CubeSmart
Form 10-K
February 17, 2017
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 10-K

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

For the fiscal year ended December 31, 2016

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 001-32324 (CubeSmart)

Commission file number 000-54462 (CubeSmart, L.P.)

CUBESMART

CUBESMART, L.P.

(Exact Name of Registrant as Specified in Its Charter)

Maryland (CubeSmart) Delaware (CubeSmart, L.P.) (State or Other Jurisdiction of Incorporation or Organization)	20-1024732 (CubeSmart) 34-1837021 (CubeSmart, L.P.) (IRS Employer Identification No.)
5 Old Lancaster Road Malvern, Pennsylvania (Address of Principal Executive Offices)	19355 (Zip Code)

Registrant's telephone number, including area code (610) 535-5000

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

Title of each class	Name of each exchange on which registered
Common Shares, $0.01 par value per share, of CubeSmart	New York Stock Exchange

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

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

CubeSmart	Yes	No
CubeSmart, L.P.	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.

CubeSmart	Yes	No
CubeSmart, L.P.	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.

CubeSmart Yes No
CubeSmart, L.P. 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 during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

CubeSmart Yes No
CubeSmart, L.P. 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 to this Form 10-K.

CubeSmart Yes No
CubeSmart, L.P. Yes No

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

CubeSmart:
Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

CubeSmart, L.P.:
Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

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

CubeSmart Yes No
CubeSmart, L.P. Yes No

As of June 30, 2016, the last business day of CubeSmart's most recently completed second fiscal quarter, the aggregate market value of common shares held by non-affiliates of CubeSmart was $5,504,356,819. As of February 15, 2017, the number of common shares of CubeSmart outstanding was 180,171,863.

As of June 30, 2016, the last business day of CubeSmart, L.P.'s most recently completed second fiscal quarter, the aggregate market value of the 2,220,874 units of limited partnership (the "OP Units") held by non-affiliates of CubeSmart, L.P. was $68,580,589 based upon the last reported sale price of $30.88 per share on the New York Stock Exchange on June 30, 2016 of the common shares of CubeSmart, the sole general partner of CubeSmart, L.P. (For this computation, the market value of all OP Units beneficially owned by CubeSmart has been excluded.)

Documents incorporated by reference: Portions of the Proxy Statement for the 2017 Annual Meeting of Shareholders of CubeSmart to be filed subsequently with the SEC are incorporated by reference into Part III of this report.

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EXPLANATORY NOTE

This report combines the annual reports on Form 10-K for the year ended December 31, 2016 of CubeSmart (the "Parent Company" or "CubeSmart") and CubeSmart, L.P. (the "Operating Partnership"). The Parent Company is a Maryland real estate investment trust, or REIT, that owns its assets and conducts its operations through the Operating Partnership, a Delaware limited partnership, and subsidiaries of the Operating Partnership. The Parent Company, the Operating Partnership and their consolidated subsidiaries are collectively referred to in this report as the "Company". In addition, terms such as "we", "us", or "our" used in this report may refer to the Company, the Parent Company, and/or the Operating Partnership.

The Parent Company is the sole general partner of the Operating Partnership and, as of December 31, 2016, owned a 98.9% interest in the Operating Partnership. The remaining 1.1% interest consists of common units of limited partnership interest issued by the Operating Partnership to third parties in exchange for contributions of properties to the Operating Partnership. As the sole general partner of the Operating Partnership, the Parent Company has full and complete authority over the Operating Partnership's day-to-day operations and management.

Management operates the Parent Company and the Operating Partnership as one enterprise. The management teams of the Parent Company and the Operating Partnership are identical, and their constituents are officers of both the Parent Company and of the Operating Partnership.

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

The substantive difference between the Parent Company's and the Operating Partnership's filings is the fact that the Parent Company is a REIT with public equity, while the Operating Partnership is a partnership with no publicly traded equity. In the financial statements, this difference is primarily reflected in the equity (or capital for Operating Partnership) section of the consolidated balance sheets and in the consolidated statements of equity (or capital). Apart

from the different equity treatment, the consolidated financial statements of the Parent Company and the Operating Partnership are nearly identical.

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

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

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

As general partner with control of the Operating Partnership, the Parent Company consolidates the Operating Partnership for financial reporting purposes, and the Parent Company does not have significant assets other than its investment in the Operating Partnership. Therefore, the assets and liabilities of the Parent Company and the Operating Partnership are the same on their respective financial

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statements. The separate discussions of the Parent Company and the Operating Partnership in this report should be read in conjunction with each other to understand the results of the Company's operations on a consolidated basis and how management operates the Company.

This report also includes separate Item 9A - Controls and Procedures sections, signature pages and Exhibit 31 and 32 certifications for each of the Parent Company and the Operating Partnership in order to establish that the Chief Executive Officer and the Chief Financial Officer of the Parent Company and the Chief Executive Officer and the Chief Financial Officer of the Operating Partnership have made the requisite certifications and that the Parent Company and the Operating Partnership are compliant with Rule 13a-15 or Rule 15d-15 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and 18 U.S.C. §1350.

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PART I

Forward-Looking Statements

This Annual Report on Form 10-K, or this Report, together with other statements and information publicly disseminated by the Parent Company and the Operating Partnership, contain certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Exchange Act. Forward-looking statements include statements concerning the Company's 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 negative of such terms or other comparable terminology, or by discussions of strategy. Such statements are based on assumptions and expectations that may not be realized and are inherently subject to risks, uncertainties and other factors, many of which cannot be predicted with accuracy and some of which might not even be anticipated. Although we believe the expectations reflected in these forward-looking statements are based on reasonable assumptions, future events and actual results, performance, transactions or achievements, financial and otherwise, may differ materially from the results, performance, transactions or achievements expressed or implied by the forward-looking statements. As a result, you should not rely on or construe any forward-looking statements in this Report, or which management may make orally or in writing from time to time, as predictions of future events or as guarantees of future performance. We caution you not to place undue reliance on forward-looking statements, which speak only as of the date of this Report or as of the dates otherwise indicated in the statements. All of our forward-looking statements, including those in this Report, are qualified in their entirety by this statement.

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 and uncertainties referred to in Item 1A. "Risk Factors" in this Report and in our other filings with the Securities and Exchange Commission ("SEC"). These risks include, but are not limited to, the following:

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

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

- the execution of our business plan;

- the availability of external sources of capital;

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

- increases in interest rates and operating costs;

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

- our ability to maintain our Parent Company’s qualification as a REIT for federal income tax purposes;

- acquisition and development risks;

- increases in taxes, fees, and assessments from state and local jurisdictions;

- risks of investing through joint ventures;

- changes in real estate and zoning laws or regulations;

- risks related to natural disasters;

- potential environmental and other liabilities;

- other factors affecting the real estate industry generally or the self-storage industry in particular; and

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- other risks identified in this Report and, from time to time, in other reports that we file with the SEC or in other documents that we publicly disseminate.

Given these uncertainties and the other risks identified elsewhere in this Report, we caution readers not to place undue reliance on forward-looking statements. We undertake no obligation to publicly update or revise these forward-looking statements, whether as a result of new information, future events or otherwise except as may be required by securities laws. Because of the factors referred to above, the future events discussed in or incorporated by reference in this Report may not occur and actual results, performance or achievement could differ materially from that anticipated or implied in the forward-looking statements.

ITEM 1. BUSINESS

Overview

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

As of December 31, 2016, we owned 475 self-storage properties located in 23 states and in the District of Columbia containing an aggregate of approximately 32.9 million rentable square feet. As of December 31, 2016, approximately 89.7% of the rentable square footage at our owned stores was leased to approximately 269,000 customers, and no single customer represented a significant concentration of our revenues. As of December 31, 2016, we owned stores in the District of Columbia and the following 23 states: Arizona, California, Colorado, Connecticut, Florida, Georgia, Illinois, Indiana, Maryland, Massachusetts, Minnesota, Nevada, New Jersey, New Mexico, New York, North Carolina, Ohio, Pennsylvania, Rhode Island, Tennessee, Texas, Utah, and Virginia. In addition, as of December 31, 2016, we managed 316 stores for third parties (including 116 stores containing an aggregate of approximately 6.8 million rentable square feet as part of three separate unconsolidated real estate ventures) bringing the total number of stores we owned and/or managed to 791. As of December 31, 2016, we managed stores for third parties in the following 26 states: Alabama, Arizona, California, Colorado, Connecticut, Florida, Georgia, Illinois, Louisiana, Maryland, Massachusetts, Michigan, Mississippi, Missouri, Nevada, New Jersey, New York, North Carolina, Ohio, Pennsylvania, Rhode Island, South Carolina, Tennessee, Texas, Vermont, and Virginia.

Our self-storage properties are designed to offer affordable and easily-accessible storage space for our residential and commercial customers. Our customers rent storage cubes for their exclusive use, typically on a month-to-month basis. Additionally, some of our stores offer outside storage areas for vehicles and boats. Our stores are designed to accommodate both residential and commercial customers, with features such as wide aisles and load-bearing capabilities for large truck access. All of our stores have a storage associate available to assist our customers during business hours, and 285, or approximately 60.0%, of our owned stores have a manager who resides in an apartment at the store. Our customers can access their storage cubes during business hours, and some of our stores provide

customers with 24-hour access through computer-controlled access systems. Our goal is to provide customers with the highest standard of physical attributes and service in the industry. To that end, 401, or approximately 84.4%, of our owned stores include climate-controlled cubes.

The Parent Company was formed in July 2004 as a Maryland REIT. The Parent Company owns its assets and conducts its business through the Operating Partnership, and its subsidiaries. The Parent Company controls the Operating Partnership as its sole general partner and, as of December 31, 2016, owned an approximately 98.9% interest in the Operating Partnership. The Operating Partnership was formed in July 2004 as a Delaware limited partnership and has been engaged in virtually all aspects of the self-storage business, including the development, acquisition, management, ownership and operation of self-storage properties.

Acquisition and Disposition Activity

As of December 31, 2016 and 2015, we owned 475 and 445 stores, respectively, that contained an aggregate of 32.9 million and 30.4 million rentable square feet with occupancy rates of 89.7% and 90.2%, respectively. A complete listing of, and additional information about, our stores is included in Item 2 of this Report. The following is a summary of our 2016, 2015 and 2014 acquisition and disposition activity:

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Asset/Portfolio	Market	Transaction Date	Number of Stores	Purchase / Sale Price (in thousands)
2016 Acquisitions:				
Metro DC Asset	Baltimore / DC	January 2016	1	$ 21,000
Texas Assets	Texas Markets - Major	January 2016	2	24,800
New York Asset	New York / Northern NJ	January 2016	1	48,500
Texas Asset	Texas Markets - Major	January 2016	1	11,600
Connecticut Asset	Connecticut	February 2016	1	19,000
Texas Asset	Texas Markets - Major	March 2016	1	11,600
Florida Assets	Florida Markets - Other	March 2016	3	47,925
Colorado Asset	Denver	April 2016	1	11,350
Texas Asset	Texas Markets - Major	April 2016	1	11,600
Texas Asset	Texas Markets - Major	May 2016	1	10,100
Texas Asset	Texas Markets - Major	May 2016	1	10,800
Illinois Asset	Chicago	May 2016	1	12,350
Illinois Asset	Chicago	May 2016	1	16,000
Massachusetts Asset	Massachusetts	June 2016	1	14,300
Nevada Assets	Las Vegas	July 2016	2	23,200
Arizona Asset	Phoenix	August 2016	1	14,525
Minnesota Asset	Minneapolis	August 2016	1	15,150
Colorado Asset	Denver	August 2016	1	15,600
Texas Asset	Texas Markets - Major	September 2016	1	6,100
Texas Asset	Texas Markets - Major	September 2016	1	5,300
Nevada Asset	Las Vegas	October 2016	1	13,250
North Carolina Asset	Charlotte	November 2016	1	10,600
Arizona Asset	Phoenix	November 2016	1	14,000
Nevada Asset	Las Vegas	December 2016	1	14,900
			28	$ 403,550
2015 Acquisitions:				
Texas Asset	Texas Markets - Major	February 2015	1	$ 7,295
HSRE Assets	Chicago	March 2015	4	27,500
Arizona Asset	Arizona / Las Vegas	March 2015	1	7,900
Tennessee Asset	Tennessee	March 2015	1	6,575
Texas Asset	Texas Markets - Major	April 2015	1	15,795
Florida Asset	Florida Markets - Other	May 2015	1	7,300
Arizona Asset	Arizona / Las Vegas	June 2015	1	10,100
Florida Asset	Florida Markets - Other	June 2015	1	10,500
Texas Asset	Texas Markets - Major	July 2015	1	14,200
Maryland Asset	Baltimore / DC	July 2015	1	17,000
Maryland Asset	Baltimore / DC	July 2015	1	19,200
New York/New Jersey Assets	New York / Northern NJ	August 2015	2	24,823
New Jersey Asset	New York / Northern NJ	December 2015	1	14,350
PSI Assets	Various (see note 4)	December 2015	12	109,824

			29	$	292,362
2015 Dispositions:					
Texas Assets	Texas Markets - Major	October 2015	7	$	28,000
Florida Asset	Florida Markets - Other	October 2015	1		9,800
			8	$	37,800
2014 Acquisitions:					
Connecticut Asset	Connecticut	January 2014	1	$	4,950
Florida Asset	Miami / Ft. Lauderdale	January 2014	1		14,000
Florida Assets	Florida Markets - Other	January 2014	2		14,450
California Asset	Other West	January 2014	1		8,300
Maryland Asset	Baltimore / DC	February 2014	1		15,800
Maryland Asset	Baltimore / DC	February 2014	1		15,500
Arizona Asset	Arizona / Las Vegas	March 2014	1		14,750
Pennsylvania Asset	Philadelphia / Southern NJ	March 2014	1		7,350
Texas Asset	Texas Markets - Major	March 2014	1		8,225
Texas Asset	Texas Markets - Major	April 2014	1		6,450
New York Assets	New York / Northern NJ	April 2014	2		55,000
Florida Asset	Florida Markets - Other	April 2014	1		11,406
Massachusetts Asset	Other Northeast	April 2014	1		11,100
Indiana Asset	Other Midwest	May 2014	1		8,400
Florida Assets	Florida Markets - Other	June 2014	3		35,000
Florida Assets	Florida Markets - Other	July 2014	2		15,800
Massachusetts Asset	Boston	September 2014	1		23,100
Texas Asset	Texas Markets - Major	October 2014	1		7,700
Texas Asset	Texas Markets - Major	October 2014	1		8,500
Texas Asset	Texas Markets - Major	October 2014	1		7,750
HSRE Assets	Various (see note 4)	November 2014	22		195,500
Texas Asset	Texas Markets - Major	December 2014	1		18,650
Florida Assets	Florida Markets - Other	December 2014	3		18,200
New York Asset	New York / Northern NJ	December 2014	1		38,000
Texas Asset	Texas Markets - Major	December 2014	1		4,345
			53	$	568,226

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The comparability of our results of operations is affected by the timing of acquisition and disposition activities during the periods reported. As of December 31, 2016, 2015, and 2014, we owned 475, 445, and 421 self-storage properties and related assets, respectively. The following table summarizes the change in number of owned stores from January 1, 2014 through December 31, 2016:

	2016	2015	2014
Balance - January 1	445	421	366
Stores acquired	10	7	10
Stores developed	1	—	2
Balance - March 31	456	428	378
Stores acquired	7	4	9
Stores developed	1	1	—
Balance - June 30	464	433	387
Stores acquired	7	5	3
Balance - September 30	471	438	390
Stores acquired	4	13	31
Stores developed	—	2	—
Stores sold	—	(8)	—
Balance - December 31	475	445	421

Financing and Investing Activities

The following summarizes certain financing and investing activities during the year ended December 31, 2016:

- Store Acquisitions. During 2016, we acquired 28 self-storage properties located throughout the United States for an aggregate purchase price of approximately $403.6 million. In connection with these acquisitions, we allocated a portion of the purchase price paid for each store to the intangible value of in-place leases which aggregated to $18.8 million.

- Development Activity. During 2016, we completed construction and opened for operation two stores developed through two separate joint ventures. Both of the self-storage properties are located in New York. We invested a total of $64.0 million in the development of these two stores. Subsequent to the opening of the stores, the noncontrolling members put their 49% ownership interest in each venture to us. As of December 31, 2016, we had five joint venture development properties and two wholly-owned development properties under construction. We anticipate investing a total of $303.5 million related to

these seven projects, and construction for all projects is expected to be completed by the fourth quarter of 2018.

- Development Commitments. During 2016, we acquired three self-storage properties in New York (1) and Texas (2) for an aggregate purchase price of $69.4 million after the completion of construction and the issuance of the certificate of occupancy. During 2016, we also entered into contracts to purchase one store in Florida and one store in Illinois after the completion of construction and the issuance of the certificate of occupancy. As of December 31, 2016, we had four stores under contract, including two stores that went under contract in 2015, for a total acquisition price of $61.1 million. These four acquisitions are subject to due diligence and other customary closing conditions and no assurance can be provided that these acquisitions will be completed on the terms described, or at all.

- At-The-Market Equity Program. During 2016, under our at-the-market equity program, we sold a total of 4.4 million common shares at an average sales price of $31.25 per share, resulting in net proceeds under the program of $136.1 million, after deducting offering costs. As of December 31, 2016, 5.8 million common shares remained available for sale under the program. The proceeds from the sales conducted during the year ended December 31, 2016 were used to fund acquisitions of self-storage properties and for general corporate purposes.

- Preferred Share Redemption. On November 2, 2016, we completed the redemption of all of our 3,100,000 outstanding shares of 7.75% Series A Cumulative Redeemable Preferred Shares at a cash redemption price of $25.00 per share plus accumulated and unpaid dividends. The redemption price of $77.5 million was paid by the Company from available cash balances.

- Debt Offering. On August 15, 2016, we completed the issuance and sale of $300.0 million in aggregate principal amount of unsecured senior notes due September 1, 2026 which bear interest at a rate of 3.125% per annum. Net proceeds from the

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offering were used to repay outstanding indebtedness under our Revolver (defined below) and for general corporate purposes, including acquisitions, investments in joint ventures, and repayment or repurchase of other indebtedness.

· Mortgage Loans. During 2016, we repaid five mortgage loans aggregating $34.9 million and assumed two mortgage loans with a combined outstanding principal balance of $38.5 million as of December 31, 2016.

Business Strategy

Our business strategy consists of several elements:

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

· Acquire stores within targeted markets — During 2017, we intend to pursue selective acquisitions in markets that we believe have high barriers to entry, strong demographic fundamentals, and demand for storage in excess of storage capacity. We believe the self-storage industry will continue to afford us opportunities for growth through acquisitions due to the highly fragmented composition of the industry. In the past, we have formed joint ventures with unaffiliated third parties, and in the future we may form additional joint ventures to facilitate the funding of future developments or acquisitions.

· Dispose of stores — During 2017, we intend to continue to evaluate opportunities to reduce exposure in slower growth, lower barrier-to-entry markets. We intend to use proceeds from these transactions to fund acquisitions within targeted markets.

· Grow our third-party management business — We intend to pursue additional third-party management opportunities. We intend to leverage our current platform to take advantage of consolidation in the industry. We plan to utilize our relationships with third-party owners to help source future acquisitions.

Investment and Market Selection Process

We maintain a disciplined and focused process in the acquisition and development of self-storage properties. Our investment committee, comprised of five senior officers and led by Christopher P. Marr, our Chief Executive Officer, oversees our investment process. Our investment process involves six stages — identification, initial due diligence, economic assessment, investment committee approval (and when required, the approval of our Board of Trustees (the “Board”)), final due diligence, and documentation. Through our investment committee, we intend to focus on the

following criteria:

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

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

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

Segment

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

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Concentration

Our self-storage properties are located in major metropolitan areas as well as suburban areas and have numerous customers per store. No single customer represented a significant concentration of our 2016 revenues. Our stores in Florida, New York, Texas, and California provided approximately 17%, 16%, 10% and 8%, respectively, of our total 2016 revenues and approximately 18%, 16%, 10% and 8%, respectively, of our total 2015 revenues.

Seasonality

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

Financing Strategy

We maintain a capital structure that we believe is reasonable and prudent and that will enable us to have ample cash flow to cover debt service and make distributions to our shareholders. As of December 31, 2016, our debt to total capitalization ratio (determined by dividing the carrying value of our total indebtedness by the sum of (a) the market value of the Parent Company's outstanding common shares, preferred shares and units of the Operating Partnership held by third parties and (b) the carrying value of our total indebtedness) was approximately 24.7% compared to approximately 18.5% as of December 31, 2015. Our ratio of debt to the undepreciated cost of our total assets as of December 31, 2016 was approximately 38.5% compared to approximately 33.8% as of December 31, 2015. We expect to finance additional investments in self-storage properties through the most attractive sources of capital available at the time of the transaction, in a manner consistent with maintaining a strong financial position and future financial flexibility, subject to limitations on incurrence of indebtedness in our unsecured credit facilities and the indenture that governs our unsecured notes. These capital sources may include existing cash, borrowings under the Revolver, additional secured or unsecured financings, sales of common or preferred shares of the Parent Company in public offerings or private placements, additional issuances of debt securities, issuances of common or preferred units in our Operating Partnership in exchange for contributed properties, and formations of joint ventures. We also may sell stores that we no longer view as core assets and use the sales proceeds to fund other acquisitions.

Competition

Self-storage properties compete based on a number of factors, including location, rental rates, security, suitability of the store's design to prospective customers' needs, and the manner in which the store is operated and marketed. In particular, the number of competing self-storage properties in a market could have a material effect on our occupancy

levels, rental rates and on the overall operating performance of our stores. We believe that the primary competition for potential customers of any of our self-storage properties comes from other self-storage properties within a three-mile radius of that store. We believe our stores are well-positioned within their respective markets, and we emphasize customer service, convenience, security, professionalism, and cleanliness.

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

Government Regulation

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

Under the Americans with Disabilities Act of 1990 and applicable state accessibility act laws (collectively, the “ADA”), all places of public accommodation are required to meet federal requirements related to physical access and use by disabled persons. A number of other federal, state, and local laws may also impose access and other similar requirements at our stores. A failure to comply with the ADA or similar state or local requirements could result in the governmental imposition of fines or the award of damages to private litigants affected by the noncompliance. Although we believe that our stores comply in all material respects with these requirements (or would be eligible for applicable exemptions from material requirements because of adaptive assistance provided), a determination that one or more

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of our stores is not in compliance with the ADA or similar state or local requirements would result in the incurrence of additional costs associated with bringing the stores into compliance.

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

Our practice is to conduct or obtain environmental assessments in connection with the acquisition or development of properties. Whenever the environmental assessment for one of our stores indicates that a store is impacted by soil or groundwater contamination from prior owners/operators or other sources, we work with our environmental consultants and, where appropriate, state governmental agencies, to ensure that the store is either cleaned up, that no cleanup is necessary because the low level of contamination poses no significant risk to public health or the environment, or that the responsibility for cleanup rests with a third party. In certain cases, we have purchased environmental liability insurance coverage to indemnify us against claims for contamination or other adverse environmental conditions that may affect a property.

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

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

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

Insurance

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

Offices

Our principal executive offices are located at 5 Old Lancaster Road, Malvern, PA 19355. Our telephone number is (610) 535-5000.

Employees

As of December 31, 2016, we employed 2,136 employees, of whom 292 were corporate executive and administrative personnel and 1,844 were property-level personnel. We believe that our relations with our employees are good. Our employees are not unionized.

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Available Information

We file registration statements, proxy statements, our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports, with the SEC. You may obtain copies of these documents by visiting the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549, by calling the SEC at 1-800-SEC-0330, or by accessing the SEC's website at www.sec.gov. Our internet website address is www.cubesmart.com. You also can obtain on our website, free of charge, copies of our annual report on Form 10-K, our quarterly reports on Form 10-Q, our current reports on Form 8-K, and any amendments to those reports, after we electronically file such reports or amendments with, or furnish them to, the SEC. Our internet website and the information contained therein or connected thereto are not intended to be incorporated by reference into this Report.

Also available on our website, free of charge, are copies of our Code of Business Conduct and Ethics, our Corporate Governance Guidelines, and the charters for each of the committees of our Board — the Audit Committee, the Corporate Governance and Nominating Committee, and the Compensation Committee. Copies of each of these documents are also available in print free of charge, upon request by any shareholder. You can obtain copies of these documents by contacting Investor Relations by mail at 5 Old Lancaster Road, Malvern, PA 19355.

ITEM 1A. RISK FACTORS

Overview

An investment in our securities involves various risks. Investors should carefully consider the risks set forth below together with other information contained in this Report. These risks are not the only ones that we may face. Additional risks not presently known to us, or that we currently consider immaterial, may also impair our business, financial condition, operating results, and ability to make distributions to our shareholders.

Risks Related to our Business and Operations

Adverse macroeconomic and business conditions may significantly and negatively affect our rental rates, occupancy levels and therefore our results of operations.

We are susceptible to the effects of adverse macro-economic events that can result in higher unemployment, shrinking demand for products, large-scale business failures and tight credit markets. Our results of operations are sensitive to

changes in overall economic conditions that impact consumer spending, including discretionary spending, as well as to increased bad debts due to recessionary pressures. Adverse economic conditions affecting disposable consumer income, such as employment levels, business conditions, interest rates, tax rates, and fuel and energy costs, could reduce consumer spending or cause consumers to shift their spending to other products and services. A general reduction in the level of discretionary spending or shifts in consumer discretionary spending could adversely affect our growth and profitability.

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

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

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

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

We are susceptible to adverse developments in the markets in which we operate, such as business layoffs or downsizing, industry slowdowns, relocations of businesses, changing demographics, and other factors. Our stores in Florida, New York, Texas, and California accounted for approximately 17%, 16%, 10% and 8%, respectively, of our total 2016 revenues. As a result of this geographic concentration of our stores, we are particularly susceptible to adverse market conditions in these areas. Any adverse economic or real estate developments in these markets, or in any of the other markets in which we operate, or any decrease in demand for self-storage space

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resulting from the local business climate, could adversely affect our rental revenues, which could impair our ability to satisfy our debt service obligations and pay distributions to our shareholders.

We face risks associated with property acquisitions.

We intend to continue to acquire individual and portfolios of self-storage properties. The purchase agreements that we enter into in connection with acquisitions typically contain closing conditions that need to be satisfied before the acquisitions can be consummated. The satisfaction of many of these conditions is outside of our control, and we therefore cannot assure you that any of our pending or future acquisitions will be consummated. These conditions include, among other things, satisfactory examination of the title to the properties, the ability to obtain title insurance and customary closing conditions. Moreover, in the event we are unable to complete pending or future acquisitions, we may have incurred significant legal, accounting, and other transaction costs in connection with such acquisitions without realizing the expected benefits.

Those acquisitions that we do consummate would increase our size and may potentially alter our capital structure. Although we believe that future acquisitions that we complete will enhance our financial performance, the success of acquisitions is subject to the risks that:

- acquisitions may fail to perform as expected;

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

- we may be unable to obtain acquisition financing on favorable terms;

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

- there is only limited recourse, or no recourse, to the former owners of newly acquired properties for unknown or undisclosed liabilities such as the clean-up of undisclosed environmental contamination; claims by customers, vendors, or other persons arising on account of actions or omissions of the former owners of the properties; and claims by local governments, adjoining property owners, property owner associations, and easement holders for fees, assessments, or taxes on other property-related changes. As a result, if a liability were asserted against us based upon ownership of an acquired property, we might be required to pay significant sums to settle it, which could adversely affect our financial results and cash flow.

In addition, we do not always obtain third-party appraisals of acquired properties (and instead rely on value determinations by our senior management) and the consideration we pay in exchange for those properties may exceed the value determined by third-party appraisals.

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

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

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

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

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Our development activities may be more costly or difficult to complete than we anticipate.

We intend to continue to develop self-storage properties where market conditions warrant such investment. Once made, these investments may not produce results in accordance with our expectations. Risks associated with development and construction activities include:

- the unavailability of favorable financing sources in the debt and equity markets;
- construction cost overruns, including on account of rising interest rates, diminished availability of materials and labor, and increases in the costs of materials and labor;
- construction delays and failure to achieve target occupancy levels and rental rates, resulting in a lower than projected return on our investment; and
- complications (including building moratoriums and anti-growth legislation) in obtaining necessary zoning, occupancy, and other governmental permits.

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

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

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

Our stores and any other stores we acquire or develop in the future are and will be subject to operating risks common to real estate in general, any or all of which may negatively affect us. Our stores are subject to increases in operating expenses such as real estate and other taxes, personnel costs including the cost of providing specific medical coverage

to our employees, utilities, insurance, administrative expenses, and costs for repairs and maintenance. If operating expenses increase without a corresponding increase in revenues, our profitability could diminish and limit our ability to make distributions to our shareholders.

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

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

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

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

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

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

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

We have in the past co-invested with, and we may continue to co-invest with, third parties through joint ventures. In any such joint venture, we may not be in a position to exercise sole decision-making authority regarding the stores owned through joint ventures. Investments in joint ventures may, under certain circumstances, involve risks not present when a third party is not involved, including the possibility that joint venture partners might become bankrupt or fail to fund their share of required capital contributions. Joint venture partners may have business interests or goals that are inconsistent with our business interests or goals and may be in a position to take actions contrary to our policies or objectives. Such investments also have the potential risk of impasse on strategic decisions, such as a sale, in cases where neither we nor the joint venture partner would have full control over the joint venture. In other circumstances, joint venture partners may have the ability without our agreement to make certain major decisions, including decisions about sales, capital expenditures, and/or financing. Any disputes that may arise between us and our joint venture partners could result in litigation or arbitration that could increase our expenses and distract our officers and/or Trustees from focusing their time and effort on our business. In addition, we might in certain circumstances be liable for the actions of our joint venture partners, and the activities of a joint venture could adversely affect our ability to qualify as a REIT, even though we do not control the joint venture.

We face significant competition for customers and acquisition and development opportunities.

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

compete with our stores.

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

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

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

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

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There are other commercial parties, at both a local and national level, that may assert that our use of our brand names and other intellectual property conflict with their rights to use brand names, internet domains, and other intellectual property that they consider to be similar to ours. Any such commercial dispute and related resolution would involve all of the risks described above, including, in particular, our agreement to restrict the use of our brand name or other intellectual property.

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

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

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

Our insurance coverage may not comply with certain loan requirements.

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

Potential liability for environmental contamination could result in substantial costs.

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

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

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

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

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

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

Personal privacy has become a significant issue in the jurisdictions in which we operate. Many jurisdictions in which we operate have imposed restrictions and requirements on the use of personal information by those collecting such information. Changes to law or regulations affecting privacy, if applicable to our business, could impose additional costs and liability on us and could limit our use and disclosure of such information.

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

We are increasingly dependent upon automated information technology processes and Internet commerce, and many of our new customers come from the telephone or over the Internet. Moreover, the nature of our business involves the receipt and retention of personal information about our customers. We also rely extensively on third-party vendors to retain data, process transactions and provide other systems and services. These systems, and our systems, are subject to damage or interruption from power outages, computer and telecommunications failures, computer viruses, malware, and other destructive or disruptive security breaches and catastrophic events, such as a natural disaster or a terrorist event or cyber-attack. In addition, experienced computer programmers and hackers may be able to penetrate our security systems and misappropriate our confidential information, create system disruptions, or cause shutdowns. Such data security breaches as well as system disruptions and shutdowns could result in additional costs to repair or replace such networks or information systems and possible legal liability, including government enforcement actions and private litigation. In addition, our customers could lose confidence in our ability to protect their personal information, which could cause them to discontinue leasing at our self-storage properties.

If we are unable to attract and retain team members or contract with third parties having the specialized skills or technologies needed to support our systems, implement improvements to our customer-facing technology in a timely manner, allow accurate visibility to product availability when customers are ready to rent, quickly and efficiently fulfill our customers rental and payment methods they demand, or provide a convienent and consistent experience for our customers regardless of the ultimate sales channel, our ability to compete and our results of operations could be adversely affected.

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

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

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Risks Related to the Real Estate Industry

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

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

- downturns in the national, regional, and local economic climate;
- local or regional oversupply, increased competition, or reduction in demand for self-storage space;
- vacancies or changes in market rents for self-storage space;
- inability to collect rent from customers;
- increased operating costs, including maintenance, insurance premiums, and real estate taxes;
- changes in interest rates and availability of financing;
- hurricanes, earthquakes and other natural disasters, civil disturbances, terrorist acts, or acts of war that may result in uninsured or underinsured losses;
- significant expenditures associated with acquisitions and development projects, such as debt service payments, real estate taxes, insurance, and maintenance costs which are generally not reduced when circumstances cause a reduction in revenues from a property;
- costs of complying with changes in laws and governmental regulations, including those governing usage, zoning, the environment, and taxes; and
- the relative illiquidity of real estate investments.

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

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

Because our real estate portfolio consists primarily of self-storage properties, we are subject to risks inherent in investments in a single industry. A decrease in the demand for self-storage space would have a greater adverse effect on our rental revenues than if we owned a more diversified real estate portfolio. Demand for self-storage space could be adversely affected by weakness in the national, regional, and local economies, changes in supply of, or demand for, similar or competing self-storage properties in an area, and the excess amount of self-storage space in a particular market. To the extent that any of these conditions occur, they are likely to affect market rents for self-storage space, which could cause a decrease in our rental revenue. Any such decrease could impair our ability to satisfy debt service obligations and make distributions to our shareholders.

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

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

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Risks Related to our Qualification and Operation as a REIT

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

We operate our business to qualify to be taxed as a REIT for federal income tax purposes. We have not requested and do not plan to request a ruling from the IRS that we qualify as a REIT, and the statements in this Report are not binding on the IRS or any court. As a REIT, we generally will not be subject to federal income tax on the income that we distribute currently to our shareholders. Many of the REIT requirements, however, are highly technical and complex. The determination that we are a REIT requires an analysis of various factual matters and circumstances that may not be totally within our control. For example, to qualify as a REIT, at least 95% of our gross income must come from specific passive sources, such as rent, that are itemized in the REIT tax laws. In addition, to qualify as a REIT, we cannot own specified amounts of debt and equity securities of some issuers. We also are required to distribute to our shareholders with respect to each year at least 90% of our REIT taxable income, excluding net capital gains. The fact that we hold substantially all of our assets through the Operating Partnership and its subsidiaries and joint ventures further complicates the application of the REIT requirements for us. Even a technical or inadvertent mistake could jeopardize our REIT status, and, given the highly complex nature of the rules governing REITs and the ongoing importance of factual determinations, we cannot provide any assurance that we will continue to qualify as a REIT. Changes to rules governing REITS were made by the Protecting Americans From Tax Hikes Act of 2015, signed into law on December 18, 2015, and Congress and the IRS might make further changes to the tax laws and regulations, and the courts might issue new rulings that make it more difficult, or impossible, for us to remain qualified as a REIT. If we fail to qualify as a REIT for federal income tax purposes and are able to avail ourselves of one or more of the statutory savings provisions in order to maintain our REIT status, we would nevertheless be required to pay penalty taxes of $50,000 or more for each such failure.

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

Furthermore, as a result of our acquisition of all the issued and outstanding shares of common stock of a privately held self-storage REIT (“PSI”), we now own a subsidiary REIT. PSI is independently subject to, and must comply with, the same REIT requirements that we must satisfy in order to qualify as a REIT, together with all other rules applicable to REITs. If PSI fails to qualify as a REIT and certain statutory relief provisions do not apply, as a result of a protective

election made jointly by PSI and CubeSmart, PSI will be taxed as a taxable REIT subsidiary. See the section entitled "Taxation of CubeSmart–Requirements for Qualification–Taxable REIT Subsidiaries" in Exhibit 99.1 for more information regarding taxable REIT subsidiaries.

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

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

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

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

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

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

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

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

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

Legislative or regulatory tax changes related to REITs could materially and adversely affect our business.

At any time, the federal income tax laws or regulations governing REITs or the administrative interpretations of those laws or regulations may be changed, possibly with retroactive effect. We cannot predict if or when any new federal income tax law, regulation or administrative interpretation, or any amendment to any existing federal income tax law, regulation or administrative interpretation, will be adopted, promulgated or become effective or whether any such law, regulation or interpretation may take effect retroactively. We and our shareholders could be adversely affected by any such change in, or any new, federal income tax law, regulation or administrative interpretation.

Risks Related to our Debt Financings

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

Certain of our mortgages, bank loans, and unsecured debt (including our senior notes) will have significant outstanding balances on their maturity dates, commonly known as “balloon payments.” We may not have the cash resources available to repay those amounts, and we may have to raise funds for such repayment either through the issuance of equity or debt securities, additional bank borrowings (which may include extension of maturity dates), joint ventures, or asset sales. Furthermore, we are restricted from incurring certain additional indebtedness and making certain other changes to our capital and debt structure under the terms of the senior notes and the indenture governing the senior notes.

There can be no assurance that we will be able to refinance our debt on favorable terms or at all. To the extent we cannot refinance debt on favorable terms or at all, we may be forced to dispose of properties on disadvantageous terms or pay higher interest rates, either of which would have an adverse impact on our financial performance and ability to pay dividends to investors

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

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

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

Recently, domestic financial markets have experienced extreme volatility and uncertainty. At times in recent years liquidity has tightened in the domestic financial markets, including the investment grade debt and equity capital markets for which we historically sought financing. Consequently, there is greater uncertainty regarding our ability to access the credit markets in order to attract financing on reasonable terms; there can be no assurance that we will be able to continue to issue common or preferred equity securities at a reasonable price. Our ability to finance new acquisitions and refinance future debt maturities could be adversely impacted by our inability to secure permanent financing on reasonable terms, if at all.

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

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

Our Credit Facility (defined below) contains (and any new or amended facility we may enter into from time to time will likely contain) customary affirmative and negative covenants, including financial covenants that, among other things, require us to comply with certain liquidity and net worth tests. Our ability to borrow under the Credit Facility is (and any new or amended facility we may enter into from time to time will be) subject to compliance with such financial and other covenants. In the event that we fail to satisfy these covenants, we would be in default under the

Credit Facility and may be required to repay such debt with capital from other sources. Under such circumstances, other sources of debt or equity capital may not be available to us, or may be available only on unattractive terms. Moreover, the presence of such covenants in our credit agreements could cause us to operate our business with a view toward compliance with such covenants, which might not produce optimal returns for shareholders. Similarly, the indenture under which we have issued unsecured senior notes contains customary financial covenants, including limitations on incurrence of additional indebtedness.

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

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

Our organizational documents do not limit the amount of indebtedness that we may incur. We could alter the balance between our total outstanding indebtedness and the value of our assets at any time. If we become more highly leveraged, then the resulting increase in debt service could adversely affect our ability to make payments on our outstanding indebtedness and to pay our anticipated distributions and/or the distributions required to maintain our REIT status, and could harm our financial condition.

Risks Related to our Organization and Structure

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

Our executive team, including our named executive officers, has extensive self-storage, real estate, and public company experience. Although our named executive officers, effective January 1, 2017, are parties to the Company’s executive severance plan, we cannot

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provide assurance that any of them will remain in our employment. The loss of services of one or more members of our senior management team could adversely affect our operations and our future growth.

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

As of December 31, 2016, we had 1,844 property-level personnel involved in the management and operation of our stores. The customer service, marketing skills, and knowledge of local market demand and competitive dynamics of our store managers are contributing factors to our ability to maximize our rental income and to achieve the highest sustainable rent levels at each of our stores. We compete with various other companies in attracting and retaining qualified and skilled personnel. Competitive pressures may require that we enhance our pay and benefits package to compete effectively for such personnel. If there is an increase in these costs or if we fail to attract and retain qualified and skilled personnel, our business and operating results could be harmed.

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

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

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

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

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

Our Trustees also have the discretion, granted in our bylaws and Maryland law, without shareholder approval to, among other things (1) create a staggered Board, (2) amend our bylaws or repeal individual bylaws in a manner that provides the Board with greater authority, and (3) issue additional equity securities. Any such action could inhibit or impede a third party from making a proposal to acquire us at a price that could be beneficial to our shareholders.

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

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

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

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

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

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

Risks Related to our Securities

Additional issuances of equity securities may be dilutive to shareholders.

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

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

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

· increases in market interest rates, relative to the dividend yield on our shares. If market interest rates go up, prospective purchasers of our securities may require a higher yield. Higher market interest rates would not, however, result in more funds for us to distribute and, to the contrary, would likely increase our borrowing costs and

potentially decrease funds available for distribution. Thus, higher market interest rates could cause the market price of our equity securities to go down;

- anticipated benefit of an investment in our securities as compared to investment in securities of companies in other industries (including benefits associated with tax treatment of dividends and distributions);
- perception by market professionals of REITs generally and REITs comparable to us in particular;
- level of institutional investor interest in our securities;
- relatively low trading volumes in securities of REITs;
- our results of operations and financial condition;
- investor confidence in the stock market generally; and
- additions and departures of key personnel.

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

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

The market price of our common shares has been subject to significant fluctuation and may continue to fluctuate or decline. Between January 1, 2014 and December 31, 2016, the closing price of our common shares has ranged from a high of $33.30 (on March 31, 2016) to a low of $15.63 (on January 27, 2014). In the past several years, REIT securities have experienced high levels of volatility and significant increases in value from their historic lows.

