

Edgar Filing: STORAGE USA INC - Form SC 13D

STORAGE USA INC
Form SC 13D
December 26, 2001

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. ___)

STORAGE USA, INC.
(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.01 PER SHARE 861907 10 3
(Title of class of securities) (CUSIP number)

NANCY E. BARTON, ESQ.
GENERAL ELECTRIC CAPITAL CORPORATION
260 LONG RIDGE ROAD
STAMFORD, CONNECTICUT 06927
(203) 357-4000
(Name, address and telephone number of person authorized
to receive notices and communications)

WITH A COPY TO:

RAYMOND O. GIETZ, ESQ.
WEIL, GOTSHAL & MANGES LLP
767 FIFTH AVENUE
NEW YORK, NEW YORK 10153

DECEMBER 14, 2001
(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.
(However, see the Notes.)

(Continued on following pages)
(Page 1 of 29 pages)

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|---------------------|--|---------------------------|------------------|
| ----- | | | |
| CUSIP numbers | 861907 10 3 | | 13D |
| ----- | | | |
| 1 | NAME OF REPORTING PERSON: S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: | | EB ACQUISITION C |
| ----- | | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: | | |
| ----- | | | |
| 3 | SEC USE ONLY | | |
| ----- | | | |
| 4 | SOURCE OF FUNDS: | NOT APPLICABLE | |
| ----- | | | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM | | |
| ----- | | | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION: | | MARYLAND |
| ----- | | | |
| NUMBER OF SHARES | 7 | SOLE VOTING POWER: | |
| ----- | | | |
| BENEFICIALLY | 8 | SHARED VOTING POWER: | |
| ----- | | | |
| OWNED BY | | | |
| ----- | | | |
| EACH REPORTING | 9 | SOLE DISPOSITIVE POWER: | |
| ----- | | | |
| PERSON WITH | 10 | SHARED DISPOSITIVE POWER: | |
| ----- | | | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: | | |
| ----- | | | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: | | |
| ----- | | | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): | | |
| ----- | | | |
| 14 | TYPE OF REPORTING PERSON: | | CO |
| ----- | | | |
| ----- | | | |
| CUSIP numbers | 861907 10 3 | | 13D |
| ----- | | | |

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| | | |
|----|--|------------------------------|
| 1 | NAME OF REPORTING PERSON: S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: | GE CAPITAL INTER |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS: | NOT APPLICABLE |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION: | DELAWARE |
| | NUMBER OF SHARES | 7 SOLE VOTING POWER: |
| | BENEFICIALLY | 8 SHARED VOTING POWER: |
| | OWNED BY | |
| | EACH REPORTING | 9 SOLE DISPOSITIVE POWER: |
| | PERSON WITH | 10 SHARED DISPOSITIVE POWER: |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): | |
| 14 | TYPE OF REPORTING PERSON: | CO |

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CUSIP numbers 861907 10 3 13D

| | | |
|---|--|------------------|
| 1 | NAMES OF REPORTING PERSONS: I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS: | GENERAL ELECTRIC |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: | |

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| | | |
|---------------|---|---------------------------|
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS: | NOT APPLICABLE |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION: | DELAWARE |
| 7 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | SOLE VOTING POWER: |
| 8 | | SHARED VOTING POWER: |
| 9 | | SOLE DISPOSITIVE POWER: |
| 10 | | SHARED DISPOSITIVE POWER: |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): | |
| 14 | TYPE OF REPORTING PERSON: | CO |
| | | 4 |
| CUSIP numbers | 861907 10 3 | 13D |
| 1 | NAMES OF REPORTING PERSONS: I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS: | GENERAL ELECTRIC |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: | |
| 3 | SEC USE ONLY | |

