Code of Business Conduct and Ethics is available free of charge on the Investor Relations Corporate Governance section of our web site at www.extraspace.com. We intend to satisfy any disclosure requirements under Item 5.05 of Form 8-K regarding amendment to, or waiver from, a provision of this Code of Business Conduct and Ethics by posting such information on our web site at the address and location specified above.

The board of directors has adopted Corporate Governance Guidelines and charters for our Audit Committee and Compensation, Nominating and Governance Committee, each of which is posted on our website at the address and location specified above. Investors may obtain a free copy of the Code of Business Conduct and Ethics, the Corporate Governance Guidelines and the committee charters by contacting the Investor Relations Department at 2795 East Cottonwood Parkway, Suite 400, Salt Lake City, Utah 84121, Attn: Clint Halverson or by telephoning (801) 365-4600.

Item 11. Executive Compensation

Information with respect to executive compensation is incorporated by reference to the information set forth under the caption Executive Compensation in our definitive Proxy Statement to be filed with the Securities and Exchange Commission pursuant to Regulation 14A within 120 days after December 31, 2014.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

Information with respect to security ownership of certain beneficial owners and management and related stockholder matters is incorporated by reference to the information set forth under the captions Executive Compensation and Security Ownership of Directors and Officers in our definitive Proxy Statement to be filed with the Securities and Exchange Commission pursuant to Regulation 14A within 120 days after December 31, 2014.

Item 13. Certain Relationships and Related Transactions, and Director Independence

Information with respect to certain relationships and related transactions is incorporated by reference to the information set forth under the captions Information about the Board of Directors and its Committees and Certain Relationships and Related Transactions in our Proxy Statement to be filed with the Securities and Exchange Commission pursuant to Regulation 14A within 120 days after December 31, 2014.

Item 14. Principal Accounting Fees and Services

Information with respect to principal accounting fees and services is incorporated by reference to the information set forth under the caption "Ratification of Appointment of Independent Registered Public Accounting Firm" in our Proxy Statement to be filed with the Securities and Exchange Commission pursuant to Regulation 14A within 120 days after December 31, 2014.

Table of Contents**PART IV****Item 15. Exhibits and Financial Statement Schedules**

(a) Documents filed as part of this report:

(1) and (2). All Financial Statements and Financial Statement Schedules filed as part of this Annual Report on 10-K are included in Item 8 Financial Statements and Supplementary Data of this Annual Report on 10-K and reference is made thereto.

(3) The following documents are filed or incorporated by references as exhibits to this report:

| Exhibit Number | Description |
|---------------------------|--|
| 2.1 | Purchase and Sale Agreement, dated May 5, 2005 by and among Security Capital Self Storage Incorporated, as seller and Extra Space Storage LLC, PRISA Self Storage LLC, PRISA II Self Storage LLC, PRISA III Self Storage LLC, VRS Self Storage LLC, WCOT Self Storage LLC and Extra Space Storage LP, as purchaser parties and The Prudential Insurance Company of America (incorporated by reference to Exhibit 2.1 of Form 8-K filed on May 11, 2005). |
| 3.1 | Amended and Restated Articles of Incorporation of Extra Space Storage Inc.(1) |
| 3.2 | Articles of Amendment of Extra Space Storage Inc., dated September 28, 2007 (incorporated by reference to Exhibit 3.1 of Form 8-K filed on October 3, 2007). |
| 3.3 | Articles of Amendment of Extra Space Storage Inc., dated August 29, 2013 (incorporated by reference to Exhibit 3.1 of Form 8-K filed on August 29, 2013). |
| 3.4 | Amended and Restated Bylaws of Extra Space Storage Inc.(incorporated by reference to Exhibit 3.1 of Form 8-K filed on May 26, 2009) |
| 3.5 | Fourth Amended and Restated Agreement of Limited Partnership of Extra Space Storage LP (incorporated by reference to Exhibit 10.1 of Form 8-K filed on December 6, 2013). |
| 3.6 | Declaration of Trust of ESS Holdings Business Trust I.(1) |
| 3.7 | Declaration of Trust of ESS Holdings Business Trust II.(1) |
| 4.1 | Junior Subordinated Indenture dated as of July 27, 2005, between Extra Space Storage LP and JPMorgan Chase Bank, National Association, as trustee (incorporated by reference to Exhibit 4.1 of Form 8-K filed on August 2, 2005). |
| 4.2 | Amended and Restated Trust Agreement, dated as of July 27, 2005, among Extra Space Storage LP, as depositor and JPMorgan Chase Bank, National Association, as property trustee, Chase Bank USA, National Association, as Delaware trustee, the Administrative Trustees named therein and the holders of undivided beneficial interest in the assets of ESS Statutory Trust III (incorporated by reference to Exhibit 4.2 of Form 8-K filed on August 2, 2005). |
| 4.3 | |

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Junior Subordinated Note (incorporated by reference to Exhibit 4.3 of Form 10-K filed on February 26, 2010)