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

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

Overview

As of December 31, 2016, we owned 475 self-storage properties that contain approximately 32.9 million rentable square feet and are located in 23 states and the District of Columbia. The following table sets forth summary information regarding our stores by state as of December 31, 2016.

State	Number of Stores	Cubes	Total Rentable Square Feet	% of Total Rentable Square Feet		Period-end Occupancy	
Florida	77	55,746	5,749,593	17.4	%	93.1	%
Texas	63	36,338	4,363,664	13.3	%	84.8	%
New York	43	51,984	3,066,009	9.3	%	81.4	%

California	40	25,750	2,831,254	8.6	%	94.6	%
Illinois	39	22,575	2,461,164	7.5	%	91.6	%
Arizona	33	18,847	2,054,791	6.3	%	91.3	%
New Jersey	25	16,826	1,700,430	5.2	%	91.8	%
Georgia	18	11,063	1,316,941	4.0	%	90.9	%
Ohio	20	11,089	1,293,096	3.9	%	90.2	%
Maryland	15	12,010	1,228,155	3.7	%	92.9	%
Connecticut	22	10,656	1,179,463	3.6	%	91.5	%
Virginia	10	7,873	787,982	2.4	%	87.3	%
Colorado	11	5,998	697,589	2.1	%	85.1	%
Massachusetts	11	7,261	674,772	2.1	%	87.9	%
North Carolina	9	5,601	654,175	2.0	%	89.7	%
Tennessee	7	4,416	618,212	1.9	%	85.8	%
Pennsylvania	9	6,023	609,289	1.9	%	89.2	%
Nevada	7	4,122	519,657	1.6	%	92.1	%
Utah	4	2,261	240,023	0.7	%	95.5	%
Rhode Island	4	1,971	236,995	0.7	%	92.2	%
Washington D.C.	3	2,849	224,302	0.7	%	85.0	%
New Mexico	3	1,648	182,261	0.6	%	93.5	%
Minnesota	1	1,018	100,978	0.3	%	83.5	%
Indiana	1	574	67,604	0.2	%	95.7	%
Total/Weighted Average	475	324,499	32,858,399	100.0	%	89.7	%

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Our Stores

The following table sets forth additional information with respect to each of our owned stores as of December 31, 2016. Our ownership of each store consists of a fee interest in the store held by our Operating Partnership, or one of its subsidiaries, except for eight of our stores, which are subject to ground leases. In addition, small parcels of land at two of our other stores are subject to ground leases.

Store Location	Year Acquired / / Developed (1)	Year Built	Rentable Square Feet	Occupancy (2)		Cubes	Manager Apartment (3)	% Climate Controlled (4)	
Chandler I, AZ	2005	1985	47,680	94.3	%	454	Y	12.5	%
Chandler II, AZ	2013	2008	82,889	93.1	%	1,172	N	73.7	%
Gilbert I, AZ	2013	2010	57,300	86.8	%	443	Y	83.6	%
Gilbert II, AZ	2016	2005/14	91,505	84.0	%	679	Y	37.7	%
Glendale, AZ	1998	1987	56,807	98.4	%	528	Y	0.0	%
Green Valley, AZ	2005	1985	25,050	89.6	%	266	N	9.0	%
Mesa I, AZ	2006	1985	52,575	92.1	%	501	N	0.0	%
Mesa II, AZ	2006	1981	45,511	88.6	%	410	Y	16.7	%
Mesa III, AZ	2006	1986	59,629	95.1	%	524	Y	15.8	%
Peoria, AZ	2015	2005	110,835	94.5	%	925	N	35.3	%
Phoenix I, AZ	2006	1987	100,875	90.7	%	751	Y	21.8	%
Phoenix II, AZ	2006/11	1974	83,160	95.7	%	809	Y	6.7	%
Phoenix III, AZ	2014	2009	121,731	91.0	%	820	N	73.8	%
Phoenix IV, AZ	2016	2008	69,660	89.3	%	705	Y	99.9	%
Queen Creek, AZ	2015	2013	94,462	74.3	%	624	Y	61.0	%
Scottsdale, AZ	1998	1995	79,525	95.1	%	654	Y	20.4	%
Surprise, AZ	2015	2006	72,575	91.6	%	602	N	100.0	%
Tempe I, AZ	2005	1975	53,890	91.2	%	407	Y	18.8	%
Tempe II, AZ	2013	2007	68,409	88.8	%	733	Y	86.4	%
Tucson I, AZ	1998	1974	59,800	95.3	%	496	Y	0.0	%
Tucson II, AZ	1998	1988	43,950	88.3	%	537	Y	100.0	%
Tucson III, AZ	2005	1979	49,832	92.8	%	496	N	0.0	%
Tucson IV, AZ	2005	1982	48,040	95.2	%	504	Y	13.4	%
Tucson V, AZ	2005	1982	45,134	92.3	%	421	Y	11.3	%
Tucson VI, AZ	2005	1982	40,814	91.3	%	418	Y	13.6	%
Tucson VII, AZ	2005	1982	52,688	94.7	%	601	Y	7.0	%
Tucson VIII, AZ	2005	1979	46,650	93.3	%	454	Y	0.0	%

Tucson IX, AZ	2005	1984	67,496	93.6	%	605	Y	5.9	%
Tucson X, AZ	2005	1981	46,350	89.8	%	414	N	0.0	%
Tucson XI, AZ	2005	1974	42,900	95.9	%	408	Y	0.0	%
Tucson XII, AZ	2005	1974	42,275	95.7	%	436	Y	3.9	%
Tucson XIII, AZ	2005	1974	45,800	85.8	%	493	Y	0.0	%
Tucson XIV, AZ	2005	1976	48,995	95.4	%	557	Y	17.9	%
Benicia, CA	2005	1988/93/05	74,770	95.6	%	720	Y	0.0	%
Citrus Heights, CA	2005	1987	75,620	95.0	%	683	Y	0.0	%
Corona, CA	2014	2014	94,975	93.8	%	971	N	6.9	%
Diamond Bar, CA	2005	1988	103,309	96.4	%	914	Y	0.0	%
Escondido, CA	2007	2002	143,645	94.6	%	1,260	Y	11.8	%
Fallbrook, CA	1997	1985/88	45,976	89.4	%	446	Y	0.0	%
Fremont, CA	2014	1987	51,243	93.7	%	526	Y	0.6	%
Lancaster, CA	2001	1987	60,450	97.0	%	358	Y	0.0	%
Long Beach, CA	2006	1974	124,571	95.1	%	1,371	Y	0.0	%
Murrieta, CA	2005	1996	49,785	91.9	%	449	Y	5.1	%
North Highlands, CA	2005	1980	57,094	96.8	%	472	Y	0.0	%
Ontario, CA	2014	1986	93,590	95.6	%	849	Y	0.0	%

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Store Location	Year Acquired / Developed (1)	Year Built	Rentable Square Feet	Occupancy (2)		Cubes	Manager Apartment (3)	% Climate Controlled (4)	
Orangevale, CA	2005	1980	50,542	93.2	%	529	Y	0.0	%
Pleasanton, CA	2005	2003	83,600	92.3	%	762	Y	0.0	%
Rancho Cordova, CA	2005	1979	53,978	96.3	%	468	Y	0.0	%
Rialto I, CA	2006	1987	57,391	97.6	%	455	Y	0.0	%
Rialto II, CA	1997	1980	99,783	95.4	%	717	Y	0.0	%
Riverside I, CA	2006	1977	67,020	94.0	%	656	Y	0.0	%
Riverside II, CA	2006	1985	85,176	95.9	%	811	Y	5.5	%
Roseville, CA	2005	1979	59,944	95.6	%	555	Y	0.0	%
Sacramento I, CA	2005	1979	50,664	96.2	%	554	Y	0.0	%
Sacramento II, CA	2005	1986	62,088	97.1	%	553	Y	0.0	%
San Bernardino I, CA	1997	1987	31,070	93.9	%	240	N	0.0	%
San Bernardino II, CA	1997	1991	41,546	91.6	%	373	Y	0.0	%
San Bernardino III, CA	1997	1985/92	35,416	97.8	%	370	N	0.0	%
San Bernardino IV, CA	2005	2002/04	83,277	91.5	%	719	Y	12.1	%
San Bernardino V, CA	2006	1974	56,745	95.9	%	487	Y	6.7	%
San Bernardino VII, CA	2006	1978	78,753	93.1	%	616	Y	2.4	%
San Bernardino VIII, CA	2006	1977	103,417	96.1	%	867	Y	0.0	%
San Marcos, CA	2005	1979	37,425	93.9	%	244	Y	0.0	%
Santa Ana, CA	2006	1984	63,916	92.4	%	740	Y	4.3	%
South Sacramento, CA	2005	1979	52,440	97.3	%	413	Y	0.0	%
Spring Valley, CA	2006	1980	55,035	93.1	%	713	Y	0.0	%
Temecula I, CA	1998	1985/03	81,340	92.4	%	705	Y	45.7	%
Temecula II, CA	2007	2003	84,543	94.9	%	682	Y	55.0	%
Vista I, CA	2001	1988	74,238	93.8	%	622	Y	0.0	%
Vista II, CA	2005	2001/02/03	147,763	92.6	%	1,300	Y	3.7	%

Walnut, CA	2005	1987	50,708	94.4	%	537	Y	16.0	%
West Sacramento, CA	2005	1984	40,015	97.3	%	479	Y	0.0	%
Westminster, CA	2005	1983/98	68,393	93.6	%	564	Y	0.0	%
Aurora, CO	2005	1981	75,867	86.4	%	618	Y	0.0	%
Centennial, CO	2016	2009	62,400	81.7	%	530	Y	95.1	%
Colorado Springs I, CO	2005	1986	47,975	92.1	%	468	Y	0.0	%
Colorado Springs II, CO	2006	2001	62,400	92.5	%	433	Y	0.0	%
Denver I, CO	2006	1997	59,200	88.3	%	449	Y	0.0	%
Denver II, CO	2012	2007	74,460	89.0	%	678	N	94.9	%
Denver III, CO	2016	2015	76,125	63.1	%	708	N	94.6	%
Federal Heights, CO	2005	1980	54,770	90.2	%	549	Y	0.0	%
Golden, CO	2005	1985	87,800	85.6	%	640	Y	1.6	%
Littleton, CO	2005	1987	53,490	82.1	%	442	Y	64.2	%
Northglenn, CO	2005	1980	43,102	93.2	%	483	Y	0.0	%
Bloomfield, CT	1997	1987/93/94	48,700	93.1	%	445	Y	8.7	%
Branford, CT	1995	1986	50,629	93.3	%	430	Y	3.5	%
Bristol, CT	2005	1989/99	47,725	91.4	%	471	N	31.7	%
East Windsor, CT	2005	1986/89	46,066	96.9	%	304	N	0.0	%
Enfield, CT	2001	1989	52,875	90.5	%	371	Y	0.0	%
Gales Ferry, CT	1995	1987/89	54,905	92.9	%	607	N	9.4	%
Manchester I, CT (6)	2002	1999/00/01	46,925	93.2	%	465	N	44.1	%
Manchester II, CT	2005	1984	52,725	92.8	%	400	N	0.0	%
Manchester III, CT	2014	2009	60,113	91.9	%	583	N	87.0	%
Milford, CT	1996	1975	44,885	92.3	%	375	Y	6.9	%
Monroe, CT	2005	1996/03	58,500	95.0	%	394	N	0.0	%

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Store Location	Year Acquired / Developed (1)	Year Built	Rentable Square Feet	Occupancy (2)		Cubes	Manager Apartment (3)	% Climate Controlled (4)	
Mystic, CT	1996	1975/86	50,825	91.8	%	561	Y	4.6	%
Newington I, CT	2005	1978/97	42,620	93.2	%	248	N	0.0	%
Newington II, CT	2005	1979/81	36,140	97.3	%	195	N	0.0	%
Norwalk I, CT	2012	2009	30,328	93.8	%	349	N	100.0	%
Norwalk II, CT	2016	1990	78,175	82.7	%	936	Y	77.8	%
Old Saybrook I, CT	2005	1982/88/00	87,000	92.7	%	720	N	10.8	%
Old Saybrook II, CT	2005	1988/02	26,425	87.8	%	253	N	71.8	%
Shelton, CT	2011	2007	78,405	87.5	%	855	Y	93.9	%
South Windsor, CT	1996	1976	72,075	92.2	%	560	Y	1.2	%
Stamford, CT	2005	1997	28,907	88.0	%	363	N	38.6	%
Wilton, CT	2012	1966	84,515	89.5	%	771	Y	66.6	%
Washington I, DC	2008	2002	63,085	87.7	%	754	Y	97.2	%
Washington II, DC	2011	1929/98	82,787	91.1	%	1,043	N	99.5	%
Washington III, DC	2016	1961/13	78,430	76.5	%	1,052	Y	97.5	%
Boca Raton, FL	2001	1998	37,968	89.4	%	612	N	70.5	%
Boynton Beach I, FL	2001	1999	61,725	92.2	%	757	Y	61.7	%
Boynton Beach II, FL	2005	2001	61,514	92.5	%	576	Y	88.6	%
Boynton Beach III, FL	2014	2001	67,393	92.7	%	721	N	100.0	%
Boynton Beach IV, FL	2015	2002	76,362	95.3	%	642	N	84.0	%
Bradenton I, FL	2004	1979	68,298	92.7	%	592	N	6.6	%
Bradenton II, FL	2004	1996	87,958	91.9	%	845	Y	46.6	%
Cape Coral I, FL	2000*	2000	76,857	92.3	%	892	Y	90.7	%
Cape Coral II, FL	2014	2007	67,955	91.8	%	614	Y	71.3	%
Coconut Creek I, FL	2012	2001	78,846	95.8	%	757	Y	53.0	%
	2014	1999	90,147	93.6	%	811	N	79.6	%

Coconut Creek II, FL									
Dania Beach, FL	2004	1984	180,588	94.3	%	1,778	N	27.4	%
Dania, FL	1996	1988	58,165	91.2	%	495	Y	53.7	%
Davie, FL	2001*	2001	80,985	92.3	%	837	Y	73.8	%
Deerfield Beach, FL	1998*	1998	57,230	92.5	%	520	Y	55.0	%
Delray Beach I, FL	2001	1999	67,833	95.2	%	816	Y	45.5	%
Delray Beach II, FL	2013	1987	75,710	91.6	%	1,180	N	96.8	%
Delray Beach III, FL	2014	2006	94,395	96.1	%	904	N	99.6	%
Ft. Lauderdale I, FL	1999	1999	70,043	94.7	%	694	Y	54.7	%
Ft. Lauderdale II, FL	2013	2007	49,577	94.8	%	862	N	100.0	%
Ft. Myers I, FL	1999	1998	67,534	90.1	%	592	Y	84.2	%
Ft. Myers II, FL	2014	2001	83,375	93.3	%	841	Y	62.8	%
Ft. Myers III, FL	2014	2002	81,554	91.2	%	868	Y	89.3	%
Jacksonville I, FL	2005	2005	79,705	92.1	%	717	N	100.0	%
Jacksonville II, FL	2007	2004	64,970	91.7	%	663	N	100.0	%
Jacksonville III, FL	2007	2003	66,010	92.8	%	683	N	100.0	%
Jacksonville IV, FL	2007	2006	77,525	93.0	%	717	N	100.0	%
Jacksonville V, FL	2007	2004	82,483	93.0	%	713	N	79.9	%
Jacksonville VI, FL	2014	2006	67,275	93.5	%	536	Y	71.2	%
Kendall, FL	2007	2003	75,495	89.4	%	702	N	79.4	%
Lake Worth I, FL †	1998	1998/02	159,799	92.7	%	1,278	Y	72.2	%
Lake Worth II, FL	2014	2004/08	86,924	92.6	%	757	Y	85.3	%
Lake Worth III, FL	2015	2006	94,015	96.5	%	780	Y	42.6	%
Lakeland, FL	1994	1988	49,079	95.9	%	487	Y	82.6	%
Leisure City, FL	2012	2005	56,075	93.4	%	616	N	69.9	%
Lutz I, FL	2004	2000	66,795	94.0	%	611	Y	44.0	%

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Lutz II, FL	2004	1999	69,232	95.9	%	537	Y	29.3	%
Margate I, FL †	1996	1979/81	53,660	95.5	%	370	Y	27.7	%
Margate II, FL †	1996	1985	65,380	91.4	%	446	Y	57.5	%
Merritt Island, FL	2002	2000	50,261	90.0	%	465	Y	66.4	%
Miami I, FL	1996	1995	46,500	91.7	%	557	Y	68.9	%
Miami II, FL	1996	1989	66,960	94.4	%	569	Y	18.9	%
Miami III, FL	2005	1988/03	151,620	91.8	%	1,513	N	91.1	%
Miami IV, FL	2011	2007	76,695	97.0	%	928	N	99.7	%
Miramar, FL	2013	2009	80,130	92.7	%	746	N	96.8	%
Naples I, FL	1996	1996	48,100	92.0	%	320	Y	48.4	%
Naples II, FL	1997	1985	65,850	91.9	%	648	Y	55.8	%
Naples III, FL	1997	1981/83	80,021	91.1	%	803	Y	48.7	%
Naples IV, FL	1998	1990	40,650	95.1	%	440	Y	64.0	%
New Smyrna Beach, FL	2014	2001	81,454	95.5	%	607	N	59.4	%
Ocoee, FL	2005	1997	76,150	92.5	%	631	Y	22.6	%
Orange City, FL	2004	2001	59,580	94.0	%	651	N	52.5	%
Orlando II, FL	2005	2002/04	63,184	95.8	%	586	N	81.6	%
Orlando III, FL	2006	1988/90/96	101,530	90.6	%	826	Y	21.9	%
Orlando IV, FL	2010	2009	76,581	92.0	%	645	N	68.3	%
Orlando V, FL	2012	2008	75,295	90.5	%	644	N	91.5	%
Orlando VI, FL	2014	2006	67,275	91.8	%	579	Y	35.3	%
Oviedo, FL	2006	1988/91	49,276	93.2	%	443	Y	3.6	%
Palm Coast I, FL	2014	2001	47,400	91.6	%	426	Y	52.3	%
Palm Coast II, FL	2014	1998/04	122,490	94.7	%	1,189	N	42.9	%
Palm Harbor, FL	2016	2001	82,685	93.4	%	740	N	73.2	%
Pembroke Pines, FL	1997	1997	67,321	93.0	%	692	Y	78.1	%
Royal Palm Beach II, FL	2007	2004	81,274	92.7	%	757	N	90.0	%
Sanford I, FL	2006	1988/06	61,810	89.6	%	441	Y	35.7	%
Sanford II, FL	2014	2000	69,755	93.3	%	667	N	62.2	%
Sarasota, FL	1999	1998	71,142	91.3	%	538	Y	60.6	%
St. Augustine, FL	1996	1985	59,725	91.0	%	722	Y	26.2	%
St. Petersburg, FL	2016	1987	66,050	94.9	%	846	N	35.0	%
Stuart, FL	1997	1995	86,756	93.5	%	967	Y	60.8	%

SW Ranches, FL	2007	2004	64,990	93.3	%	649	N	88.8	%
Tampa I, FL	2007	2001/02	83,913	93.0	%	787	N	34.2	%
Tampa II, FL	2016	1999	74,790	96.0	%	702	N	100.0	%
West Palm Beach I, FL	2001	1997	66,906	93.6	%	974	Y	52.5	%
West Palm Beach II, FL	2004	1996	94,353	92.6	%	835	Y	76.6	%
West Palm Beach III, FL	2012	2008	77,440	91.9	%	907	Y	90.1	%
West Palm Beach IV, FL	2014	2004	102,892	92.2	%	948	N	85.3	%
Winter Park, FL	2014	2005	54,356	94.7	%	539	N	58.2	%
Alpharetta, GA	2001	1996	90,501	89.4	%	666	Y	80.1	%
Atlanta, GA	2012	2008	66,625	89.8	%	629	N	100.0	%
Austell, GA	2006	2000	83,655	90.9	%	672	Y	64.2	%
Decatur, GA	1998	1986	145,440	92.1	%	1,308	Y	2.7	%
Duluth, GA	2011	2009	70,885	91.6	%	590	N	100.0	%
Lawrenceville, GA	2011	1999	73,740	90.0	%	606	Y	27.5	%
Lithia Springs, GA	2015	2007	66,750	94.8	%	582	N	59.9	%
Norcross I, GA	2001	1997	85,420	91.4	%	603	Y	66.0	%
Norcross II, GA	2011	1996	52,595	91.5	%	401	Y	62.0	%

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Norcross III, GA	2012	2007	46,955	90.0	%	500	N	100.0	%
Norcross IV, GA	2012	2005	57,505	92.1	%	538	Y	88.7	%
Peachtree City I, GA	2001	1997	49,875	88.4	%	453	N	76.3	%
Peachtree City II, GA	2012	2005	59,950	89.0	%	431	N	43.0	%
Smyrna, GA	2001	2000	57,015	92.5	%	502	Y	99.0	%
Snellville, GA	2007	1996/97	79,950	91.1	%	801	Y	20.6	%
Suwanee I, GA	2007	2000/03	85,125	92.5	%	692	Y	27.4	%
Suwanee II, GA	2007	2005	79,590	89.4	%	590	N	66.2	%
Villa Rica, GA	2015	2009	65,365	87.5	%	499	N	61.3	%
Addison, IL	2004	1979	31,575	93.5	%	367	Y	0.0	%
Aurora, IL	2004	1996	73,985	98.2	%	558	Y	8.6	%
Bartlett, IL	2004	1987	51,395	94.7	%	413	Y	31.8	%
Bellwood, IL	2001	1999	86,350	89.1	%	736	Y	50.8	%
Blue Island, IL	2015	2008	55,125	93.9	%	557	N	100.0	%
Bolingbrook, IL	2014	2004	80,915	92.0	%	728	N	77.1	%
Chicago I, IL	2014	1935	95,745	95.1	%	1,086	N	94.5	%
Chicago II, IL	2014	1953	78,585	93.3	%	757	N	85.4	%
Chicago III, IL	2014	1959	84,990	90.4	%	1,076	N	99.7	%
Chicago IV, IL	2015	2009	60,495	91.3	%	613	N	100.0	%
Chicago V, IL	2015	2008	51,775	92.2	%	603	N	99.8	%
Chicago VI, IL	2016	1954/61/13	71,785	83.5	%	715	N	100.0	%
Countryside, IL	2014	2002	99,856	92.6	%	901	N	98.7	%
Des Plaines, IL	2004	1978	69,600	90.7	%	578	N	0.0	%
Downers Grove, IL	2016	2015	71,625	78.2	%	664	N	100.0	%
Elk Grove Village, IL	2004	1987	64,079	90.2	%	621	Y	7.2	%
Evanston, IL	2013	2009	57,850	88.9	%	593	N	100.0	%
Glenview, IL	2004	1998	100,085	94.6	%	738	Y	100.0	%
Gurnee, IL	2004	1987	80,300	88.4	%	709	Y	37.3	%
Hanover, IL	2004	1987	41,190	93.3	%	417	Y	2.1	%
Harvey, IL	2004	1987	60,090	92.2	%	575	Y	2.8	%
Joliet, IL	2004	1993	72,865	93.7	%	532	Y	93.6	%
Kildeer, IL	2004	1988	36,585	96.3	%	320	Y	0.0	%
Lombard, IL	2004	1981	57,691	95.4	%	536	Y	26.0	%
Maywood, IL	2015	2009	60,225	91.5	%	655	N	100.0	%
	2004	1979	65,000	94.0	%	579	Y	10.3	%

Mount Prospect, IL									
Mundelein, IL	2004	1990	44,700	94.6	%	486	Y	12.3	%
North Chicago, IL	2004	1985	53,400	90.0	%	425	N	0.0	%
Plainfield I, IL	2004	1998	53,900	89.3	%	402	N	8.7	%
Plainfield II, IL	2005	2000	51,900	86.4	%	355	N	32.5	%
Schaumburg, IL	2004	1988	31,160	87.4	%	317	N	5.3	%
Streamwood, IL	2004	1982	64,305	96.3	%	550	N	7.6	%
Warrenville, IL	2005	1977/89	48,796	93.8	%	380	N	0.0	%
Waukegan, IL	2004	1977	79,500	87.9	%	662	Y	8.1	%
West Chicago, IL	2004	1979	48,175	92.0	%	435	Y	0.0	%
Westmont, IL	2004	1979	53,300	95.6	%	379	Y	0.0	%
Wheeling I, IL	2004	1974	54,210	91.2	%	491	N	0.0	%
Wheeling II, IL	2004	1979	67,825	92.3	%	603	Y	9.9	%
Woodridge, IL	2004	1987	50,232	90.5	%	463	Y	17.0	%
Schererville, IN	2014	2005	67,604	95.7	%	574	Y	40.1	%
Boston I, MA	2010	1950	33,286	87.6	%	584	N	99.8	%

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Boston II, MA	2002	2001	60,470	89.8	%	628	N	98.7	%
Boston III, MA	2014	1960	108,205	90.5	%	1,102	N	25.1	%
Brockton, MA	2015	1900/70/80	65,910	80.3	%	728	N	0.0	%
Haverhill, MA	2015	1900	61,169	89.2	%	609	N	93.0	%
Lawrence, MA	2015	1966	34,672	90.7	%	411	N	100.0	%
Leominster, MA	1998	1987/88/00	54,023	94.5	%	507	Y	50.7	%
Medford, MA	2007	2001	58,745	92.0	%	658	Y	97.1	%
Stoneham, MA	2013	2009/11	61,000	91.6	%	589	N	99.8	%
Tewksbury, MA	2014	2007	62,402	93.8	%	750	N	100.0	%
Walpole, MA	2016	1998	74,890	71.4	%	695	Y	31.1	%
Baltimore, MD	2001	1999/00	93,750	93.0	%	799	Y	48.9	%
Beltsville, MD	2013	2006	63,687	90.1	%	648	Y	9.7	%
California, MD	2004	1998	77,840	91.0	%	721	Y	41.1	%
Capitol Heights, MD	2015	2013	79,675	94.9	%	945	Y	98.7	%
Clinton, MD	2013	2008/10	84,225	92.3	%	914	Y	51.6	%
District Heights, MD	2011	2007	78,190	94.0	%	957	Y	96.1	%
Elkridge, MD	2013	1999	63,475	90.4	%	601	Y	91.2	%
Gaithersburg I, MD	2005	1998	87,045	90.3	%	789	Y	45.1	%
Gaithersburg II, MD	2015	2008	74,100	92.8	%	811	Y	98.9	%
Hyattsville, MD	2013	2006	52,765	93.7	%	602	Y	9.3	%
Laurel, MD †	2001	1978/99/00	162,896	92.0	%	1,013	N	64.3	%
Temple Hills I, MD	2001	2000	97,275	94.2	%	823	Y	70.7	%
Temple Hills II, MD	2014	2010	84,225	93.4	%	1,061	Y	99.3	%
Timonium, MD	2014	1965/98	66,717	89.8	%	662	Y	95.2	%
Upper Marlboro, MD	2013	2006	62,290	96.1	%	664	Y	21.6	%
Bloomington, MN	2016	1978	100,978	83.5	%	1,018	N	73.9	%
Belmont, NC	2001	1996/97/98	81,850	93.2	%	592	N	21.7	%
Burlington I, NC	2001	1990/91/93/94/98	109,300	87.3	%	952	N	7.8	%
Burlington II, NC	2001	1991	42,165	88.3	%	395	Y	16.4	%
Cary, NC	2001	1993/94/97	112,402	88.8	%	831	N	11.4	%

Charlotte I, NC	2002	1999	69,000	87.9	%	746	Y	44.3	%
Charlotte II, NC	2016	2008	53,666	93.1	%	491	N	95.7	%
Cornelius, NC	2015	2000	59,270	82.7	%	526	N	43.0	%
Pineville, NC	2015	1997/01	77,847	95.8	%	643	N	13.2	%
Raleigh, NC	1998	1994/95	48,675	90.3	%	425	Y	11.7	%
Bordentown, NJ	2012	2006	50,550	96.1	%	382	N	27.1	%
Brick, NJ	1996	1981	51,720	94.2	%	433	N	0.0	%
Cherry Hill I, NJ	2010	2004	51,500	95.3	%	369	Y	0.0	%
Cherry Hill II, NJ	2012	2004	65,500	91.4	%	613	N	94.5	%
Clifton, NJ	2005	2001	105,550	91.3	%	1,004	Y	93.0	%
Cranford, NJ	1996	1987	91,280	93.1	%	847	Y	7.9	%
East Hanover, NJ	1996	1983	107,679	90.7	%	970	N	3.4	%
Egg Harbor I, NJ	2010	2005	36,025	94.7	%	290	N	14.7	%
Egg Harbor II, NJ	2010	2002	70,400	93.5	%	692	N	19.7	%
Elizabeth, NJ	2005	1925/97	38,830	91.7	%	674	N	0.0	%
Fairview, NJ	1997	1989	27,876	92.0	%	448	N	98.4	%
Freehold, NJ	2012	2002	81,420	96.1	%	747	Y	65.7	%
Hamilton, NJ	2006	1990	70,550	93.6	%	615	Y	0.0	%
Hoboken, NJ	2005	1945/97	34,180	93.6	%	741	N	99.5	%
Linden, NJ	1996	1983	100,425	91.9	%	1,118	N	5.3	%

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Lumberton, NJ	2012	2004	96,025	90.4	%	772	Y	32.4	%
Morris Township, NJ (6)	1997	1972	72,226	93.1	%	560	Y	5.7	%
Parsippany, NJ	1997	1981	84,355	66.3	%	770	N	49.5	%
Rahway, NJ	2013	2006	83,121	94.3	%	983	Y	92.1	%
Randolph, NJ	2002	1998/99	52,565	91.2	%	549	Y	91.1	%
Ridgefield, NJ	2015	1921/44	67,803	94.9	%	684	Y	99.9	%
Roseland, NJ	2015	1951/04	53,569	93.2	%	658	N	98.5	%
Sewell, NJ	2001	1984/98	57,826	95.7	%	461	N	9.3	%
Somerset, NJ	2012	2000	57,385	92.7	%	508	N	83.1	%
Whippany, NJ	2013	2007	92,070	94.7	%	938	Y	85.9	%
Albuquerque I, NM	2005	1985	65,927	92.4	%	601	Y	13.8	%
Albuquerque II, NM	2005	1985	58,798	93.7	%	527	Y	15.1	%
Albuquerque III, NM	2005	1986	57,536	94.6	%	520	Y	11.1	%
Henderson, NV	2014	2005	75,150	95.9	%	529	Y	75.5	%
Las Vegas I, NV †	2006	1986	48,532	94.8	%	370	Y	13.4	%
Las Vegas II, NV	2006	1997	48,850	93.4	%	531	Y	66.2	%
Las Vegas III, NV	2016	2005	74,200	87.3	%	579	Y	92.9	%
Las Vegas IV, NV	2016	2004	71,217	87.4	%	566	Y	68.0	%
Las Vegas V, NV	2016	1996	107,226	95.1	%	909	Y	84.6	%
Las Vegas VI, NV	2016	2003	94,482	90.3	%	638	N	73.5	%
Baldwin, NY	2015	1974	61,380	92.4	%	613	N	99.3	%
Bronx I, NY	2010	1931/04	69,183	87.2	%	1,318	N	97.4	%

Bronx II, NY (5)	2011	2006	99,046	60.3	%	1,881	N	99.5	%
Bronx III, NY	2011	2007	105,940	89.6	%	2,033	N	99.1	%
Bronx IV, NY (5)	2011	2007	75,030	87.9	%	1,310	N	99.2	%
Bronx V, NY (5)	2011	2007	54,733	90.5	%	1,100	N	99.5	%
Bronx VI, NY (5)	2011	2011	45,970	89.1	%	1,130	N	94.3	%
Bronx VII, NY (5)	2012	2005	78,625	89.3	%	1,524	N	100.0	%
Bronx VIII, NY	2012	1928	30,550	86.8	%	544	N	100.0	%
Bronx IX, NY	2012	1973	148,040	87.6	%	3,008	Y	99.6	%
Bronx X, NY	2012	2001	159,855	86.4	%	2,665	Y	74.7	%
Bronx XI, NY (5) *	2014	2014	46,457	89.4	%	1,085	N	98.7	%
Bronx XII, NY (5) *	2016	2016	90,300	19.7	%	1,847	N	100.0	%
Brooklyn I, NY	2010	1917/04	57,510	91.0	%	1,055	N	99.8	%
Brooklyn II, NY	2010	1962/03	60,920	93.5	%	1,146	N	18.8	%
Brooklyn III, NY	2011	2006	41,625	93.2	%	850	N	99.9	%
Brooklyn IV, NY	2011	2006	37,467	89.8	%	793	N	99.9	%
Brooklyn V, NY	2011	2007	47,020	92.0	%	884	N	100.0	%
Brooklyn VI, NY	2011	2007	75,640	88.0	%	1,416	N	97.6	%
Brooklyn VII, NY	2011	2006	72,725	89.1	%	1,398	N	99.9	%
Brooklyn VIII, NY	2014	2010	61,555	90.3	%	1,203	N	92.0	%
Brooklyn IX, NY	2014	2013	46,980	91.8	%	1,254	N	99.9	%
Brooklyn X, NY *	2015	2015	56,000	40.5	%	1,210	N	100.0	%
Brooklyn XI, NY *	2016	2016	109,846	28.7	%	2,293	N	100.0	%
Holbrook, NY	2015	2007	60,397	93.6	%	620	N	82.0	%
Jamaica I, NY	2001	2000	88,385	93.4	%	918	Y	21.3	%
Jamaica II, NY	2011	2010	92,805	93.2	%	1,500	N	99.9	%
	2014	2014	88,825	58.5	%	1,950	N	100.0	%

Long Island City, NY *									
New Rochelle I, NY	2005	1998	43,587	91.0	%	545	N	47.2	%
New Rochelle II, NY	2012	1917	63,220	90.3	%	1,026	Y	93.9	%

Store Location	Year Acquired / Developed (1)	Year Built	Rentable Square Feet	Occupancy (2)		Cubes	Manager Apartment (3)	% Climate Controlled (4)	
North Babylon, NY	1998	1988/99	78,341	96.3	%	650	N	11.7	%
Patchogue, NY	2014	1982	47,649	94.1	%	467	N	0.0	%
Queens I, NY *	2015	2015	74,238	43.6	%	1,438	N	99.4	%
Queens II, NY *	2016	2016	91,100	50.5	%	1,449	N	97.9	%
Riverhead, NY	2005	1985/86/99	38,340	90.7	%	327	N	0.0	%
Southold, NY	2005	1989	59,645	89.2	%	614	N	4.7	%
Staten Island, NY	2013	1900/11	96,573	97.1	%	914	N	100.0	%
Tuckahoe, NY	2011	2007	50,878	88.8	%	757	N	99.9	%
West Hempstead, NY	2012	2002	83,995	95.8	%	899	Y	35.3	%
White Plains, NY	2011	1938	85,864	91.2	%	1,507	N	77.9	%
Woodhaven, NY	2011	2008	50,665	92.8	%	1,029	N	99.9	%
Wyckoff, NY	2010	1910/07	60,290	89.4	%	1,037	N	96.2	%
Yorktown, NY	2011	2006	78,815	93.4	%	777	Y	79.1	%
Cleveland I, OH	2005	1997/99	46,000	90.2	%	342	Y	7.3	%
Cleveland II, OH	2005	2000	58,325	88.7	%	574	Y	0.0	%
Columbus I, OH	2006	1999	71,905	84.3	%	603	Y	26.1	%
Columbus II, OH	2014	1999	36,409	79.6	%	354	N	48.9	%
Columbus III, OH	2014	1998/05	51,200	88.4	%	405	N	0.0	%
Columbus IV, OH	2014	2006	60,950	92.2	%	479	N	20.8	%
Columbus V, OH	2014	2006	74,925	90.1	%	583	N	16.6	%
Columbus VI, OH	2014	2002	63,725	88.6	%	547	N	0.0	%
Grove City, OH	2006	1997	89,290	89.9	%	789	Y	14.9	%
Hilliard, OH	2006	1995	89,290	94.1	%	781	Y	24.8	%
Lakewood, OH	1989	1989	39,332	94.3	%	462	Y	37.3	%
Lewis Center, OH	2014	1985/05	77,774	92.5	%	567	N	32.0	%
Middleburg Heights, OH	1980	1980	93,200	91.7	%	708	Y	4.9	%
North Olmsted I, OH	1979	1979	48,665	87.1	%	444	Y	10.5	%
North Olmsted II, OH	1988	1988	47,850	91.1	%	401	Y	23.8	%
North Randall, OH	1998	1998/02	80,297	92.4	%	809	N	91.5	%
Reynoldsburg, OH	2006	1979	67,245	93.8	%	667	Y	0.0	%
Strongsville, OH	2007	1978	43,683	91.9	%	404	N	100.0	%
	1980	1980/82/98	90,281	86.6	%	716	Y	0.0	%

Warrensville Heights, OH									
Westlake, OH	2005	2001	62,750	91.9	%	454	Y	8.6	%
Conshohocken, PA	2012	2003	81,255	86.8	%	730	Y	39.1	%
Exton, PA	2012	2006	57,750	86.7	%	542	N	96.1	%
Langhorne, PA	2012	2001	65,150	87.5	%	668	Y	58.8	%
Levittown, PA	2001	2000	76,130	91.0	%	652	Y	34.9	%
Malvern, PA *	2014	2014	18,848	93.1	%	229	N	98.7	%
Montgomeryville, PA	2012	2003	84,145	88.7	%	782	Y	50.8	%
Norristown, PA	2011	2005	61,556	95.0	%	608	N	99.8	%
Philadelphia I, PA	2001	1999	96,176	89.1	%	951	N	44.9	%
Philadelphia II, PA	2014	2005	68,279	88.2	%	861	N	58.3	%
Exeter, RI	2014	1968/90	41,275	90.2	%	412	Y	22.0	%
Johnston, RI	2014	2000	77,275	94.6	%	578	N	0.0	%
Wakefield, RI	2014	1956	45,745	88.6	%	387	N	39.1	%
Woonsocket, RI	2014	2004	72,700	93.1	%	594	N	11.4	%
Antioch, TN	2005	1985/98	75,985	88.0	%	635	Y	9.4	%
Nashville I, TN	2005	1984	107,790	88.7	%	736	Y	0.0	%
Nashville II, TN	2005	1986/00	83,416	92.2	%	631	Y	12.5	%
Nashville III, TN	2006	1985	101,525	82.5	%	600	Y	8.3	%

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Store Location	Year Acquired / Developed (1)	Year Built	Rentable Square Feet	Occupancy (2)		Cubes	Manager Apartment (3)	% Climate Controlled (4)	
Nashville IV, TN	2006	1986/00	102,450	88.8	%	731	Y	10.1	%
Nashville V, TN	2015	1993	74,560	91.7	%	534	N	22.8	%
Nashville VI, TN	2015	1956/01	72,486	66.2	%	549	Y	37.6	%
Allen, TX	2012	2003	62,710	91.9	%	496	Y	57.6	%
Austin I, TX	2005	2001	59,645	91.2	%	538	Y	63.1	%
Austin II, TX	2006	2000/03	64,625	84.3	%	597	Y	45.4	%
Austin III, TX	2006	2004	70,560	87.3	%	572	Y	92.9	%
Austin IV, TX	2014	2004	65,358	90.4	%	626	N	18.8	%
Austin V, TX	2014	1999	67,850	90.6	%	614	Y	34.9	%
Austin VI, TX	2014	2004	62,770	93.2	%	753	Y	55.1	%
Austin VII, TX	2015	2003/08	71,023	89.6	%	637	Y	38.8	%
Austin VIII, TX	2016	2015	61,075	42.8	%	586	Y	98.8	%
Bryan, TX	2005	1994	60,400	65.8	%	495	Y	0.0	%
Carrollton, TX	2012	2002	77,420	87.7	%	544	Y	40.5	%
Cedar Park, TX	2016	2014	89,050	48.6	%	521	N	27.9	%
College Station, TX	2005	1993	26,550	85.5	%	346	N	0.0	%
Cypress, TX	2012	1998	58,181	90.2	%	445	Y	45.9	%
Dallas I, TX	2005	2000	58,582	90.9	%	532	Y	37.8	%
Dallas II, TX	2013	1996	79,023	88.3	%	601	Y	27.7	%
Dallas III, TX	2014	1964/76	83,229	93.1	%	889	Y	91.2	%
Dallas IV, TX *	2015	2015	114,550	56.9	%	1,225	N	93.4	%
Dallas V, TX (5)	2015	2013	54,473	93.5	%	598	N	99.6	%
Denton, TX	2006	1996	60,846	92.2	%	457	Y	3.3	%
Fort Worth I, TX	2005	2000	50,446	96.0	%	405	Y	38.6	%
Fort Worth II, TX	2006	2003	72,900	94.9	%	651	Y	68.3	%
Fort Worth III, TX	2015	2000	80,445	90.2	%	675	N	76.7	%
Fort Worth IV, TX *	2016	2016	77,654	23.8	%	927	N	94.7	%
Frisco I, TX	2005	1996	50,854	90.0	%	428	Y	25.6	%
Frisco II, TX	2005	1998/02	71,399	89.7	%	523	Y	28.4	%
Frisco III, TX	2006	2004	74,765	92.5	%	625	Y	92.5	%
Frisco IV, TX †	2010	2007	76,000	89.4	%	514	Y	21.3	%
Frisco V, TX	2014	2002	74,415	92.0	%	554	Y	59.7	%

Frisco VI, TX	2014	2004	69,176	87.5	%	540	Y	54.4	%
Garland I, TX	2006	1991	70,100	89.9	%	681	Y	4.3	%
Garland II, TX	2006	2004	68,425	91.5	%	469	Y	53.9	%
Grapevine, TX *	2016	2016	77,294	26.7	%	829	N	100.0	%
Houston III, TX	2005	1984	61,590	93.1	%	467	Y	9.0	%
Houston IV, TX	2005	1987	43,750	87.1	%	380	Y	10.2	%
Houston V, TX †	2006	1980/97	125,280	88.7	%	1,017	Y	60.9	%
Houston VI, TX	2011	2002	54,690	93.3	%	595	Y	98.7	%
Houston VII, TX	2012	2004	46,991	87.8	%	524	N	100.0	%
Houston VIII, TX	2012	1989	54,219	90.7	%	497	N	78.0	%
Houston IX, TX	2012	1992	51,208	81.9	%	434	Y	47.9	%
Humble, TX	2015	2009/13	70,702	82.9	%	557	Y	42.2	%
Katy, TX	2013	2009	71,308	90.1	%	573	Y	88.5	%
Keller, TX	2006	2000	61,885	91.2	%	489	Y	23.0	%
Lewisville I, TX	2006	1996	67,340	91.9	%	429	Y	21.6	%
Lewisville II, TX	2013	2003	127,659	89.4	%	1,186	Y	30.6	%
Lewisville III, TX	2016	2002/04	101,872	93.0	%	639	Y	39.5	%
Little Elm I, TX	2016	2003	60,065	91.4	%	502	Y	47.6	%

Store Location	Year Acquired / Developed (1)	Year Built	Rentable Square Feet	Occupancy (2)		Cubes	Manager Apartment (3)	% Climate Controlled (4)	
Little Elm II, TX	2016	2007/14	96,896	86.3	%	636	Y	37.8	%
Mansfield I, TX	2006	2003	63,025	92.3	%	483	Y	43.1	%
Mansfield II, TX	2012	2002	58,025	87.8	%	483	Y	68.0	%
Mansfield III, TX	2016	2002/14	70,995	80.8	%	514	Y	38.2	%
McKinney I, TX	2005	1996	47,020	89.6	%	356	Y	12.0	%
McKinney II, TX	2006	1996	70,050	92.8	%	538	Y	47.4	%
McKinney III, TX	2014	2014	53,148	86.8	%	393	Y	37.7	%
North Richland Hills, TX	2005	2002	57,200	84.9	%	433	Y	60.5	%
Pearland, TX	2012	1985	72,050	87.1	%	471	Y	45.5	%
Richmond, TX	2013	1998	102,278	93.5	%	539	Y	29.9	%
Roanoke, TX	2005	1996/01	59,860	94.6	%	449	Y	30.6	%
San Antonio I, TX	2005	2005	73,509	90.9	%	572	Y	89.4	%
San Antonio II, TX	2006	2005	73,230	88.6	%	668	N	91.5	%
San Antonio III, TX	2007	2006	71,775	88.4	%	573	N	92.9	%
San Antonio IV, TX	2016	1998	61,500	94.4	%	514	Y	39.0	%
Spring, TX	2006	1980/86	72,751	88.5	%	534	Y	26.7	%
Murray I, UT	2005	1976	60,280	94.2	%	632	Y	0.0	%
Murray II, UT †	2005	1978	71,621	96.8	%	378	Y	5.3	%
Salt Lake City I, UT	2005	1976	56,446	95.8	%	753	Y	0.0	%
Salt Lake City II, UT	2005	1978	51,676	93.3	%	498	Y	0.0	%
Alexandria, VA	2012	2000	114,100	92.1	%	1,151	Y	97.2	%
Arlington, VA *	2015	2015	96,144	66.3	%	1,149	N	96.9	%
Burke Lake, VA	2011	2003	91,667	91.4	%	908	Y	81.6	%
Fairfax, VA	2012	1999	73,265	90.7	%	676	N	88.3	%
Fredericksburg I, VA	2005	2001/04	69,475	89.9	%	610	N	22.1	%

Fredericksburg II, VA	2005	1998/01	61,057	88.9	%	563	N	87.1	%
Leesburg, VA	2011	2001/04	85,503	85.7	%	890	Y	83.9	%
Manassas, VA	2010	1998	72,745	88.9	%	638	Y	64.7	%
McLearen, VA	2010	2002	68,960	88.7	%	729	Y	90.8	%
Vienna, VA	2012	2000	55,064	95.9	%	559	Y	97.1	%
Total/Weighted Average (475 stores)			32,858,399	89.7	%	324,499			

*Denotes stores developed by us or acquired at development completion.