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|---------------|--|------------------------------|
| 4 | SOURCE OF FUNDS: | NOT APPLICABLE |
| ----- | | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM | |
| ----- | | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION: | DELAWARE |
| ----- | | |
| | NUMBER OF SHARES | 7 SOLE VOTING POWER: |
| ----- | | |
| | BENEFICIALLY OWNED BY | 8 SHARED VOTING POWER: |
| ----- | | |
| | EACH REPORTING | 9 SOLE DISPOSITIVE POWER: |
| ----- | | |
| | PERSON WITH | 10 SHARED DISPOSITIVE POWER: |
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| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): | |
| ----- | | |
| 14 | TYPE OF REPORTING PERSON: | CO |
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| | 5 | |
| ----- | | |
| CUSIP numbers | 861907 10 3 | 13D |
| ----- | | |
| 1 | NAMES OF REPORTING PERSONS: I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS: | GENERAL ELECTRIC |
| ----- | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: | |
| ----- | | |
| 3 | SEC USE ONLY | |
| ----- | | |
| 4 | SOURCE OF FUNDS: | NOT APPLICABLE |
| ----- | | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM | |
| ----- | | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION: | NEW YORK |
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|--------------------------|--|---------------------------|----|
| NUMBER OF SHARES | 7 | SOLE VOTING POWER: | |
| BENEFICIALLY OWNED BY | 8 | SHARED VOTING POWER: | |
| EACH REPORTING | 9 | SOLE DISPOSITIVE POWER: | |
| PERSON WITH | 10 | SHARED DISPOSITIVE POWER: | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: | | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: | | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): | | |
| 14 | TYPE OF REPORTING PERSON: | | CO |

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ITEM 1. SECURITY AND ISSUER.

This statement relates to the shares of Common Stock, par value \$0.01 per share (the "Common Stock"), of Storage USA, Inc., a Tennessee corporation (the "Company"). The principal executive offices of the Company are located at 175 Toyota Plaza, Suite 700, Memphis, TN 38103.

ITEM 2. IDENTITY AND BACKGROUND.

This statement is filed by General Electric Capital Corporation, a Delaware corporation ("GE Capital"), for and on behalf of itself, EB Acquisition Corp., a Maryland corporation ("EB"), GE Capital International Holdings Corporation, a Delaware corporation ("GE Holdings"), General Electric Capital Services, Inc., a Delaware corporation ("GECS"), and General Electric Company, a New York corporation ("GE" and, collectively with GE Capital, EB, GE Holdings and GECS, the "Reporting Persons"). GECS is a wholly owned subsidiary of GE, GE Capital is a wholly owned subsidiary of GECS, GE Holdings is a wholly owned subsidiary of GE Capital and EB is a wholly owned subsidiary of GE Holdings.

As described below under Item 4, GE Capital and EB have entered into a Merger Agreement (as defined below) with Security Capital Group Incorporated ("Security Capital"). Except with respect to the Warrant Shares (as defined below) owned by GE Capital, the shares of Common Stock covered by this statement on Schedule 13D are beneficially owned by Security Capital. This statement is being filed solely by reason of the existence of certain covenants for the benefit of GE Capital and EB set forth in the Merger Agreement relating to the voting and disposition of the Common Stock by Security Capital as described below in Item 4. The filing of this statement shall not be construed as an admission that any of the Reporting Persons are, for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"),

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or Rule 13d-3 promulgated thereunder, the beneficial owner of any of the shares of Common Stock covered by this statement.

GE Capital, together with its affiliates, operates primarily in the financing industry and, to a lesser degree, in the life insurance and property/casualty insurance industries and maintains its principal executive offices at 260 Long Ridge Road, Stamford, Connecticut 06927.

EB was incorporated on December 14, 2001, for the sole purpose of merging with and into Security Capital pursuant to the Merger Agreement.

GE Holdings is a Delaware corporation with its principal executive offices located at 1600 Summer Street, Stamford, Connecticut 06905. GE Holdings is a holding company which owns all the common stock of EB and other subsidiaries.

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GECS is a Delaware corporation with its principal executive offices located at 260 Long Ridge Road, Stamford, Connecticut 06927. GECS is a holding company which owns all the common stock of GE Capital and other subsidiaries.

GE is a New York corporation with its principal executive office located at 3135 Easton Turnpike, Fairfield, Connecticut 06431. GE engages in providing a wide variety of industrial, commercial and consumer products and services.

(a), (b) and (c) For information with respect to the identity and background of each executive officer and director of each of the reporting Persons, see Schedules I, II, III, IV and V attached hereto, respectively.

(d) and (e) During the last five years none of the Reporting Persons or, to the best of their knowledge, any person identified in Schedules I through V has been (i) convicted of any criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to federal or state securities laws or finding any violation with respect to such laws.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Not applicable.

ITEM 4. PURPOSE OF TRANSACTION.