- 4.4 Trust Preferred Security Certificates (incorporated by reference to Exhibit 4.4 of Form 10-K filed on February 26, 2010)
- 4.5 Indenture, dated March 27, 2007, among Extra Space Storage LP, Extra Space Storage Inc. and Wells Fargo Bank, N.A., as trustee, including the form of 3.625% Exchangeable Senior Notes due 2027 and form of guarantee (incorporated by reference to Exhibit 4.1 of Form 8-K filed on March 28, 2007).
- 4.6 Indenture, dated June 21, 2013, among Extra Space Storage LP, Extra Space Storage Inc. and Wells Fargo Bank, National Association, as trustee, including the form of 2.375% Exchangeable Senior Notes due 2033 and form of guarantee (incorporated by reference to Exhibit 4.1 of Form 8-K filed on June 21, 2013).

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| Exhibit Number | Description |
|---------------------------|--|
| 10.1 | Registration Rights Agreement, by and among Extra Space Storage Inc. and the parties listed on Schedule I thereto.(1) |
| 10.2 | License between Centershift Inc. and Extra Space Storage LP.(1) |
| 10.3 | 2004 Long-Term Compensation Incentive Plan as amended and restated effective March 25, 2008 (incorporated by reference to the Definitive Proxy Statement on Schedule 14A filed on April 14, 2008) |
| 10.4 | Extra Space Storage Performance Bonus Plan.(1) |
| 10.5 | Form of 2004 Long Term Incentive Compensation Plan Option Award Agreement for Employees with employment agreements. (incorporated by reference to Exhibit 10.11 of Form 10-K filed on February 26, 2010) |
| 10.6 | Form of 2004 Long Term Incentive Compensation Plan Option Award Agreement for employees without employment agreements. (incorporated by reference to Exhibit 10.12 of Form 10-K filed on February 26, 2010) |
| 10.7 | Form of 2004 Non-Employee Directors Share Plan Option Award Agreement for Directors. (incorporated by reference to Exhibit 10.13 of Form 10-K filed on February 26, 2010) |
| 10.8 | Joint Venture Agreement, dated June 1, 2004, by and between Extra Space Storage LLC and Prudential Financial, Inc.(1) |
| 10.9 | Extra Space Storage Non-Employee Directors Share Plan (incorporated by reference to Exhibit 10.22 of Form 10-K/A filed on March 22, 2007). |
| 10.10 | Registration Rights Agreement, dated June 20, 2005, among Extra Space Storage Inc. and the investors named therein (incorporated by reference to Exhibit 10.1 of Form 8-K filed on June 24, 2005). |
| 10.11 | Purchase Agreement, dated as of July 27, 2005, among Extra Space Storage LP, ESS Statutory Trust III and the Purchaser named therein (incorporated by reference to Exhibit 10.1 of Form 8-K filed on August 2, 2005). |
| 10.12 | Registration Rights Agreement, dated March 27, 2007, among Extra Space Storage LP, Extra Space Storage Inc., Citigroup Global Markets Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated (incorporated by reference to Exhibit 10.1 of Form 8-K filed on March 28, 2007). |
| 10.13 | Contribution Agreement, dated June 15, 2007, among Extra Space Storage LP and various limited partnerships affiliated with AAAAA Rent-A-Space. (incorporated by reference to Exhibit 10.23 of Form 10-K filed on February 26, 2010) |
| 10.14 | Promissory Note, dated June 25, 2007, among Extra Space Storage LP, H. James Knuppe and Barbara Knuppe (incorporated by reference to Exhibit 10.2 of Form 8-K filed on June 26, 2007). |
| 10.15 | Pledge Agreement, dated June 25, 2007, among Extra Space Storage LP, H. James Knuppe and Barbara Knuppe (incorporated by reference to Exhibit 10.3 of Form 8-K filed on June 26, 2007). |
| 10.16 | Registration Rights Agreement among Extra Space Storage LP, H. James Knuppe and Barbara Knuppe. (incorporated by reference to Exhibit 10.26 of Form 10-K filed on February 26, 2010) |
| 10.17 | First Amendment to Contribution Agreement and to Agreement Regarding Transfer of Series A units among Extra Space Storage LP, various limited partnerships affiliated with AAAAA Rent-A-Space, H. James Knuppe and Barbara Knuppe, dated September 28, 2007. (incorporated by reference to |

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Exhibit 10.1 of Form 8-K filed on October 3, 2007).

- 10.18 Membership Interest Purchase Agreement, dated as of April 13, 2012, between Extra Space Properties Sixty Three LLC and PRISA III Co-Investment LLC (incorporated by reference to Exhibit 10.1 of Form 8-K filed on April 16, 2012).