†Denotes stores that contain commercial rentable square footage. All of this commercial space, which was developed in conjunction with the self-storage cubes, is located within or adjacent to our self-storage properties and is managed by our store managers. As of December 31, 2016, properties in our owned portfolio included an aggregate of approximately 237,000 rentable square feet of commercial space.

(1) Represents the year acquired for those stores we acquired from a third party or the year of completion for those stores we developed.

(2) Represents occupied square feet as of December 31, 2016 divided by total rentable square feet.

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

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

(5) We do not own the land at these properties. We lease the land pursuant to ground leases that expire between 2052 and 2064, subject to renewal options.

(6) We have ground leases for certain small parcels of land adjacent to these properties that expire between 2018 and 2019.

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We have grown by adding stores to our portfolio through acquisitions and development. The tables set forth below show the average occupancy, annual rent per occupied square foot, average occupied square feet, and total revenues for our stores owned as of December 31, 2016, and for each of the previous three years, grouped by the year during which we first owned or operated the store.

Stores by Year Acquired - Average Occupancy

Year Acquired (1)	# of Stores	Rentable Square Feet	Average Occupancy 2016	2015	2014
2013 and earlier	358	24,235,264	92.7 %	92.2 %	90.7 %
2014	55	3,967,203	92.0 %	88.8 %	85.6 %
2015	32	2,268,396	82.8 %	77.2 %	—
2016	30	2,387,536	67.8 %	—	—
All Stores Owned as of December 31, 2016	475	32,858,399	90.7 %	91.3 %	90.4 %

Stores by Year Acquired - Annual Rent Per Occupied Square Foot (2)

Year Acquired (1)	# of Stores	Rent per Square Foot 2016	2015	2014
2013 and earlier	358	$ 16.32	$ 15.42	$ 14.62
2014	55	16.08	14.93	14.61
2015	32	14.94	14.84	—
2016	30	15.24	—	—
All Stores Owned as of December 31, 2016	475	$ 16.14	$ 15.34	$ 14.62

Stores by Year Acquired - Average Occupied Square Feet (3)

Year Acquired (1)	# of Stores	Average Occupied Square Feet 2016	2015	2014
2013 and earlier	358	22,449,843	22,314,883	21,902,608
2014	55	3,649,767	3,506,012	3,269,341
2015	32	1,873,761	1,694,756	—
2016	30	1,692,377	—	—

All Stores Owned as of December 31, 2016	475	29,665,748	27,515,651	25,171,949

Stores by Year Acquired - Total Revenues (dollars in thousands)

		Total Revenues		
Year Acquired (1)	# of Stores	2016	2015	2014
2013 and earlier	358	$ 388,756	$ 365,039	$ 339,894
2014	55	62,404	55,542	21,611
2015	32	29,660	9,636	—
2016	30	16,005	—	—
All Stores Owned as of December 31, 2016	475	$ 496,825	$ 430,217	$ 361,505

(1) Represents the year acquired for those stores we acquired from a third party or the year placed in service for those stores we developed.

(2) Determined by dividing the aggregate rental revenue for each twelve-month period by the average of the month-end occupied square feet for the period. Rental revenue includes the impact of promotional discounts, which reduce rental income over the promotional period, of $17.4 million, $16.2 million, and $15.7 million for the periods ended December 31, 2016, 2015 and 2014, respectively.

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

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Unconsolidated Real Estate Ventures

As of December 31, 2016, we held ownership interests ranging from 10% to 50% in three unconsolidated real estate ventures for an aggregate investment balance of $98.7 million. We formed interests in these real estate ventures with unaffiliated third parties to acquire, own, and operate self-storage properties in select markets. As of December 31, 2016, these three unconsolidated real estate ventures owned 116 self-storage properties that contain an aggregate of approximately 6.8 million net rentable square feet. The self-storage properties owned by the real estate ventures are managed by us and are located in Texas (34), South Carolina (22), Michigan (17), Massachussetts (13), Tennessee (10), Georgia (5), North Carolina (5), Connecticut (3), Florida (3), Rhode Island (2), and Vermont (2). Each of the ventures has debt and other obligations that we do not consolidate in our financial statements.

We account for our investments in these real estate ventures using the equity method. See note 5 to the consolidated financial statements for further disclosure regarding the assets, liabilities, and operating results of our unconsolidated real estate ventures.

Capital Expenditures

We have a capital improvement program that includes office upgrades, adding climate control to selected cubes, construction of parking areas, and other store upgrades. For 2017, we anticipate spending approximately $5.0 million to $10.0 million associated with these capital expenditures. For 2017, we also anticipate spending approximately $15.0 million to $20.0 million on recurring capital expenditures and approximately $50.0 million to $65.0 million on the development of new self-storage properties.

ITEM 3. LEGAL PROCEEDINGS

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

On July 13, 2015, a putative class action was filed against the Company in the Federal District Court of New Jersey seeking to obtain declaratory, injunctive and monetary relief for a class of New Jersey consumers based upon alleged violations by the Company of the New Jersey Truth in Customer Contract, Warranty and Notice Act and the New

Jersey Consumer Fraud Act. The Company brought a motion to partially dismiss the complaint for failure to state a claim, which motion was granted in part and denied in part. The plaintiff has moved to file an amended complaint to re-allege the action dismissed by the Court, which motion is presently pending decision. We intend to vigorously defend the action, and the possibility of any adverse outcome cannot be determined at this time.

ITEM 4. MINING SAFETY DISCLOSURES

Not applicable.

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PART II

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

Repurchase of Parent Company Common and Preferred Shares

The following table provides information about repurchases of the Parent Company's common and preferred shares during the three months ended December 31, 2016:

	Total Number of Shares Purchased		Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs (1)
October 1 - October 31	—		$ —	N/A	3,000,000
November 1 - November 30	113	(2)	$ 25.14	N/A	3,000,000
	3,100,000	(3)	$ 25.00	3,100,000	—
December 1 - December 31	164	(2)	$ 25.45	N/A	3,000,000
Total	3,100,277		$ 25.00	N/A	3,000,000

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

(2)

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

(3) Represents 7.75% Series A Cumulative Redeemable Preferred Shares redeemed by the Parent Company on November 2, 2016. On September 2, 2016, the Parent Company announced its intention to call for redemption all of its 3,100,000 issued and outstanding 7.75% Series A Cumulative Redeemable Preferred Shares, which redemption was completed on November 2, 2016.

Market Information for and Holders of Record of Common Shares

As of December 31, 2016, there were approximately 87 registered record holders of the Parent Company's common shares and 10 holders (other than the Parent Company) of the Operating Partnership's common units. These figures do not include common shares held by brokers and other institutions on behalf of shareholders. There is no established trading market for units of the Operating Partnership. The following table shows the high and low closing prices per common share, as reported by the New York Stock Exchange, and the cash dividends declared with respect to such shares:

	High	Low	Cash Dividends Declared per Share
2015			
First quarter	$ 25.43	$ 22.31	$ 0.16
Second quarter	$ 24.62	$ 22.74	$ 0.16
Third quarter	$ 27.21	$ 23.81	$ 0.16
Fourth quarter	$ 31.42	$ 26.99	$ 0.21
2016			
First quarter	$ 33.30	$ 27.70	$ 0.21
Second quarter	$ 33.28	$ 29.18	$ 0.21
Third quarter	$ 32.07	$ 26.43	$ 0.21
Fourth quarter	$ 26.96	$ 23.88	$ 0.27

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For each quarter in 2015 and 2016, the Operating Partnership paid a cash distribution per unit in an amount equal to the dividend paid on a common share for each such quarter.

Since our initial quarter as a publicly-traded REIT, we have made regular quarterly distributions to our shareholders. Distributions to shareholders are usually taxable as ordinary income, although a portion of the distribution may be designated as capital gain or may constitute a tax-free return of capital. Annually, we provide each of the Parent Company's common shareholders a statement detailing the tax characterization of dividends paid during the preceding year as ordinary income, capital gain, or return of capital. The characterization of the Parent Company's dividends for 2016 consisted of a 98.663% ordinary income distribution and a 1.337% capital gain distribution from earnings and profits.

Distributions to 7.75% Series A Cumulative Redeemable Preferred Shareholders are usually taxable as ordinary income, although a portion of the distribution may be designated as capital gain or may constitute a tax-free return of capital. Annually, we provide each of the Parent Company's preferred shareholders a statement detailing preferred distributions paid during the preceding year and their characterization as ordinary income, capital gain, or return of capital. The characterization of our preferred distributions for 2016 consisted of a 7.683% ordinary income distribution, a 0.104% capital gain distribution from earnings and profits, and a 92.213% cash liquidating distribution.

We intend to continue to declare quarterly distributions. However, we cannot provide any assurance as to the amount or timing of future distributions. Under our Credit Facility, we are restricted from paying distributions on the Parent Company's common shares in excess of the greater of (i) 95% of our funds from operations, and (ii) such amount as may be necessary to maintain our REIT status.

To the extent that we make distributions in excess of our earnings and profits, as computed for federal income tax purposes, these distributions will represent a return of capital, rather than a dividend, for federal income tax purposes. Distributions that are treated as a return of capital for federal income tax purposes generally will not be taxable as a dividend to a U.S. shareholder, but will reduce the shareholder's basis in its shares (but not below zero) and therefore can result in the shareholder having a higher gain upon a subsequent sale of such shares. Return of capital distributions in excess of a shareholder's basis generally will be treated as gain from the sale of such shares for federal income tax purposes.

Recent Sales of Unregistered Equity Securities and Use of Proceeds

Recent Sales of Unregistered Equity Securities

None.

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Share Performance Graph

The SEC requires us to present a chart comparing the cumulative total shareholder return, assuming reinvestment of dividends, on our common shares with the cumulative total shareholder return of (i) a broad equity index and (ii) a published industry or peer group index. The following chart compares the yearly cumulative total shareholder return for our common shares with the cumulative shareholder return of companies on (i) the S&P 500 Index, (ii) the Russell 2000 and (iii) the NAREIT All Equity REIT Index as provided by NAREIT for the period beginning December 31, 2011 and ending December 31, 2016.

	Period Ending					
Index	12/31/2011	12/31/2012	12/31/2013	12/31/2014	12/31/2015	12/31/2016
CubeSmart	100.00	141.81	159.55	227.42	323.91	292.04
S&P 500	100.00	116.00	153.57	174.60	177.01	198.18
Russell 2000	100.00	116.35	161.52	169.43	161.95	196.45
NAREIT All Equity REIT Index	100.00	119.70	123.12	157.63	162.08	176.07

On September 27, 2007, the Parent Company announced that the Board approved a share repurchase program for up to 3.0 million of the Parent Company's outstanding common shares. Unless terminated earlier by resolution of the Board of Trustees, the program will expire when the number of authorized shares has been repurchased. The Parent Company has made no repurchases under this program to date and there were no other repurchases of the Parent Company's common shares during the year ended December 31, 2016.

ITEM 6. SELECTED FINANCIAL DATA

CUBESMART

The following table sets forth selected financial and operating data on a historical consolidated basis for the Parent Company. The selected historical financial data as of and for each of the years in the five-year period ended December 31, 2016 are derived from the Parent Company's consolidated financial statements, which financial statements have been audited by KPMG LLP, an independent registered public accounting firm. The consolidated financial statements as of December 31, 2016 and 2015, and for each of the years in

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the three-year period ended December 31, 2016, and the report thereon, are included herein. The selected data should be read in conjunction with the consolidated financial statements for the year ended December 31, 2016, the related notes, and the independent registered public accounting firm's report, which refers to the Company's change in its method for reporting discontinued operations as of January 1, 2014. The other data presented below is not derived from the financial statements.

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

	For the year ended December 31,				
	2016	2015	2014	2013	2012
	(in thousands, except per share data)				
REVENUES					
Rental income	$ 449,601	$ 392,476	$ 330,898	$ 281,250	$ 236,160
Other property related income	50,255	45,189	40,065	32,365	25,821
Property management fee income	10,183	6,856	6,000	4,780	4,341
Total revenues	510,039	444,521	376,963	318,395	266,322
OPERATING EXPENSES					
Property operating expenses	165,847	153,172	132,701	118,222	103,488
Depreciation and amortization	161,865	151,789	126,813	112,313	109,830
General and administrative	32,823	28,371	28,422	29,563	26,131
Acquisition related costs	6,552	3,301	7,484	3,849	3,086
Total operating expenses	367,087	336,633	295,420	263,947	242,535
OPERATING INCOME	142,952	107,888	81,543	54,448	23,787
OTHER (EXPENSE) INCOME					
Interest:					
Interest expense on loans	(50,399)	(43,736)	(46,802)	(40,424)	(40,318)
Loan procurement amortization expense	(2,577)	(2,324)	(2,190)	(2,058)	(3,279)
Loan procurement amortization expense - early repayment of debt	—	—	—	(414)	—
Equity in losses of real estate ventures	(2,662)	(411)	(6,255)	(1,151)	(745)
Gain from remeasurement of investment in real estate venture	—	—	—	—	7,023
Gains from sale of real estate, net	—	17,567	475	—	—
Other	1,062	(228)	(405)	8	256
Total other expense	(54,576)	(29,132)	(55,177)	(44,039)	(37,063)
INCOME (LOSS) FROM CONTINUING OPERATIONS	88,376	78,756	26,366	10,409	(13,276)
DISCONTINUED OPERATIONS					
Income from discontinued operations	—	—	336	4,145	7,093
Gain from disposition of discontinued operations	—	—	—	27,440	9,811
Total discontinued operations	—	—	336	31,585	16,904

NET INCOME	88,376	78,756	26,702	41,994	3,628
NET (INCOME) LOSS ATTRIBUTABLE TO NONCONTROLLING INTERESTS					
Noncontrolling interests in the Operating Partnership	(941)	(960)	(307)	(588)	107
Noncontrolling interest in subsidiaries	470	(84)	(16)	42	(1,918)
NET INCOME ATTRIBUTABLE TO THE COMPANY	87,905	77,712	26,379	41,448	1,817
Distribution to preferred shareholders	(5,045)	(6,008)	(6,008)	(6,008)	(6,008)
Preferred share redemption charge	(2,937)	—	—	—	—
NET INCOME (LOSS) ATTRIBUTABLE TO THE COMPANY'S COMMON SHAREHOLDERS	$ 79,923	$ 71,704	$ 20,371	$ 35,440	$ (4,191)
Basic earnings (loss) per share from continuing operations attributable to common shareholders	$ 0.45	$ 0.43	$ 0.13	$ 0.03	$ (0.17)
Basic earnings per share from discontinued operations attributable to common shareholders	$ —	$ —	$ 0.01	$ 0.23	$ 0.14
Basic earnings (loss) per share attributable to common shareholders	$ 0.45	$ 0.43	$ 0.14	$ 0.26	$ (0.03)
Diluted earnings (loss) per share from continuing operations attributable to common shareholders	$ 0.45	$ 0.42	$ 0.13	$ 0.03	$ (0.17)
Diluted earnings per share from discontinued operations attributable to common shareholders	$ —	$ —	$ 0.01	$ 0.23	$ 0.14
Diluted earnings (loss) per share attributable to common shareholders	$ 0.45	$ 0.42	$ 0.14	$ 0.26	$ (0.03)
Weighted-average basic shares outstanding (1)	178,246	168,640	149,107	135,191	124,548
Weighted-average diluted shares outstanding (1)	179,533	170,191	150,863	137,742	124,548
AMOUNTS ATTRIBUTABLE TO THE COMPANY'S COMMON SHAREHOLDERS:					
Income (loss) from continuing operations	$ 79,923	$ 71,704	$ 20,040	$ 4,392	$ (20,689)
Total discontinued operations	—	—	331	31,048	16,498
Net income (loss)	$ 79,923	$ 71,704	$ 20,371	$ 35,440	$ (4,191)

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	At December 31, 2016	2015	2014	2013	2012
Balance Sheet Data (in thousands):					
Storage properties, net	$ 3,326,816	$ 2,872,983	$ 2,625,129	$ 2,155,170	$ 2,089,707
Total assets	3,475,028	3,104,164	2,776,906	2,347,819	2,143,323
Unsecured senior notes, net	1,039,076	741,904	493,957	493,283	247,614
Revolving credit facility	43,300	—	78,000	38,600	45,000
Unsecured term loans, net	398,749	398,183	397,617	397,261	497,160
Mortgage loans and notes payable, net	114,618	111,455	194,844	198,869	226,989
Total liabilities	1,759,384	1,393,183	1,277,465	1,218,337	1,105,424
Noncontrolling interests in the Operating Partnership	54,407	66,128	49,823	36,275	47,990
Total CubeSmart shareholders' equity	1,655,382	1,643,327	1,448,026	1,092,276	989,791
Noncontrolling interests in subsidiaries	5,855	1,526	1,592	931	118
Total liabilities and equity	3,475,028	3,104,164	2,776,906	2,347,819	2,143,323
Other Data:					
Number of stores	475	445	421	366	381
Total rentable square feet (in thousands)	32,858	30,361	28,622	24,662	25,485
Occupancy percentage	89.7 %	90.2 %	89.1 %	88.3 %	84.4 %
Cash dividends declared per common share (2)	$ 0.90	$ 0.69	$ 0.55	$ 0.46	$ 0.35

(1) OP units have been excluded from the earnings per share calculations as the related income or loss is presented in noncontrolling interests in the Operating Partnership.

(2) We announced full quarterly dividends of $0.08 and $0.484 per common and preferred shares, respectively, on February 21, 2012, May 30, 2012, and August 1, 2012; dividends of $0.11 and $0.484 per common and preferred shares, respectively, on December 10, 2012, February 21, 2013, May 29, 2013, and August 7, 2013; dividends of $0.13 and $0.484 per common and preferred shares, respectively, on December 19, 2013, February 25, 2014, May 28, 2014, and August 5, 2014; dividends of $0.16 and $0.484 per common and preferred shares, respectively, on December 16, 2014, February 24, 2015, May 27, 2015, and August 4, 2015; dividends of $0.21 and $0.484 per common and preferred shares, respectively, on December 10, 2015, February 16, 2016, June 1, 2016, and August 2, 2016; dividends of $0.174 per preferred share on September 2, 2016; and dividends of $0.27 per common share on December 15, 2016.

CUBESMART, L.P.

The following table sets forth selected financial and operating data on a historical consolidated basis for the Operating Partnership. The selected historical financial data as of and for each of the years in the the five-year period ended December 31, 2016 are derived from the Operating Partnership's consolidated financial statements, which financial statements have been audited by KPMG LLP, an independent registered public accounting firm. The consolidated financial statements as of December 31, 2016 and 2015, and for each of the years in the three-year period ended December 31, 2016, and the report thereon, are included herein. The selected data should be read in conjunction with the consolidated financial statements for the year ended December 31, 2016, the related notes, and the independent registered public accounting firm's report, which refers to the Operating Partnership's change in its method for reporting discontinued operations as of January 1, 2014. The other data presented below is not derived from the financial statements.

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	For the year ended December 31,				
	2016	2015	2014	2013	2012
	(in thousands, except per unit data)				
REVENUES					
Rental income	$ 449,601	$ 392,476	$ 330,898	$ 281,250	$ 236,160
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Loan procurement amortization expense - early repayment of debt	—	—	—	(414)	—
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Gains from sale of real estate, net	—	17,567	475	—	—
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Total discontinued operations	—	—	336	31,585	16,904
NET INCOME	88,376	78,756	26,702	41,994	3,628
NET LOSS (INCOME) ATTRIBUTABLE TO NONCONTROLLING INTERESTS					
Noncontrolling interest in subsidiaries	470	(84)	(16)	42	(1,918)
NET INCOME ATTRIBUTABLE TO CUBESMART L.P.	88,846	78,672	26,686	42,036	1,710
	(941)	(960)	(307)	(588)	107

Operating Partnership interests of third parties					
NET INCOME ATTRIBUTABLE TO OPERATING PARTNER	87,905	77,712	26,379	41,448	1,817
Distribution to preferred unitholders	(5,045)	(6,008)	(6,008)	(6,008)	(6,008)
Preferred unit redemption charge	(2,937)	—	—	—	—
NET INCOME (LOSS) ATTRIBUTABLE TO COMMON UNITHOLDERS	$ 79,923	$ 71,704	$ 20,371	$ 35,440	$ (4,191)
Basic earnings (loss) per unit from continuing operations attributable to common unitholders	$ 0.45	$ 0.43	$ 0.13	$ 0.03	$ (0.17)
Basic earnings per unit from discontinued operations attributable to common unitholders	$ —	$ —	$ 0.01	$ 0.23	$ 0.14
Basic earnings (loss) per unit attributable to common unitholders	$ 0.45	$ 0.43	$ 0.14	$ 0.26	$ (0.03)
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AMOUNTS ATTRIBUTABLE TO COMMON UNITHOLDERS:					
Income (loss) from continuing operations	$ 79,923	$ 71,704	$ 20,040	$ 4,392	$ (20,689)
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Total liabilities	1,759,384	1,393,183	1,277,465	1,218,337	1,105,424
Operating Partnership interests of third parties	54,407	66,128	49,823	36,275	47,990
Total CubeSmart L.P. Capital	1,655,382	1,643,327	1,448,026	1,092,276	989,791
Noncontrolling interests in subsidiaries	5,855	1,526	1,592	931	118
Total liabilities and capital	3,475,028	3,104,164	2,776,906	2,347,819	2,143,323
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(1) OP units have been excluded from the earnings per unit calculations as the related income or loss is presented in Operating Partnership interest of third parties.

(2) We announced full quarterly dividends of $0.08 and $0.484 per common and preferred units, respectively, on February 21, 2012, May 30, 2012, and August 1, 2012; dividends of $0.11 and $0.484 per common and preferred units, respectively, on December 10, 2012, February 21, 2013, May 29, 2013, and August 7, 2013; dividends of $0.13 and $0.484 per common and preferred units, respectively, on December 19, 2013, February 25, 2014, May 28, 2014, and August 5, 2014; dividends of $0.16 and $0.484 per common and preferred units, respectively, on December 16, 2014, February 24, 2015, May 27, 2015, and August 4, 2015; dividends of $0.21 and $0.484 per common and preferred units, respectively, on December 10, 2015, February 16, 2016, June 1, 2016, and August 2, 2016; dividends of $0.174 per preferred unit on September 2, 2016; and dividends of $0.27 per common unit on December 15, 2016.

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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. Some of the statements we make in this section are forward-looking statements within the meaning of the federal securities laws. For a complete discussion of forward-looking statements, see the section in this Report entitled "Forward-Looking Statements". Certain risk factors may cause actual results, performance or achievements to differ materially from those expressed or implied by the following discussion. For a discussion of such risk factors, see the section in this Report entitled "Risk Factors".

Overview

We are an integrated self-storage real estate company, and as such we have in-house capabilities in the operation, design, development, leasing, management, and acquisition of self-storage properties. The Parent Company's operations are conducted solely through the Operating Partnership and its subsidiaries. The Parent Company has elected to be taxed as a REIT for U.S. federal income tax purposes. As of December 31, 2016 and December 31, 2015, we owned 475 and 445 self-storage properties, respectively, totaling approximately 32.9 million and 30.4 million rentable square feet, respectively. As of December 31, 2016, we owned stores in the District of Columbia and the following 23 states: Arizona, California, Colorado, Connecticut, Florida, Georgia, Illinois, Indiana, Maryland, Massachusetts, Minnesota, Nevada, New Jersey, New Mexico, New York, North Carolina, Ohio, Pennsylvania, Rhode Island, Tennessee, Texas, Utah, and Virginia. In addition, as of December 31, 2016, we managed 316 stores for third parties (including 116 stores containing an aggregate of approximately 6.8 million rentable square feet as part of three separate unconsolidated real estate ventures), bringing the total number of stores we owned and/or managed to 791. As of December 31, 2016, we managed stores for third parties in the following 26 states: Alabama, Arizona, California, Colorado, Connecticut, Florida, Georgia, Illinois, Louisiana, Maryland, Massachusetts, Michigan, Mississippi, Missouri, Nevada, New Jersey, New York, North Carolina, Ohio, Pennsylvania, Rhode Island, South Carolina, Tennessee, Texas, Vermont, and Virginia.

We derive revenues principally from rents received from customers who rent cubes at our self-storage properties under month-to-month leases. Therefore, our operating results depend materially on our ability to retain our existing customers and lease our available self-storage cubes to new customers while maintaining and, where possible, increasing our pricing levels. In addition, our operating results depend on the ability of our customers to make required rental payments to us. Our approach to the management and operation of our stores combines centralized marketing, revenue management, and other operational support with local operations teams that provide market-level oversight and control. We believe this approach allows us to respond quickly and effectively to changes in local market conditions, and to maximize revenues by managing rental rates and occupancy levels.

We typically experience seasonal fluctuations in the occupancy levels of our stores, which are generally slightly higher during the summer months due to increased moving activity.

Our results of operations may be sensitive to changes in overall economic conditions that impact consumer spending, including discretionary spending, as well as to increased bad debts due to recessionary pressures. Adverse economic conditions affecting disposable consumer income, such as employment levels, business conditions, interest rates, tax rates, fuel and energy costs, and other matters could reduce consumer spending or cause consumers to shift their spending to other products and services. A general reduction in the level of discretionary spending or shifts in consumer discretionary spending could adversely affect our growth and profitability.

We continue our focus on maximizing internal growth opportunities and selectively pursuing targeted acquisitions and developments of self-storage properties.

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

Our self-storage properties are located in major metropolitan and suburban areas and have numerous customers per store. No single customer represents a significant concentration of our revenues. Our stores in Florida, New York, Texas, and California provided approximately 17%, 16%, 10%, and 8%, respectively, of total revenues for the year ended December 31, 2016.

Summary of Critical Accounting Policies and Estimates

Set forth below is a summary of the accounting policies and estimates that management believes are critical to the preparation of the consolidated financial statements included in this Report. Certain of the accounting policies used in the preparation of these consolidated financial statements are particularly important for an understanding of the financial position and results of operations presented in the historical consolidated financial statements included in this Report. A summary of significant accounting policies is also provided in the notes to our consolidated financial statements (see note 2 to the consolidated financial statements). These policies require the application

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of judgment and assumptions by management and, as a result, are subject to a degree of uncertainty. Due to this uncertainty, actual results could differ materially from estimates calculated and utilized by management.

Basis of Presentation

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

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

Self-Storage Properties

The Company records self-storage properties at cost less accumulated depreciation. Depreciation on the buildings and equipment is recorded on a straight-line basis over their estimated useful lives, which range from five to 39 years. Expenditures for significant renovations or improvements that extend the useful life of assets are capitalized. Repairs and maintenance costs are expensed as incurred.

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

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

Long-lived assets classified as “held for use” are reviewed for impairment when events and circumstances such as declines in occupancy and operating results indicate that there may be an impairment. The carrying value of these long-lived assets is compared to the undiscounted future net operating cash flows, plus a terminal value, attributable to the assets to determine if the store’s basis is recoverable. If a store’s basis is not considered recoverable, an impairment loss is recorded to the extent the net carrying value of the asset exceeds the fair value. The impairment loss recognized equals the excess of net carrying value over the related fair value of the asset. There were no impairment losses recognized in accordance with these procedures during the years ended December 31, 2016, 2015 and 2014.

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

Typically these criteria are all met when the relevant asset is under contract, significant non-refundable deposits have been made by the potential buyer, the assets are immediately available for transfer and there are no contingencies related to the sale that may prevent the

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transaction from closing. However, each potential transaction is evaluated based on its separate facts and circumstances. Stores classified as held for sale are reported at the lesser of carrying value or fair value less estimated costs to sell.

Revenue Recognition

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

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

Share-Based Payments

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

Noncontrolling Interests

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

Investments in Unconsolidated Real Estate Ventures

The Company accounts for its investments in unconsolidated real estate ventures under the equity method of accounting. Under the equity method, investments in unconsolidated joint ventures are recorded initially at cost, as investments in real estate entities, and subsequently adjusted for equity in earnings (losses), cash contributions, less distributions and impairments. On a periodic basis, management also assesses whether there are any indicators that the carrying value of the Company's investments in unconsolidated real estate entities may be other than temporarily impaired. An investment is impaired only if the fair value of the investment, as estimated by management, is less than the carrying value of the investment and the decline is other than temporary. To the extent impairment that is other than temporary has occurred, the loss shall be measured as the excess of the carrying amount of the investment over the fair value of the investment, as estimated by management. Fair value is determined through various valuation techniques, including but not limited to, discounted cash flow models, quoted market values, and third party appraisals. There were no impairment losses related to the Company's investments in unconsolidated real estate ventures recognized during the years ended December 31, 2016, 2015 and 2014.

Income Taxes

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

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

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The Parent Company is subject to a 4% federal excise tax if sufficient taxable income is not distributed within prescribed time limits. The excise tax equals 4% of the annual amount, if any, by which the sum of (a) 85% of the Parent Company's ordinary income, (b) 95% of the Parent Company's net capital gains, and (c) 100% of prior year taxable income exceeds cash distributions and certain taxes paid by the Parent Company.

Recent Accounting Pronouncements

In January 2017, the FASB issued Accounting Standards Update ("ASU") No. 2017-01, Business Combinations (Topic 805): Clarifying the Definition of a Business, which changes the defininition of a business to include an input and a substantive process that together signifianctly contribute to the ability to create outputs. A framework is provided to evaluate when an input and a substantive process are present. The new guidance also narrows the definition of outputs, which are defined as the results of inputs and substantive processes that provide goods or services to customers, other revenue, or investment income. The standard is effective on January 1, 2018, however early adoption is permitted. We are in the process of evaluating the impact of this new guidance.

In November 2016, the FASB issued ASU No. 2016-18, Statement of Cash Flows (Topic 230): Restricted Cash, which requires the statement of cash flows to explain the change during the period in the total of cash, cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents. The new guidance also requires entities to reconcile such total to amounts on the balance sheet and disclose the nature of the restrictions. The standard is effective on January 1, 2018, however early adoption is permitted. The standard requires the use of the retrospective transition method. We are in the process of evaluating the impact of this new guidance.

In August 2016, the FASB issued ASU No. 2016-15, Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments, which is intended to reduce diversity in practice in how certain transactions are classified in the statement of cash flows. The eight items that the ASU provides classification guidance on include (1) debt prepayment and extinguishment costs, (2) settlement of zero-coupon debt instruments, (3) contingent consideration payments made after a business combination, (4) proceeds from the settlement of insurance claims, (5) proceeds from the settlement of corporate-owned life insurance policies, including bank-owned life insurance policies, (6) distributions received from equity method investments, (7) beneficial interests in securitization transactions, and (8) separately identifiable cash flows and application of the predominance principle. The standard is effective on January 1, 2018, however early adoption is permitted. The standard requires the use of the retrospective transition method. We are in the process of evaluating the impact of this new guidance.

In March 2016, the FASB issued ASU No. 2016-09, Compensation – Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting, which is intended to simplify various aspects related to how share-based payments are accounted for and presented in the financial statements. The new guidance allows for entities to make an entity-wide accounting policy election to either estimate the number of awards that are expected to vest or account for forfeitures when they occur. In addition, the guidance allows employers to withhold shares to satisfy minimum statutory tax withholding requirements up to the employees' maximum individual tax rate without

causing the award to be classified as a liability. The guidance also stipulates that cash paid by an employer to a taxing authority when directly withholding shares for tax-withholding purposes should be classified as a financing activity on the statement of cash flows. The standard is effective on January 1, 2017, however early adoption is permitted. We do not expect this new guidance to have a material impact on our consolidated financial position or results of operations.

In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842), which sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract (i.e. lessees and lessors). The new standard requires lessees to apply a dual approach, classifying leases as either financing or operating leases based on the principle of whether or not the lease is effectively a financed purchase by the lessee. This classification will determine whether lease expense is recognized based on an effective interest method or on a straight line basis over the term of the lease, respectively. A lessee is also required to record a right-of-use asset and a lease liability for all leases with a term of greater than 12 months regardless of their classification. Leases with a term of 12 months or less will be accounted for similar to existing guidance for operating leases today. The new standard requires lessors to account for leases using an approach that is substantially equivalent to existing guidance for sales-type leases, direct financing leases and operating leases. The standard is effective on January 1, 2019, however early adoption is permitted. We are currently assessing the impact of the adoption of ASU No. 2016-02 on our consolidated financial statements and related disclosures.

In September 2015, the FASB issued ASU No. 2015-16, Simplifying the Accounting for Measurement-Period Adjustments, which amends the current business combination guidance to require that an acquirer recognize adjustments to provisional amounts that are identified during the measurement period in the reporting period in which the adjustment amounts are determined, as opposed to having to revise prior period information. The standard also requires additional disclosure about the impact on current-period income statement line items of adjustments that would have been recognized in prior periods if prior period information had been revised. The new standard became effective for the Company on January 1, 2016. The adoption of this guidance did not have a material impact on our consolidated

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financial position or results of operations as all measurement-period adjustments recorded during 2016 relate to business combinations that took place in the current year and do not impact the prior period. Refer to note 4 for details regarding the measurement-period adjustments made during the year ended December 31, 2016.

In April 2015, the FASB issued ASU No. 2015-03, Simplifying the Presentation of Debt Issuance Costs, an update to the accounting standard relating to the presentation of debt issuance costs. Under the new guidance, debt issuance costs related to a recognized debt liability will be presented on the balance sheet as a direct deduction from the debt liability. In the event that there is not an associated debt liability recorded in the consolidated financial statements, the debt issuance costs will continue to be recorded on the consolidated balance sheet as an asset until the debt liability is recorded. The new standard became effective for the Company on January 1, 2016. The adoption of this guidance did not have a material impact on our consolidated financial position or results of operations as the update only related to changes in financial statement presentation as discussed in note 7 and in the “Reclassifications” section of the consolidated financial statements.

In February 2015, the FASB issued ASU No. 2015-02, Consolidation – Amendments to the Consolidation Analysis, which amends the current consolidation guidance affecting both the variable interest entity (“VIE”) and voting interest entity (“VOE”) consolidation models. The standard does not add or remove any of the characteristics in determining if an entity is a VIE or VOE, but rather enhances the way the Company assesses some of these characteristics. The new standard became effective for the Company on January 1, 2016. The adoption of this guidance did not have a material impact on our consolidated financial position or results of operations as none of its existing consolidation conclusions were changed.

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers, which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. The ASU will replace most existing revenue recognition guidance under GAAP when it becomes effective. The new standard will be effective for the Company beginning on January 1, 2018, however early application beginning on January 1, 2017 is permitted. The standard permits the use of either the retrospective or cumulative effect transition method. The Company has not yet selected a transition method. We are currently assessing the impact of the adoption of ASU No. 2014-09 on our consolidated financial statements and related disclosures.

Results of Operations

The following discussion of our results of operations should be read in conjunction with the consolidated financial statements and the accompanying notes thereto. Historical results set forth in the consolidated statements of operations reflect only the existing stores and should not be taken as indicative of future operations. We consider our same-store portfolio to consist of only those stores owned and operated on a stabilized basis at the beginning and at the end of the applicable years presented. We consider a store to be stabilized once it has achieved an occupancy rate that we believe, based on our assessment of market-specific data, is representative of similar self-storage assets in the applicable market for a full year measured as of the most recent January 1 and has not been significantly damaged by

natural disaster or undergone significant renovation. We believe that same-store results are useful to investors in evaluating our performance because they provide information relating to changes in store-level operating performance without taking into account the effects of acquisitions, developments or dispositions. As of December 31, 2016, we owned 407 same-store properties and 68 non-same-store properties. All of the non-same-store properties were 2015 and 2016 acquisitions, dispositions, developed stores, or stores with a significant portion taken out of service. For analytical presentation, all percentages are calculated using the numbers presented in the financial statements contained in this Report.

The comparability of our results of operations is affected by the timing of acquisition and disposition activities during the periods reported. As of December 31, 2016, 2015 and 2014, we owned 475, 445 and 421 self-storage properties and related assets, respectively.