On December 14, 2001, Security Capital, GE Capital and EB entered into a Agreement and Plan of Merger, dated as of December 14, 2001 (the "Merger Agreement"), a copy of which is attached hereto as Exhibit 1 and is hereby incorporated by reference. Pursuant to the Merger Agreement and subject to the terms and conditions contained therein, EB will merge with and into Security Capital (the "Merger"), with Security Capital as the surviving company. As a result of the Merger, Security Capital will become an indirect wholly owned subsidiary of GE Capital. In the Merger, shares of Security Capital's Class B Common Stock, par value \$.01 per share (the "Class B shares"), will be converted into the right to receive consideration consisting of \$26 in cash per share, subject to the substitution therefor as described below and in the Merger Agreement of a combination of cash and common shares of beneficial interest of

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ProLogis Trust ("ProLogis Common Stock") with an agreed aggregate value of \$26 per Class B Share (the "Class B Consideration"), and shares of Security Capital's Class A Common Stock, par value \$0.01 per share (the "Class A Shares"), will be converted into the right to receive 50 times the Class B Consideration (the "Class A Consideration").

GE Capital may elect (but no later than the 15th day before Security Capital's stockholder meeting to vote on the Merger and the Merger Agreement (the "Group Stockholder Meeting")) to include the ProLogis Common Stock owned by Security Capital as part of the Class A Consideration and the Class B Consideration. If GE Capital so elects, the holders of Class B Shares would receive \$26 in cash per Class B Share less the value of the ProLogis

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Common Stock received by them (with the ProLogis Common Stock valued for such purposes based upon the 10-day trailing average price of the ProLogis Common Stock 2 days prior to the Group Stockholder Meeting), and the holders of the Class A Shares would receive 50 times such amount. GE Capital may also revoke its election to include the shares of ProLogis Common Stock as part of the Class A Consideration and Class B Consideration, provided however that no such revocation may be made if such revocation would make it reasonably necessary, based upon the advice of Security Capital's independent counsel, to delay the Group Stockholder Meeting.

In Section 5.1 of the Merger Agreement, Security Capital has agreed, among other things, to conduct its operations in the ordinary and usual course of business consistent with past practice and not to take certain actions, including, among other actions, not to sell, lease or dispose of any assets (including the shares of Common Stock beneficially owned by Security Capital) outside the ordinary and usual course of business consistent with past practice (the "Ordinary Course Covenants"). Security Capital also has agreed to use commercially reasonable efforts to cause its public investees, including the Company, to comply with the Ordinary Course Covenants. The Merger Agreement provides that for these purposes, Security Capital shall be deemed to have used its commercially reasonable efforts to cause its public investees (including the Company) to take or not take any actions contemplated by such Section 5.1 if Security Capital (i) exercises all voting rights to the extent that the taking or not taking of any action requires a vote of the stockholders of such public investee, (ii) exercises all rights under any contract or agreement to which Security Capital or any of its subsidiaries is a party, and (iii) causes its representatives acting as members of the board of directors or trustees of such public investees subject to their fiduciary duties to such public investees or trustees and their shareholders under applicable law, to exercise all rights as directors of such public investee, as applicable.

Pursuant to the Merger Agreement, Security Capital may not increase the consideration to be paid in connection with the Agreement of Purchase and Sale, dated as of December 3, 2001 (the "Purchase Agreement"), by and among the Company, Storage USA Trust, SUSA Partnership, L.P. and Security Capital, or make any material change to the Purchase Agreement or grant any material waiver, consent or election thereunder, except with GE Capital's consent, provided that GE Capital shall be deemed to have consented to any such proposed increase in consideration or material change, waiver, consent or election, as the case may be, if GE Capital has not responded to Security Capital's request for consent within 24 hours of the delivery of such request.

In addition, pursuant to the Merger Agreement, in the event any third party shall seek to acquire the Company for consideration in excess of that agreed to be paid pursuant to the Purchase Agreement, Security Capital shall determine to either (x) seek GE Capital's consent to offer to increase the

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consideration to be paid by Security Capital in connection with the Purchase Agreement or (y) not increase the consideration. If Security Capital determines not to so increase the price to be paid by Security Capital, then, at the written request of GE Capital, Security Capital will nevertheless offer to increase the price to be paid on such terms as GE Capital may designate.

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Immediately upon any subsequent termination of the Merger Agreement (or if the transactions contemplated by the Purchase Agreement shall not have been consummated, upon the consummation of the transactions contemplated by the Purchase Agreement), GE Capital shall pay to Security Capital an amount equal to the aggregate amount of any such increased price designated by GE Capital that may have been agreed with or accepted by the Company.