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| Exhibit Number | Description |
|---------------------------|--|
| 10.19 | 2004 Long Term Incentive Compensation Plan Restricted Stock Award Agreement (incorporated by reference to Exhibit 10.2 of Form 10-Q filed on November 7, 2007). |
| 10.20 | First Amendment to Extra Space Storage Inc. 2004 Non-Employee Directors Share Plan (incorporated by reference to Exhibit 10.4 of Form 10-Q filed on November 7, 2007). |
| 10.21 | Loan Agreement between ESP Seven Subsidiary LLC as Borrower and General Electric Capital Corporation as Lender, dated October 16, 2007. (incorporated by reference to Exhibit 10.30 of Form 10-K filed on February 26, 2010) |
| 10.22 | Subscription Agreement, dated December 31, 2007, among Extra Space Storage LLC and Extra Space Development, LLC. (incorporated by reference to Exhibit 10.31 of Form 10-K filed on February 26, 2010) |
| 10.23 | Revolving Promissory Note between Extra Space Properties Thirty LLC and Bank of America as Lender, dated February 13, 2009 (incorporated by reference to Exhibit 10.33 of Form 10-K filed on February 26, 2010) |
| 10.24 | Revolving Line of Credit between Extra Space Properties Thirty LLC and Bank of America as Lender, dated February 13, 2009 (incorporated by reference to Exhibit 10.34 of Form 10-K filed on February 26, 2010) |
| 10.25 | First Loan and Note Modification Agreement between Extra Space Properties Thirty LLC and Bank of America as lender, dated April 9, 2009 (incorporated by reference to Exhibit 10.27 of Form 10-K filed on February 29, 2012). |
| 10.26 | Second Loan and Note Modification Agreement between Extra Space Properties Thirty LLC and Bank of America as lender, dated May 4, 2009 (incorporated by reference to Exhibit 10.28 of Form 10-K filed on February 29, 2012). |
| 10.27 | Third Loan and Note Modification Agreement between Extra Space Properties Thirty LLC and Bank of America as lender, dated August 27, 2010 (incorporated by reference to Exhibit 10.29 of Form 10-K filed on February 29, 2012). |
| 10.28 | Fourth Loan and Note Modification Agreement between Extra Space Properties Thirty LLC and Bank of America as lender, dated October 19, 2011 (incorporated by reference to Exhibit 10.30 of Form 10-K filed on February 29, 2012). |
| 10.29 | Extra Space Storage Inc. Executive Change in Control Plan (incorporated by reference to Exhibit 10.1 of Form 8-K filed on August 31, 2011). |
| 10.30 | Registration Rights Agreement, dated June 21, 2013, among Extra Space Storage LP, Extra Space Storage Inc., Citigroup Global Markets Inc. and Wells Fargo Securities, LLC (incorporated by reference to Exhibit 10.1 of Form 8-K filed on June 21, 2013). |
| 10.31 | Letter Agreement, dated as of November 22, 2013, amending the Contribution Agreement, dated June 15, 2007, among Extra Space Storage LP and various limited partnerships affiliated with AAAAA Rent-A-Space, and the Promissory Note, dated June 25, 2007, among Extra Space Storage LP, H. James Knuppe and Barbara Knuppe (incorporated by reference to Exhibit 10.1 of Form 10-Q filed on May 8, 2014). |
| 21.1 | Subsidiaries of the Company(2) |

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- 23.1 Consent of Ernst & Young LLP(2)
- 31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.(2)
- 31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.(2)

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**Exhibit
Number**

Description

| | |
|------|---|
| 32.1 | Certifications of the 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.(2) |
| 101 | The following financial information from Registrant's Annual Report on Form 10-K for the period ended December 31, 2014, formatted in Extensible Business Reporting Language (XBRL): (i) Consolidated Balance Sheets as of December 31, 2014 and 2013; (ii) Consolidated Statements of Operations for the years ended December 31, 2014, 2013 and 2012; (iii) Consolidated Statements of Comprehensive Income for the years ended December 31, 2014, 2013 and 2012; (iv) Consolidated Statements of Stockholders' Equity for the years ended December 31, 2014, 2013 and 2012; (v) Consolidated Statements of Cash Flows for the years ended December 31, 2014, 2013 and 2012; and (vi) Notes to Consolidated Financial Statements(2). |

- (1) Incorporated by reference to Registration Statement on Form S-11 (File No. 333-115436 dated August 11, 2004).
- (2) Filed herewith.
- (c) See Item 15(a)(2) above.

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SIGNATURES

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

Date: March 2, 2015

EXTRA SPACE STORAGE INC.

By: /s/ SPENCER F. KIRK

Spencer F. Kirk

Chief Executive Officer

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

Date: March 2, 2015

By: /s/ SPENCER F. KIRK

Spencer F. Kirk

Chief Executive Officer

(Principal Executive Officer)

Date: March 2, 2015

By: /s/ P. SCOTT STUBBS

P. Scott Stubbs

Executive Vice President and Chief Financial

Officer (Principal Financial Officer)

Date: March 2, 2015

By: /s/ GRACE KUNDE

Grace Kunde

Senior Vice President, Accounting and Finance

(Principal Accounting Officer)

Date: March 2, 2015

By: /s/ KENNETH M. WOOLLEY

Kenneth M. Woolley

Executive Chairman