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The following table summarizes the change in number of owned stores from January 1, 2014 through December 31, 2016:

	2016	2015	2014
Balance - January 1	445	421	366
Stores acquired	10	7	10
Stores developed	1	—	2
Balance - March 31	456	428	378
Stores acquired	7	4	9
Stores developed	1	1	—
Balance - June 30	464	433	387
Stores acquired	7	5	3
Balance - September 30	471	438	390
Stores acquired	4	13	31
Stores developed	—	2	—
Stores sold	—	(8)	—
Balance - December 31	475	445	421

Comparison of the Year Ended December 31, 2016 to the Year Ended December 31, 2015 (dollars in thousands)

re Property Portfolio				Non Same-Store Properties		Other/ Eliminations		Total Portfolio	
	2015	Increase/ (Decrease)	% Change	2016	2015	2016	2015	2016	2015
39	$ 375,149	$ 27,090	7.2 %	$ 47,362	$ 17,327	$ —	$ —	$ 449,601	$ 392,47
2	40,194	1,978	4.9 %	5,091	2,039	2,992	2,956	50,255	45,189
	—	—	0.0 %	—	—	10,183	6,856	10,183	6,856
11	415,343	29,068	7.0 %	52,453	19,366	13,175	9,812	510,039	444,52
24	127,209	(385)	(0.3) %	20,478	8,210	18,545	17,753	165,847	153,17
37	288,134	29,453	10.2 %	31,975	11,156	(5,370)	(7,941)	344,192	291,34
	407			68	38			475	445
3	27,828			5,030	2,533			32,858	30,361

%	91.6	%	78.3	%	75.4	%	89.7	%	90.2
%	92.1	%							
$	14.63								
							161,865		151,78
							32,823		28,371
							6,552		3,301
							201,240		183,46
							142,952		107,88
							(50,399)		(43,73
							(2,577)		(2,324
							(2,662)		(411)
							—		17,567
							1,062		(228)
							(54,576)		(29,13
							88,376		78,756
							(941)		(960)
							470		(84)
							$ 87,905		$ 77,712
							(5,045)		(6,008
							(2,937)		—
							$ 79,923		$ 71,704

(1) Represents occupancy as of December 31 of the respective year.
(2) Represents the weighted average occupancy for the period.
(3) Realized annual rent per occupied square foot is computed by dividing rental income by the weighted average occupied square feet for the period.

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Revenues

Rental income increased from $392.5 million during 2015 to $449.6 million during 2016, an increase of $57.1 million, or 14.6%. The increase in same-store revenue was due primarily to an increase in average occupancy of 80 basis points and higher rental rates. Realized annual rent per square foot on our same-store portoflio increased 6.4% as a result of higher asking rates for new and existing customers during 2016 as compared to 2015. The remaining increase is primarily attributable to $30.0 million of additional income from the stores acquired in 2015 and 2016 included in our non-same store portfolio.

Other property related income consists of late fees, administrative charges, customer insurance fees, sales of storage supplies and other ancillary revenues. Other property related income increased from $45.2 million in 2015 to $50.3 million in 2016, an increase of $5.1 million, or 11.2%. This increase is primarily attributable to increased fee revenue and insurance fees of $3.5 million on the stores acquired in 2015 and 2016 and a $2.0 million increase in same-store property related income mainly attributable to increased insurance participation and higher average occupancy, offset by a decrease of $0.4 million of additional income relating to the disposals of nine stores in 2015.

Property management fee income increased to $10.2 million in 2016 from $6.9 million during 2015, an increase of $3.3 million, or 48.5%. This increase is attributable to an increase in management fees related to the third-party management business resulting from more stores under management and higher revenue at managed stores (316 stores as of December 31, 2016 compared to 227 stores as of December 31, 2015).

Operating Expenses

Property operating expenses increased from $153.2 million in 2015 to $165.8 million in 2016, an increase of $12.7 million, or 8.3%, which is primarily attributable to $12.3 million of increased expenses associated with newly acquired stores.

Depreciation and amortization increased from $151.8 million in 2015 to $161.9 million in 2016, an increase of $10.1 million, or 6.6%. This increase is primarily attributable to depreciation and amortization expense related to the 2015 and 2016 acquisitions.

General and administrative expenses increased from $28.4 million in 2015 to $32.8 million in 2016, an increase of $4.5 million, or 15.7%. The change is primarily attributable to $4.1 million of increased payroll expenses resulting from additional employee headcount to support our growth.

Acquisition related costs increased from $3.3 million during 2015 to $6.6 million during 2016, an increase of $3.3 million, or 98.5%. Acquisition-related costs are non-recurring and fluctuate based on periodic investment activity.

Other (expense) income

Interest expense on loans increased from $43.7 million during the year ended December 31, 2015 to $50.4 million during the year ended December 31, 2016, an increase of $6.7 million, or 15.2%. The increase is primarily attributable to a higher amount of outstanding debt during 2016 as compared to 2015. The average debt balance increased $234.6 million to $1.4 billion during 2016 as compared to $1.2 billion during 2015 as the result of borrowings to fund a portion of the Company's acquisition acitivity.

Equity in losses of real estate ventures increased from $0.4 million during the year ended December 31, 2015 to $2.7 million during the year ended December 31, 2016, an increase of $2.3 million, or 547.7%. The increase is mainly driven by our share of the losses attributable to HVP, a real estate venture in which we own a 10% interest. The loss incurred in 2016 was primarily the result of amortization expense associated with the in-place lease intangible that was recorded in connection with HVP's acquisition of 68 properties. The amortization expense did not exist in 2015 as the acquisitions took place during the fourth quarter of 2015 and throughout 2016.

Gains from sale of real estate, net were $17.6 million for the year ended December 31, 2015 with no comparable amounts for the year ended December 31, 2016. These gains are determined on a transactional basis and, accordingly, are not comparable across reporting periods.

Other income (expense) increased $1.3 million from 2015 to 2016 primarily due to acquisition fees earned in conjunction with HVP's acquisition of 68 self-storage properties.

Comparison of the Year Ended December 31, 2015 to the Year Ended December 31, 2014 (dollars in thousands)

	e Property Portfolio			Non Same-Store Properties		Other/ Eliminations		Total Portfolio	
	2014	Increase/ (Decrease)	% Change	2015	2014	2015	2014	2015	2014
4	$ 301,833	$ 22,481	7.4 %	$ 68,162	$ 29,065	$ —	$ —	$ 392,476	$ 330,898
	33,089	1,901	5.7 %	7,243	4,120	2,956	2,856	45,189	40,065
	—	—	0.0 %	—	—	6,856	6,000	6,856	6,000
4	334,922	24,382	7.3 %	75,405	33,185	9,812	8,856	444,521	376,963
9	105,945	2,454	2.3 %	27,020	11,440	17,753	15,316	153,172	132,701
5	228,977	21,928	9.6 %	48,385	21,745	(7,941)	(6,460)	291,349	244,262
	353			92	60			445	413
	23,808			6,553	4,313			30,361	28,121
%	90.1 %			84.9 %	84.1 %			90.2 %	89.1
%	90.8 %								
	$ 13.96								
								151,789	126,813
								28,371	28,422
								3,301	7,484
								183,461	162,719
								107,888	81,543
								(43,736)	(46,802
								(2,324)	(2,190)

(411)	(6,255)
17,567	475
(228)	(405)
(29,132)	(55,177
78,756	26,366
—	336
—	336
78,756	26,702
(960)	(307)
(84)	(16)
$ 77,712	$ 26,379
(6,008)	(6,008)
$ 71,704	$ 20,371

(1) Represents occupancy as of December 31 of each respective year.
(2) Represents the weighted average occupancy for the period.
(3) Realized annual rent per occupied square foot is computed by dividing rental income by the weighted average occupied square feet for the period.

Revenues

Rental income increased from $330.9 million in 2014 to $392.5 million in 2015, an increase of $61.6 million, or 18.6%. This increase is primarily attributable to $40.3 million of additional income from the stores acquired in 2014 and 2015, offset by a decrease of $1.2 million of additional income relating to the disposal of nine stores in 2015. Also, increases in net rental rates for new and existing customers, lower levels of promotional discounts, and an increase in average occupancy of 150 basis points on the same-store portfolio provided a $22.5 million increase in rental income during 2015 as compared to 2014.

Other property related income consists of late fees, administrative charges, customer insurance fees, sales of storage supplies and other ancillary revenues. Other property related income increased from $40.1 million in 2014 to $45.2 million in 2015, an increase of $5.1 million, or 12.8%. This increase is primarily attributable to increased fee revenue and insurance fees of $3.2 million on the stores acquired in 2014 and 2015 and a $1.9 million increase in same-store property related income mainly attributable to increased insurance participation and higher average occupancy.

Property management fee income increased to $6.9 million in 2015 from $6.0 million during 2014, an increase of $0.9 million, or 14.3%. This increase is attributable to an increase in management fees related to the third-party management business resulting from more stores under management and higher revenue at managed stores (227 stores as of December 31, 2015, compared to 174 stores as of December 31, 2014).

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Operating Expenses

Property operating expenses increased from $132.7 million in 2014 to $153.2 million in 2015, an increase of $20.5 million, or 15.4%. This increase is primarily attributable to $15.6 million of increased expenses associated with newly acquired stores in 2015 and 2014. Additionally, property operating expenses on the same-store portfolio increased $2.5 million primarily due to an increase of $1.2 million in property taxes and $1.0 million in payroll.

Depreciation and amortization increased from $126.8 million in 2014 to $151.8 million in 2015, an increase of $25.0 million, or 19.7%. This increase is primarily attributable to depreciation and amortization expense related to the 2014 and 2015 acquisitions.

Acquisition related costs decreased from $7.5 million during 2014 to $3.3 million during 2015, a decrease of $4.2 million, or 55.9%. Acquisition related costs are non-recurring and fluctuate based on periodic investment activity.

Other (expense) income

Interest expense decreased from $46.8 million during the year ended December 31, 2014 to $43.7 million during the year ended December 31, 2015, a decrease of $3.1 million, or 6.6%. The decrease is attributable to lower rates on the credit facility and term loan facility compared to 2014 as a result of our improved credit ratings and credit facility amendment. The weighted average effective interest rate of our outstanding debt decreased from 4.02% for the year ended December 31, 2014 to 3.88% for the year ended December 31, 2015 due to the previously discussed changes in the term loan facility and credit facility pricing and the repayment of $84.9 million in secured loans with a weighted average effective interest rate of 4.75%, while the average debt balances for the years ended December 31, 2015 and 2014 were constant at $1.2 billion.

Equity in losses of real estate ventures decreased from $6.3 million during the year ended December 31, 2014 to $0.4 million during the year ended December 31, 2015, a decrease of $5.9 million, or 93.4%. This expense is related to our share of the losses attributable to HHF (defined below), a partnership in which we own a 50% interest, and HVP (defined below), a new partnership in which we entered into in December 2015 and in which we own a 10% interest. The decrease is primarily attributable to HHF's increased net operating income levels in 2015 as compared to 2014 as well as a decrease in amortization expense related to intangible assets from 2014 to 2015.

Gains from sale of real estate, net were $17.6 million and and $0.5 million for the years ended December 31, 2015 and 2014, respectively. These gains are determined on a transactional basis and, accordingly, are not comparable across reporting periods.

Discontinued Operations

Income from discontinued operations was $0.3 million for the year ended December 31, 2014 with no comparable amount for the year ended December 31, 2015. The income during the 2014 period represents real estate tax refunds received as a result of appeals of previous tax assessments on six self-storage properties that we sold in prior years.

Non-GAAP Financial Measures

NOI

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

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

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

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

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

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

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

FFO

Funds from operations ("FFO") is a widely used performance measure for real estate companies and is provided here as a supplemental measure of operating performance. The April 2002 National Policy Bulletin of the National Association of Real Estate Investment Trusts, as amended, defines FFO as net income (computed in accordance with GAAP), excluding gains (or losses) from sales of real estate and related impairment charges, plus real estate depreciation and amortization, and after adjustments for unconsolidated partnerships and joint ventures.

Management uses FFO as a key performance indicator in evaluating the operations of our stores. Given the nature of our business as a real estate owner and operator, we consider FFO a key measure of our operating performance that is not specifically defined by accounting principles generally accepted in the United States. We believe that FFO is useful to management and investors as a starting point in measuring our operational performance because FFO excludes various items included in net income that do not relate to or are not indicative of our operating performance such as gains (or losses) from sales of real estate, gains from remeasurement of investments in real estate ventures, impairments of depreciable assets, and depreciation, which can make periodic and peer analyses of operating performance more difficult. Our computation of FFO may not be comparable to FFO reported by other REITs or real

estate companies.

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

FFO, as adjusted

FFO, as adjusted represents FFO as defined above, excluding the effects of acquisition related costs, gains or losses from early extinguishment of debt, and non-recurring items, which we believe are not indicative of the Company's operating results. We present FFO, as adjusted because we believe it is a helpful measure in understanding our results of operations insofar as we believe that the items noted above that are included in FFO, but excluded from FFO, as adjusted are not indicative of our ongoing operating results. We also believe that the analyst community considers our FFO, as adjusted (or similar measures using different terminology) when evaluating us. Because other REITs or real estate companies may not compute FFO, as adjusted in the same manner as we do, and may use different terminology, our computation of FFO, as adjusted may not be comparable to FFO, as adjusted reported by other REITs or real estate companies.

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The following table presents a reconciliation of net income to FFO and FFO, as adjusted, for the years ended December 31, 2016 and 2015 (in thousands):

	For the Year Ended December 31, 2016	2015
Net income attributable to the Company’s common shareholders	$ 79,923	$ 71,704
Add:		
Real estate depreciation and amortization:		
Real property	159,495	150,030
Company’s share of unconsolidated real estate ventures	11,016	7,323
Gains from sale of real estate, net	—	(17,567)
Noncontrolling interests in the Operating Partnership	941	960
FFO attributable to common shareholders and OP unitholders	$ 251,375	$ 212,450
Add:		
Acquisition related costs (1)	6,932	3,508
Preferred share redemption charge	2,937	—
FFO attributable to common shareholders and OP unitholders, as adjusted	$ 261,244	$ 215,958
Weighted-average diluted shares outstanding	179,533	170,191
Weighted-average diluted units outstanding	2,158	2,239
Weighted-average diluted shares and units outstanding	181,691	172,430

(1) Years ended December 31, 2016 and 2015 include $0.4 million and $0.2 million, respectively, of acquisition related costs that are included in the Company’s share of equity in losses of real estate ventures.

Cash Flows

Comparison of the Year Ended December 31, 2016 to the Year Ended December 31, 2015

A comparison of cash flow related to operating, investing and financing activities for the years ended December 31, 2016 and 2015 is as follows:

Net cash provided by (used in):	Year Ended December 31, 2016	2015	Change
	(in thousands)		

Operating activities	$ 263,526	$ 215,705	$ 47,821
Investing activities	$ (544,471)	$ (374,608)	$ (169,863)
Financing activities	$ 221,049	$ 218,871	$ 2,178

Cash provided by operating activities for the years ended December 31, 2016 and 2015 was $263.5 million and $215.7 million, respectively, an increase of $47.8 million. Our increased cash flow from operating activities is primarily attributable to our 2015 and 2016 acquisitions and increased net operating income levels on the same-store portfolio in the 2016 period as compared to the 2015 period.

Cash used in investing activities was $544.5 million in 2016 and $374.6 million in 2015, an increase of $169.9 million driven by an increase in cash used for acquisitions of self-storage properties. Cash used during 2016 relates to the acquisition of 28 stores for an aggregate purchase price of $403.6 million, inclusive of $6.5 million of assumed debt, while cash used in investing activities during 2015 relates to the acquisition of 29 stores for an aggregate purchase price of $292.4 million, inclusive of $2.7 million of assumed debt. The change is also driven by a $62.4 million increase in cash used for development costs, resulting primarily from the acquisition of a development property by a consolidated joint venture in the second quarter of 2016 for $67.2 million, inclusive of $35.0 million of assumed debt.

Cash provided by financing activities was $221.0 million in 2016 and $218.9 million in 2015, an increase of $2.2 million. From 2015 to 2016, proceeds from the issuance of unsecured senior notes increased $49.2 million and net proceeds in revolving credit facility borrowings increased $121.3 million. A $47.6 million decrease in principal payments on mortgage loans, resulting primarily from the repayment of five secured loans during 2016 for $34.9 million compared to four repayments during 2015 for $82.6 million also contributed to the increase in net cash inflows provided by financing activities from 2015 to 2016. These increases were offset by a $43.1

million increase in cash distributions paid to common shareholders, preferred shareholders and noncontrolling interests in the Operating Partnership during 2016 compared to 2015, resulting primarily from the increase in the common dividend per share and number of shares outstanding. The increases were also offset by $77.6 million paid to redeem our 7.75% Series A Preferred shares in November 2016 with no similar transaction in 2015 and a $97.9 million decrease in proceeds from the issuance of common shares in 2016 as compared to 2015.

Comparison of the Year Ended December 31, 2015 to the Year Ended December 31, 2014

A comparison of cash flow related to operating, investing and financing activities for the years ended December 31, 2015 and 2014 is as follows:

Net cash provided by (used in):	Year Ended December 31, 2015	2014	Change
	(in thousands)		
Operating activities	$ 215,705	$ 166,032	$ 49,673
Investing activities	$ (374,608)	$ (522,699)	$ 148,091
Financing activities	$ 218,871	$ 356,392	$ (137,521)

Cash provided by operating activities for the years ended December 31, 2015 and 2014 was $215.7 million and $166.0 million, respectively, an increase of $49.7 million. Our increased cash flow from operating activities is primarily attributable to our 2014 and 2015 acquisitions and increased net operating income levels on the same-store portfolio in the 2015 period as compared to the 2014 period.

Cash used in investing activities was $374.6 million in 2015 and $522.7 million in 2014, a decrease of $148.1 million driven by a decrease in cash used for acquisitions of self-storage properties. Cash used in 2015 relates to the acquisition of 29 stores for an aggregate purchase price of $292.4 million, net of $2.7 million of assumed debt, while cash used in investing activities in 2014 relates to the acquisition of 53 stores for an aggregate purchase price of $568.2 million, net of $27.5 million of assumed debt. This decrease in cash used for acquisitions is offset by an increase of $57.7 million in cash used for development activities. Additionally, cash distributed from real estate ventures was $6.5 million in 2015 compared to $56.9 million in 2014.

Cash provided by financing activities was $218.9 million in 2015 and $356.4 million in 2014, a decrease of $137.5 million. Proceeds from the issuance of common shares decreased $181.9 million from $416.0 million in 2014 to $234.1 million in 2015, and net proceeds from the Revolver decreased $117.4 million from net proceeds of $39.4 million in 2014 to net repayments of $78.0 million in 2015. Additionally, principal payments on our mortgage loans totaled $84.9 million in 2015 compared to $30.1 million in 2014. These decreases in cash provided by financing

activities were offset by $249.3 million in net proceeds received from our issuance of unsecured senior notes in 2015, with no similar transaction in 2014.

Liquidity and Capital Resources

Liquidity Overview

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

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

Our short-term liquidity needs consist primarily of funds necessary to pay operating expenses associated with our stores, refinancing of certain mortgage indebtedness, interest expense and scheduled principal payments on debt, expected distributions to limited partners and shareholders, capital expenditures, and the development of new stores. These funding requirements will vary from year to year, in some cases significantly. In the 2017 fiscal year, we expect recurring capital expenditures to be approximately $15.0 million to $20.0 million, planned capital improvements and store upgrades to be approximately $5.0 million to $10.0 million and costs associated with the

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development of new stores to be approximately $50.0 million to $65.0 million. Our currently scheduled principal payments on debt, including borrowings outstanding on the Credit Facility and Term Loan Facility, are approximately $8.6 million in 2017.

Our most restrictive financial covenants limit the amount of additional leverage we can add; however, we believe cash flows from operations, access to equity financing, including through our "at-the-market" equity program, and available borrowings under our Credit Facility provide adequate sources of liquidity to enable us to execute our current business plan and remain in compliance with our covenants.

Our liquidity needs beyond 2017 consist primarily of contractual obligations which include repayments of indebtedness at maturity, as well as potential discretionary expenditures such as (i) non-recurring capital expenditures; (ii) redevelopment of operating stores; (iii) acquisitions of additional stores; and (iv) development of new stores. We will have to satisfy the portion of our needs not covered by cash flow from operations through additional borrowings, including borrowings under our Credit Facility, sales of common or preferred shares of the Parent Company and common or preferred units of the Operating Partnership and/or cash generated through store dispositions and joint venture transactions.

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

As of December 31, 2016, we had approximately $3.0 million in available cash and cash equivalents. In addition, we had approximately $456.0 million of availability for borrowings under our Credit Facility.

Unsecured Senior Notes

Our unsecured senior notes are summarized as follows (collectively referred to as the "Senior Notes"):

	December 31,	December 31,	Effective	Issuance	Maturity

Unsecured Senior Notes	2016	2015	Interest Rate		Date	Date
	(in thousands)					
$250M 4.800% Guaranteed Notes due 2022	$ 250,000	$ 250,000	4.82	%	Jun-12	Jul-22
$250M 4.375% Guaranteed Notes due 2023	250,000	250,000	4.50	%	Dec-13	Dec-23
$250M 4.000% Guaranteed Notes due 2025	250,000	250,000	4.03	%	Oct-15	Nov-25
$300M 3.125% Guaranteed Notes due 2026	300,000	—	3.18	%	Aug-16	Sep-26
Principal balance outstanding	1,050,000	750,000				
Less: Discount on issuance of unsecured senior notes, net	(3,971)	(2,888)				
Less: Loan procurement costs, net	(6,953)	(5,208)				
Total unsecured senior notes, net	$ 1,039,076	$ 741,904				

The indenture under which the Senior Notes were issued restricts the ability of the Operating Partnership and its subsidiaries to incur debt unless the Operating Partnership and its consolidated subsidiaries comply with a leverage ratio not to exceed 60% and an interest coverage ratio of more than 1.5:1 after giving effect to the incurrence of the debt. The indenture also restricts the ability of the Operating Partnership and its subsidiaries to incur secured debt unless the Operating Partnership and its consolidated subsidiaries comply with a secured debt leverage ratio not to exceed 40% after giving effect to the incurrence of the debt. The indenture also contains other financial and customary covenants, including a covenant not to own unencumbered assets with a value less than 150% of the unsecured indebtedness of the Operating Partnership and its consolidated subsidiaries. As of and for the year ended December 31, 2016, the Operating Partnership was in compliance with all of the financial covenants under the Senior Notes.

Revolving Credit Facility and Unsecured Term Loans

On June 20, 2011, we entered into an unsecured term loan agreement (the “Term Loan Facility”) which consisted of a $100.0 million term loan with a five-year maturity (“Term Loan A”) and a $100.0 million term loan with a seven-year maturity (“Term Loan B”). On December 9, 2011, we entered into a credit facility (the “Credit Facility”) comprised of a $100.0 million unsecured term loan maturing in

December 2014 (“Term Loan C”); a $200.0 million unsecured term loan maturing in March 2017 (“Term Loan D”); and a $300.0 million unsecured revolving facility maturing in December 2015 (“Revolver”).

On June 18, 2013, we amended both the Term Loan Facility and Credit Facility. With respect to the Term Loan Facility, among other things, the amendment extended the maturity date to June 2018 and decreased the pricing of Term Loan A, while Term Loan B remained unchanged by the amendment. With respect to the Credit Facility, among other things, the amendment extended the maturity date to January 2019 and decreased the pricing of Term Loan D. On August 5, 2014, we further amended the Term Loan Facility to extend the maturity date to January 2020 and decrease the pricing of Term Loan B. On December 17, 2013, we repaid the $100.0 million balance under Term Loan C that was scheduled to mature in December 2014.

Pricing on the Term Loan Facility depends on our unsecured debt credit ratings. At our current Baa2/BBB level, amounts drawn under Term Loan A are priced at 1.30% over LIBOR, while amounts drawn under Term Loan B are priced at 1.15% over LIBOR.

On April 22, 2015, we further amended the Credit Facility with respect to the Revolver. Among other things, the amendment increased the aggregate amount of the Revolver from $300.0 million to $500.0 million, decreased the facility fee from 0.20% to 0.15% and extended the maturity date from June 18, 2017 to April 22, 2020.

Pricing on the Credit Facility depends on our unsecured debt credit ratings. At our current Baa2/BBB level, amounts drawn under the Revolver are priced at 1.25% over LIBOR, inclusive of a facility fee of 0.15%, while amounts drawn under Term Loan D are priced at 1.30% over LIBOR.

We incurred costs of $2.3 million in 2015 in connection with amending the Credit Facility and capitalized such costs as a component of loan procurement costs, net of amortization on the consolidated balance sheet. Additionally, in connection with the amendment, $0.1 million of unamortized costs were written-off. All remaining unamortized costs, along with costs incurred in connection with the amendment, are amortized as an adjustment to interest expense over the remaining term of the modified facilities.

As of December 31, 2016, $200.0 million of unsecured term loan borrowings were outstanding under the Term Loan Facility, $200.0 million of unsecured term loan borrowings were outstanding under the Credit Facility and $456.0 million was available for borrowing under the unsecured revolving portion of the Credit Facility. The available balance under the unsecured revolving portion of the Credit Facility is reduced by an outstanding letter of credit of $0.7 million. In connection with a portion of the unsecured borrowings, we had interest rate swaps as of December 31, 2016 that fix 30-day LIBOR (see note 10). As of December 31, 2016, borrowings under the Credit Facility and Term

Loan Facility, as amended and after giving effect to the interest rate swaps, had an effective weighted average interest rate of 2.67%.

The Term Loan Facility and the term loan under the Credit Facility were fully drawn as of December 31, 2016 and no further borrowings may be made under the term loans. Our ability to borrow under the revolving portion of the Credit Facility is subject to ongoing compliance with certain financial covenants which include:

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

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

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

Further, under the Credit Facility and Term Loan Facility, we are restricted from paying distributions on the Parent Company's common shares in excess of the greater of (i) 95% of funds from operations, and (ii) such amount as may be necessary to maintain the Parent Company's REIT status.

As of December 31, 2016, we were in compliance with all of our financial covenants and anticipate being in compliance with all of our financial covenants through the terms of the Credit Facility and Term Loan Facility.

Issuance of Common Shares

Pursuant to a previous sales agreement, we had an "at-the-market" equity program that enabled us to sell common shares through a sales agent. On May 7, 2013, we terminated the previous sales agreement with our previous sales agent and entered into separate equity distribution agreements (the "Equity Distribution Agreements") with a group of sales agents (collectively, the "Sales Agents"). The Equity Distribution Agreements replaced the previous sale agreement and were amended on May 5, 2014, October 2, 2014, and December

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30, 2015 to increase the number of common shares authorized for sale through "at-the-market" equity offerings. Pursuant to the Equity Distribution Agreements, as amended, we may sell, from time to time, up to 40.0 million common shares of beneficial interest through the Sales Agents.

During 2016, we sold a total of 4.4 million common shares under the Equity Distribution Agreements at an average sales price of $31.25 per share, resulting in net proceeds of $136.1 million after deducting offering costs. The proceeds from the sales conducted during the year ended December 31, 2016 were used to fund acquisitions of self-storage properties and for general corporate purposes. As of December 31, 2016, 5.8 million common shares remained available for issuance under the Equity Distribution Agreements.

During 2015, we sold a total of 9.0 million common shares under the Equity Distribution Agreements at an average sales price of $26.35 per share, resulting in net proceeds of $234.2 million after deducting offering costs. The proceeds from the sales conducted during the year ended December 31, 2015 were used to fund acquisitions of self-storage properties and for general corporate purposes.

Redemption of Preferred Shares

On November 2, 2016, we completed the redemption of all of our 3,100,000 outstanding shares of 7.75% Series A Cumulative Redeemable Preferred Shares at a cash redemption price of $25.00 per share plus accumulated and unpaid dividends. The redemption price of $77.5 million was paid by the Company from available cash balances. In connection with the redemption, we recognized a charge of $2.9 million related to excess redemption costs over the original net proceeds.

Other Material Changes in Financial Position

	December 31,		
	2016	2015	Change
		(in thousands)	
Selected Assets			
Storage properties, net	$ 3,326,816	$ 2,872,983	$ 453,833
Restricted cash	$ 7,893	$ 24,600	$ (16,707)
Selected Liabilities			
Unsecured senior notes, net	$ 1,039,076	$ 741,904	$ 297,172
Revolving credit facility	$ 43,300	$ —	$ 43,300

Storage properties, net of accumulated depreciation, increased $453.8 million primarily as a result of the acquisition of 28 self-storage properties, fixed asset additions, and development costs incurred during the year. Restricted cash decreased $16.7 million primarily as a result of a portion of the proceeds from the sale of the El Paso, TX assets in the prior year, which were held in escrow as of December 31, 2015, being used to fund acquisitions in 2016 under a tax free like kind exchange.

The increase in Unsecured senior notes, net of $297.2 million is a result of the issuance of our 3.125% senior notes due September 1, 2026 during the year.

Revolving credit facility increased $43.3 million primarily as a result of the acquisition of 28 stores, fixed asset additions, and development costs incurred during the year.

Contractual Obligations

The following table summarizes our known contractual obligations as of December 31, 2016 (in thousands):

	Payments Due by Period						
	Total	2017	2018	2019	2020	2021	2022 and thereafter
Mortgage loans and notes payable (a)	$ 111,586	$ 8,576	$ 2,490	$ 11,485	$ 12,616	$ 44,873	$ 31,546
Revolving credit facility and unsecured term loans	443,300	—	100,000	200,000	143,300	—	—
Unsecured senior notes	1,050,000	—	—	—	—	—	1,050,000
Interest payments	375,757	59,749	58,491	52,245	47,389	45,004	112,879
Ground leases	124,076	2,137	2,355	2,365	2,430	2,476	112,313
Software and service contracts	3,064	2,804	260	—	—	—	—
Development commitments	79,658	56,833	22,825	—	—	—	—
	$ 2,187,441	$ 130,099	$ 186,421	$ 266,095	$ 205,735	$ 92,353	$ 1,306,738

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

We expect to satisfy contractual obligations owed in 2017 through a combination of cash generated from operations and from draws on the revolving portion of our Credit Facility.

Off-Balance Sheet Arrangements

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

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our future income, cash flows, and fair values relevant to financial instruments depend upon prevailing market interest rates.

Market Risk

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

Effect of Changes in Interest Rates on our Outstanding Debt

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

As of December 31, 2016 our consolidated debt consisted of $1.5 billion of outstanding mortgages, unsecured senior notes, and unsecured term loans that are subject to fixed rates, including variable rate debt that is effectively fixed through our use of interest rate swaps. Borrowings under our revolving credit facility are subject to floating rates. Changes in market interest rates have different impacts on the fixed and variable rate portions of our debt portfolio. A change in market interest rates on the fixed portion of the debt portfolio impacts the net financial instrument position, but has no impact on interest incurred or cash flows. A change in market interest rates on the variable portion of the debt portfolio impacts the interest incurred and cash flows, but does not impact the net financial instrument position.

If market interest rates increase by 100 basis points, the fair value of our outstanding fixed-rate mortgage debt, unsecured senior notes, and unsecured term loans would decrease by approximately $78.8 million. If market interest rates decrease by 100 basis points, the fair value of our outstanding fixed-rate mortgage debt, unsecured senior notes, and unsecured term loans would increase by approximately $87.4 million.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

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

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

None.

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ITEM 9A. CONTROLS AND PROCEDURES

Controls and Procedures (Parent Company)

Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this Report, the Parent Company carried out an evaluation, under the supervision and with the participation of its management, including its chief executive officer and chief financial officer, of the effectiveness of the design and operation of its disclosure controls and procedures (as defined in Rules 13a-15(e) under the Exchange Act).

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

Changes in Internal Control Over Financial Reporting

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

Management's Report on Internal Control Over Financial Reporting

Management's report on internal control over financial reporting of the Parent Company is set forth on page F-2 of this Report, and is incorporated herein by reference. The effectiveness of the Parent Company's internal control over financial reporting as of December 31, 2016 has been audited by KPMG LLP, an independent registered public accounting firm, as stated in its report which is included herein.

Controls and Procedures (Operating Partnership)

Evaluation of Disclosure Controls and Procedures

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

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

Changes in Internal Control Over Financial Reporting

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

Management's Report on Internal Control Over Financial Reporting

Management's report on internal control over financial reporting of the Operating Partnership is set forth on page F-3 of this Report, and is incorporated herein by reference. The effectiveness of the Operating Partnership's internal control over financial reporting as of December 31, 2016 has been audited by KPMG LLP, an independent registered public accounting firm, as stated in its report which is included herein.

ITEM 9B. OTHER INFORMATION

Not applicable.

PART III

ITEM 10. TRUSTEES, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

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

The remaining information required by this item regarding trustees, executive officers and corporate governance is hereby incorporated by reference to the material appearing in the Parent Company's Proxy Statement for the Annual Shareholders Meeting to be held in 2017 (the "Proxy Statement") under the captions "Proposal 1: Election of Trustees," "Executive Officers," "Meetings and Committees of the Board of Trustees," and "Shareholder Proposals and Nominations for the 2017 Annual Meeting." The information required by this item regarding compliance with Section 16(a) of the Exchange Act is hereby incorporated by reference to the material appearing in the Parent Company's Proxy Statement under the caption "Section 16(a) Beneficial Ownership Reporting Compliance."

ITEM 11. EXECUTIVE COMPENSATION

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

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

The following table sets forth certain information regarding our equity compensation plans as of December 31, 2016.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights		Weighted-average exercise price of outstanding options, warrants and rights		Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column(a))
	(a)		(b)		(c)
Equity compensation plans approved by shareholders	1,939,690	(1)	$ 12.94	(2)	5,471,377
Equity compensation plans not approved by shareholders	—				
Total	1,939,690		$ 12.94		5,471,377

(1) Excludes 512,788 shares subject to outstanding restricted share unit awards.

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

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

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

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

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ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

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

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) Documents filed as part of this report:

1. Financial Statements.

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

2. Financial Statement Schedules.

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

3. Exhibits.

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

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

3.1* Articles of Amendment to the Declaration of Trust of CubeSmart, incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K, filed on May 28, 2015.

3.2* Articles of Restatement of the Declaration of Trust of CubeSmart, incorporated by reference to Exhibit 99.2 to the Company's Current Report on Form 8-K, filed on May 28, 2015.

3.3* Articles Supplementary to Declaration of Trust of CubeSmart classifying and designating CubeSmart's 7.75% Series A Cumulative Redeemable Preferred Shares of Beneficial Interest, incorporated by reference to Exhibit 3.3 to CubeSmart's Form 8-A, filed on October 31, 2011.

3.4* Articles of Amendment to the Declaration of Trust of CubeSmart, incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, filed on November 3, 2016.

3.5* Third Amended and Restated Bylaws of CubeSmart, effective September 14, 2011, incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K, filed on September 16, 2011.

3.6* Certificate of Limited Partnership of U-Store-It, L.P., incorporated by reference to Exhibit 3.1 to CubeSmart, L.P.'s Registration Statement on Form 10, filed on July 15, 2011.

3.7* Amendment No. 1 to Certificate of Limited Partnership of CubeSmart, L.P., dated September 14, 2011, incorporated by reference to Exhibit 3.3 to the Company's Current Report on Form 8-K, filed on September 16, 2011.

3.8* Second Amended and Restated Agreement of Limited Partnership of U-Store-It, L.P. dated as of October 27, 2004, incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed on November 2, 2004.

3.9* Amendment No. 1 to Second Amended and Restated Agreement of Limited Partnership of CubeSmart, L.P. dated as of September 14, 2011, incorporated by reference to Exhibit 3.4 to the Company's Current Report on Form 8-K, filed on September 16, 2011.

3.10*	Amendment No. 2 to Second Amended and Restated Agreement of Limited Partnership of CubeSmart, L.P. dated as of November 2, 2011, incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K, filed on November 2, 2011.
4.1*	Form of Common Share Certificate, incorporated by reference to Exhibit 4.1 to Amendment No. 3 to the Company's Registration Statement on Form S-11, filed on October 20, 2004, File No. 333-117848.
4.2*	Form of Certificate for CubeSmart's 7.75% Series A Cumulative Redeemable Preferred Shares of Beneficial Interest, incorporated by reference to Exhibit 4.1 to CubeSmart's Form 8-A, filed on October 31, 2011.
4.3*	Indenture, dated as of September 16, 2011, among CubeSmart, L.P., CubeSmart and U.S. Bank National Association, incorporated by reference to Exhibit 4.5 to the Company's Registration Statement on Form S-3, filed on September 16, 2011.
4.4*	First Supplemental Indenture, dated as of June 26, 2012, among the Company, the Operating Partnership and U.S. Bank National Association, incorporated herein by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K, filed on June 26, 2012.
4.5*	Form of $250 million aggregate principal amount of 4.80% senior note due July 15, 2022, incorporated herein by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K, filed on June 26, 2012.
4.6*	Form of CubeSmart Notation of Guarantee, incorporated herein by reference to Exhibit 4.3 to the Company's Current Report on Form 8-K, filed on June 26, 2012.
4.7*	Second Supplemental Indenture, dated as of December 17, 2013, among the Company, the Operating Partnership and U.S. Bank National Association, incorporated herein by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K, filed on December 17, 2013.
4.8*	$250 million aggregate principal amount of 4.375% senior notes due December 15, 2023, incorporated herein by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K, filed on December 17, 2013.
4.9*	CubeSmart Guarantee, incorporated herein by reference to Exhibit 4.3 to the Company's Current Report on Form 8-K, filed on December 17, 2013.
4.10*	Third Supplemental Indenture, dated as of October 26, 2015, among CubeSmart, CubeSmart, L.P. and U.S. Bank National Association, incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K, filed on October 26, 2015.
4.11*	Form of $250 million aggregate principal amount of 4.000% senior note due November 15, 2025, incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K, filed on October 26, 2015.
4.12*	Fourth Supplemental Indenture, dated as of August 15, 2016, among CubeSmart, CubeSmart, L.P. and U.S. Bank National Association, incorporated herein by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K, filed on August 15, 2016.
4.13*	Form of $300 million aggregate principal amount of 3.125% senior notes due September 1, 2026, incorporated herein by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K, filed on August 15, 2016.

4.14*	Form of CubeSmart Guarantee, incorporated herein by reference to Exhibit 4.3 to the Company's Current Report on Form 8-K, filed on August 15, 2016.
10.1*†	Indemnification Agreement, dated as of October 27, 2004, by and among U-Store-It Trust, U-Store-It, L.P. and David J. LaRue (substantially identical agreements have been entered into with Dean Jernigan, Christopher P. Marr, Timothy M. Martin, Jeffrey P. Foster, William M. Diefenderfer III, Piero Bussani, John W. Fain, Marianne M. Keler, John F. Remondi, Jeffrey F. Rogatz, and Deborah R. Salzberg), incorporated by reference to Exhibit 10.19 to the Company's Current Report on Form 8-K, filed on November 2, 2004.

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10.2*† Nonqualified Share Option Agreement, dated as of June 5, 2006, by and between U-Store-It Trust and Christopher P. Marr, incorporated by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2006, filed on August 8, 2006.

10.3*† Nonqualified Share Option Agreement, dated as of April 19, 2006, by and between U-Store-It Trust and Dean Jernigan, incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K, filed on April 24, 2006.

10.4*† Form of Restricted Share Agreement for Non-Employee Trustees under the U-Store-It Trust 2007 Equity Incentive Plan, incorporated by reference to Exhibit 10.83 to the Company's Annual Report on Form 10-K for the year ended December 31, 2007, filed on February 29, 2008.

10.5*† Form of Nonqualified Share Option Agreement under the U-Store-It Trust 2004 Equity Incentive Plan, incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2007, filed on May 10, 2007.

10.6*† Form of Restricted Share Agreement under the U-Store-It Trust 2004 Equity Incentive Plan, incorporated by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2007, filed on May 10, 2007.

10.7*† Form of Nonqualified Share Option Agreement under the U-Store-It Trust 2007 Equity Incentive Plan, incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed on January 25, 2008.

10.8*† Form of Restricted Share Agreement under the U-Store-It Trust 2007 Equity Incentive Plan, incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K, filed on January 25, 2008.

10.9*† U-Store-It Trust Trustees Deferred Compensation Plan, amended and restated effective January 1, 2009, incorporated by reference to Exhibit 10.78 to the Company's Annual Report on Form 10-K for the year ended December 31, 2008, filed on March 2, 2009.

10.10*† U-Store-It Trust Executive Deferred Compensation Plan, amended and restated effective January 1, 2009, incorporated by reference to Exhibit 10.79 to the Company's Annual Report on Form 10-K for the year ended December 31, 2008, filed on March 2, 2009.

10.11*† U-Store-It Trust Deferred Trustees Plan, effective as of May 31, 2005, incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed on June 6, 2005.

10.12* Term Loan Agreement dated as of June 20, 2011 by and among U-Store-It, L.P., as Borrower, U-Store-It Trust, and Wells Fargo Securities, LLC and PNC Capital Markets LLC, as joint lead arrangers and joint bookrunners, incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed on June 23, 2011.