Consummation of the Merger is subject to a number of conditions, including the approval of the Merger Agreement by a majority of the voting power of the outstanding stock of Security Capital, the absence of any injunction or other government action preventing the merger, obtaining antitrust and other required regulatory approvals, the effective registration of the common shares of beneficial interest, par value \$0.01, of ProLogis Trust, beneficially owned by Security Capital, the accuracy of each parties representations and warranties and compliance with covenants, and the absence of a Material Adverse Effect (as defined in the Merger Agreement) having occurred as to Security Capital.

The description of the Merger Agreement set forth in this Schedule 13D is qualified in its entirety by reference to such agreement, which is attached hereto as described above and incorporated by reference herein.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(a) and (b) By reason of the execution and delivery of the Merger Agreement and the covenants set forth in the Merger Agreement relating to the Common Stock as described in Item 4 above, for the purpose of Rule 13d-3 promulgated under the Exchange Act, EB, GE Holdings and GE Capital, may be deemed to have shared voting power and/or shared dispositive power with respect to (and therefore beneficially own) the 11,765,654 shares of Common Stock beneficially owned by Security Capital, representing 43.5% of the outstanding shares of Common Stock. However, the filing of this statement shall not be construed as an admission that any of EB, GE Holdings, GE Capital, GECS or GE are, for purposes of Section 13(d) of the Exchange Act, or Rule 13d-3 promulgated thereunder, the beneficial owner of any of the shares of Common Stock covered by this statement. GE Capital is the owner of a warrant to purchase 1,250,000 shares of Common Stock (the "Warrant Shares") (representing 4.3% of the outstanding shares of Common Stock) at a per share exercise price of \$42.00. The Warrant Shares plus the 11,765,654 shares of Common Stock beneficially owned by Security Capital that also may be deemed to be beneficially owned by GE Capital represent 45.2% of the outstanding shares of Common Stock. GECS and GE each disclaims beneficial ownership of the Warrant Shares. Except as set forth in this Item 5, neither EB, GE Holdings, GE Capital nor any person controlling EB, GE Holdings or GE Capital, nor, to the best of their knowledge after reasonable inquiry, any person identified on Schedules I through V hereto, owns beneficially any shares of Common Stock.

(c) Except for the execution and delivery of the Merger Agreement referenced in Item 4 hereof, no transactions in shares of Common Stock were effected by any of the Reporting Persons, or, to the best of their

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knowledge, any of the persons identified in Schedules I through V hereto, during the 60 days prior to the date hereof.

(d) Not applicable.

(e) Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Except for the Merger Agreement and the instrument relating to the Warrant Shares, to the best knowledge of the Reporting Persons, there are no contracts, arrangements, understandings or relationships (legal or otherwise) between any of the Reporting Persons or any other person with respect to any securities of the Company, including but not limited to, transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies or a pledge or contingency the occurrence of which would give another person voting power over the shares of Common Stock of the Company.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Exhibit 1 Agreement and Plan of Merger, dated as of December 14, 2001, by and among GE Capital, EB and Security Capital.

Exhibit 2 Joint Filing Agreement, dated as of December 26, 2001 by and among GE Capital, GE Holdings, EB, GECS and GE to file this Statement on Schedule 13D with respect to the beneficial ownership by the undersigned of shares of Common Stock of Storage USA, Inc.

SIGNATURES

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: December 26, 2001

GENERAL ELECTRIC COMPANY*

By: /s/ Nancy E. Barton

Name: Nancy E. Barton
Title: Attorney-in-Fact

GENERAL ELECTRIC CAPITAL SERVICES, INC.

By: /s/ Nancy E. Barton

Name: Nancy E. Barton

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Title: Senior Vice President

GENERAL ELECTRIC CAPITAL CORPORATION

By: /s/ Nancy E. Barton

Name: Nancy E. Barton
Title: Senior Vice President

GE CAPITAL INTERNATIONAL HOLDINGS CORPORATION

By: /s/ Sarah Graber

Name: Sarah Graber
Title: Vice President and Assistant Secretary

EB ACQUISITION CORP.

By: /s/ Kevin Korsh

Name: Kevin Korsh
Title: Assistant Secretary

* Power of attorney, dated as of February 22, 2000, by General Electric Company is hereby incorporated by reference to Schedule 13D for Luxtec Corporation, filed March 12, 2001 by GE Capital Equity Investments, Inc.