10.13* Credit Agreement dated as of December 9, 2011 by and among CubeSmart, L.P., CubeSmart, Wells Fargo Securities, LLC and Merrill Lynch, Pierce Fenner & Smith Incorporated, as Revolver and Tranche A joint lead arrangers and joint bookrunners and Wells Fargo Securities, LLC, as Tranche B sole lead arranger and sole bookrunner, incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed on December 14, 2011.

10.14*† Form of Restricted Share Agreement under the CubeSmart 2007 Equity Incentive Plan, incorporated herein by reference to Exhibit 10.42 to the Company's Annual Report on Form 10-K, filed on February 28, 2013.

10.15*† Form of Non-Qualified Share Option Agreement under the CubeSmart 2007 Equity Incentive Plan, incorporated herein by reference to Exhibit 10.43 to the Company's Annual Report on Form 10-K, filed on February 28, 2013.

10.16*† Form of 2012 Performance-Vested Restricted Share Unit Award Agreement under the CubeSmart 2007 Equity Incentive Plan, incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed on January 31, 2012.

10.17* First Amendment to Credit Agreement, dated as of April 5, 2012, by and among CubeSmart, L.P., CubeSmart, Wells Fargo Bank, National Association and each of the lenders party to the credit agreement dated December 9, 2011, incorporated herein by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2012, filed on May 7, 2012.

10.18*† Form of Restricted Share Unit Award Agreement (2-Year Vesting) under the CubeSmart 2007 Equity Incentive Plan, incorporated herein by reference to Exhibit 10.47 to the Company's Annual Report on Form 10-K, filed on February 28, 2013.

10.19*† Form of Performance-Vested Restricted Share Unit Award Agreement under the CubeSmart 2007 Equity Incentive Plan, incorporated herein by reference to Exhibit 10.48 to the Company's Annual Report on Form 10-K, filed on February 28, 2013.

10.20* Waiver of Ownership Limitation, incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013, filed on May 6, 2013.

10.21* Form of Equity Distribution Agreement, dated May 7, 2013, by and among CubeSmart, CubeSmart, L.P. and each of Wells Fargo Securities, LLC, BMO Capital Markets Corp., Jefferies LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and RBC Capital Markets, LLC, incorporated by reference to Exhibit 1.1. to the Company's Current Report on Form 8-K, filed on May 7, 2013.

10.22* Second Amendment to Credit Agreement dated as of June 18, 2013 by and among CubeSmart, L.P., CubeSmart, Wells Fargo Bank, National Association, as Administrative Agent and each of the lenders, incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K, filed on June 18, 2013.

10.23* Second Amendment to Term Loan Agreement dated as of June 18, 2013 by and among CubeSmart, L.P., CubeSmart, Wells Fargo Bank, National Association, as Administrative Agent and each of the lenders, incorporated by reference to Exhibit 99.2 to the Company's Current Report on Form 8-K, filed on June 18, 2013.

10.24*† Advisory Agreement, incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2013, filed on November 8, 2013.

10.25*† Executive Employment Agreement, entered into as of January 24, 2014 and effective as of January 1, 2014, by and between CubeSmart and Christopher P. Marr, incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K, filed on January 28, 2014.

10.26*† Form of Non-Qualified Share Option Agreement for Executive Officers (3-Year Vesting) under the CubeSmart 2007 Equity Incentive Plan, incorporated by reference to Exhibit 10.58 to the Company's Annual Report on Form 10-K, filed on February 28, 2014.

10.27*† Form of Non-Qualified Share Option Agreement (3-Year Vesting) under the CubeSmart 2007 Equity Incentive Plan, incorporated by reference to Exhibit 10.59 to the Company's Annual Report on Form 10-K, filed on February 28, 2014.

10.28*† Form of Performance Share Award Agreement for Executive Officers (3-Year Vesting) under the CubeSmart 2007 Equity Incentive Plan, incorporated by reference to Exhibit 10.60 to the Company's Annual Report on Form 10-K, filed on February 28, 2014.

10.29*† Form of Performance Share Award Agreement (3-Year Vesting) under the CubeSmart 2007 Equity Incentive Plan, incorporated by reference to Exhibit 10.61 to the Company's Annual Report on Form 10-K, filed on February 28, 2014.

10.30*† Form of Restricted Share Award Agreement for Executive Officers (3-Year Vesting) under the CubeSmart 2007 Equity Incentive Plan, incorporated by reference to Exhibit 10.63 to the Company's Annual Report on Form 10-K, filed on February 28, 2014.

10.31*† Form of Restricted Share Award Agreement (3-Year Vesting) under the CubeSmart 2007 Equity Incentive Plan, incorporated by reference to Exhibit 10.64 to the Company's Annual Report on Form 10-K, filed on February 28, 2014.

10.32*† Form of Restricted Share Award Agreement (5-Year Vesting) under the CubeSmart 2004 Equity Incentive Plan, incorporated by reference to Exhibit 10.65 to the Company's Annual Report on Form 10-K, filed on February 28, 2014.

10.33* Form of Amendment No. 1 to Equity Distribution Agreement, dated May 5, 2014, by and among CubeSmart, CubeSmart, L.P. and each of the Sales Agents (as defined therein), incorporated by reference to Exhibit 1.1. to the Company's Current Report on Form 8-K, filed on May 5, 2014.

10.34* Form of Amendment No. 2 to Equity Distribution Agreement, dated October 2, 2014, by and among CubeSmart, CubeSmart, L.P. and each of the Sales Agents (as defined therein), incorporated by reference to Exhibit 1.1. to the Company's Current Report on Form 8-K, filed on October 2, 2014.

10.35* Third Amendment to Credit Agreement, dated as of April 22, 2015, by and among CubeSmart, L.P., CubeSmart, Wells Fargo Bank, National Association, as Administrative Agent and each of the lenders party thereto, incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K, filed on April 27, 2015.

10.36* Fourth Amendment to Term Loan Agreement, dated as of April 22, 2015, by and among CubeSmart, L.P., CubeSmart, Wells Fargo Bank, National Association, as Administrative Agent and each of the lenders party thereto, incorporated by reference to Exhibit 99.2 to the Company's Current Report on Form 8-K, filed on April 27, 2015.

10.37* Equity Distribution Agreement, dated December 30, 2015, by and among CubeSmart, CubeSmart, L.P. and Barclays Capital Inc., incorporated by reference to Exhibit 1.1 to the Company's Current Report on Form 8-K, filed on December 30, 2015.

10.38* Form of Amendment No. 3 to Equity Distribution Agreement, dated December 30, 2015, by and among CubeSmart, CubeSmart, L.P. and each of the Initial Sales Agents (as defined therein), incorporated by reference to Exhibit 1.2 to the Company's Current Report on Form 8-K, filed on December 30, 2015.

10.39*† Amended and Restated CubeSmart 2007 Equity Incentive Plan, effective June 1, 2016, incorporated by reference to Appendix A to the Company's Definitive Proxy Statement, filed on April 14, 2016.

10.40*† First Amendment to Executive Employment Agreement, dated as of September 30, 2016, by and between CubeSmart and Chistopher P. Marr, incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K, filed on September 30, 2016.

10.41*† CubeSmart Executive Severance Plan, effective January 1, 2017, incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K, filed on November 4, 2016.

10.42† Form of Non-Qualified Share Option Agreement for Executive Officers (3-Year Vesting) under the CubeSmart 2007 Equity Incentive Plan, as amended and restated, effective June 1, 2016.

10.43† Form of Non-Qualified Share Option Agreement (3-Year Vesting) under the CubeSmart 2007 Equity Incentive Plan, as amended and restated, effective June 1, 2016.

10.44† Form of Restricted Share Award Agreement for Executive Officers (3-Year Vesting) under the CubeSmart 2007 Equity Incentive Plan, as amended and restated, effective June 1, 2016.

10.45†	Form of Restricted Share Award Agreement (3-Year Vesting) under the CubeSmart 2007 Equity Incentive Plan, as amended and restated, effective June 1, 2016.
10.46†	Form of Restricted Share Award Agreement (5-Year Vesting) under the CubeSmart 2007 Equity Incentive Plan, as amended and restated, effective June 1, 2016.
10.47†	Form of Restricted Share Unit Award Agreement for Executive Officers (3-Year Vesting) under the CubeSmart 2007 Equity Incentive Plan, as amended and restated, effective June 1, 2016.
10.48†	Form of Restricted Share Unit Award Agreement (3-Year Vesting) under the CubeSmart 2007 Equity Incentive Plan, as amended and restated, effective June 1, 2016.

10.49†	Form of Performance-Vested Restricted Share Award Agreement for Executive Officers (3-Year Vesting) under the CubeSmart 2007 Equity Incentive Plan, as amended and restated, effective June 1, 2016.
10.50†	Form of Performance-Vested Restricted Share Award Agreement (3-Year Vesting) under the CubeSmart 2007 Equity Incentive Plan, as amended and restated, effective June 1, 2016.
10.51†	Form of Performance-Vested Restricted Share Unit Award Agreement for Executive Officers (3-Year Vesting) under the CubeSmart 2007 Equity Incentive Plan, as amended and restated, effective June 1, 2016.
10.52†	Form of Performance-Vested Restricted Share Unit Award Agreement (3-Year Vesting) under the CubeSmart 2007 Equity Incentive Plan, as amended and restated, effective June 1, 2016.
12.1	Statement regarding Computation of Ratios of CubeSmart.
12.2	Statement regarding Computation of Ratios of CubeSmart, L.P.
21.1	List of Subsidiaries.
23.1	Consent of KPMG LLP relating to financial statements of CubeSmart.
23.2	Consent of KPMG LLP relating to financial statements of CubeSmart, L.P.
31.1	Certification of Chief Executive Officer of CubeSmart required by Rule 13a-14(a)/15d-14(a) under the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer of CubeSmart required by Rule 13a-14(a)/15d-14(a) under the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.3	Certification of Chief Executive Officer of CubeSmart, L.P. required by Rule 13a-14(a)/15d-14(a) under the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.4	Certification of Chief Financial Officer of CubeSmart, L.P. required by Rule 13a-14(a)/15d-14(a) under the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer and Chief Financial Officer of CubeSmart pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Executive Officer and Chief Financial Officer of CubeSmart, L.P. pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
99.1	Material Tax Considerations.
101	The following CubeSmart and CubeSmart, L.P. financial information for the year ended December 31, 2016, formatted in XBRL (eXtensible Business Reporting Language): (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Operations, (iii) the Consolidated Statement of Equity, (iv) the Consolidated Statements of Cash Flows, and (v) Notes to Consolidated Financial Statements, detailed tagged and filed herewith.

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* Incorporated herein by reference as above indicated.

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

ITEM 16. FORM 10-K SUMMARY

We have opted not to provide a summary.

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SIGNATURES

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

CUBESMART

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

Date: February 17, 2017

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

Signature	Title	Date
/s/ William M. Diefenderfer III William M. Diefenderfer III	Chairman of the Board of Trustees	February 17, 2017
/s/ Christopher P. Marr Christopher P. Marr	Chief Executive Officer and Trustee (Principal Executive Officer)	February 17, 2017
/s/ Timothy M. Martin Timothy M. Martin	Chief Financial Officer (Principal Financial and Accounting Officer)	February 17, 2017
/s/ Piero Bussani Piero Bussani	Trustee	February 17, 2017
/s/ John W. Fain John W. Fain	Trustee	February 17, 2017
/s/ Marianne M. Keler	Trustee	February 17, 2017

Marianne M. Keler

/s/ John F. Remondi John F. Remondi	Trustee	February 17, 2017
/s/ Jeffrey F. Rogatz Jeffrey F. Rogatz	Trustee	February 17, 2017
/s/ Deborah Ratner Salzberg Deborah Ratner Salzberg	Trustee	February 17, 2017

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MANAGEMENT’S REPORT ON CUBESMART INTERNAL CONTROL OVER FINANCIAL REPORTING

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

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

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

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

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

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

Under the supervision, and with the participation, of the REIT’s management, including the principal executive officer and principal financial officer, management conducted a review, evaluation, and assessment of the effectiveness of our internal control over financial reporting as of December 31, 2016, based on criteria established in Internal Control — Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In performing its assessment of the effectiveness of internal control over financial reporting, management has concluded that, as of December 31, 2016, the REIT’s internal control over financial reporting was effective based on the COSO framework.

The effectiveness of our internal control over financial reporting as of December 31, 2016, has been audited by KPMG LLP, an independent registered public accounting firm, as stated in their report that appears herein.

February 17, 2017

MANAGEMENT'S REPORT ON CUBESMART, L.P. INTERNAL CONTROL OVER FINANCIAL REPORTING

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

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

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

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

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

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

Under the supervision, and with the participation, of the Partnership's management, including the principal executive officer and principal financial officer, management conducted a review, evaluation, and assessment of the effectiveness of our internal control over financial reporting as of December 31, 2016, based on criteria established in Internal Control — Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In performing its assessment of the effectiveness of internal control over financial reporting, management has concluded that, as of December 31, 2016, the Partnership's internal control over financial reporting was effective based on the COSO framework.

The effectiveness of our internal control over financial reporting as of December 31, 2016, has been audited by KPMG LLP, an independent registered public accounting firm, as stated in their report that appears herein.

February 17, 2017

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Report of Independent Registered Public Accounting Firm

The Board of Trustees and Shareholders of

CubeSmart:

We have audited the accompanying consolidated balance sheets of CubeSmart and subsidiaries as of December 31, 2016 and 2015, and the related consolidated statements of operations, comprehensive income (loss), equity, and cash flows for each of the years in the three-year period ended December 31, 2016. In connection with our audits of the consolidated financial statements, we have also audited financial statement Schedule III. These consolidated financial statements and financial statement schedule are the responsibility of CubeSmart's management. Our responsibility is to express an opinion on these consolidated financial statements and financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the 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 consolidated financial statements referred to above present fairly, in all material respects, the financial position of CubeSmart and subsidiaries as of December 31, 2016 and 2015, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2016, 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.

As discussed in Note 18 to the consolidated financial statements, the Company changed its method for reporting discontinued operations as of January 1, 2014.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), CubeSmart's internal control over financial reporting as of December 31, 2016, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated February 17, 2017, expressed an unqualified opinion on the effectiveness of CubeSmart's internal control over financial reporting.

/s/ KPMG LLP

Philadelphia, Pennsylvania

February 17, 2017

Report of Independent Registered Public Accounting Firm

The Partners of

CubeSmart, L.P.:

We have audited the accompanying consolidated balance sheets of CubeSmart, L.P. and subsidiaries as of December 31, 2016 and 2015, and the related consolidated statements of operations, comprehensive income (loss), capital, and cash flows for each of the years in the three-year period ended December 31, 2016. In connection with our audits of the consolidated financial statements, we have also audited financial statement Schedule III. These consolidated financial statements and financial statement schedule are the responsibility of CubeSmart, L.P.'s management. Our responsibility is to express an opinion on these consolidated financial statements and financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the 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 consolidated financial statements referred to above present fairly, in all material respects, the financial position of CubeSmart, L.P. and subsidiaries as of December 31, 2016 and 2015, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2016, 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.

As discussed in Note 18 to the consolidated financial statements, the Company changed its method for reporting discontinued operations as of January 1, 2014.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), CubeSmart, L.P.'s internal control over financial reporting as of December 31, 2016, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated February 17, 2017, expressed an unqualified opinion on the effectiveness of CubeSmart, L.P.'s internal control over financial reporting.

/s/ KPMG LLP

Philadelphia, Pennsylvania

February 17, 2017

Report of Independent Registered Public Accounting Firm

The Board of Trustees and Shareholders of

CubeSmart:

We have audited CubeSmart’s internal control over financial reporting as of December 31, 2016, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). CubeSmart's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management’s Report on CubeSmart Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company’s internal control over financial reporting based on our audit.

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

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

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

In our opinion, CubeSmart maintained, in all material respects, effective internal control over financial reporting as of December 31, 2016, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of CubeSmart and subsidiaries as of December 31, 2016 and 2015, and the related consolidated statements of operations, comprehensive income (loss), equity, and cash flows for each of the years in the three-year period ended December 31, 2016, and our report dated February 17, 2017 expressed an unqualified opinion on those consolidated financial statements.

/s/ KPMG LLP

Philadelphia, Pennsylvania

February 17, 2017

Report of Independent Registered Public Accounting Firm

The Partners of

CubeSmart, L.P.:

We have audited CubeSmart, L.P.'s internal control over financial reporting as of December 31, 2016, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). CubeSmart, L.P.'s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on CubeSmart, L.P. Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

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

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

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

In our opinion, CubeSmart, L.P. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2016, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of CubeSmart, L.P. and subsidiaries as of December 31, 2016 and 2015, and the related consolidated statements of operations, comprehensive income (loss), capital, and cash flows for each of the years in the three-year period ended December 31, 2016, and our report dated February 17, 2017 expressed an unqualified opinion on those consolidated financial statements.

/s/ KPMG LLP

Philadelphia, Pennsylvania

February 17, 2017

CUBESMART AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(in thousands, except share data)

	December 31, 2016	December 31, 2015
ASSETS		
Storage properties	$ 3,998,180	$ 3,467,032
Less: Accumulated depreciation	(671,364)	(594,049)
Storage properties, net (including VIE assets of $208,048 and $136,274, respectively)	3,326,816	2,872,983
Cash and cash equivalents	2,973	62,869
Restricted cash	7,893	24,600
Loan procurement costs, net of amortization	2,150	2,800
Investment in real estate ventures, at equity	98,682	97,281
Other assets, net	36,514	43,631
Total assets	$ 3,475,028	$ 3,104,164
LIABILITIES AND EQUITY		
Unsecured senior notes, net	$ 1,039,076	$ 741,904
Revolving credit facility	43,300	—
Unsecured term loans, net	398,749	398,183
Mortgage loans and notes payable, net	114,618	111,455
Accounts payable, accrued expenses and other liabilities	93,764	85,034
Distributions payable	49,239	38,685
Deferred revenue	20,226	17,519
Security deposits	412	403
Total liabilities	1,759,384	1,393,183
Noncontrolling interests in the Operating Partnership	54,407	66,128
Commitments and contingencies		
Equity		
7.75% Series A Preferred shares $.01 par value, 0 and 3,220,000 shares authorized at December 31, 2016 and December 31, 2015, respectively, 0 and 3,100,000 shares issued and outstanding at December 31, 2016 and December 31, 2015, respectively	—	31
Common shares $.01 par value, 400,000,000 shares authorized, 180,083,111 and 174,667,870 shares issued and outstanding at December 31, 2016 and December 31, 2015, respectively	1,801	1,747
Additional paid-in capital	2,314,014	2,231,181
Accumulated other comprehensive loss	(1,850)	(4,978)

Accumulated deficit	(658,583)	(584,654)
Total CubeSmart shareholders' equity	1,655,382	1,643,327
Noncontrolling interests in subsidiaries	5,855	1,526
Total equity	1,661,237	1,644,853
Total liabilities and equity	$ 3,475,028	$ 3,104,164

See accompanying notes to the consolidated financial statements.

CUBESMART AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

(in thousands, except per share data)

	For the year ended December 31,		
	2016	2015	2014
REVENUES			
Rental income	$ 449,601	$ 392,476	$ 330,898
Other property related income	50,255	45,189	40,065
Property management fee income	10,183	6,856	6,000
Total revenues	510,039	444,521	376,963
OPERATING EXPENSES			
Property operating expenses	165,847	153,172	132,701
Depreciation and amortization	161,865	151,789	126,813
General and administrative	32,823	28,371	28,422
Acquisition related costs	6,552	3,301	7,484
Total operating expenses	367,087	336,633	295,420
OPERATING INCOME	142,952	107,888	81,543
OTHER (EXPENSE) INCOME			
Interest:			
Interest expense on loans	(50,399)	(43,736)	(46,802)
Loan procurement amortization expense	(2,577)	(2,324)	(2,190)
Equity in losses of real estate ventures	(2,662)	(411)	(6,255)
Gains from sale of real estate, net	—	17,567	475
Other	1,062	(228)	(405)
Total other expense	(54,576)	(29,132)	(55,177)
INCOME FROM CONTINUING OPERATIONS	88,376	78,756	26,366
DISCONTINUED OPERATIONS			
Income from discontinued operations	—	—	336
Total discontinued operations	—	—	336
NET INCOME	88,376	78,756	26,702
NET (INCOME) LOSS ATTRIBUTABLE TO NONCONTROLLING INTERESTS			
Noncontrolling interests in the Operating Partnership	(941)	(960)	(307)
Noncontrolling interest in subsidiaries	470	(84)	(16)
NET INCOME ATTRIBUTABLE TO THE COMPANY	87,905	77,712	26,379
Distribution to preferred shareholders	(5,045)	(6,008)	(6,008)
Preferred share redemption charge	(2,937)	—	—
NET INCOME ATTRIBUTABLE TO THE COMPANY'S COMMON SHAREHOLDERS	$ 79,923	$ 71,704	$ 20,371

Basic earnings per share from continuing operations attributable to common shareholders	$ 0.45	$ 0.43	$ 0.13
Basic earnings per share from discontinued operations attributable to common shareholders	$ —	$ —	$ 0.01
Basic earnings per share attributable to common shareholders	$ 0.45	$ 0.43	$ 0.14
Diluted earnings per share from continuing operations attributable to common shareholders	$ 0.45	$ 0.42	$ 0.13
Diluted earnings per share from discontinued operations attributable to common shareholders	$ —	$ —	$ 0.01
Diluted earnings per share attributable to common shareholders	$ 0.45	$ 0.42	$ 0.14
Weighted-average basic shares outstanding	178,246	168,640	149,107
Weighted-average diluted shares outstanding	179,533	170,191	150,863
AMOUNTS ATTRIBUTABLE TO THE COMPANY'S COMMON SHAREHOLDERS:			
Income from continuing operations	$ 79,923	$ 71,704	$ 20,040
Total discontinued operations	—	—	331
Net income	$ 79,923	$ 71,704	$ 20,371

See accompanying notes to the consolidated financial statements.

CUBESMART AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

(in thousands)

	For the year ended December 31,		
	2016	2015	2014
NET INCOME	$ 88,376	$ 78,756	$ 26,702
Other comprehensive income (loss):			
Unrealized losses on interest rate swaps	(1,247)	(3,409)	(3,944)
Reclassification of realized losses on interest rate swaps	4,412	6,263	6,408
Unrealized loss on foreign currency translation	—	(249)	(175)
Reclassification of realized loss on foreign currency translation	—	1,199	—
OTHER COMPREHENSIVE INCOME	3,165	3,804	2,289
COMPREHENSIVE INCOME	91,541	82,560	28,991
Comprehensive income attributable to noncontrolling interests in the Operating Partnership	(978)	(992)	(338)
Comprehensive loss (income) attributable to noncontrolling interest in subsidiaries	470	(75)	(19)
COMPREHENSIVE INCOME ATTRIBUTABLE TO THE COMPANY	$ 91,033	$ 81,493	$ 28,634

See accompanying notes to the consolidated financial statements.

CUBESMART AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF EQUITY

(in thousands)

	Common Shares Number	Amount	Preferred Shares Number	Amount	Additional Paid-in Capital	Accumulated Other Comprehensive (Loss) Income	Accumulated Deficit	Total Shareholders' Equity	Noncontrolling Interests in Subsidiaries	Total Equity
2013	139,328	$ 1,393	3,100	$ 31	$ 1,542,703	$ (11,014)	$ (440,837)	$ 1,092,276	$ 931	$ 1,093,207
from g									642	642
es, net	22,704	227			415,774			416,001		416,001
res om	482	5						5		5
s ock	18	—			308			308		308
	1,425	14			13,788			13,802		13,802
of res					182			182		182
nsation					1,553			1,553		1,553
or g e										
							(14,761)	(14,761)		(14,761)
							26,379	26,379	16	26,395
re , net:						2,255		2,255	3	2,258
re							(6,008)	(6,008)		(6,008)
re							(83,966)	(83,966)		(83,966)
2014	163,957	$ 1,639	3,100	$ 31	$ 1,974,308	$ (8,759)	$ (519,193)	$ 1,448,026	$ 1,592	$ 1,449,618
									178	178

from										
g										
to										
g										
									(319)	(319)
es, net	8,978	91			233,970			234,061		234,061
res	161	1						1		1
P										
om										
s	118	2			3,273			3,275		3,275
ock										
	1,454	14			17,475			17,489		17,489
of										
res					1,166			1,166		1,166
nsation										
					989			989		989
or										
g										
e										
							(19,619)	(19,619)		(19,619)
							77,712	77,712	84	77,796
re										
, net:						3,781		3,781	(9)	3,772
re										
							(6,008)	(6,008)		(6,008)
re										
							(117,546)	(117,546)		(117,546)
, 2015	174,668	$ 1,747	3,100	$ 31	$ 2,231,181	$ (4,978)	$ (584,654)	$ 1,643,327	$ 1,526	$ 1,644,853
from										
g										
									4,799	4,799
es, net	4,408	44			136,077			136,121		136,121
res	123	1						1		1
P										
om										
s	188	2			4,874			4,876		4,876
ock										
	696	7			13,276			13,283		13,283

of res					1,952			1,952		1,952
nsation					1,260			1,260		1,260
or g e							7,388	7,388		7,388
oss)							87,905	87,905	(470)	87,435
e , net:						3,128		3,128		3,128
re							(5,045)	(5,045)		(5,045)
re			(3,100)	(31)	(74,606)		(2,937)	(77,574)		(77,574)
re							(161,240)	(161,240)		(161,240)
2016	180,083	$ 1,801	—	$ —	$ 2,314,014	$ (1,850)	$ (658,583)	$ 1,655,382	$ 5,855	$ 1,661,237

See accompanying notes to the consolidated financial statements.

CUBESMART AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)

	For the year ended December 31,		
	2016	2015	2014
Operating Activities			
Net income	$ 88,376	$ 78,756	$ 26,702
Adjustments to reconcile net income to cash provided by operating activities:			
Depreciation and amortization	164,442	154,113	129,003
Equity in losses of real estate ventures	2,662	411	6,255
Gains from sale of real estate, net	—	(17,567)	(475)
Equity compensation expense	3,212	2,155	1,735
Accretion of fair market value adjustment of debt	(1,138)	(1,429)	(1,685)
Changes in other operating accounts:			
Restricted cash	591	743	411
Other assets	(3,930)	(2,519)	808
Accounts payable and accrued expenses	7,862	(438)	2,699
Other liabilities	1,449	1,480	579
Net cash provided by operating activities	$ 263,526	$ 215,705	$ 166,032
Investing Activities			
Acquisitions of storage properties	(366,666)	(275,726)	(547,515)
Additions and improvements to storage properties	(30,971)	(24,695)	(19,967)
Development costs	(143,713)	(81,315)	(23,566)
Investment in real estate ventures, at equity	(12,176)	(8,433)	(2,550)
Cash distributed from real estate ventures	8,113	6,451	56,896
Proceeds from sale of real estate, net	—	9,041	13,475
Fundings of notes receivable	—	(4,100)	—
Proceeds from notes receivable	—	4,100	—
Change in restricted cash	942	69	528
Net cash used in investing activities	$ (544,471)	$ (374,608)	$ (522,699)
Financing Activities			
Proceeds from:			
Unsecured senior notes	298,512	249,338	—
Revolving credit facility	958,200	731,320	712,500
Principal payments on:			
Revolving credit facility	(914,900)	(809,320)	(673,100)
Mortgage loans and notes payable	(37,260)	(84,905)	(30,149)
Loan procurement costs	(2,467)	(4,433)	(274)
Proceeds from issuance of common shares, net	136,122	234,062	416,006
Redemption of preferred shares	(77,574)	—	—
Exercise of stock options	13,283	17,489	13,802
Contributions from noncontrolling interests in subsidiaries	4,799	178	642

Distributions paid to noncontrolling interests in subsidiaries	—	(319)	—
Distributions paid to common shareholders	(149,280)	(107,093)	(75,849)
Distributions paid to preferred shareholders	(6,545)	(6,008)	(6,008)
Distributions paid to noncontrolling interests in Operating Partnership	(1,841)	(1,438)	(1,178)
Net cash provided by financing activities	$ 221,049	$ 218,871	$ 356,392
Change in cash and cash equivalents	(59,896)	59,968	(275)
Cash and cash equivalents at beginning of year	62,869	2,901	3,176
Cash and cash equivalents at end of year	$ 2,973	$ 62,869	$ 2,901
Supplemental Cash Flow and Noncash Information			
Cash paid for interest, net of interest capitalized	$ 53,085	$ 46,216	$ 50,024
Supplemental disclosure of noncash activities:			
Restricted cash - acquisition of storage properties	$ (22,019)	$ (14,353)	$ —
Restricted cash - disposition of real estate	$ —	$ 36,372	$ —
Accretion of liability	$ 31,426	$ 16,929	$ 8,977
Derivative valuation adjustment	$ 3,165	$ 2,854	$ 2,464
Foreign currency translation adjustment	$ —	$ (249)	$ (175)
Discount on issuance of unsecured senior notes	$ 1,488	$ 662	$ —
Mortgage loan assumptions	$ 41,513	$ 2,695	$ 27,467
Preferred share redemption	$ 2,863	$ —	$ —

See accompanying notes to the consolidated financial statements.

CUBESMART, L.P. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(in thousands)

	December 31, 2016	2015
ASSETS		
Storage properties	$ 3,998,180	$ 3,467,032
Less: Accumulated depreciation	(671,364)	(594,049)
Storage properties, net (including VIE assets of $208,048 and $136,274, respectively)	3,326,816	2,872,983
Cash and cash equivalents	2,973	62,869
Restricted cash	7,893	24,600
Loan procurement costs, net of amortization	2,150	2,800
Investment in real estate ventures, at equity	98,682	97,281
Other assets, net	36,514	43,631
Total assets	$ 3,475,028	$ 3,104,164
LIABILITIES AND CAPITAL		
Unsecured senior notes, net	$ 1,039,076	$ 741,904
Revolving credit facility	43,300	—
Unsecured term loans, net	398,749	398,183
Mortgage loans and notes payable, net	114,618	111,455
Accounts payable, accrued expenses and other liabilities	93,764	85,034
Distributions payable	49,239	38,685
Deferred revenue	20,226	17,519
Security deposits	412	403
Total liabilities	1,759,384	1,393,183
Limited Partnership interests of third parties	54,407	66,128
Commitments and contingencies		
Capital		
Operating Partner	1,657,232	1,648,305
Accumulated other comprehensive loss	(1,850)	(4,978)
Total CubeSmart, L.P. capital	1,655,382	1,643,327
Noncontrolling interests in subsidiaries	5,855	1,526
Total capital	1,661,237	1,644,853
Total liabilities and capital	$ 3,475,028	$ 3,104,164

See accompanying notes to the consolidated financial statements.

CUBESMART, L.P. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

(in thousands, except per common unit data)

	For the year ended December 31,		
	2016	2015	2014
REVENUES			
Rental income	$ 449,601	$ 392,476	$ 330,898
Other property related income	50,255	45,189	40,065
Property management fee income	10,183	6,856	6,000
Total revenues	510,039	444,521	376,963
OPERATING EXPENSES			
Property operating expenses	165,847	153,172	132,701
Depreciation and amortization	161,865	151,789	126,813
General and administrative	32,823	28,371	28,422
Acquisition related costs	6,552	3,301	7,484
Total operating expenses	367,087	336,633	295,420
OPERATING INCOME	142,952	107,888	81,543
OTHER (EXPENSE) INCOME			
Interest:			
Interest expense on loans	(50,399)	(43,736)	(46,802)
Loan procurement amortization expense	(2,577)	(2,324)	(2,190)
Equity in losses of real estate ventures	(2,662)	(411)	(6,255)
Gains from sale of real estate, net	—	17,567	475
Other	1,062	(228)	(405)
Total other expense	(54,576)	(29,132)	(55,177)
INCOME FROM CONTINUING OPERATIONS	88,376	78,756	26,366
DISCONTINUED OPERATIONS			
Income from discontinued operations	—	—	336
Total discontinued operations	—	—	336
NET INCOME	88,376	78,756	26,702
NET LOSS (INCOME) ATTRIBUTABLE TO NONCONTROLLING INTERESTS			
Noncontrolling interest in subsidiaries	470	(84)	(16)
NET INCOME ATTRIBUTABLE TO CUBESMART L.P.	88,846	78,672	26,686
Operating Partnership interests of third parties	(941)	(960)	(307)
NET INCOME ATTRIBUTABLE TO OPERATING PARTNER	87,905	77,712	26,379
Distribution to preferred unitholders	(5,045)	(6,008)	(6,008)
Preferred unit redemption charge	(2,937)	—	—

NET INCOME ATTRIBUTABLE TO COMMON UNITHOLDERS	$ 79,923	$ 71,704	$ 20,371
Basic earnings per unit from continuing operations attributable to common unitholders	$ 0.45	$ 0.43	$ 0.13
Basic earnings per unit from discontinued operations attributable to common unitholders	$ —	$ —	$ 0.01
Basic earnings per unit attributable to common unitholders	$ 0.45	$ 0.43	$ 0.14
Diluted earnings per unit attributable to common unitholders	$ 0.45	$ 0.42	$ 0.13
Diluted earnings per unit from discontinued operations attributable to common unitholders	$ —	$ —	$ 0.01
Diluted earnings per unit attributable to common unitholders	$ 0.45	$ 0.42	$ 0.14
Weighted-average basic units outstanding	178,246	168,640	149,107
Weighted-average diluted units outstanding	179,533	170,191	150,863
AMOUNTS ATTRIBUTABLE TO COMMON UNITHOLDERS:			
Income from continuing operations	$ 79,923	$ 71,704	$ 20,040
Total discontinued operations	—	—	331
Net income	$ 79,923	$ 71,704	$ 20,371

See accompanying notes to the consolidated financial statements.

CUBESMART, L.P. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

(in thousands)

	For the year ended December 31,		
	2016	2015	2014
NET INCOME	$ 88,376	$ 78,756	$ 26,702
Other comprehensive income (loss):			
Unrealized losses on interest rate swaps	(1,247)	(3,409)	(3,944)
Reclassification of realized losses on interest rate swaps	4,412	6,263	6,408
Unrealized loss on foreign currency translation	—	(249)	(175)
Reclassification of realized loss on foreign currency translation	—	1,199	—
OTHER COMPREHENSIVE INCOME	3,165	3,804	2,289
COMPREHENSIVE INCOME	91,541	82,560	28,991
Comprehensive income attributable to Operating Partnership interests of third parties	(978)	(992)	(338)
Comprehensive loss (income) attributable to noncontrolling interest in subsidiaries	470	(75)	(19)
COMPREHENSIVE INCOME ATTRIBUTABLE TO OPERATING PARTNER	$ 91,033	$ 81,493	$ 28,634

See accompanying notes to the consolidated financial statements.

CUBESMART, L.P. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CAPITAL

(in thousands)

	Number of Common OP Units Outstanding	Number of Preferred OP Units Outstanding	Operating Partner	Accumulated Other Comprehensive (Loss) Income	Total CubeSmart L.P. Capital	Noncontrolling Interest in Subsidiaries	Total Capital	Oper Partn Intere of Th Parti
Balance at December 31, 2013	139,328	$ 3,100	$ 1,103,290	$ (11,014)	$ 1,092,276	$ 931	$ 1,093,207	$ 36
Contributions from noncontrolling interest in subsidiaries						642	642	
Issuance of common OP units, net	22,704		416,001		416,001		416,001	
Issuance of restricted OP units	482		5		5		5	
Conversion from OP units to shares	18		308		308		308	(30
Exercise of OP unit options	1,425		13,802		13,802		13,802	
Amortization of restricted OP units			182		182		182	
OP unit compensation expense			1,553		1,553		1,553	
Adjustment for Operating Partnership interests of third parties			(14,761)		(14,761)		(14,761)	14
Net income			26,379		26,379	16	26,395	30
Other comprehensive income (loss), net:				2,255	2,255	3	2258	31
Preferred OP unit distributions			(6,008)		(6,008)		(6,008)	
Common OP unit distributions			(83,966)		(83,966)		(83,966)	(1,
Balance at December 31, 2014	163,957	$ 3,100	$ 1,456,785	$ (8,759)	$ 1,448,026	$ 1,592	$ 1,449,618	$ 49
						178	178	

Contributions from noncontrolling interest in subsidiaries								
Distributions to noncontrolling interests in subsidiaries						(319)	(319)	
Issuance of common OP units, net	8,978		234,061		234,061		234,061	
Issuance of restricted OP units	161		1		1		1	
Issuance of OP Shares					0			50
Conversion from OP units to shares	118		3,275		3,275		3,275	(3,
Exercise of OP unit options	1,454		17,489		17,489		17,489	
Amortization of restricted OP units			1,166		1,166		1,166	
OP unit compensation expense			989		989		989	
Adjustment for Operating Partnership interests of third parties			(19,619)		(19,619)		(19,619)	19
Net income			77,712		77,712	84	77,796	96
Other comprehensive income (loss), net:				3,781	3,781	(9)	3,772	32
Preferred OP unit distributions			(6,008)		(6,008)		(6,008)	
Common OP unit distributions			(117,546)		(117,546)		(117,546)	(1,
Balance at December 31, 2015	174,668	$ 3,100	$ 1,648,305	$ (4,978)	$ 1,643,327	$ 1,526	$ 1,644,853	$ 66
Contributions from noncontrolling interest in subsidiaries						4,799	4,799	
Issuance of common OP units, net	4,408		136,121		136,121		136,121	
Issuance of restricted OP units	123		1		1		1	
Issuance of OP Shares	188		4,876		4,876		4,876	1,5
Conversion from OP units to shares								(4,

Exercise of OP unit options	696		13,283		13,283		13,283	
Amortization of restricted OP units			1,952		1,952		1,952	
OP unit compensation expense			1,260		1,260		1,260	
Adjustment for Operating Partnership interests of third parties			7,388		7,388		7,388	(7,
Net income (loss)			87,905		87,905	(470)	87,435	94
Other comprehensive income (loss), net:				3,128	3,128		3,128	37
Preferred OP unit distributions			(5,045)		(5,045)		(5,045)	
Preferred OP unit redemption		(3,100)	(77,574)		(77,574)		(77,574)	
Common OP unit distributions			(161,240)		(161,240)		(161,240)	(1,
Balance at December 31, 2016	180,083	$ —	$ 1,657,232	$ (1,850)	$ 1,655,382	$ 5,855	$ 1,661,237	$ 54

See accompanying notes to the consolidated financial statements.

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CUBESMART, L.P. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)

	For the year ended December 31,		
	2016	2015	2014
Operating Activities			
Net income	$ 88,376	$ 78,756	$ 26,702
Adjustments to reconcile net income to cash provided by operating activities:			
Depreciation and amortization	164,442	154,113	129,003
Equity in losses of real estate ventures	2,662	411	6,255
Gains from sale of real estate, net	—	(17,567)	(475)
Equity compensation expense	3,212	2,155	1,735
Accretion of fair market value adjustment of debt	(1,138)	(1,429)	(1,685)
Changes in other operating accounts:			
Restricted cash	591	743	411
Other assets	(3,930)	(2,519)	808
Accounts payable and accrued expenses	7,862	(438)	2,699
Other liabilities	1,449	1,480	579
Net cash provided by operating activities	$ 263,526	$ 215,705	$ 166,032
Investing Activities			
Acquisitions of storage properties	(366,666)	(275,726)	(547,515)
Additions and improvements to storage properties	(30,971)	(24,695)	(19,967)
Development costs	(143,713)	(81,315)	(23,566)
Investment in real estate ventures, at equity	(12,176)	(8,433)	(2,550)
Cash distributed from real estate ventures	8,113	6,451	56,896
Proceeds from sale of real estate, net	—	9,041	13,475
Fundings of notes receivable	—	(4,100)	—
Proceeds from notes receivable	—	4,100	—
Change in restricted cash	942	69	528
Net cash used in investing activities	$ (544,471)	$ (374,608)	$ (522,699)
Financing Activities			
Proceeds from:			
Unsecured senior notes	298,512	249,338	—
Revolving credit facility	958,200	731,320	712,500
Principal payments on:			
Revolving credit facility	(914,900)	(809,320)	(673,100)
Mortgage loans and notes payable	(37,260)	(84,905)	(30,149)
Loan procurement costs	(2,467)	(4,433)	(274)
Proceeds from issuance of common OP units	136,122	234,062	416,006
Redemption of preferred units	(77,574)	—	—

Exercise of OP unit options	13,283	17,489	13,802
Contributions from noncontrolling interests in subsidiaries	4,799	178	642
Distributions paid to noncontrolling interests in subsidiaries	—	(319)	—
Distributions paid to common OP unitholders	(151,121)	(108,531)	(77,027)
Distributions paid to preferred OP unitholders	(6,545)	(6,008)	(6,008)
Net cash provided by financing activities	$ 221,049	$ 218,871	$ 356,392
Change in cash and cash equivalents	(59,896)	59,968	(275)
Cash and cash equivalents at beginning of year	62,869	2,901	3,176
Cash and cash equivalents at end of year	$ 2,973	$ 62,869	$ 2,901
Supplemental Cash Flow and Noncash Information			
Cash paid for interest, net of interest capitalized	$ 53,085	$ 46,216	$ 50,024
Supplemental disclosure of noncash activities:			
Restricted cash - acquisition of storage properties	$ (22,019)	$ (14,353)	$ —
Restricted cash - disposition of real estate	$ —	$ 36,372	$ —
Accretion of liability	$ 31,426	$ 16,929	$ 8,977
Derivative valuation adjustment	$ 3,165	$ 2,854	$ 2,464
Foreign currency translation adjustment	$ —	$ (249)	$ (175)
Discount on issuance of unsecured senior notes	$ 1,488	$ 662	$ —
Mortgage loan assumptions	$ 41,513	$ 2,695	$ 27,467
Preferred unit redemption	$ 2,863	$ —	$ —

See accompanying notes to the consolidated financial statements.

CUBESMART AND CUBESMART L.P.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. ORGANIZATION AND NATURE OF OPERATIONS

CubeSmart (the "Parent Company") operates as a self-managed and self-administered real estate investment trust ("REIT") with its operations conducted solely through CubeSmart, L.P. and its subsidiaries. CubeSmart, L.P., a Delaware limited partnership (the "Operating Partnership"), operates through an umbrella partnership structure, with the Parent Company, a Maryland REIT, as its sole general partner. In the notes to the consolidated financial statements, we use the terms the "Company", "we", or "our" to refer to the Parent Company and the Operating Partnership together, unless the context indicates otherwise. As of December 31, 2016, the Company owned self-storage properties located in 23 states throughout the United States and in the District of Columbia which are presented under one reportable segment: the Company owns, operates, develops, manages, and acquires self-storage properties.

As of December 31, 2016, the Parent Company owned approximately 98.9% of the partnership interests ("OP Units") of the Operating Partnership. The remaining OP Units, consisting exclusively of limited partner interests, are held by persons who contributed their interests in properties to us in exchange for OP Units. Under the partnership agreement, these persons have the right to tender their OP Units for redemption to the Operating Partnership at any time for cash equal to the fair value of an equivalent number of common shares of the Parent Company. In lieu of delivering cash, however, the Parent Company, as the Operating Partnership's general partner, may, at its option, choose to acquire any OP Units so tendered by issuing common shares in exchange for the tendered OP Units. If the Parent Company so chooses, its common shares will be exchanged for OP Units on a one-for-one basis. This one-for-one exchange ratio is subject to adjustment to prevent dilution. With each such exchange or redemption, the Parent Company's percentage ownership in the Operating Partnership will increase. In addition, whenever the Parent Company issues common or other classes of its shares, it contributes the net proceeds it receives from the issuance to the Operating Partnership and the Operating Partnership issues to the Parent Company an equal number of OP Units or other partnership interests having preferences and rights that mirror the preferences and rights of the shares issued. This structure is commonly referred to as an umbrella partnership REIT or "UPREIT".

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation

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

transactions have been eliminated in consolidation.

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

The Company adopted Accounting Standard Update ("ASU") No. 2015-02, Consolidation – Amendments to the Consolidation Analysis, as of January 1, 2016. The Company evaluated the application of this guidance and concluded that there were no changes to any previous conclusions with respect to consolidation accounting for any of its interests in less than wholly owned joint ventures. However, the Operating Partnership now meets the criteria as a VIE. The Parent Company's sole significant asset is its investment in the Operating Partnership. As a result, substantially all of the Parent Company's assets and liabilities represent those assets and liabilities of the Operating Partnership. All of the Parent Company's debt is an obligation of the Operating Partnership.

Noncontrolling Interests

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

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

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

The consolidated results of the Company include results attributable to units of the Operating Partnership that are not owned by the Company. These interests were issued in the form of OP units and were a component of the consideration the Company paid to acquire certain self-storage properties. Limited partners who acquired OP units have the right to require the Operating Partnership to redeem part or all of their OP units for, at the Company's option, an equivalent number of common shares of the Company or cash based upon the fair value of an equivalent number of common shares of the Company. However, the operating agreement contains certain circumstances that could result in a net cash settlement outside the control of the Company, as the Company does not have the ability to settle in unregistered shares. Accordingly, consistent with the guidance discussed above, the Company will continue to record these noncontrolling interests outside of permanent equity in the consolidated balance sheets. Net income or loss related to these noncontrolling interests is excluded from net income or loss in the consolidated statements of operations. The Company has adjusted the carrying value of its noncontrolling interests subject to redemption value to the extent applicable. Based on the Company's evaluation of the redemption value of the redeemable noncontrolling interests, the Operating Partnership reflected these interests at their redemption value as of December 31, 2016, as the estimated redemption value exceeded their carrying value. The Operating Partnership recorded a decrease to OP Units owned by third parties and a corresponding increase to capital of $7.4 million as of December 31, 2016. Disclosure of such redemption provisions is provided in note 12.

Estimates

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

in the applicable sections throughout these consolidated financial statements, different assumptions and estimates could materially impact our reported results. The current economic environment has increased the degree of uncertainty inherent in these estimates and assumptions and changes in market conditions could impact our future operating results.

Self-Storage Properties

Self-storage properties are carried at historical cost less accumulated depreciation and impairment losses. The cost of self-storage properties reflects their purchase price or development cost. Costs incurred for the renovation of a store are capitalized to the Company's investment in that store. Acquisition costs and ordinary repairs and maintenance are expensed as incurred; major replacements and betterments, which improve or extend the life of the asset, are capitalized and depreciated over their estimated useful lives. The costs to develop self-storage properties are capitalized to construction in progress while the project is under development.

Purchase Price Allocation

When stores are acquired, the purchase price is allocated to the tangible and intangible assets acquired and liabilities assumed based on estimated fair values. When a portfolio of stores is acquired, the purchase price is allocated to the individual stores based upon the fair value determined using an income approach or a cash flow analysis using appropriate risk adjusted capitalization rates, which take into account the relative size, age and location of the individual store along with current and projected occupancy and rental rate levels or appraised values, if available. Allocations to land, building and improvements, and equipment are recorded based upon their respective fair values as estimated by management.

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

Depreciation and Amortization

The costs of self-storage properties and improvements are depreciated using the straight-line method based on useful lives ranging from five to 39 years.

Impairment of Long-Lived Assets

We evaluate long-lived assets for impairment when events and circumstances such as declines in occupancy and operating results indicate that there may be an impairment. The carrying value of these long-lived assets is compared to the undiscounted future net operating cash flows, plus a terminal value, attributable to the assets to determine if the store’s basis is recoverable. If a store’s basis is not considered recoverable, an impairment loss is recorded to the extent the net carrying value of the asset exceeds the fair value. The impairment loss recognized equals the excess of net carrying value over the related fair value of the asset.

Long-Lived Assets Held for Sale

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

Typically these criteria are all met when the relevant asset is under contract, significant non-refundable deposits have been made by the potential buyer, the assets are immediately available for transfer, and there are no contingencies

related to the sale that may prevent the transaction from closing. However, each potential transaction is evaluated based on its separate facts and circumstances. Stores classified as held for sale are reported at the lesser of carrying value or fair value less estimated costs to sell.

Cash and Cash Equivalents

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

Restricted Cash

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

Loan Procurement Costs

Loan procurement costs related to borrowings were $24.7 million and $20.7 million as of December 31, 2016 and 2015, respectively, and are reported net of accumulated amortization of $9.7 million and $7.3 million as of December 31, 2016 and 2015, respectively. In accordance with ASU No. 2015-03, Loan procurement costs, net are presented as a direct deduction from the carrying amount of the related debt liability. If there is not an associated debt liability recorded on the consolidated balance sheets, the costs are recorded as an asset net of accumulated amortization. Loan procurement costs associated with the Company's revolving credit facility remain in Loan procurement costs, net of amortization on the Company's consolidated balance sheets. The costs are amortized over the estimated life of the related debt using the effective interest method and are reported as Loan procurement amortization expense on the Company's consolidated statements of operations.

Other Assets

Other assets are comprised of the following as of December 31, 2016 and 2015 (in thousands):

	December 31,	
	2016	2015
Intangible assets, net of accumulated amortization of $8,109 and $7,220	$ 8,280	$ 12,814
Accounts receivable	5,284	5,049
Deposits on future acquisitions	5,106	12,106
Prepaid real estate taxes	3,640	2,800
Prepaid insurance	1,053	1,140
Other	13,151	9,722
Total other assets, net	$ 36,514	$ 43,631

Environmental Costs

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

Revenue Recognition

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

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

Advertising and Marketing Costs

The Company incurs advertising and marketing costs primarily attributable to internet marketing campaigns and other media advertisements. The Company incurred $9.4 million, $8.6 million, and $7.7 million in advertising and marketing expenses for the years ended December 31, 2016, 2015 and 2014, respectively, which are included in property operating expenses on the Company's consolidated statements of operations.

Equity Offering Costs

Underwriting discounts and commissions, financial advisory fees and offering costs are reflected as a reduction to additional paid-in capital. For the years ended December 31, 2016, 2015 and 2014, the Company recognized $1.6 million, $2.5 million, and $6.0 million of equity offering costs related to the issuance of common shares during the years, respectively.

Other Property Related Income

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

Capitalized Interest

The Company capitalizes interest incurred that is directly associated with construction activities until the asset is placed into service. Interest is capitalized to the related assets using a weighted-average rate of the Company's outstanding debt. For the years ended December 31, 2016, 2015 and 2014, the Company capitalized $4.6 million, $2.6 million, and $1.3 million, respectively, of interest incurred that is directly associated with construction activities.

Derivative Financial Instruments

The Company carries all derivatives on the balance sheet at fair value. The Company determines the fair value of derivatives by observable prices that are based on inputs not quoted on active markets, but corroborated by market data. The accounting for changes in the fair value of a derivative instrument depends on whether the derivative has been designated and qualifies as part of a hedging relationship and, if so, the reason for holding it. The Company's use of derivative instruments has been limited to cash flow hedges of certain interest rate risks. The Company had interest rate swap agreements for notional principal amounts aggregating $300 million and $400 million as of December 31, 2016 and 2015, respectively, the fair value of which are included in accounts payable, accrued expenses and other liabilities.

Income Taxes

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

Earnings and profits, which determine the taxability of distributions to shareholders, differ from net income reported for financial reporting purposes due to differences in cost basis, the estimated useful lives used to compute depreciation, and the allocation of net income and loss for financial versus tax reporting purposes. The net tax basis in the Company's assets was $3.2 billion and $2.7 billion as of December 31, 2016 and 2015, respectively.

Distributions to shareholders are usually taxable as ordinary income, although a portion of the distribution may be designated as capital gain or may constitute a tax-free return of capital. Annually, the Company provides each of its shareholders a statement detailing the tax characterization of dividends paid during the preceding year as ordinary income, capital gain, or return of capital. The characterization of the Company's dividends for 2016 consisted of a 98.663% ordinary income distribution and a 1.337% capital gain distribution from earnings and profits.

Distributions to 7.75% Series A Cumulative Redeemable Preferred Shareholders are usually taxable as ordinary income, although a portion of the distribution may be designated as capital gain or may constitute a tax-free return of capital. Annually, the Company provides each of its shareholders a statement detailing preferred distributions paid during the preceding year and their characterization as ordinary income, capital gain, or return of capital. The characterization of our preferred distributions for 2016 consisted of a 7.683% ordinary income distribution, a 0.104% capital gain distribution from earnings and profits, and a 92.213% cash liquidating distribution.

The Company is subject to a 4% federal excise tax if sufficient taxable income is not distributed within prescribed time limits. The excise tax equals 4% of the annual amount, if any, by which the sum of (a) 85% of the Company's ordinary income, (b) 95% of the Company's net capital gains, and (c) 100% of prior taxable income exceeds cash distributions and certain taxes paid by the Company. No excise tax was incurred in 2016, 2015, or 2014.

Taxable REIT subsidiaries (TRS) are subject to federal and state income taxes. Our taxable REIT subsidiaries have a net deferred tax asset related to expenses which are deductible for tax purposes in future periods of $1.3 million and $1.7 million as of December 31, 2016 and 2015, respectively.

The Protecting Americans from Tax Hikes Act (PATH Act) was enacted in December 2015, and included numerous law changes applicable to REITs. The provisions have various effective dates. We expect that the changes will not materially impact our operations, but will continue to monitor as regulatory guidance is issued.

Earnings per Share and Unit

Basic earnings per share and unit are calculated based on the weighted average number of common shares and restricted shares outstanding during the period. Diluted earnings per share and unit is calculated by further adjusting for the dilutive impact of share options, unvested restricted shares and contingently issuable shares outstanding during the period using the treasury stock method. Potentially dilutive securities calculated under the treasury stock method were 1,287,000; 1,551,000, and 1,756,000 in 2016, 2015, and 2014, respectively.

Share-Based Payments

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

Foreign Currency

The financial statements of foreign subsidiaries are translated to U.S. Dollars using the period-end exchange rate for assets and liabilities and an average exchange rate for each period for revenues, expenses, and capital expenditures. The local currency is the functional currency for the Company's foreign subsidiaries. Translation adjustments for foreign subsidiaries are recorded as a component of accumulated other comprehensive loss in shareholders' equity. The Company recognizes transaction gains and losses arising from fluctuations in currency exchange rates on transactions denominated in currencies other than the functional currency in earnings as incurred. The Pound, which represents the functional currency used by USIFB, LLP ("USIFB"), our joint venture in England, was translated at October 2, 2015, the date that the venture's remaining asset was sold. The exchange rate was approximately 1.521600 U.S Dollars per Pound on October 2, 2015 and approximately 1.558642 U.S Dollars per Pound on December 31, 2014. The Pound was translated at an average exchange rate of 1.529755 for the period from January 1, 2015 to October 2, 2015. It was translated at an average exchange rate of 1.643106 and 1.588598 U.S. Dollars per Pound for the year ended December 31, 2014. The Company recorded an unrealized loss on foreign currency translation of $0.2 million for the year ended December 31, 2014. In connection with the sale of the remaining asset, the Company recorded a realized loss on foreign currency exchange of $1.2 million, which is included in Gains on sale of real estate in the Company's consolidated statement of operations.

Investments in Unconsolidated Real Estate Ventures

The Company accounts for its investments in unconsolidated real estate ventures under the equity method of accounting. Under the equity method, investments in unconsolidated joint ventures are recorded initially at cost, as investments in real estate ventures, and subsequently adjusted for equity in earnings (losses), cash contributions, less distributions. On a periodic basis, management also assesses whether there are any indicators that the value of the Company's investments in unconsolidated real estate ventures may be other than temporarily impaired. An investment is impaired only if the fair value of the investment is less than the carrying value of the investment and the decline is other than temporary. To the extent impairment that is other than temporary has occurred, the loss shall be measured as the excess of the carrying amount of the investment over the fair value of the investment, as estimated by management.

Reclassifications

During the first quarter of 2016, the Company adopted ASU No. 2015-03, Simplifying the Presentation of Debt Issuance Costs, which requires the Company to reclassify debt financing costs, which were previously included in loan procurement costs, net of amortization on the Company's consolidated balance sheets, and present them as a direct deduction from the carrying amount of the related debt liability. Net costs of $10.7 million have been reclassified in the December 31, 2015 consolidated balance sheets from the loan procurement costs line and netted against the related debt liability. See Recent Accounting Pronouncements below for revisions to the accounting guidance for debt issuance costs.

Recent Accounting Pronouncements

In January 2017, the FASB issued ASU 2017-01, Business Combinations (Topic 805): Clarifying the Definition of a Business, which changes the definition of a business to include an input and a substantive process that together significantly contribute to the ability to create outputs. A framework is provided to evaluate when an input and a substantive process are present. The new guidance also narrows the definition of outputs, which are defined as the results of inputs and substantive processes that provide goods or services to customers, other revenue, or investment income. The standard is effective on January 1, 2018, however early adoption is permitted. The Company is in the process of evaluating the impact of this new guidance.

In November 2016, the FASB issued ASU No.2016-18, Statement of Cash Flows (Topic 230): Restricted Cash, which requires the statement of cash flows to explain the change during the period in the total of cash, cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents. The new guidance also requires entities to reconcile such total to amounts on the balance sheet and disclose the nature of the restrictions. The standard is effective on January 1, 2018, however early adoption is permitted. The standard requires the use of the retrospective transition method. The Company is in the process of evaluating the impact of this new guidance.

In August 2016, the FASB issued ASU No. 2016-15, Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments, which is intended to reduce diversity in practice in how certain transactions are classified in the statement of cash flows. The eight items that the ASU provides classification guidance on include (1) debt prepayment and extinguishment costs, (2) settlement of zero-coupon debt instruments, (3) contingent consideration payments made after a business combination, (4) proceeds from the settlement of insurance claims, (5) proceeds from the settlement of corporate-owned life insurance policies, including bank-owned life insurance policies, (6) distributions received from equity method investments, (7) beneficial interests in securitization transactions, and (8) separately identifiable cash flows and application of the predominance principle. The standard is effective on January 1, 2018, however early adoption is permitted. The standard requires the use of the retrospective transition method. The Company is in the process of evaluating the impact of this new guidance.

In March 2016, the FASB issued ASU No. 2016-09, Compensation – Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting, which is intended to simplify various aspects related to how share-based payments are accounted for and presented in the financial statements. The new guidance allows for entities to make an entity-wide accounting policy election to either estimate the number of awards that are expected to vest or account for forfeitures when they occur. In addition, the guidance allows employers to withhold shares to satisfy minimum statutory tax withholding requirements up to the employees' maximum individual tax rate without causing the award to be classified as a liability. The guidance also stipulates that cash paid by an employer to a taxing authority when directly withholding shares for tax-withholding purposes should be classified as a financing activity on the statement of cash flows. The standard is effective on January 1, 2017, however early adoption is permitted. The Company does not expect this new guidance to have a material impact on the Company's consolidated financial position or results of operations.

In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842), which sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract (i.e. lessees and lessors). The new standard requires lessees to apply a dual approach, classifying leases as either financing or operating leases based on the principle of whether or not the lease is effectively a financed purchase by the lessee. This classification will determine whether lease expense is recognized based on an effective interest method or on a straight line basis over the term of the lease, respectively. A lessee is also required to record a right-of-use asset and a lease liability for all leases with a term of greater than 12 months regardless of their classification. Leases with a term of 12 months or less will be accounted for similar to existing guidance for operating leases today. The new standard requires lessors to account for leases using an approach that is substantially equivalent to existing guidance for sales-type leases, direct financing leases and operating leases. The standard is effective on January 1, 2019, however early adoption is permitted. The Company is currently assessing the impact of the adoption of ASU No. 2016-02 on the Company's consolidated financial statements and related disclosures.

In September 2015, the FASB issued ASU No. 2015-16, Simplifying the Accounting for Measurement-Period Adjustments, which amends the current business combination guidance to require that an acquirer recognize adjustments to provisional amounts that are identified during the measurement period in the reporting period in which the adjustment amounts are determined, as opposed to having to revise prior period information. The standard also requires additional disclosure about the impact on current-period income statement line items of adjustments that would have been recognized in prior periods if prior period information had been revised. The new standard became effective for the Company on January 1, 2016. The adoption of this guidance did not have a material impact on the Company's consolidated financial position or results of operations as all measurement-period adjustments recorded during 2016 relate to business combinations that took place in the current year and do not have prior period impact. Refer to note 4 for details regarding the measurement-period adjustments made during the year ended December 31, 2016.

In April 2015, the FASB issued ASU No. 2015-03, Simplifying the Presentation of Debt Issuance Costs, an update to the accounting standard relating to the presentation of debt issuance costs. Under the new guidance, debt issuance costs related to a recognized debt liability will be presented on the balance sheet as a direct deduction from the debt liability. In the event that there is not an associated debt liability recorded in the consolidated financial statements, the debt issuance costs will continue to be recorded on the consolidated balance sheet as an asset until the debt liability is recorded. The new standard became effective for the Company on January 1, 2016. The adoption of this guidance did not have a material impact on the Company's consolidated financial position or results of operations as the update only related to changes in financial statement presentation as discussed in note 7 and in "Reclassifications" above.

In February 2015, the FASB issued ASU No. 2015-02, Consolidation – Amendments to the Consolidation Analysis, which amends the current consolidation guidance affecting both the variable interest entity ("VIE") and voting interest entity ("VOE") consolidation models. The standard does not add or remove any of the characteristics in determining if an entity is a VIE or VOE, but rather enhances the way the Company assesses some of these characteristics. The new standard became effective for the Company on January 1, 2016. As discussed under Basis of Presentation above, the adoption of this guidance did not have a material impact on the Company's consolidated financial position or results of operations as none of its existing consolidation conclusions were changed.

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers, which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. The ASU will replace most existing revenue recognition guidance under GAAP when it becomes effective. The new standard will be effective for the Company beginning on January 1, 2018, however early application beginning on January 1, 2017 is permitted. The standard permits the use of either the retrospective or cumulative effect transition method. The Company has not yet selected a transition method. The Company is currently assessing the impact of the adoption of ASU No. 2014-09 on the Company's consolidated financial statements and related disclosures.

Concentration of Credit Risk

The Company's stores are located in major metropolitan and rural areas and have numerous customers per store. No single customer represents a significant concentration of our revenues. The stores in Florida, New York, Texas, and California provided total revenues of approximately 17%, 16%, 10%, and 8%, respectively, for the year ended December 31, 2016 and approximately 18%, 16%, 10%, and 8%, respectively, for the year ended December 31, 2015. The stores in Florida, New York, Texas, and California provided total revenues of approximately 17%, 17%, 10%, and 8%, respectively, for the year ended December 31, 2014.

3. STORAGE PROPERTIES

The book value of the Company's real estate assets is summarized as follows:

	December 31, 2016	December 31, 2015
	(in thousands)	
Land	$ 649,744	$ 588,503
Buildings and improvements	2,928,275	2,534,193
Equipment	217,867	243,442

Construction in progress	202,294	100,894
Storage properties	3,998,180	3,467,032
Less: Accumulated depreciation	(671,364)	(594,049)
Storage properties, net	$ 3,326,816	$ 2,872,983

The following table summarizes the Company's acquisition and disposition activity for the years ended December 31, 2016, 2015 and 2014:

Asset/Portfolio	Market	Transaction Date	Number of Stores	Purchase / Sale Price (in thousands)
2016 Acquisitions:				
Metro DC Asset	Baltimore / DC	January 2016	1	$ 21,000
Texas Assets	Texas Markets - Major	January 2016	2	24,800
New York Asset	New York / Northern NJ	January 2016	1	48,500
Texas Asset	Texas Markets - Major	January 2016	1	11,600
Connecticut Asset	Connecticut	February 2016	1	19,000
Texas Asset	Texas Markets - Major	March 2016	1	11,600
Florida Assets	Florida Markets - Other	March 2016	3	47,925
Colorado Asset	Denver	April 2016	1	11,350
Texas Asset	Texas Markets - Major	April 2016	1	11,600
Texas Asset	Texas Markets - Major	May 2016	1	10,100
Texas Asset	Texas Markets - Major	May 2016	1	10,800
Illinois Asset	Chicago	May 2016	1	12,350
Illinois Asset	Chicago	May 2016	1	16,000
Massachusetts Asset	Massachusetts	June 2016	1	14,300
Nevada Assets	Las Vegas	July 2016	2	23,200
Arizona Asset	Phoenix	August 2016	1	14,525
Minnesota Asset	Minneapolis	August 2016	1	15,150
Colorado Asset	Denver	August 2016	1	15,600
Texas Asset	Texas Markets - Major	September 2016	1	6,100
Texas Asset	Texas Markets - Major	September 2016	1	5,300
Nevada Asset	Las Vegas	October 2016	1	13,250
North Carolina Asset	Charlotte	November 2016	1	10,600
Arizona Asset	Phoenix	November 2016	1	14,000
Nevada Asset	Las Vegas	December 2016	1	14,900
			28	$ 403,550
2015 Acquisitions:				
Texas Asset	Texas Markets - Major	February 2015	1	$ 7,295
HSRE Assets	Chicago	March 2015	4	27,500
Arizona Asset	Arizona / Las Vegas	March 2015	1	7,900
Tennessee Asset	Tennessee	March 2015	1	6,575
Texas Asset	Texas Markets - Major	April 2015	1	15,795
Florida Asset	Florida Markets - Other	May 2015	1	7,300
Arizona Asset	Arizona / Las Vegas	June 2015	1	10,100
Florida Asset	Florida Markets - Other	June 2015	1	10,500
Texas Asset	Texas Markets - Major	July 2015	1	14,200
Maryland Asset	Baltimore / DC	July 2015	1	17,000
Maryland Asset	Baltimore / DC	July 2015	1	19,200
New York/New Jersey Assets	New York / Northern NJ	August 2015	2	24,823
New Jersey Asset	New York / Northern NJ	December 2015	1	14,350
PSI Assets	Various (see note 4)	December 2015	12	109,824

			29	$	292,362
2015 Dispositions:					
Texas Assets	Texas Markets - Major	October 2015	7	$	28,000
Florida Asset	Florida Markets - Other	October 2015	1		9,800
			8	$	37,800
2014 Acquisitions:					
Connecticut Asset	Connecticut	January 2014	1	$	4,950
Florida Asset	Miami / Ft. Lauderdale	January 2014	1		14,000
Florida Assets	Florida Markets - Other	January 2014	2		14,450
California Asset	Other West	January 2014	1		8,300
Maryland Asset	Baltimore / DC	February 2014	1		15,800
Maryland Asset	Baltimore / DC	February 2014	1		15,500
Arizona Asset	Arizona / Las Vegas	March 2014	1		14,750
Pennsylvania Asset	Philadelphia / Southern NJ	March 2014	1		7,350
Texas Asset	Texas Markets - Major	March 2014	1		8,225
Texas Asset	Texas Markets - Major	April 2014	1		6,450
New York Assets	New York / Northern NJ	April 2014	2		55,000
Florida Asset	Florida Markets - Other	April 2014	1		11,406
Massachusetts Asset	Other Northeast	April 2014	1		11,100
Indiana Asset	Other Midwest	May 2014	1		8,400
Florida Assets	Florida Markets - Other	June 2014	3		35,000
Florida Assets	Florida Markets - Other	July 2014	2		15,800
Massachusetts Asset	Boston	September 2014	1		23,100
Texas Asset	Texas Markets - Major	October 2014	1		7,700
Texas Asset	Texas Markets - Major	October 2014	1		8,500
Texas Asset	Texas Markets - Major	October 2014	1		7,750
HSRE Assets	Various (see note 4)	November 2014	22		195,500
Texas Asset	Texas Markets - Major	December 2014	1		18,650
Florida Assets	Florida Markets - Other	December 2014	3		18,200
New York Asset	New York / Northern NJ	December 2014	1		38,000
Texas Asset	Texas Markets - Major	December 2014	1		4,345
			53	$	568,226

4. INVESTMENT ACTIVITY

2016 Acquisitions

During the year ended December 31, 2016, the Company acquired 28 stores, including three stores upon completion of construction and the issuance of a certificate of occupancy, located throughout the United States for an aggregate purchase price of approximately $403.6 million. In connection with these acquisitions, the Company allocated a portion of the purchase price to the tangible and intangible assets acquired based on fair value. Intangible assets consist of in-place leases, which aggregated $18.8 million at the time of the acquisitions and prior to any amortization of such amounts. The estimated life of these in-place leases was 12 months, and the amortization expense that was recognized during 2016 was approximately $10.5 million. In connection with one of the acquired stores, the Company assumed mortgage debt that was recorded at a fair value of $6.5 million, which fair value includes an outstanding principal balance totaling $6.3 million and a net premium of $0.2 million to reflect the estimated fair value of the debt at the time of assumption.

During the fourth quarter of 2016, the Company received additional information regarding the fair value of each of the assets acquired during the first three quarters of 2016. As a result, the Company has refined its purchase price allocation estimates resulting in an aggregate $14.7 million reclassification from land to buildings and improvements.

As of December 31, 2016, the Company was under contract and had made aggregate deposits of $1.8 million associated with four stores under construction for a total purchase price of $61.1 million. In connection with one of the storess, the Company provided a $4.1 million loan, which was repaid to the Company in full in December 2015, for the purpose of acquiring the premises on which the store will be built. The deposits are reflected in Other assets, net on the Company’s consolidated balance sheets. The purchase of these four stores is expected to occur by the fourth quarter of 2017 after the completion of construction and the issuance of a certificate of occupancy. These acquisitions are subject to due diligence and other customary closing conditions and no assurance can be provided that these acquisitions will be completed on the terms described, or at all.

Development

As of December 31, 2016, the Company had five contracts through joint ventures for the construction of five self-storage properties located in New York (see note 12). As part of the PSI Assets discussed below, the Company also acquired a self-storage property that is under construction in North Palm Beach, FL. Additionally, during the second quarter of 2016, the Company issued 61,224 OP Units, valued at approximately $1.5 million, to pay the remaining consideration on its store that is under construction in Washington, D.C. and was previously owned by a

joint venture. Construction for all projects is expected to be completed by the fourth quarter of 2018. As of December 31, 2016, development costs for these projects totaled $181.0 million. Total construction costs for these projects is expected to be $312.7 million. These costs are capitalized to construction in progress while the projects are under development and are reflected in Storage properties on the Company's consolidated balance sheets.

The Company has completed the construction and opened for operation the following stores since January 1, 2014. The costs associated with the construction of these stores are capitalized to land, building, and improvements as well as equipment and are reflected in Storage properties on the Company's consolidated balance sheets.

Store Location	Number of Stores	Date Opened	CubeSmart Ownership Interest	Total Construction Costs (in thousands)
Bronx, NY (1) (2)	1	Q2 2016	100%	$ 32,200
Queens, NY (1)	1	Q1 2016	100%	31,800
Brooklyn, NY	1	Q4 2015	90%	14,800
Queens, NY	1	Q4 2015	90%	17,400
Arlington, VA	1	Q2 2015	90%	17,100
Bronx, NY (2)	1	Q1 2014	100%	17,200
Malvern, PA (3)	1	Q1 2014	100%	25,100
	7			$ 155,600

(1) These stores were previously owned through two separate consolidated joint ventures, of which the Company owned a 51% interest in each. On April 5, 2016, the noncontrolling member in the venture that owned the Queens, NY store put its 49% interest in the venture to the Company for $12.5 million. On August 12, 2016, the noncontrolling member in the venture that owned the Bronx, NY store put its 49% interest in the venture to the Company for $17.0 million.

(2) These stores are subject to ground leases.

(3) During the fourth quarter of 2013, the Company completed the construction of the portion of a mixed-use property comprised of office space and relocated its corporate headquarters. During the first quarter of 2014, construction was completed on the portion of the building comprised of rentable storage space and the store opened for operation.

2015 Acquisitions

On December 15, 2015, the Company acquired all of the issued and outstanding uncertificated shares of common stock of a privately held self-storage REIT ("PSI") for $115.8 million. As of the date of the acquisition, PSI owned real property consisting of 12 fully operational self-storage properties which were acquired for $109.8 million, and one self-storage property that is under construction, which was acquired for $6.0 million (the "PSI Assets"). The PSI Assets are located in Arizona, Florida, Georgia, Massachusetts, New York, North Carolina, Tennessee, and Texas. In connection with this acquisition, the Company allocated a portion of the purchase price to the intangible value of in-place leases, which aggregated to $6.7 million at the time of the acquisition and prior to any amortization of such amounts. The estimated life of these in-place leases was 12 months, and the amortization expense that was recognized during the years ended December 31, 2016 and 2015 was approximately $6.1 million and $0.6 million, respectively.

During 2014, the Operating Partnership entered into an Agreement for Purchase and Sale with certain limited liability companies controlled by HSRE REIT I and HSRE REIT II, both Maryland real estate investment trusts, to acquire (the "HSRE Acquisition") 26 self-storage properties for an aggregate purchase price of $223.0 million plus customary closing costs. During 2014, the Company closed on the first tranche of 22 stores comprising the HSRE Acquisition, for an aggregate purchase price of $195.5 million. On March 18, 2015, the Company closed on the second tranche of the remaining four stores comprising the HSRE Acquisition, for an aggregate purchase price of $27.5 million. The four stores purchased in the second tranche are located in Illinois. In connection with this acquisition, the Company allocated a portion of the purchase price to the intangible value of in-place leases, which aggregated to $2.7 million at the time of the acquisition and prior to any amortization of such amounts. The estimated life of these in-place leases was 12 months, and the amortization expense that was recognized during the years ended December 31, 2016 and 2015 was approximately $0.7 million and $2.0 million, respectively.

During the year ended December 31, 2015, the Company acquired 13 additional self-storage properties, including one store upon completion of construction and the issuance of a certificate of occupancy, located throughout the United States for an aggregate purchase price of approximately $155.0 million. In connection with these acquisitions, the Company allocated a portion of the purchase price to the tangible and intangible assets acquired based on fair value. Intangible assets consist of in-place leases, which aggregated $10.7 million at the time of the acquisitions and prior to any amortization of such amounts. The estimated life of these in-place leases was 12 months, and the amortization expense that was recognized during the years ended December 31, 2016 and 2015 was approximately $6.0 million and $4.7 million, respectively. In connection with one of the acquired stores, the Company assumed mortgage debt that was recorded at a fair value of $2.7 million, which fair value includes an outstanding principal balance totaling $2.5 million and a net premium of $0.2 million to reflect the estimated fair value of the debt at the time of assumption.

2015 Dispositions

On October 8, 2015, the Company sold seven stores in Texas and one store in Florida for an aggregate sales price of approximately $37.8 million. In connection with these sales, the Company recorded gains that totaled $14.4 million. The proceeds from these sales were held in escrow to fund future acquisitions under a tax free like kind exchange. The total net proceeds of $36.4 million were subsequently applied to three separate acquisitions, of which one closed in December 2015 and two closed in Janaury 2016.

On October 2, 2015, USIFB, a consolidated real estate joint venture in which the Company owned a 97% interest, sold its remaining asset in London, England, for an aggregate sales price of £6.5 million (approximately $9.9 million). In connection with the sale, the Company recorded a gain of $3.0 million net of a foreign currency translation loss of $1.2 million.

2014 Acquisitions

On August 25, 2014, the Operating Partnership entered into an Agreement for Purchase and Sale with certain limited liability companies controlled by HSRE REIT I and HSRE REIT II, each Maryland real estate investment trusts, to acquire (the "HSRE Acquisition") 26 self-storage properties for an aggregate purchase price of $223.0 million plus customary closing costs. On November 3, 2014, the Company closed on the first tranche of 22 stores comprising the HSRE Acquisition, for an aggregate purchase price of $195.5 million. The 22 stores purchased are located in California, Florida, Illinois, Nevada, New York, Ohio, and Rhode Island. In connection with this acquisition, the Company allocated a portion of the purchase price to the intangible value of in-place leases, which aggregated $14.5 million at the time of the acquisition and prior to any amortization of such amounts. The estimated life of these in-place leases was 12 months and the

amortization expense that was recognized during the years ended December 31, 2015 and 2014 was approximately $12.1 million and $2.4 million, respectively.

During 2014, the Company acquired an additional 31 self-storage properties located throughout the United States for an aggregate purchase price of approximately $372.7 million. In connection with these acquisitions, the Company allocated a portion of the purchase price to the intangible value of in-place leases, which aggregated $23.8 million at the time of such acquisitions and prior to any amortization of such amounts. The estimated life of these in-place leases was 12 months, and the amortization expense that was recognized during the years ended December 31, 2015 and 2014 was approximately $10.4 million and $13.4 million, respectively. In connection with four of the acquired stores, the Company assumed mortgage debt and recorded the debt at a fair value of $27.5 million, which included an outstanding principal balance totaling $26.0 million and a net premium of $1.5 million to reflect the estimated fair value of the debt at the time of assumption.

2014 Disposition

On June 30, 2014, the Company sold one asset in London, England owned by USIFB, for an aggregate sales price of £4.1 million (approximately $7.0 million). The Company received net proceeds of $7.0 million, a portion of which were used to repay the loan the Company made to USIFB, and recorded a gain of $0.5 million as a result of the transaction.

The following table summarizes the Company's results of operations of the 2016, 2015, and 2014 acquisitions from the respective acquisition dates in the year they were acquired, included in the consolidated statements of operations for the years ended December 31, 2016, 2015, and 2014:

	Year ended December 31,		
	2016	2015	2014
	(in thousands)		
Total revenue	$ 15,270	$ 9,110	$ 21,156
Net loss	(9,804)	(6,563)	(12,350)

5. INVESTMENT IN UNCONSOLIDATED REAL ESTATE VENTURES

CUBE HHF Northeast Venture LLC ("HHFNE")

On December 15, 2016, the Company invested a 10% ownership interest in a newly-formed joint venture that acquired 13 self-storage properties located in Connecticut (3), Massachusetts (6), Rhode Island (2), and Vermont (2). HHFNE paid $87.5 million for these stores, of which $6.0 million was allocated to the value of the in-place lease intangible. The acquisition was funded primarily through an advance totaling $44.5 million on the venture’s loan facility. The remainder of the purchase price was contributed pro-rata by the Company and its unaffiliated joint venture partner. The Company’s total contribution to HHFNE related to this portfolio acquisition was $3.8 million. The loan bears interest at LIBOR plus 1.90% and matures on December 15, 2019 with options to extend the maturity date through December 15, 2021, subject to satisfaction of certain conditions and payment of the extension fees as stipulated in the loan agreement.

191 III CUBE LLC (“HVP”)

During the fourth quarter of 2015, the Company invested a 10% ownership interest in a newly-formed joint venture that agreed to acquire a property portfolio comprised of 37 self-storage properties located in Michigan (17), Tennessee (10), Massachusetts (7), and Florida (3). HVP paid $242.5 million for these 37 stores, of which $18.9 million was allocated to the value of the in-place lease intangible. HVP acquired 30 of the stores on December 8, 2015 for $193.7 million, one of the stores on January 26, 2016 for $5.7 million, five of the stores on April 21, 2016 for $36.1 million, and one store on June 15, 2016 for $7.0 million. In connection with six of the acquired stores, HVP assumed mortgage debt that was recorded at a fair value of $25.3 million, which includes an outstanding principal balance totaling $23.7 million and a net premium of $1.6 million to reflect the estimated fair value of the debt at the time of assumption. The remainder of the purchase price was funded through advances totaling $116.0 million on the venture’s $122.0 million loan facility and amounts contributed pro-rata by the Company and its unaffiliated joint venture partner. The Company’s total contribution to HVP related to this portfolio acquisition was $10.7 million. The loan facility bears interest at LIBOR plus 2.00% per annum and matures on December 7, 2018 with options to extend the maturity date through December 7, 2020, subject to satisfaction of certain conditions and payment of the extension fees as stipulated in the loan agreement.

During the first quarter of 2016, HVP agreed to acquire a portfolio comprised of 31 self-storage properties located in South Carolina (22), Georgia (5), and North Carolina (4) that were previously managed by the Company. HVP paid $115.5 million for these 31 stores, of which $10.6 million was allocated to the value of the in-place lease intangible. HVP acquired 30 of the stores on March 30, 2016 for $112.8 million and one of the stores on November 29, 2016 for $2.7 million. In conjunction with the acquisitions, HVP refinanced its existing loan facility by entering into an increased amended and restated loan facility not to exceed $185.5 million. The acquisitions were funded primarily through advances totaling $63.5 million on the venture's amended and restated loan facility. The remainder of the purchase price was contributed pro-rata by the Company and its unaffiliated joint venture partner. The Company's total contribution to HVP related to this portfolio acquisition was $5.4 million, bringing its total investment in HVP to $16.1 million as of December 31, 2016. The amended and restated loan facility bears interest at LIBOR plus 2.00% per annum. The initial maturity date was extended to March 30, 2019 with options to extend through March 30, 2021, subject to satisfaction of certain conditions and payment of the extension fees as stipulated in the amended and restated loan agreement.

CUBE HHF Limited Partnership ("HHF")

On December 10, 2013, the Company invested a 50% ownership interest in a newly-formed joint venture that acquired 35 self-storage properties located in Texas (34) and North Carolina (1). HHF paid $315.7 million for these stores, of which $12.1 million was allocated to the value of the in-place lease intangible. The Company and the unaffiliated joint venture partner, collectively the "HHF Partners," each contributed cash equal to 50% of the capital required to fund the acquisition. On May 1, 2014, HHF obtained a $100.0 million loan secured by the 34 self-storage properties located in Texas that are owned by the venture. There is no recourse to the Company, subject to customary exceptions to non-recourse provisions. The loan bears interest at 3.59% per annum and matures on April 30, 2021. This financing completed the planned capital structure of HHF and proceeds (net of closing costs) of $99.2 million were distributed proportionately to the partners.

Based upon the facts and circumstances at formation of HHFNE, HVP, and HHF (the "Ventures"), the Company determined that the Ventures are not VIEs in accordance with the accounting standard for the consolidation of VIEs. As a result, the Company used the voting interest model under the accounting standard for consolidation in order to determine whether to consolidate the Ventures. Based upon each member's substantive participating rights over the activities of each entity as stipulated in the operating agreements, the Ventures are not consolidated by the Company and are accounted for under the equity method of accounting. The Company's investments in the Ventures are included in Investment in real estate ventures, at equity on the Company's consolidated balance sheets and the Company's earnings from its investments in the Ventures are presented in Equity in losses of real estate ventures on the Company's consolidated statements of operations.