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EXHIBIT INDEX

| Exhibit No. | Description |
|-------------|---|
| ----- | ----- |
| 1 | Agreement and Plan of Merger, dated as of December 14, 2001, by and among GE Capital, EB and Security Capital. |
| 2 | Joint Filing Agreement, dated as of December 26, 2001 by and among GE Capital, GE Holdings, EB, GECS and GE to file this Statement on Schedule 13D with respect to the beneficial ownership by the undersigned of shares of Common Stock of Storage USA, Inc. |

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SCHEDULE I TO SCHEDULE 13D

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Filed by General Electric Capital Corporation

EB ACQUISITION CORP.

DIRECTORS AND EXECUTIVE OFFICERS

Set forth below are the name and present principal occupation or employment of each director and executive officer of EB Acquisition Corp. The business address of each director and executive officer is c/o EB Acquisition Corp., 260 Long Ridge Road, Stamford, Connecticut 06927. All persons are citizens of the United States, except as set forth below.

| Name ----- | Present Principal Occupation or Employment ----- |
|---------------------|--|
| Michael Pralle | Mr. Pralle is the President and Chief Executive Officer of EB Acquisition Corp. and the sole member of its Board of Directors. |
| Stewart Koenigsberg | Mr. Koenigsberg is the Vice President and Chief Financial Officer of Acquisition Corp. |
| Alec Burger | Mr. Burger is a Vice President of EB Acquisition Corp. |
| Mark Kaplow | Mr. Kaplow is the Vice President and Secretary of EB Acquisition Corp. |
| Jayne Day | Ms. Day is a Vice President of EB Acquisition Corp. |
| Robert Pfeiffer | Mr. Pfeiffer is a Vice President of EB Acquisition Corp. |
| Kevin Korsh | Mr. Korsh is the Assistant Secretary of EB Acquisition Corp. |

SCHEDULE II TO SCHEDULE 13D

Filed by General Electric Capital Corporation

GE CAPITAL INTERNATIONAL HOLDINGS CORPORATION

DIRECTORS AND EXECUTIVE OFFICERS

Set forth below are the name and present principal occupation or employment of each director and executive officer of GE Capital International Holdings Corporation. The business address of each director and executive officer is c/o GE Capital International Holdings Corporation, 1600 Summer Street, Stamford, Connecticut 06905. All persons are citizens of the United States, except as set forth below.

| Name | Present Principal Occupation or Employment |
|------|--|
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| Kathryn A. Cassidy | Ms. Cassidy is Vice President and Assistant Treasurer of GE Capital International Holdings Corporation. |
| Charles Crabtree | Mr. Crabtree is a Vice President of GE Capital International Holdings Corporation. |
| Richard D'Avino | Mr. D'Avino is the sole Director and a Vice President of GE Capital International Holdings Corporation. |
| Ray Duggins | Mr. Duggins is a Vice President of GE Capital International Holdings Corporation. |
| Sarah Graber | Ms. Graber is a Vice President and Assistant Secretary of GE Capital International Holdings Corporation. |
| Leonard Kim | Mr. Kim is a Vice President of GE Capital International Holdings Corporation. |
| Elizabeth Lee | Ms. Lee is a Vice President of GE Capital International Holdings Corporation. Lee is a citizen of the United Kingdom. |
| Jonathan Mothner | Mr. Mothner is a Vice President and Assistant Secretary of GE Capital International Holdings Corporation. |
| David R. Nissen | Mr. Nissen is the President of GE Capital International Holdings Corporation. |

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| Mike Pyles | Mr. Pyles is a Vice President of GE Capital International Holdings Corporation. |
| Jim Richmond | Mr. Richmond is a Vice President of GE Capital International Holdings Corporation. |
| Maive Scully | Mr. Scully is the Vice President and Treasurer of GE Capital International Holdings Corporation. |

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SCHEDULE III TO SCHEDULE 13D

Filed by General Electric Capital Corporation

GENERAL ELECTRIC CAPITAL CORPORATION

DIRECTORS AND EXECUTIVE OFFICERS

Set forth below are the name and present principal occupation or employment of each director and executive officer of General Electric Capital Corporation. The business address of each director and executive officer is c/o General Electric Capital Corporation, Long Ridge Road,