The amounts reflected in the following table are based on the historical financial information of the Ventures. The following is a summary of the financial position of the Ventures as of December 31, 2016 and 2015 (in thousands):

	December 31, 2016	December 31, 2015
Assets		
Storage properties, net	$ 667,975	$ 456,452
Other assets	17,003	17,536
Total assets	$ 684,978	$ 473,988
Liabilities and equity		
Other liabilities	$ 6,516	$ 4,470
Debt	345,631	210,525
Equity		
CubeSmart	98,682	97,281
Joint venture partners	234,149	161,712
Total liabilities and equity	$ 684,978	$ 473,988

The following is a summary of results of operations of the Ventures for the years ended December 31, 2016, 2015 and 2014 (in thousands):

	Year ended December 31,		
	2016	2015	2014
Total revenues	$ 64,931	$ 31,249	$ 26,852
Operating expenses	29,900	15,042	11,754
Interest expense, net	9,432	3,846	2,522
Depreciation and amortization	53,701	16,214	25,086
Net loss	(28,102)	(3,853)	(12,510)
Company's share of net loss	(2,662)	(411)	(6,255)

The results of operations above include the periods from December 15, 2016 (date of acquisition) through December 31, 2016 for HHFNE and December 8, 2015 (date of acquisition) through December 31, 2016 for HVP.

6. UNSECURED SENIOR NOTES

The Company's unsecured senior notes are summarized as follows (collectively referred to as the "Senior Notes"):

Unsecured Senior Notes	December 31, 2016	December 31, 2015	Effective Interest Rate	Issuance Date	Maturity Date
	(in thousands)				
	$ 250,000	$ 250,000	4.82 %	Jun-12	Jul-22

$250M 4.800% Guaranteed Notes due 2022						
$250M 4.375% Guaranteed Notes due 2023	250,000	250,000	4.50	%	Dec-13	Dec-23
$250M 4.000% Guaranteed Notes due 2025	250,000	250,000	4.03	%	Oct-15	Nov-25
$300M 3.125% Guaranteed Notes due 2026	300,000	—	3.18	%	Aug-16	Sep-26
Principal balance outstanding	1,050,000	750,000				
Less: Discount on issuance of unsecured senior notes, net	(3,971)	(2,888)				
Less: Loan procurement costs, net	(6,953)	(5,208)				
Total unsecured senior notes, net	$ 1,039,076	$ 741,904				

The indenture under which the Senior Notes were issued restricts the ability of the Operating Partnership and its subsidiaries to incur debt unless the Operating Partnership and its consolidated subsidiaries comply with a leverage ratio not to exceed 60% and an interest coverage ratio of more than 1.5:1 after giving effect to the incurrence of the debt. The indenture also restricts the ability of the Operating Partnership and its subsidiaries to incur secured debt unless the Operating Partnership and its consolidated subsidiaries comply with a secured debt leverage ratio not to exceed 40% after giving effect to the incurrence of the debt. The indenture also contains other financial and customary covenants, including a covenant not to own unencumbered assets with a value less than 150% of the unsecured indebtedness of the Operating Partnership and its consolidated subsidiaries. As of and for the year ended December 31, 2016, the Operating Partnership was in compliance with all of the financial covenants under the Senior Notes.

7. REVOLVING CREDIT FACILITY AND UNSECURED TERM LOANS

On June 20, 2011, the Company entered into an unsecured term loan agreement (the "Term Loan Facility") which consisted of a $100.0 million term loan with a five-year maturity ("Term Loan A") and a $100.0 million term loan with a seven-year maturity ("Term Loan B"). On December 9, 2011, the Company entered into a credit facility (the "Credit Facility") comprised of a $100.0 million unsecured term loan maturing in December 2014 ("Term Loan C"); a $200.0 million unsecured term loan maturing in March 2017 ("Term Loan D"); and a $300.0 million unsecured revolving facility maturing in December 2015 ("Revolver").

On June 18, 2013, the Company amended both the Term Loan Facility and Credit Facility. With respect to the Term

Loan Facility, among other things, the amendment extended the maturity date to June 2018 and decreased the pricing of Term Loan A, while Term Loan B remained unchanged by the amendment. With respect to the Credit Facility, among other things, the amendment extended the maturity date to January 2019 and decreased the pricing of Term Loan D. On August 5, 2014, the Company further amended the Term Loan Facility to extend the maturity date to January 2020 and decrease the pricing of Term Loan B. On December 17, 2013, the Company repaid the $100.0 million balance under Term Loan C that was scheduled to mature in December 2014.

Pricing on the Term Loan Facility depends on the Company's unsecured debt credit ratings. At the Company's current Baa2/BBB level, amounts drawn under Term Loan A are priced at 1.30% over LIBOR, while amounts drawn under Term Loan B are priced at 1.15% over LIBOR.

On April 22, 2015, the Company further amended the Credit Facility with respect to the Revolver. Among other things, the amendment increased the aggregate amount of the Revolver from $300.0 million to $500.0 million, decreased the facility fee from 0.20% to 0.15%, and extended the maturity date from June 18, 2017 to April 22, 2020.

Pricing on the Credit Facility depends on the Company's unsecured debt credit ratings. At the Company's current Baa2/BBB level, amounts drawn under the Revolver are priced at 1.25% over LIBOR, inclusive of a facility fee of 0.15%, while amounts drawn under Term Loan D are priced at 1.30% over LIBOR.

The Company incurred costs of $2.3 million in 2015 in connection with amending the Credit Facility and capitalized such costs as a component of loan procurement costs, net of amortization on the consolidated balance sheet. Additionally, in connection with the amendment, $0.1 million of unamortized costs were written-off. All remaining unamortized costs, along with costs incurred in connection with the amendment, are amortized as an adjustment to interest expense over the remaining term of the modified facilities.

During the first quarter of 2016, the Company adopted ASU 2015-03, Simplifying the Presentation of Debt Issuance Costs, which requires the Company to reclassify debt financing costs, which were previously included in loan procurement costs, net of amortization on the Company's consolidated balance sheets, and present them as a direct deduction from the carrying amount of the related debt liability. As of December 31, 2016 and 2015, unsecured term loans are presented net of unamortized loan procurement costs of $1.3 million and $1.8 million, respectively, on the Company's consolidated balance sheets. Deferred financing costs associated with the Revolver remain in loan procurement costs, net of amortization on the Company's consolidated balance sheets.

As of December 31, 2016, $200.0 million of unsecured term loan borrowings were outstanding under the Term Loan Facility, $200.0 million of unsecured term loan borrowings were outstanding under the Credit Facility, and $456.0 million was available for borrowing under the unsecured revolving portion of the Credit Facility. The available balance under the unsecured revolving portion of the Credit Facility is reduced by an outstanding letter of credit of $0.7 million. In connection with a portion of the unsecured borrowings, the Company had interest rate swaps as of December 31, 2016 that fix 30-day LIBOR (see note 10). As of December 31, 2016, borrowings under the Credit Facility and Term Loan Facility, as amended and after giving effect to the interest rate swaps, had an effective weighted average interest rate of 2.67%.

The Term Loan Facility and the term loan under the Credit Facility were fully drawn as of December 31, 2016 and no further borrowings may be made under the term loans. Our ability to borrow under the revolving portion of the Credit Facility is subject to ongoing compliance with certain financial covenants which include:

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

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

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

Further, under the Credit Facility and Term Loan Facility, the Company is restricted from paying distributions on the Parent Company's common shares in excess of the greater of (i) 95% of funds from operations, and (ii) such amount as may be necessary to maintain the Parent Company's REIT status.

As of December 31, 2016, the Company was in compliance with all of its financial covenants and it anticipates being in compliance with all of its financial covenants through the terms of the Credit Facility and Term Loan Facility.

8. MORTGAGE LOANS AND NOTES PAYABLE

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

Mortgage Loans and Notes Payable	Carrying Value as of: December 31, 2016	December 31, 2015	Effective Interest Rate		Maturity Date
	(in thousands)				
YSI 59	$ —	$ 9,012	4.82	%	Mar-16
YSI 60	—	3,546	5.04	%	Aug-16
YSI 51	—	6,984	5.15	%	Sep-16
YSI 64	—	7,781	3.54	%	Oct-16
YSI 62	—	7,835	3.54	%	Dec-16
YSI 67	6,216	—	2.55	%	Mar-17
YSI 33	9,860	10,154	6.42	%	Jul-19
YSI 26	8,423	8,606	4.56	%	Nov-20
YSI 57	2,957	3,021	4.61	%	Nov-20
YSI 55	22,952	23,369	4.85	%	Jun-21
YSI 24	26,464	27,185	4.64	%	Jun-21
YSI 65	2,457	2,500	3.85	%	Jun-23
YSI 66	32,257	—	3.51	%	Jun-23
Principal balance outstanding	111,586	109,993			
Plus: Unamortized fair value adjustment	3,742	2,219			
Less: Loan procurement costs, net	(710)	(757)			
Total mortgage loans and notes payable, net	$ 114,618	$ 111,455			

As of December 31, 2016 and 2015, the Company's mortgage loans payable were secured by certain of its self-storage properties with net book values of approximately $233.1 million and $195.4 million, respectively. The following table represents the future principal payment requirements on the outstanding mortgage loans and notes payable as of December 31, 2016 (in thousands):

2017	$ 8,576
2018	2,490
2019	11,485
2020	12,616
2021	44,873
2022 and thereafter	31,546
Total mortgage payments	111,586
Plus: Unamortized fair value adjustment	3,742
Less: Loan procurement costs, net	(710)
Total mortgage loans and notes payable, net	$ 114,618

9. ACCUMULATED OTHER COMPREHENSIVE LOSS

The following table summarizes the changes in accumulated other comprehensive loss by component for the year ended December 31, 2016 (in thousands):

	Unrealized losses on interest rate swaps	
Other comprehensive loss before reclassifications	$ (1,231)	
Amounts reclassified from accumulated other comprehensive loss	4,359	(a)
Net current-period other comprehensive income	3,128	
Balance at December 31, 2015	(4,978)	
Balance at December 31, 2016	$ (1,850)	

(a) See note 10 for additional information about the effects of the amounts reclassified.

10. RISK MANAGEMENT AND USE OF FINANCIAL INSTRUMENTS

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

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

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

The following table summarizes the terms and fair values of the Company's derivative financial instruments as of December 31, 2016 and December 31, 2015, respectively (in thousands):

Hedge Product	Hedge Type (a)	Notional Amount December 31, 2016	Notional Amount December 31, 2015	Strike	Effective Date	Maturity	Fair Value December 31, 2016	Fair Value December 31, 2015
Swap	Cash flow	$ —	$ 40,000	1.8025 %	6/20/2011	6/20/2016	$ —	$ (243)
Swap	Cash flow	—	40,000	1.8025 %	6/20/2011	6/20/2016	—	(243)
Swap	Cash flow	—	20,000	1.8025 %	6/20/2011	6/20/2016	—	(122)
Swap	Cash flow	75,000	75,000	1.3360 %	12/30/2011	3/31/2017	(103)	(540)
Swap	Cash flow	50,000	50,000	1.3360 %	12/30/2011	3/31/2017	(69)	(360)
Swap	Cash flow	50,000	50,000	1.3360 %	12/30/2011	3/31/2017	(69)	(360)
Swap	Cash flow	25,000	25,000	1.3375 %	12/30/2011	3/31/2017	(34)	(180)
Swap	Cash flow	40,000	40,000	2.4590 %	6/20/2011	6/20/2018	(797)	(1,350)
Swap	Cash flow	40,000	40,000	2.4725 %	6/20/2011	6/20/2018	(804)	(1,364)
Swap	Cash flow	20,000	20,000	2.4750 %	6/20/2011	6/20/2018	(404)	(683)
		$ 300,000	$ 400,000				$ (2,280)	$ (5,445)

(a) Hedging unsecured variable rate debt by fixing 30-day LIBOR.

The Company measures its derivative instruments at fair value and records them in the balance sheet as either an asset or liability. As of December 31, 2016 and 2015, all derivative instruments were included in accounts payable, accrued expenses, and other liabilities in the accompanying consolidated balance sheets. The effective portions of changes in the fair value of the derivatives are reported in accumulated other comprehensive income (loss). Amounts reported in accumulated other comprehensive income (loss) related to derivatives will be reclassified to interest expense as interest payments are made on the Company's variable-rate debt. The change in unrealized losses on interest rate swaps reflects a reclassification of $4.4 million of unrealized losses from accumulated other comprehensive loss as an increase to interest expense during 2016. The Company estimates that $1.8 million will be reclassified as an increase to interest expense in 2017.

11. FAIR VALUE MEASUREMENTS

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

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

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

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

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

Financial assets and liabilities carried at fair value as of December 31, 2016 are classified in the table below in one of the three categories described above (dollars in thousands):

	Level 1	Level 2	Level 3
Interest rate swap derivative liabilities	$ —	$ 2,280	$ —
Total liabilities at fair value	$ —	$ 2,280	$ —

Financial assets and liabilities carried at fair value as of December 31, 2015 are classified in the table below in one of the three categories described above (dollars in thousands):

	Level 1	Level 2	Level 3
Interest Rate Swap Derivative Liabilities	$ —	$ 5,445	$ —
Total liabilities at fair value	$ —	$ 5,445	$ —

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

· Interest rate swap derivative assets and liabilities — valued using LIBOR yield curves at the reporting date. Counterparties to these contracts are most often highly rated financial institutions, none of which experienced any significant downgrades in 2016 that would reduce the amount owed by the Company. 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 the Company's derivatives utilize Level 3 inputs, such as estimates of current credit spreads, to evaluate the likelihood of default by

the Company and the counterparties. However, as of December 31, 2016, the Company has assessed the significance of the effect 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 fair values of financial instruments, including cash and cash equivalents, accounts receivable and accounts payable approximate their respective carrying values as of December 31, 2016 and 2015. The aggregate carrying value and estimated fair value of the Company's debt was $1.6 billion and $1.3 billion as of December 31, 2016 and 2015, respectively. These estimates were based on a discounted cash flow analysis assuming market interest rates for comparable obligations as of December 31, 2016 and 2015. The Company estimates the fair value of its fixed rate debt and the credit spreads over variable market rates on its variable rate debt by discounting the future cash flows of each instrument at estimated market rates or credit spreads consistent with the maturity of the debt obligation with similar credit policies, which is classified within level 2 of the fair value hierarchy. Rates and credit spreads take into consideration general market conditions and maturity.

12. NONCONTROLLING INTERESTS

Interests in Consolidated Real Estate Joint Ventures

Noncontrolling interests in subsidiaries represent the ownership interests of third parties in the Company's consolidated real estate ventures. The Company has determined that these ventures are variable interest entities, and that the Company is the primary beneficiary. Accordingly, the Company consolidates the assets, liabilities, and results of operations of the real estate ventures in the table below (dollars in thousands):

Development Ventures	Number of Stores	Location	Date Opened / Estimated Opening	CubeSmart Ownership Interest	December 31, 2016 Total Assets	Total Liabilities
2225 46th St, LLC ("46th St") (1)	1	Queens, NY	Q4 2018 (est.)	51%	$ 15,328	$ 1,859
CS SJM E 92nd Street, LLC ("92nd St")	1	New York, NY	Q2 2018 (est.)	90%	452	315
2880 Exterior St, LLC ("Exterior St") (1)	1	Bronx, NY	Q2 2018 (est.)	51%	35,010	14,875
	1			51%	23,814	12,475

3068 Cropsey Avenue, LLC ("Cropsey Ave") (1)		Brooklyn, NY	Q4 2017 (est.)				
444 55th Street Holdings, LLC ("55th St") (2)	1	New York, NY	Q3 2017 (est.)	90%		81,100	35,819
CS SNL New York Ave, LLC ("SNL I") (3)	1	Brooklyn, NY	Q4 2015	90%		14,135	9,897
186 Jamaica Avenue, LLC ("SNL II") (3)	1	Brooklyn, NY	Q4 2015	90%		17,959	12,316
Shirlington Rd, LLC ("SRLLC") (3)	1	Arlington, VA	Q2 2015	90%		16,303	12,886
	8					$ 204,101	$ 100,442

(1) The noncontrolling members of 46th St, Exterior St, and Cropsey Ave have the option to put their ownership interest in the ventures to the Company for $14.2 million, $37.8 million, and $20.4 million, respectively, within the one-year period after construction of each store is substantially complete. Additionally, the Company has a one-year option to call the ownership interest of the noncontrolling members of 46th St, Exterior St, and Cropsey Ave for $14.2 million, $37.8 million, and $20.4 million, respectively, beginning on the second anniversary of the respective store's construction being substantially complete. The Company is accreting the respective liabilities during the development periods and, as of December 31, 2016, has accrued $1.8 million, $14.7 million, and $11.3 million related to 46th St, Exterior St, and Cropsey Ave, respectively.

(2) In connection with the acquired property, 55th St assumed mortgage debt that was recorded at a fair value of $35.0 million, which fair value includes an outstanding principal balance totaling $32.5 million and a net premium of $2.5 million to reflect the estimated fair value of the debt at the time of assumption. The loan accrues interest at a fixed rate of 4.68%, matures on June 7, 2023, and is fully guaranteed by the Company.

(3) The Company has a related party commitment to these ventures to fund all or a portion of the construction costs. As of December 31, 2016, the Company has provided $9.7 million of a total $9.8 million loan commitment to SNL I, $12.2 million of a total $12.8 million loan commitment to SNL II, and $12.8 million of a total $14.6 million loan commitment to SRLLC, which are included in the total liability amounts within the table above. These loans and related interest were eliminated during consolidation.

USIFB was formed to own, operate, acquire, and develop self-storage properties in England. The Company owned a 97% interest in USIFB through a wholly-owned subsidiary, and USIFB commenced operations at two stores in London, England during 2008. The Company determined that USIFB is a variable interest entity, and that the Company is the primary beneficiary. Accordingly, the Company consolidates the assets, liabilities, and results of operations of USIFB. On December 31, 2013 the Company provided a $6.8

million (£4.1 million) loan secured by a mortgage on real estate assets of USIFB. On June 30, 2014, one of the assets was sold for net proceeds of $7.0 million and the loan was repaid with proceeds from the sale. The loan and any related interest were eliminated during consolidation. On October 2, 2015, USIFB sold its remaining asset in London, England, for an aggregate sales price of £6.5 million (approximately $9.9 million). In connection with the sale, the Company recorded a gain of $3.0 million net of a foreign currency translation loss of $1.2 million.

Operating Partnership Ownership

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

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

Approximately 1.1% and 1.2% of the outstanding OP Units as of December 31, 2016 and December 31, 2015, respectively, were not owned by CubeSmart, the sole general partner. The interests in the Operating Partnership represented by these OP Units were a component of the consideration that the Operating Partnership paid to acquire certain self-storage properties. The holders of the OP Units are limited partners in the Operating Partnership and have the right to require CubeSmart to redeem all or part of their OP Units for, at the general partner’s option, an equivalent number of common shares of CubeSmart or cash based upon the fair value of an equivalent number of common shares of CubeSmart. However, the partnership agreement contains certain provisions that could result in a cash settlement outside the control of CubeSmart and the Operating Partnership, as CubeSmart does not have the ability to settle in unregistered shares. Accordingly, consistent with the guidance, the Operating Partnership records the OP Units owned by third parties outside of permanent capital in the consolidated balance sheets. Net income or loss related to the OP Units owned by third parties is excluded from net income or loss attributable to Operating Partner in the consolidated statements of operations.

On May 14, 2015, the Company closed on the acquisition of real property that will be developed into a self-storage property in Washington, D.C. In conjunction with the closing, the Company issued 20,408 OP Units, valued at approximately $0.5 million to pay a portion of the consideration. On April 16, 2016, upon completion of certain milestones, the Company issued 61,224 additional OP Units, valued at approximately $1.5 million, to pay the

remaining consideration. The store is expected to commence operations during the first quarter of 2017.

As of December 31, 2016 and 2015, 2,032,394 and 2,159,650 OP Units, respectively, were held by third parties. The per unit cash redemption amount of the outstanding OP Units was calculated based upon the average of the closing prices of the common shares of CubeSmart on the New York Stock Exchange for the final 10 trading days of the year. Based on the Company's evaluation of the redemption value of the redeemable noncontrolling interests, the Company has reflected these interests at their redemption value as of December 31, 2016 and 2015, as the estimated redemption value exceeded their carrying value. As of December 31, 2016, the Operating Partnership recorded a decrease to OP units owned by third partieis and a corresponding increase to capital of $7.4 million. As of December 31, 2015, the Operating Partnership recorded an increase to OP Units owned by third parties and a corresponding decrease to capital of $19.6 million.

13. RELATED PARTY TRANSACTIONS

Affiliated Real Estate Investments

The Company provides management services to certain joint ventures and other related parties. Management agreements provide generally for management fees of between 5-6% of total revenues earned on a cash basis at the managed stores. Total management fees for unconsolidated joint ventures or other entities in which the Company held an ownership interest for the years ending December 31, 2016, 2015 and 2014 were $2.9 million, $1.0 million and $0.9 million, respectively.

The management agreements for certain joint ventures, other related parties and third-party stores provide for the reimbursement to the Company for certain expenses incurred to manage the stores. These amounts consist of amounts due for management fees, payroll and other store expenses. The amounts due to the Company were $3.3 million and $1.9 million as of December 31, 2016 and 2015, respectively. Additionally, as discussed in note 12 the Company has outstanding mortgage loans receivable from consolidated joint ventures of $34.7 million and $29.6 million as of December 31, 2016 and 2015, respectively, which are eliminated for consolidation purposes. The Company believes that all of these related-party receivables are fully collectible.

The HVP operating agreement provides for an acquisition fee payable from HVP to the Company in an amount equal to 0.5% of the purchase price upon closing of an acquisition by HVP or any of its subsidiaries. During the year ended December 31, 2016, the Company recognized $1.8 million in acquisition fees in conjunction with HVP's acquisition of 68 self storage properties, which are included in Other income on the consolidated statement of operations. The Company did not recognize any acquisition fees from HVP during the years ended December 31, 2015 and 2014.

14. COMMITMENTS AND CONTINGENCIES

The Company currently owns seven operating self-storage properties and one self-storage property currently under development that are subject to ground leases, and two other operating self-storage properties that have portions of land that are subject to ground leases. The Company recorded ground rent expense of approximately $2.7 million, $2.4 million, and $2.0 million for the years ended December 31, 2016, 2015 and 2014, respectively. Total future minimum rental payments under non-cancelable ground leases are as follows:

	Ground Lease Amount (in thousands)
2017	$ 2,137
2018	2,355
2019	2,365
2020	2,430
2021	2,476
2022 and thereafter	112,313
	$ 124,076

The Company has development agreements for the construction of seven new self-storage properties (see note 4), which will require payments of approximately $79.7 million, due in installments upon completion of certain construction milestones, during 2017 and 2018.

On July 13, 2015, a putative class action was filed against the Company in the Federal District Court of New Jersey seeking to obtain declaratory, injunctive and monetary relief for a class of New Jersey consumers based upon alleged violations by the Company of the New Jersey Truth in Customer Contract, Warranty and Notice Act and the New Jersey Consumer Fraud Act. The Company brought a motion to partially dismiss the complaint for failure to state a claim, which motion was granted in part and denied in part. The plaintiff has moved to file an amended complaint to re-allege the action dismissed by the Court, which motion is presently pending decision. The Company intends to vigorously defend the action, and the possibility of any adverse outcome cannot be determined at this time.

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

15. SHARE-BASED COMPENSATION PLANS

On June 1, 2016 the Company's shareholders approved an amendment and restatement of the Company's 2007 Equity Incentive Plan, a share-based employee compensation plan originally approved by shareholders on May 8, 2007 and subsequently amended with shareholder approval on June 2, 2010 (as amended and restated, the "2007 Plan"). The purpose of the 2007 Plan is to attract and retain highly qualified executive officers, Trustees and key employees and other persons and to motivate such officers, Trustees, key employees, and other persons to serve the Company and its affiliates to expend maximum effort to improve the business results and earnings of the Company, by providing to such persons an opportunity to acquire or increase a direct proprietary interest in the operations and future success of the Company. To this end, the 2007 Plan provides for the grant of share options, share appreciation rights, restricted shares, restricted share units, performance awards, which may be denominated in cash or shares, included restricted shares and restricted share units, and other share-based awards, including unrestricted common shares or awards denominated or payable in, or valued in whole or part by reference to, common shares. Any of these awards may, but need not, be made as performance incentives to reward attainment of

annual or long-term performance goals. Share options granted under the 2007 Plan may be non-qualified share options or incentive share options.

Upon shareholder approval of the amendment and restatement of the 2007 Plan in June 2016, 4,500,000 additional common shares were made available for award under the 2007 Plan. As a result, these 4,500,000 additional shares, together with the 991,117 shares that remained available for future awards under the 2007 Plan at the time of the shareholder approval, plus any common shares that are restored to availability upon expiration or forfeiture of outstanding options or restricted share awards, would constitute the "Aggregate Share Reserve". As of December 31, 2016: (i) 5,471,377 common shares remained available for future awards under the 2007 Plan; (ii) 498,228 unvested restricted share awards were outstanding under the 2007 Plan; and (iii) 1,934,255 common shares were subject to outstanding options under the 2007 Plan (with the outstanding options having a weighted average exercise price of $12.93 per share and a weighted average term to maturity of 4.84 years).

Prior to the June 2016 amendments, the 2007 Plan used a "Fungible Units" methodology for computing the maximum number of common shares available for issuance under the 2007 Plan. The Fungible Units methodology assigned weighted values to different types of awards under the 2007 Plan without assigning specific numerical limits for different types of awards. As amended in June 2016, the 2007 Plan provides that any common shares made the subject of awards under the 2007 Plan will count against the Aggregate Share Reserve as one (1) unit. The Aggregate Share Reserve and the computation of the number of common shares available for issuance is subject to adjustment upon certain corporate transactions or events, including share splits, reverse share splits and recapitalizations. The number of shares counted against the Aggregate Share Reserve includes the full number of shares subject to the award, and is not reduced in the event shares are withheld to fund withholding tax obligations, or, in the case of options and share appreciation rights, where shares are applied to pay the exercise price. If an option or other award granted under the 2007 Plan expires, is forfeited or otherwise terminates, the common shares subject to any portion of the award that expires, is forfeited or that otherwise terminates, as the case may be, again becomes available for issuance under the 2007 Plan.

The 2007 Plan is administered by the Compensation Committee of the Company's Board of Trustees (the "Compensation Committee"), which is appointed by the Board of Trustees. The Compensation Committee interprets the 2007 Plan and, subject to its right to delegate authority to grant awards, determines the terms and provisions of option grants and share awards.

Subject to adjustment upon certain corporate transactions or events, a participant (other than a non-employee trustee) may not receive awards under the 2007 Plan in any one calendar year covering more than 1,000,000 shares. Subject to adjustment upon certain corporate transactions or events, a non-employee trustee may not receive awards under the 2007 Plan in any one calendar year covering more than 250,000 shares.

Under the 2007 Plan, the Compensation Committee determines the vesting schedule of each share award and option, subject to a one-year minimum vesting requirement, but with permitted acceleration of vesting in the event of a

participant's death or disability, or in the event of a change in control or certain changes in our capital structure. Notwithstanding the foregoing one-year minimum vesting limitation, up to five percent of the shares subject to the Aggregate Share Reserve may be subject to awards that are not subject to such limitation. The exercise price for options is equivalent to the fair value of the underlying common shares at the grant date. The Compensation Committee also determines the term of each option, which shall not exceed 10 years from the grant date.

On October 19, 2004, the Company's sole shareholder approved a share-based employee compensation plan, the 2004 Equity Incentive Plan (the "2004 Plan"). The 2004 Plan expired in October 2014. Prior to its expiration, a total of 3.0 million common shares were reserved for issuance under the 2004 Plan. Subsequent to its expiration, no new equity awards may be granted under the 2004 Plan, and to the extent that options expire unexercised or are terminated, surrendered or canceled, the options and share awards no longer become available for future grants under the 2004 Plan. As of December 31, 2016, there were approximately 20 thousand shares outstanding under the 2004 Plan.

Share Options

The fair values for options granted in 2016, 2015, and 2014 were estimated at the time the options were granted using the Black-Scholes option-pricing model applying the following weighted average assumptions:

Assumptions:	2016	2015	2014
Risk-free interest rate	1.8 %	1.5 %	1.9 %
Expected dividend yield	2.7 %	2.6 %	3.2 %
Volatility (a)	33.00 %	33.00 %	37.98 %
Weighted average expected life of the options (b)	6.0 years	6.0 years	6.0 years
Weighted average grant date fair value of options granted per share	$ 7.61	$ 6.23	$ 4.33

(a) Expected volatility is based upon the level of volatility historically experienced.
(b) Expected life is based upon our expectations of share option recipients' expected exercise and termination patterns.

The Black-Scholes option-pricing model was developed for use in estimating the fair value of traded options. In addition, option-pricing models require the input of highly subjective assumptions, including the expected share price volatility. Volatility for the 2016, 2015 and 2014 grants was based on the trading history of the Company's shares.

In 2016, 2015, and 2014, the Company recognized compensation expense related to options issued to employees and executives of approximately $1.3 million, $1.0 million and $0.9 million, respectively, which was recorded in general and administrative expense. Approximately 213,008 share options were issued during 2016 for which the fair value of the options at their respective grant dates was approximately $1.6 million, which vest over three years. As of December 31, 2016, the Company had approximately $1.6 million of unrecognized option compensation cost related to all grants that will be recorded over the next three years.

The table below summarizes the option activity under the 2004 Plan and the 2007 Plan for the years ended December 31, 2016, 2015 and 2014:

	Number of Shares Under Option	Weighted Average Strike Price	Weighted Average Remaining Contractual Term
Balance at December 31, 2013	4,904,613	$ 10.99	4.66
Options granted	223,590	15.73	9.08

Options canceled	(10,731)		17.38	—
Options exercised	(1,425,171)		9.69	3.21
Balance at December 31, 2014	3,692,301	$	11.76	4.16
Options granted	202,485		25.00	9.08
Options canceled	(18,230)		19.75	—
Options exercised	(1,454,612)		11.31	2.38
Balance at December 31, 2015	2,421,944	$	13.07	4.08
Options granted	213,008		30.32	9.07
Options exercised	(695,262)		18.69	0.29
Balance at December 31, 2016	1,939,690	$	12.94	4.85
Vested or expected to vest at December 31, 2016	1,939,690	$	12.94	4.85
Exercisable at December 31, 2016	1,520,731	$	9.35	3.87

As of December 31, 2016, the aggregate intrinsic value of options outstanding, of options that vested or expected to vest and of options that were exercisable was approximately $27.6 million. The aggregate intrinsic value of options exercised was approximately $8.5 million for the year ended December 31, 2016.

Restricted Shares

The Company applies the fair value method of accounting for contingently issued shares. As such, each grant is recognized ratably over the related vesting period. Approximately 155,000 restricted shares and share units were issued during 2016 for which the fair value of the restricted shares and share units at their respective grant dates was approximately $5.2 million, which vest over three to five years. During

2015, approximately 115,000 restricted shares and share units were issued for which the fair value of the restricted shares and share units at their respective grant dates was approximately $3.2 million. As of December 31, 2016 the Company had approximately $4.7 million of remaining unrecognized restricted share and share unit compensation costs that will be recognized over the next five years. Restricted share awards are considered to be performance awards and are valued using the share price on the grant date. The compensation expense recognized related to these awards and remaining unrecognized compensation costs are included in the amounts disclosed above.

In 2016, 2015 and 2014, the Company recognized compensation expense related to restricted shares and share units issued to employees and Trustees of approximately $3.6 million, $2.7 million, and $3.5 million, respectively; these amounts were recorded in general and administrative expense. The following table presents non-vested restricted share and share unit activity during 2016:

	Number of Non-Vested Restricted Shares and Share Units
Non-Vested at January 1, 2016	301,824
Granted	154,561
Vested	(130,340)
Forfeited	(3,023)
Non-Vested at December 31, 2016	323,022

On January 22, 2016, 37,008 restricted share units were granted to certain executives. The restricted share units were granted in the form of deferred share units with a market condition, entitling the holders thereof to receive common shares at a future date. The deferred share units will be awarded based on the Company's total return to shareholders with respect to a specified peer group consisting of publicly traded REITs over a three-year period. The fair value of the restricted share units on the grant date was approximately $1.6 million. The Company used a Monte Carlo simulation analysis to estimate the fair value of the awards. The restricted share units will cliff vest upon the third anniversary of the effective date, or December 31, 2018. The compensation expense recognized related to these awards and remaining unrecognized compensation costs are included in the amounts disclosed above.

On January 23, 2015, 35,614 restricted share units were granted to certain executives. The restricted share units were granted in the form of deferred share units with a market condition, entitling the holders thereof to receive common shares at a future date. The deferred share units will be awarded based on the Company's total return to shareholders with respect to a specified peer group consisting of publicly traded REITs over a three-year period. The fair value of the restricted share units on the grant date was approximately $1.3 million. The Company used a Monte Carlo simulation analysis to estimate the fair value of the awards. The restricted share units will cliff vest upon the third anniversary of the effective date, or December 31, 2017. The compensation expense recognized related to these awards and remaining unrecognized compensation costs are included in the amounts disclosed above.

On January 24, 2014, 47,487 restricted share units were granted to certain executives. The restricted share units were granted in the form of deferred share units with a market condition, entitling the holders thereof to receive common shares at a future date. The deferred share units will be awarded based on the Company's total return to shareholders with respect to a specified peer group consisting of publicly traded REITs over a three-year period. The fair value of the restricted share units on the grant date was approximately $0.9 million. The Company used a Monte Carlo simulation analysis to estimate the fair value of the awards. The restricted share units cliff vested on December 31, 2016. The compensation expense recognized related to these awards is included in the amounts disclosed above.

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

Earnings per common share and shareholders' equity

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

	For the year ended December 31,		
	2016	2015	2014
	(Dollars and shares in thousands, except per share amounts)		
Income from continuing operations	$ 88,376	$ 78,756	$ 26,366
Noncontrolling interests in the Operating Partnership	(941)	(960)	(302)
Noncontrolling interest in subsidiaries	470	(84)	(16)
Distribution to preferred shares (1)	(5,045)	(6,008)	(6,008)
Preferred share redemption charge	(2,937)	—	—
Income from continuing operations attributable to the Company's common shareholders	$ 79,923	$ 71,704	$ 20,040
Total discontinued operations	—	—	336
Noncontrolling interests in the Operating Partnership	—	—	(5)
Total discontinued operations attributable to the Company's common shareholders	$ —	$ —	$ 331
Net income attributable to the Company's common shareholders	$ 79,923	$ 71,704	$ 20,371
Weighted-average shares outstanding	178,246	168,640	149,107
Share options and restricted share units	1,287	1,551	1,756
Weighted-average diluted shares outstanding (2)	179,533	170,191	150,863
Basic earnings per share from continuing operations attributable to common shareholders	$ 0.45	$ 0.43	$ 0.13
Basic earnings per share from discontinued operations attributable to common shareholders	—	—	0.01
Basic earnings per share attributable to common shareholders	$ 0.45	$ 0.43	$ 0.14
Diluted earnings per share from continuing operations attributable to common shareholders	$ 0.45	$ 0.42	$ 0.13
Diluted earnings per share from discontinued operations attributable to common shareholders	—	—	0.01
	$ 0.45	$ 0.42	$ 0.14

Diluted earnings per share attributable to common shareholders

Earnings per common unit and capital

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

	For the year ended December 31,		
	2016	2015	2014
	(Dollars and units in thousands, except per unit amounts)		
Income from continuing operations	$ 88,376	$ 78,756	$ 26,366
Operating Partnership interests of third parties	(941)	(960)	(302)
Noncontrolling interest in subsidiaries	470	(84)	(16)
Distribution to preferred unitholders (1)	(5,045)	(6,008)	(6,008)
Preferred unit redemption charge	(2,937)	—	—
Income from continuing operations attributable to common unitholders	$ 79,923	$ 71,704	$ 20,040
Total discontinued operations	—	—	336
Operating Partnership interests of third parties	—	—	(5)
Total discontinued operations attributable to common unitholders	$ —	$ —	$ 331
Net income attributable to common unitholders	$ 79,923	$ 71,704	$ 20,371
Weighted-average units outstanding	178,246	168,640	149,107
Unit options and restricted share units	1,287	1,551	1,756
Weighted-average diluted units outstanding (2)	179,533	170,191	150,863
Basic earnings per unit from continuing operations attributable to common unitholders	$ 0.45	$ 0.43	$ 0.13
Basic earnings per unit from discontinued operations attributable to common unitholders	—	—	0.01
Basic earnings per unit attributable to common unitholders	$ 0.45	$ 0.43	$ 0.14
Diluted earnings per unit attributable to common unitholders	$ 0.45	$ 0.42	$ 0.13
Diluted earnings per unit from discontinued operations attributable to common unitholders	—	—	0.01
Diluted earnings per unit attributable to common unitholders	$ 0.45	$ 0.42	$ 0.14

(1) For the year ended December 31, 2016, the Company declared cash dividends per preferred share/unit of $1.626 prior to redemption of the preferred shares on November 2, 2016. For each of the years ended December 31, 2015

and 2014, the Company declared cash dividends per preferred share/unit of $1.938.

(2) For the years ended December 31, 2016, 2015 and 2014, the Company declared cash dividends per common share/unit of $0.90, $0.69, and $0.55, respectively.

The OP units and common units have essentially the same economic characteristics as they share equally in the total net income or loss and distributions of the Operating Partnership. An Operating Partnership unit may be redeemed for cash, or at the Company's option, common units on a one-for-one basis. Outstanding noncontrolling interest units in the Operating Partnership were 2,032,394; 2,159,650 and 2,257,486 as of December 31, 2016, 2015 and 2014, respectively. There were 180,083,111; 174,667,870 and 163,956,675 common units outstanding as of December 31, 2016, 2015 and 2014, respectively.

Common and Preferred Shares

On November 2, 2016, the Company redeemed all 3.1 million outstanding shares of 7.75% Series A Cumulative Redeemable Preferred Shares (the "Series A Preferred Shares") at a cash redemption price of $25.00 per share plus accumulated and unpaid dividends up to and including the date of redemption of $0.17374 per share. The redemption price of $77.5 million for the redemption of the Series A Preferred Shares was paid by the Company from available cash balances. In connection with the redemption, the Company recognized a charge of $2.9 million related to excess redemption costs over the original net proceeds.

Pursuant to a previous sales agreement, the company had an "at-the-market" equity program that enabled it to sell common shares through a sales agent. On May 7, 2013, the Company terminated the previous sales agreement with its previous sales agent and entered into separate equity distribution agreements (the "Equity Distribution Agreements") with a group of sales agents (collectively, the "Sales Agents"). The Equity Distribution Agreements replaced the previous sale agreement and were amended on May 5, 2014, October 2, 2014, and December 30, 2015 to increase the number of common shares authorized for sale through "at-the-market" equity offerings. Pursuant to the Equity Distribution Agreements, as amended, the Company may sell, from time to time, up to 40.0 million common shares of beneficial interest through the Sales Agents.

During 2016, the Company sold a total of 4.4 million common shares under the agreements at an average sales price of $31.25 per share, resulting in net proceeds of $136.1 million after deducting offering costs. The proceeds from the sales conducted during the year ended December 31, 2016 were used to fund acquisitions of storage properties and for general corporate purposes. As of December 31, 2016, 5.8 million common shares remained available for issuance under the Equity Distribution Agreements.

During 2015, the Company sold a total of 9.0 million common shares under the agreements at an average sales price of $26.35 per share, resulting in net proceeds of $234.2 million after deducting offering costs. The proceeds from the sales conducted during the year ended December 31, 2015 were used to fund acquisitions of storage properties and for general corporate purposes. As of December 31, 2015, 10.2 million common shares remained available for issuance under the Equity Distribution Agreements.

On October 20, 2014, the Parent Company completed its public offering of 7,475,000 common shares at a public offering price of $19.33, inclusive of the full exercise by the underwriters of their option to purchase 975,000 shares to cover over-allotments. The Company received approximately $143.0 million in net proceeds from the offering after deducting the underwriting discount and other offering expenses. The proceeds combined with the proceeds raised from the program were used for general corporate purposes including funding a portion of the Company's investment activity.

During 2014, the Company sold a total of 15.2 million common shares under the previous sales agreement and the Equity Distribution Agreements at an average sales price of $18.22 per share, resulting in net proceeds of $273.0 million after deducting offering costs. The proceeds from the sales conducted during the year ended December 31, 2014 were used to fund acquisitions of storage properties and for general corporate purposes. As of December 31, 2014, 9.2 million common shares remained available for issuance under the Equity Distribution Agreements.

17. INCOME TAXES

Deferred income taxes are established for temporary differences between financial reporting basis and tax basis of assets and liabilities at the enacted tax rates expected to be in effect when the temporary differences reverse. A valuation allowance for deferred tax assets is provided if the Company believes that it is more likely than not that all or some portion of the deferred tax asset will not be realized. No valuation allowance was recorded as of December 31, 2016 or 2015. The Company had net deferred tax assets of $1.3 million and $1.7 million, which are included in other assets on the Company’s consolidated balance sheets as of December 31, 2016 and 2015, respectively. The Company recorded $0.7 million in tax benefits associated with share based compensation during the year, which is included in additional paid-in capital on the Company’s consolidated balance sheets. The Company believes it is more likely than not the deferred tax assets will be realized.

18. DISCONTINUED OPERATIONS

In April 2014, the FASB issued an update to the accounting standard for the reporting of discontinued operations. The update redefined discontinued operations, changing the criteria for determining which disposals can be presented as discontinued operations and modified related disclosure requirements. The Company elected to adopt this guidance in 2014. None of the Company’s dispositions during 2014 or 2015 met the criteria for discontinued operations under the new guidance.

For the year ended December 31, 2014, income from discontinued operations relates to real estate tax refunds received as a result of appeals of previous tax assessments on six self-storage properties the Company sold in prior years.

The following table summarizes the revenue and expense information for the period the Company owned the stores classified as discontinued operations during the years ended December 31, 2016, 2015 and 2014 (in thousands):

	For the year ended December 31,		
	2016	2015	2014
REVENUES			
Rental income	$ —	$ —	$ —
Other property related income	—	—	—
Total revenues	—	—	—
OPERATING EXPENSES			
Property operating expenses	—	—	(336)
Depreciation and amortization	—	—	—
Total operating expenses	—	—	(336)
OPERATING INCOME	—	—	336
OTHER (EXPENSE) INCOME			
Interest expense on loans	—	—	—
Gain from dispositions of discontinued operations	—	—	—
Income from discontinued operations	$ —	$ —	$ 336

19. PRO FORMA FINANCIAL INFORMATION (UNAUDITED)

During the year ended December 31, 2016, the Company acquired 28 self-storage properties for an aggregate purchase price of approximately $403.6 million (see note 3).

The condensed consolidated pro forma financial information set forth below reflects adjustments to the Company's historical financial data to give effect to each of the acquisitions and related financing activity (including the issuance of common shares) that occurred during 2016 and 2015 as if each had occurred as of January 1, 2015 and 2014, respectively. The unaudited pro forma information presented below does not purport to represent what the Company's actual results of operations would have been for the periods indicated, nor does it purport to represent the Company's future results of operations.

The following table summarizes, on a pro forma basis, the Company's consolidated results of operations for the year ended December 31, 2016 and 2015 based on the assumptions described above:

	Year ended December 31,	
	2016	2015
	(in thousands, except per share data)	
Pro forma revenue	$ 520,341	$ 428,234
Pro forma net income from continuing operations	$ 120,248	$ 90,559
Earnings per common share from continuing operations:		
Basic - as reported	$ 0.45	$ 0.43
Diluted - as reported	$ 0.45	$ 0.42
Basic - as pro forma	$ 0.63	$ 0.50
Diluted - as pro forma	$ 0.62	$ 0.49

20. SELECTED QUARTERLY FINANCIAL DATA (UNAUDITED)

The following is a summary of quarterly financial information for the years ended December 31, 2016 and 2015 (in thousands, except per share data):

	Three months ended			
	March 31, 2016	June 30, 2016	September 30, 2016	December 31, 2016
Total revenues	$ 118,871	$ 126,526	$ 132,096	$ 132,546
Total operating expenses	90,145	93,509	92,585	90,848
Net income attributable to the Company	15,750	20,424	24,884	26,847
Basic earnings per share	0.08	0.11	0.13	0.13
Diluted earnings per share	0.08	0.11	0.13	0.13

	Three months ended			
	March 31, 2015	June 30, 2015	September 30, 2015	December 31, 2015
Total revenues	$ 103,688	$ 109,871	$ 115,970	$ 114,992
Total operating expenses	83,009	84,163	86,265	83,196
Net income attributable to the Company	8,434	13,724	18,438	37,116
Basic earnings per share	0.04	0.07	0.10	0.21
Diluted earnings per share	0.04	0.07	0.10	0.20

The sum of quarterly earnings per share amounts do not necessarily equal the full year amounts. The above information was updated to reclassify amounts to discontinued operations (see note 18).

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CUBESMART

SCHEDULE III

REAL ESTATE AND RELATED DEPRECIATION

December 31, 2016

(Dollars in thousands)

			Initial Cost		Costs	Gross Carrying Amount at December 31, 2016		
Description	Square Footage	Encumbrances	Land	Buildings & Improvements	Subsequent to Acquisition	Land	Buildings & Improvements	Tota
Chandler I, AZ	47,680		327	1,257	357	327	1,439	1,76
Chandler II, AZ	82,889		1,518	7,485	83	1,518	7,568	9,08
Gilbert I, AZ	57,300		951	4,688	30	951	4,718	5,66
Gilbert II, AZ	91,505		1,199	11,846	—	1,199	11,846	13,0
Glendale, AZ	56,807		201	2,265	1,085	418	2,798	3,21
Green Valley, AZ	25,050		298	1,153	173	298	1,116	1,41
Mesa I, AZ	52,575		920	2,739	234	921	2,526	3,44
Mesa II, AZ	45,511		731	2,176	231	731	2,089	2,82
Mesa III, AZ	59,629		706	2,101	246	706	1,963	2,66
Peoria, AZ	110,835		1,436	7,082	213	1,436	7,295	8,73
Phoenix I, AZ	100,875		1,134	3,376	476	1,135	3,201	4,33
Phoenix II, AZ	83,160		756	2,251	1,578	847	3,130	3,97
Phoenix III, AZ	121,731		2,115	10,429	124	2,115	10,553	12,6
Phoenix IV, AZ	69,660		930	12,277	21	930	12,298	13,2
Queen Creek, AZ	94,462		1,159	5,716	80	1,159	5,796	6,95
Scottsdale, AZ	79,525		443	4,879	1,753	883	5,516	6,39
Surprise , AZ	72,575		584	3,761	44	584	3,805	4,38
Tempe I, AZ	53,890		749	2,159	522	749	2,371	3,12
	68,409		588	2,898	2,140	588	5,038	5,62

Tempe II, AZ							
Tucson I, AZ	59,800	188	2,078	1,050	384	2,624	3,00
Tucson II, AZ	43,950	188	2,078	1,068	391	2,662	3,05
Tucson III, AZ	49,832	532	2,048	254	533	1,941	2,47
Tucson IV, AZ	48,040	674	2,595	317	675	2,492	3,16
Tucson V, AZ	45,134	515	1,980	350	515	1,974	2,48
Tucson VI, AZ	40,814	440	1,692	223	430	1,617	2,04
Tucson VII, AZ	52,688	670	2,576	314	670	2,476	3,14
Tucson VIII, AZ	46,650	589	2,265	333	589	2,247	2,83
Tucson IX, AZ	67,496	724	2,786	462	725	2,727	3,45
Tucson X, AZ	46,350	424	1,633	243	425	1,567	1,99
Tucson XI, AZ	42,900	439	1,689	413	439	1,811	2,25
Tucson XII, AZ	42,275	671	2,582	331	672	2,484	3,15
Tucson XIII, AZ	45,800	587	2,258	342	587	2,231	2,81
Tucson XIV, AZ	48,995	707	2,721	463	708	2,637	3,34
Benicia, CA	74,770	2,392	7,028	300	2,392	6,244	8,63
Citrus Heights, CA	75,620	1,633	4,793	231	1,634	4,250	5,88
Corona, CA	94,975	2,107	10,385	59	2,107	10,444	12,5
Diamond Bar, CA	103,309	2,522	7,404	234	2,524	6,546	9,07
Escondido, CA	143,645	3,040	11,804	201	3,040	9,646	12,6
Fallbrook, CA	45,976	133	1,492	1,801	432	2,784	3,21
Fremont, CA	51,243	1,158	5,711	161	1,158	5,872	7,03
Lancaster, CA	60,450	390	2,247	1,052	556	2,564	3,12
Long Beach, CA	124,571	3,138	14,368	855	3,138	13,287	16,4
Murrieta, CA	49,785	1,883	5,532	246	1,903	4,913	6,81
North Highlands, CA	57,094	868	2,546	420	868	2,508	3,37
Ontario, CA	93,590	1,705	8,401	307	1,705	8,708	10,4

Orangevale, CA	50,542	1,423	4,175	305	1,423	3,807	5,23
Pleasanton, CA	83,600	2,799	8,222	208	2,799	7,187	9,98
Rancho Cordova, CA	53,978	1,094	3,212	321	1,095	2,991	4,08
Rialto I, CA	57,391	899	4,118	209	899	3,755	4,65
Rialto II, CA	99,783	277	3,098	1,751	672	4,057	4,72
Riverside I, CA	67,020	1,351	6,183	573	1,351	5,924	7,27
Riverside II, CA	85,176	1,170	5,359	369	1,170	4,937	6,10
Roseville, CA	59,944	1,284	3,767	397	1,284	3,565	4,84
Sacramento I, CA	50,664	1,152	3,380	317	1,152	3,138	4,29
Sacramento II, CA	62,088	1,406	4,128	244	1,407	3,708	5,11
San Bernardino I, CA	31,070	51	572	1,185	182	1,429	1,61
San Bernardino II, CA	41,546	112	1,251	1,274	306	1,983	2,28
San Bernardino III, CA	35,416	98	1,093	1,316	242	1,913	2,15
San Bernardino IV, CA	83,277	1,872	5,391	212	1,872	4,887	6,75
San Bernardino V, CA	56,745	783	3,583	509	783	3,566	4,34
San Bernardino VII, CA	78,753	1,475	6,753	305	1,290	6,311	7,60
San Bernardino VIII, CA	103,417	1,691	7,741	594	1,692	6,382	8,07
San Marcos, CA	37,425	775	2,288	169	776	2,087	2,86
Santa Ana, CA	63,916	1,223	5,600	370	1,223	5,191	6,41
South Sacramento, CA	52,440	790	2,319	334	791	2,234	3,02
Spring Valley, CA	55,035	1,178	5,394	760	1,178	5,410	6,58
Temecula I, CA	81,340	660	4,735	997	899	5,167	6,06

Temecula II, CA	84,543		3,080	5,839	561	3,080	5,471	8,55
Vista I, CA	74,238		711	4,076	2,330	1,118	5,097	6,21
Vista II, CA	147,763		4,629	13,599	167	4,629	11,706	16,3
Walnut, CA	50,708		1,578	4,635	319	1,595	4,216	5,81
West Sacramento, CA	40,015	(A)	1,222	3,590	212	1,222	3,235	4,45
Westminster, CA	68,393		1,740	5,142	375	1,743	4,630	6,37
Aurora, CO	75,867		1,343	2,986	474	1,343	2,919	4,26
Centennial, CO	62,400		1,281	8,958	45	1,281	9,003	10,2
Colorado Springs I, CO	47,975		771	1,717	372	771	1,746	2,51
Colorado Springs II, CO	62,400		657	2,674	251	656	2,417	3,07
Denver I, CO	59,200		673	2,741	223	646	2,486	3,13
Denver II, CO	74,460		1,430	7,053	109	1,430	7,162	8,59
Denver III, CO	76,125		1,828	12,109	15	1,828	12,124	13,9
Federal Heights, CO	54,770		878	1,953	271	879	1,828	2,70
Golden, CO	87,800		1,683	3,744	517	1,684	3,589	5,27
Littleton, CO	53,490		1,268	2,820	360	1,268	2,672	3,94
Northglenn, CO	43,102		862	1,917	386	662	2,089	2,75
Bloomfield, CT	48,700		78	880	2,397	360	2,700	3,06

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			Initial Cost		Costs	Gross Carrying Amount at December 31, 2016		
Description	Square Footage	Encumbrances	Land	Buildings & Improvements	Subsequent to Acquisition	Land	Buildings & Improvements	Tota
Branford, CT	50,629		217	2,433	1,415	504	3,135	3,63
Bristol, CT	47,725		1,819	3,161	88	1,819	2,785	4,60
East Windsor, CT	46,066		744	1,294	499	744	1,523	2,26
Enfield, CT	52,875		424	2,424	456	473	2,111	2,58
Gales Ferry, CT	54,905		240	2,697	1,508	489	3,522	4,01
Manchester I, CT	46,925		540	3,096	415	563	2,738	3,30
Manchester II, CT	52,725		996	1,730	321	996	1,744	2,74
Manchester III, CT	60,113		671	3,308	154	671	3,462	4,13
Milford, CT	44,885		87	1,050	1,184	274	1,740	2,01
Monroe, CT	58,500		2,004	3,483	642	2,004	3,441	5,44
Mystic, CT	50,825		136	1,645	2,021	410	2,923	3,33
Newington I, CT	42,620		1,059	1,840	216	1,059	1,762	2,82
Newington II, CT	36,140		911	1,584	265	911	1,575	2,48
Norwalk I, CT	30,328		646	3,187	54	646	3,241	3,88
Norwalk II, CT	78,175		1,171	15,422	82	1,171	15,504	16,6
Old Saybrook I, CT	87,000		3,092	5,374	656	3,092	5,177	8,26
Old Saybrook II, CT	26,425		1,135	1,973	251	1,135	1,896	3,03
Shelton, CT	78,405		1,613	9,032	205	1,613	8,153	9,76
South Windsor, CT	72,075		90	1,127	1,398	272	2,133	2,40
Stamford, CT	28,907		1,941	3,374	120	1,941	2,954	4,89
Wilton, CT	84,515		2,409	12,261	374	2,421	12,696	15,1
Washington I, DC	63,085	(A)	871	12,759	496	894	10,533	11,4
Washington II, DC	82,787		3,152	13,612	179	3,154	12,016	15,1
	78,430		4,469	15,438	48	4,469	15,486	19,9

Washington III, DC							
Boca Raton, FL	37,968	529	3,054	1,590	813	3,541	4,35
Boynton Beach I, FL	61,725	667	3,796	1,920	958	4,393	5,35
Boynton Beach II, FL	61,514	1,030	2,968	404	1,030	2,935	3,96
Boynton Beach III, FL	67,393	1,225	6,037	245	1,225	6,282	7,50
Boynton Beach IV, FL	76,362	1,455	7,171	49	1,455	7,220	8,67
Bradenton I, FL	68,298	1,180	3,324	240	1,180	3,043	4,22
Bradenton II, FL	87,958	1,931	5,561	1,104	1,931	5,570	7,50
Cape Coral I, FL	76,857	472	2,769	2,570	830	4,036	4,86
Cape Coral II, FL	67,955	1,093	5,387	76	1,093	5,463	6,55
Coconut Creek I, FL	78,846	1,189	5,863	167	1,189	6,030	7,21
Coconut Creek II, FL	90,147	1,937	9,549	170	1,937	9,719	11,6
Dania Beach, FL	180,588	3,584	10,324	1,365	3,584	10,151	13,7
Dania, FL	58,165	205	2,068	1,516	481	2,886	3,36
Davie, FL	80,985	1,268	7,183	1,219	1,373	6,131	7,50
Deerfield Beach, FL	57,230	946	2,999	2,144	1,311	4,634	5,94
Delray Beach I, FL	67,833	798	4,539	818	883	4,077	4,96
Delray Beach II, FL	75,710	957	4,718	213	957	4,931	5,88
Delray Beach III, FL	94,395	2,086	10,286	151	2,086	10,437	12,5
Ft. Lauderdale I, FL	70,043	937	3,646	2,485	1,384	5,456	6,84
Ft. Lauderdale II, FL	49,577	862	4,250	87	862	4,337	5,19
Ft. Myers I, FL	67,534	303	3,329	913	328	3,243	3,57
Ft. Myers II, FL	83,375	1,030	5,080	132	1,030	5,212	6,24
Ft. Myers III, FL	81,554	1,148	5,658	153	1,148	5,811	6,95

Jacksonville I, FL	79,705		1,862	5,362	148	1,862	4,827	6,68
Jacksonville II, FL	64,970		950	7,004	164	950	5,620	6,57
Jacksonville III, FL	66,010		860	7,409	1,007	1,670	6,014	7,68
Jacksonville IV, FL	77,525		870	8,049	1,050	1,651	7,024	8,67
Jacksonville V, FL	82,483		1,220	8,210	359	1,220	6,833	8,05
Jacksonville VI, FL	67,275		755	3,725	109	755	3,834	4,58
Kendall, FL	75,495	(A)	2,350	8,106	271	2,350	6,604	8,95
Lake Worth I, FL	159,799		183	6,597	7,456	354	11,361	11,7
Lake Worth II, FL	86,924		1,552	7,654	148	1,552	7,802	9,35
Lake Worth III, FL	94,015		957	4,716	212	957	4,928	5,88
Lakeland, FL	49,079		81	896	1,233	256	1,544	1,80
Leisure City, FL	56,075		409	2,018	156	409	2,174	2,58
Lutz I, FL	66,795		901	2,478	251	901	2,344	3,24
Lutz II, FL	69,232		992	2,868	376	992	2,749	3,74
Margate I, FL	53,660		161	1,763	2,155	399	3,243	3,64
Margate II, FL	65,380		132	1,473	1,829	383	2,687	3,07
Merritt Island, FL	50,261		716	2,983	648	796	2,893	3,68
Miami I, FL	46,500		179	1,999	1,835	484	2,839	3,32
Miami II, FL	66,960		253	2,544	1,594	561	3,309	3,87
Miami III, FL	151,620		4,577	13,185	862	4,577	12,223	16,8
Miami IV, FL	76,695		1,852	10,494	924	1,963	9,858	11,8
Miramar, FL	80,130		1,206	5,944	77	1,206	6,021	7,22
Naples I, FL	48,100		90	1,010	2,598	270	3,067	3,33
Naples II, FL	65,850		148	1,652	4,405	558	5,363	5,92
Naples III, FL	80,021		139	1,561	4,193	598	4,134	4,73
Naples IV, FL	40,650		262	2,980	609	407	2,996	3,40
New Smyrna Beach, FL	81,454		1,261	6,215	104	1,261	6,319	7,58
Ocoee, FL	76,150		1,286	3,705	191	1,286	3,379	4,66
Orange City, FL	59,580		1,191	3,209	222	1,191	2,944	4,13
	63,184		1,589	4,576	179	1,589	4,116	5,70

Orlando II, FL							
Orlando III, FL	101,530	1,209	7,768	701	1,209	7,081	8,29
Orlando IV, FL	76,581	633	3,587	163	633	3,247	3,88
Orlando V, FL	75,295	950	4,685	113	950	4,798	5,74
Orlando VI, FL	67,275	640	3,154	139	640	3,293	3,93
Oviedo, FL	49,276	440	2,824	586	440	2,739	3,17
Palm Coast I, FL	47,400	555	2,735	106	555	2,841	3,39
Palm Coast II, FL	122,490	1,511	7,450	336	1,511	7,786	9,29
Palm Harbor, FL	82,685	2,457	16,178	84	2,457	16,262	18,7
Pembroke Pines, FL	67,321	337	3,772	2,796	953	5,425	6,37
Royal Palm Beach II, FL	81,274	1,640	8,607	292	1,640	7,238	8,87
Sanford I, FL	61,810	453	2,911	189	453	2,534	2,98
Sanford II, FL	69,755	1,003	4,944	140	1,003	5,084	6,08
Sarasota, FL	71,142	333	3,656	1,368	529	3,827	4,35
St. Augustine, FL	59,725	135	1,515	3,407	383	4,319	4,70
St. Petersburg, FL	66,050	2,721	10,173	251	2,721	10,424	13,1
Stuart, FL	86,756	324	3,625	3,166	685	5,808	6,49
SW Ranches, FL	64,990	1,390	7,598	269	1,390	6,005	7,39
Tampa I, FL	83,913	2,670	6,249	251	2,670	5,147	7,81
Tampa II, FL	74,790	2,291	10,262	104	2,291	10,366	12,6
West Palm Beach I, FL	66,906	719	3,420	1,660	835	3,841	4,67
West Palm Beach II, FL	94,353	2,129	8,671	429	2,129	7,795	9,92
West Palm Beach III, FL	77,440	804	3,962	68	804	4,030	4,83
West Palm Beach IV, FL	102,892	1,499	7,392	314	1,499	7,706	9,20
Winter Park, FL	54,356	866	4,268	87	866	4,355	5,22
	90,501	806	4,720	1,029	967	4,004	4,97

Alpharetta, GA							
Atlanta, GA	66,625	822	4,053	55	822	4,108	4,93

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		Initial Cost		Costs	Gross Carrying Amount at December 31, 2016			
Square Footage	Encumbrances	Land	Buildings & Improvements	Subsequent to Acquisition	Land	Buildings & Improvements	Total	Accumulated Depreciation (B)
83,655		1,635	4,711	311	1,643	4,366	6,009	1,342
145,440		616	6,776	356	616	6,175	6,791	2,960
70,885		373	2,044	184	373	1,904	2,277	336
73,740		546	2,903	390	546	2,876	3,422	513
66,750		748	5,552	81	748	5,633	6,381	194
85,420		514	2,930	916	632	2,938	3,570	1,086
52,595		366	2,025	193	366	1,933	2,299	345
46,955		938	4,625	61	938	4,686	5,624	724
57,505		576	2,839	80	576	2,919	3,495	405
49,875		435	2,532	759	529	2,512	3,041	917
59,950		398	1,963	116	398	2,079	2,477	278
57,015		750	4,271	279	750	3,448	4,198	1,333
79,950		1,660	4,781	340	1,660	4,458	6,118	1,332
85,125		1,737	5,010	296	1,737	4,606	6,343	1,387
79,590		800	6,942	75	622	5,813	6,435	1,708
65,365		757	5,616	113	757	5,729	6,486	196
31,575		428	3,531	466	428	3,496	3,924	1,250
73,985		644	3,652	200	644	3,332	3,976	1,205
51,395		931	2,493	293	931	2,404	3,335	884
86,350		1,012	5,768	909	1,012	4,942	5,954	1,856
55,125		633	3,120	44	633	3,164	3,797	177
80,915		1,675	8,254	168	1,675	8,422	10,097	583
95,745		2,667	13,118	877	2,667	13,995	16,662	969
78,585		833	4,035	69	833	4,104	4,937	283
84,990		2,427	11,962	778	2,427	12,740	15,167	890
60,495		1,296	6,385	26	1,296	6,411	7,707	357
51,775		1,044	5,144	38	1,044	5,182	6,226	289

71,785	1,596	9,535	27	1,596	9,562	11,158	192
99,856	2,607	12,684	141	2,607	12,825	15,432	885
69,600	1,564	4,327	733	1,564	4,420	5,984	1,546
71,625	1,498	13,153	11	1,498	13,164	14,662	271
64,079	1,446	3,535	293	1,446	3,298	4,744	1,241
57,850	1,103	5,440	195	1,103	5,635	6,738	658
100,085	3,740	10,367	571	3,740	9,472	13,212	3,419
80,300	1,521	5,440	301	1,521	4,977	6,498	1,844
41,190	1,126	2,197	269	1,126	2,127	3,253	788
60,090	869	3,635	241	869	3,334	4,203	1,212
72,865	547	4,704	246	547	4,291	4,838	1,567
36,585	2,102	2,187	226	1,997	2,211	4,208	796
57,691	1,305	3,938	828	1,305	4,161	5,466	1,534
60,225	749	3,689	15	749	3,704	4,453	206
65,000	1,701	3,114	599	1,701	3,261	4,962	1,131
44,700	1,498	2,782	358	1,498	2,725	4,223	958
53,400	1,073	3,006	422	1,073	2,943	4,016	1,081
53,900	1,770	1,715	335	1,740	1,757	3,497	606
51,900	694	2,000	239	694	1,906	2,600	638
31,160	538	645	212	538	720	1,258	260
64,305	1,447	1,662	396	1,447	1,747	3,194	637
48,796	1,066	3,072	414	1,066	3,054	4,120	1,005
79,500	1,198	4,363	594	1,198	4,304	5,502	1,520
48,175	1,071	2,249	431	1,071	2,322	3,393	824
53,300	1,155	3,873	291	1,155	3,623	4,778	1,289
54,210	857	3,213	441	857	3,182	4,039	1,146
67,825	793	3,816	475	793	3,739	4,532	1,383
50,232	943	3,397	213	943	3,135	4,078	1,145
67,604	1,134	5,589	42	1,134	5,631	6,765	464
33,286	538	3,048	256	538	2,880	3,418	550
60,470	1,516	8,628	392	1,516	7,180	8,696	3,006
108,205	3,211	15,829	182	3,211	16,011	19,222	1,151
65,910	577	4,394	13	577	4,407	4,984	152
61,169	669	6,610	35	669	6,645	7,314	231
34,672	585	4,737	39	585	4,776	5,361	165

54,023		90	1,519	2,469	338	3,348	3,686	1,463
58,745		1,330	7,165	131	1,330	5,805	7,135	1,611
61,000		1,558	7,679	74	1,558	7,753	9,311	892
62,402		1,537	7,579	71	1,537	7,650	9,187	653
74,890	6,216	634	13,069	267	634	13,336	13,970	215
93,750		1,050	5,997	1,382	1,173	5,251	6,424	1,972
63,687		1,277	6,295	52	1,268	6,356	7,624	731
77,840		1,486	4,280	279	1,486	3,968	5,454	1,427
79,675		2,704	13,332	41	2,704	13,373	16,077	601
84,225		2,182	10,757	103	2,182	10,860	13,042	1,066
78,190		1,527	8,313	534	1,527	7,722	9,249	1,321
63,475		1,155	5,695	232	1,155	5,927	7,082	591
87,045		3,124	9,000	427	3,124	8,165	11,289	2,957
74,100		2,383	11,750	66	2,383	11,816	14,199	533
52,765		1,113	5,485	65	1,113	5,550	6,663	638
162,896		1,409	8,035	3,668	1,928	8,866	10,794	3,409
97,275		1,541	8,788	2,466	1,800	8,801	10,601	3,363
84,225		2,229	10,988	50	2,229	11,038	13,267	1,024
66,717		2,269	11,184	181	2,269	11,365	13,634	1,057
62,290		1,309	6,455	83	1,309	6,538	7,847	754
100,978		1,598	12,298	95	1,598	12,393	13,991	113
81,850		385	2,196	911	451	2,293	2,744	864
109,300		498	2,837	842	498	2,878	3,376	1,130
42,165		320	1,829	389	340	1,677	2,017	655
112,402		543	3,097	780	543	3,198	3,741	1,257
69,000		782	4,429	1,494	1,068	4,729	5,797	1,847
53,666		821	8,764	1	821	8,765	9,586	40
59,270		2,424	4,991	4	2,424	4,995	7,419	173
77,847		2,490	9,169	125	2,490	9,294	11,784	319
48,675		209	2,398	384	296	2,307	2,603	1,036
50,550		457	2,255	50	457	2,305	2,762	320

51,720	234	2,762	1,453	485	3,390	3,875	1,641
51,500	222	1,260	157	222	1,235	1,457	253
65,500	471	2,323	105	471	2,428	2,899	331
105,550	4,346	12,520	293	4,340	11,133	15,473	3,835
91,280	290	3,493	2,492	779	4,800	5,579	2,213
107,679	504	5,763	4,037	1,315	7,875	9,190	3,739
36,025	104	510	63	104	562	666	106
70,400	284	1,608	245	284	1,633	1,917	336
38,830	751	2,164	544	751	2,385	3,136	827
27,876	246	2,759	580	246	2,740	2,986	1,256
81,420	1,086	5,355	193	1,086	5,548	6,634	760

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		Initial Cost		Costs	Gross Carrying Amount at December 31, 2016			
Square Footage	Encumbrances	Land	Buildings & Improvements	Subsequent to Acquisition	Land	Buildings & Improvements	Total	Accumulated Depreciation (B)
70,550		1,885	5,430	363	1,893	5,025	6,918	1,557
34,180		1,370	3,947	770	1,370	4,083	5,453	1,476
100,425		517	6,008	2343	1,043	6,827	7,870	3,121
96,025		987	4,864	136	987	5,000	5,987	701
72,226		500	5,602	2,849	1,072	6,815	7,887	3,083
84,355		475	5,322	5,648	844	9,646	10,490	2,817
83,121		1,486	7,326	127	1,486	7,453	8,939	859
52,565		855	4,872	1,344	1,108	4,877	5,985	2,036
67,803		1,810	8,925	262	1,810	9,187	10,997	393
53,569		1,844	9,759	118	1,844	9,877	11,721	343
57,826		484	2,766	1,411	706	3,114	3,820	1,186
57,385		1,243	6,129	165	1,243	6,294	7,537	849
92,070		2,153	10,615	127	2,153	10,742	12,895	1,233
65,927		1,039	3,395	280	1,039	3,091	4,130	1,178
58,798		1,163	3,801	263	1,163	3,441	4,604	1,312
57,536		664	2,171	360	664	2,140	2,804	807
75,150		1,246	6,143	93	1,246	6,236	7,482	431
48,532		1,851	2,986	537	1,851	3,112	4,963	1,224
48,850		3,354	5,411	373	3,355	5,203	8,558	2,058
74,200		1,171	10,034	58	1,171	10,092	11,263	115
71,217		1,116	8,575	10	1,116	8,585	9,701	103
107,226		1,460	9,560	24	1,460	9,584	11,044	65
94,482		1,386	12,299	1	1,386	12,300	13,686	27
61,380		1,559	7,685	589	1,559	8,274	9,833	338
69,183		2,014	11,411	988	2,014	10,807	12,821	2,164
99,046		—	28,289	1,685	—	29,439	29,439	4,665
105,940		6,459	36,180	162	6,460	31,995	38,455	5,239
75,030		—	22,074	116	—	19,535	19,535	3,211
54,733		—	17,556	184	—	15,628	15,628	2,572
45,970		—	16,803	356	—	15,127	15,127	2,466
78,625	8,423	—	22,512	173	—	22,794	22,794	3,496
30,550	2,957	1,245	6,137	157	1,251	6,324	7,575	974
148,040	22,952	7,967	39,279	1,245	7,967	40,524	48,491	6,041
159,855	26,464	9,090	44,816	417	9,090	45,233	54,323	6,382
46,457		—	17,130	203	—	17,333	17,333	1,269

90,300	—	31,603	—	—	31,602	31,602	517
57,510	1,795	10,172	308	1,795	9,064	10,859	1,800
60,920	1,601	9,073	485	1,601	8,260	9,861	1,666
41,625	2,772	13,570	137	2,772	13,790	16,562	2,269
37,467	2,283	11,184	159	2,284	11,406	13,690	1,883
47,020	2,374	11,636	92	2,374	11,782	14,156	1,930
75,640	4,210	20,638	87	4,211	20,832	25,043	3,411
72,725	5,604	27,452	158	5,604	27,774	33,378	4,558
61,555	4,982	24,561	81	4,982	24,642	29,624	2,094
46,980	2,966	14,620	64	2,966	14,684	17,650	1,249
56,000	3,739	7,703	2,805	4,885	9,362	14,247	280
109,846	10,093	35,385	21	10,093	35,406	45,499	1,031
60,397	2,029	10,737	50	2,029	10,787	12,816	372
88,385	2,043	11,658	2,256	2,043	11,192	13,235	4,059
92,805	5,391	26,413	328	5,391	26,884	32,275	4,391
88,825	5,700	28,101	33	5,700	28,134	33,834	1,864
43,587	1,673	4,827	1,168	1,673	5,347	7,020	1,674
63,220	3,167	2,713	412	3,762	18,958	22,720	2,898
78,341	225	2,514	4,178	568	5,544	6,112	2,455
47,649	1,141	5,624	42	1,141	5,666	6,807	392
74,238	5,158	12,339	752	5,158	13,091	18,249	454
91,100	6,208	25,815	1	6,208	25,816	32,024	755
38,340	1,068	1,149	201	1,068	1,105	2,173	475
59,645	2,079	2,238	302	2,079	2,136	4,215	869
96,573	1,919	9,463	316	1,919	9,779	11,698	1,090
50,878	2,363	17,411	262	2,363	11,902	14,265	1,935
83,995	2,237	11,030	135	2,237	11,165	13,402	1,526
85,864	3,295	18,049	992	3,295	16,549	19,844	2,983
50,665	2,015	11,219	74	2,015	9,995	12,010	1,640
60,290	1,961	11,113	307	1,961	9,938	11,899	1,894
78,815	2,382	11,720	175	2,382	11,909	14,291	1,957
46,000	525	2,592	265	524	2,508	3,032	920
58,325	290	1,427	221	289	1,397	1,686	525
71,905	1,234	3,151	134	1,239	2,809	4,048	981
36,409	769	3,788	121	769	3,909	4,678	274
51,200	326	1,607	104	326	1,711	2,037	119
60,950	443	2,182	86	443	2,268	2,711	158
74,925	838	4,128	79	838	4,207	5,045	291
63,725	701	3,454	81	701	3,535	4,236	244
89,290	1,756	4,485	277	1,761	4,144	5,905	1,407
89,290	1,361	3,476	255	1,366	3,243	4,609	1,117

39,332	405	854	617	405	1,315	1,720	949
77,774	1,056	5,206	129	1,056	5,335	6,391	368
93,200	63	704	2,275	332	2,353	2,685	1,017
48,665	63	704	1,517	214	1,734	1,948	757
47,850	290	1,129	1,219	469	2,023	2,492	1,550
80,297	515	2,323	3,213	898	4,288	5,186	1,892
67,245	1,290	3,295	295	1,295	3,135	4,430	1,098
43,683	570	3,486	406	570	3,059	3,629	910
90,281	525	766	3,218	935	3,386	4,321	1,394
62,750	509	2,508	224	508	2,344	2,852	904
81,255	1,726	8,508	162	1,726	8,670	10,396	1,192
57,750	541	2,668	117	519	2,807	3,326	379
65,150	1,019	5,023	289	1,019	5,312	6,331	715
76,130	926	5,296	1,258	926	4,853	5,779	1,833
18,848	2,959	18,198	1,600	2,959	19,797	22,756	1,634
84,145	975	4,809	210	975	5,019	5,994	699
61,556	662	3,142	773	638	4,045	4,683	694
96,176	1,461	8,334	1,830	1,461	6,820	8,281	2,618
68,279	1,012	4,990	160	1,012	5,150	6,162	463
41,275	547	2,697	106	547	2,803	3,350	195
77,275	1,061	5,229	75	1,061	5,304	6,365	368
45,745	823	4,058	35	823	4,093	4,916	281
72,700	1,049	5,172	114	1,049	5,286	6,335	367
75,985	588	4,906	347	588	4,486	5,074	1,580
107,790	405	3,379	755	405	3,545	3,950	1,210
83,416	593	4,950	210	593	4,466	5,059	1,608
101,525	416	3,469	265	416	3,401	3,817	1,202
102,450	992	8,274	374	992	7,406	8,398	2,610

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		Initial Cost		Costs	Gross Carrying Amount at December 31, 2016			
quare ootage	Encumbrances	Land	Buildings & Improvements	Subsequent to Acquisition	Land	Buildings & Improvements	Total	Accumulat Depreciatio (B)
4,560	2,457	895	4,311	104	895	4,415	5,310	238
2,486		2,749	8,443	85	2,749	8,528	11,277	293
2,710		714	3,519	98	714	3,617	4,331	511
9,645		2,239	2,038	255	2,239	1,944	4,183	668
4,625	(A)	734	3,894	355	738	3,687	4,425	1,199
0,560		1,030	5,468	265	1,035	5,074	6,109	1,623
5,358		862	4,250	197	862	4,447	5,309	397
7,850		1,050	5,175	208	1,050	5,383	6,433	389
2,770		1,150	5,669	160	1,150	5,829	6,979	406
1,023		1,429	6,263	79	1,429	6,342	7,771	218
1,075		2,935	7,007	42	2,935	7,049	9,984	170
0,400		1,394	1,268	359	1,396	1,390	2,786	448
7,420		661	3,261	124	661	3,385	4,046	431
9,050		3,350	7,950	27	3,350	7,977	11,327	206
6,550		812	740	196	813	749	1,562	247
3,181		360	1,773	140	360	1,913	2,273	273
3,582		2,475	2,253	401	2,475	2,207	4,682	780
9,023		940	4,635	199	940	4,834	5,774	481
3,229		2,608	12,857	179	2,608	13,036	15,644	859
14,550		2,369	11,850	57	2,369	11,907	14,276	674
4,473		—	11,604	81	—	11,685	11,685	527
0,846		553	2,936	224	569	2,665	3,234	838
0,446		1,253	1,141	262	1,253	1,167	2,420	398
2,900		868	4,607	362	874	4,301	5,175	1,407
0,445		1,000	4,928	66	1,000	4,994	5,994	291
7,654		1,274	7,693	26	1,274	7,719	8,993	168
0,854		1,093	3,148	178	1,093	2,868	3,961	987
1,399		1,564	4,507	163	1,564	4,056	5,620	1,405
4,765		1,147	6,088	549	1,154	5,831	6,985	1,857
6,000		719	4,072	266	719	3,780	4,499	760
4,415		1,159	5,714	116	1,159	5,830	6,989	514
9,176		1,064	5,247	114	1,064	5,361	6,425	375

0,100	751	3,984	532	767	3,925	4,692	1,269
3,425	862	4,578	250	862	4,231	5,093	1,310
7,294	1,211	8,559	109	1,211	8,668	9,879	183
1,590	575	524	337	576	749	1,325	281
3,750	960	875	557	961	1,231	2,192	377
25,280	1,153	6,122	1,042	991	6,439	7,430	1,923
4,690	575	524	5,733	983	4,936	5,919	881
6,991	681	3,355	140	681	3,495	4,176	549
4,219	1,294	6,377	307	1,294	6,684	7,978	943
1,208	296	1,459	107	296	1,566	1,862	225
0,702	706	5,727	62	706	5,789	6,495	200
1,308	1,329	6,552	72	1,329	6,624	7,953	647
1,885	890	4,727	240	890	4,351	5,241	1,418
7,340	476	2,525	379	492	2,468	2,960	780
27,659	1,464	7,217	291	1,464	7,508	8,972	799
01,872	1,307	15,025	126	1,307	15,151	16,458	409
0,065	892	5,529	85	892	5,614	6,506	157
6,896	1,219	9,864	57	1,219	9,921	11,140	257
3,025	837	4,443	258	843	4,121	4,964	1,344
3,025	662	3,261	139	662	3,400	4,062	495
0,995	947	4,703	154	947	4,857	5,804	47
7,020	1,632	1,486	193	1,634	1,439	3,073	497
0,050	855	5,076	184	857	4,635	5,492	1,531
3,148	652	3,213	61	652	3,274	3,926	209
7,200	2,252	2,049	234	2,252	1,905	4,157	648
2,050	450	2,216	198	450	2,414	2,864	338
02,278	1,437	7,083	175	1,437	7,258	8,695	721
9,860	1,337	1,217	166	1,337	1,157	2,494	394
3,509	2,895	2,635	352	2,895	2,456	5,351	839
3,230	1,047	5,558	197	1,052	5,062	6,114	1,566

,775	996	5,286	277	996	4,841	5,837	1,468
,500	829	3,891	71	829	3,962	4,791	36
,751	580	3,081	259	580	2,849	3,429	929
,280	3,847	1,017	482	3,848	1,283	5,131	487
,621	2,147	567	521	2,147	917	3,064	324
,446	2,695	712	519	2,696	1,045	3,741	378
,676	2,074	548	402	1,937	785	2,722	298
4,100	2,812	13,865	224	2,812	14,089	16,901	2,008
,144	6,836	9,843	95	6,836	9,938	16,774	609
,667	2,093	10,940	1,155	2,093	10,499	12,592	1,971
,265	2,276	11,220	289	2,276	11,509	13,785	1,569
,475	1,680	4,840	316	1,680	4,483	6,163	1,460
,057	1,757	5,062	348	1,758	4,718	6,476	1,557
,503	1,746	9,894	168	1,746	8,774	10,520	1,414
,745	860	4,872	188	860	4,396	5,256	860
,960	1,482	8,400	176	1,482	7,421	8,903	1,420
,064	2,300	11,340	132	2,300	11,472	13,772	1,571
			404		404	404	68
,858,399	628,399	2,895,211	264,975	649,744	2,928,275	3,578,019	558,191

(A) This store is part of the YSI 33 Loan portfolio, with a balance of $9,860 as of December 31, 2016.
(B) Depreciation on the buildings and improvements is recorded on a straight-line basis over their estimated useful lives, which range from five to 39 years.

Activity in storage properties during 2016 and 2015 was as follows (in thousands):

	2016	2015
Storage properties*		
Balance at beginning of year	$ 3,467,032	$ 3,117,198
Acquisitions & improvements	490,980	344,775
Fully depreciated assets	(61,232)	(13,493)
Dispositions and other	—	(33,921)
Construction in progress	101,400	52,473
Balance at end of year	$ 3,998,180	$ 3,467,032

Accumulated depreciation*		
Balance at beginning of year	$ 594,049	$ 492,069
Depreciation expense	138,547	122,076
Fully depreciated assets	(61,232)	(13,493)
Dispositions and other	—	(6,603)
Balance at end of year	$ 671,364	$ 594,049
Storage properties, net	$ 3,326,816	$ 2,872,983

*These amounts include equipment that is housed at the Company’s stores which is excluded from Schedule III above.