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Stamford, Connecticut 06927, except as set forth below. All persons are citizens of the United States, except as set forth below

| Name ----- | Present Principal Occupation or Employment ----- |
|---------------------------|---|
| Joan Amble | Ms. Amble is the Vice President and Controller of General Electric Corporation. |
| Nancy E. Barton | Ms. Barton is a Director and the Senior Vice President, General of General Electric Capital Corporation. |
| Ferdinando Beccalli | Mr. Beccalli is a Director and an Executive Vice President of General Electric Capital Corporation. Mr. Beccalli is a citizen of Italy. |
| James R. Bunt | Mr. Bunt is a Director of General Electric Capital Corporation. |
| David L. Calhoun | Mr. Calhoun is a Director of General Electric Capital Corporation. His address is 1 Neumann Way, Cincinnati, Ohio 45215. |
| James A. Colica | Mr. Colica is the Senior Vice President of Global Risk Management, General Electric Capital Corporation. |
| Richard D'Avino | Mr. D'Avino is the Senior Vice President, Tax, of General Electric Corporation. |
| Dennis D. Dammerman | Mr. Dammerman is a Director of General Electric Capital Corporation. |
| Scott C. Donnelly | Mr. Donnelly is a Director of General Electric Capital Corporation. |
| Michael D. Fraizer | Mr. Fraizer is a Director of General Electric Capital Corporation. |
| Benjamin W. Heineman, Jr. | Mr. Heineman is a Director of General Electric Capital Corporation. |
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| Jeffrey R. Immelt | Mr. Immelt is a Director of General Electric Capital Corporation. |
| Robert L. Lewis | Mr. Lewis is Senior Vice President of General Electric Capital Corporation. |
| John H. Myers | Mr. Myers is a Director of General Electric Capital Corporation. |
| Denis J. Nayden | Mr. Nayden is the Chairman and Chief Executive Officer of General Electric Corporation. |
| Michael A. Neal | Mr. Neal is a Director and President and Chief Operating Officer of General Electric Capital Corporation. |
| David R. Nissen | Mr. Nissen is a Senior Vice President of General Electric Capital Corporation. |
| James A. Parke | Mr. Parke is a Director, Vice Chairman and the Chief Financial Officer of General Electric Capital Corporation. |
| Ronald R. Pressman | Mr. Pressman is a Director of General Electric Capital Corporation. His address is 5200 Metcalf, Overland Park, Kansas 66204. |
| Gary M. Reiner | Mr. Reiner is a Director of General Electric Capital Corporation. |
| John M. Samuels | Mr. Samuels is a Director of General Electric Capital Corporation. |

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| Marc J. Saperstein | Mr. Saperstein is Senior Vice President of Human Resources of General Electric Capital Corporation. |
| Keith S. Sherin | Mr. Sherin is a Director of General Electric Capital Corporation. |
| Edward D. Stewart | Mr. Stewart is a Director and an Executive Vice President of General Electric Capital Corporation. |
| Kathryn A. Cassidy | Ms. Cassidy is Senior Vice President, Corporate Treasury and Global Controller of General Electric Capital Corporation. |
| Robert C. Wright | Mr. Wright is a Director of General Electric Capital Corporation. His home address is 30 Rockefeller Plaza, New York, New York 10112. |

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SCHEDULE IV TO SCHEDULE 13D

Filed by General Electric Capital Services, Inc.

GENERAL ELECTRIC CAPITAL SERVICES, INC.

DIRECTORS AND EXECUTIVE OFFICERS

| NAME ----- | PRESENT BUSINESS ADDRESS ----- | PRESENT PRINCIPAL OCCUPATION ----- |
|---------------------|--|---|
| Directors | | |
| Nancy E. Barton | General Electric Capital Corporation 260 Long Ridge Road Stamford, CT 06927 Citizenship: U.S.A. | Senior Vice Secretary |
| Ferdinando Beccalli | General Electric Capital Corporation 260 Long Ridge Road Stamford, CT 06927 Citizenship: Italy | Director and |
| James R. Bunt | General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 Citizenship: U.S.A. | Vice President |
| David C. Calhoun | GE Aircraft Engines 1 Neumann Way Cincinnati, OH 45215 Citizenship: U.S.A. | Chief Executive Officer |
| Dennis D. Dammerman | General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 Citizenship: U.S.A. | Vice Chairman |
| Scott C. Donnelly | General Electric CR&D One Research Circle | Senior Vice President |

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Niskayuna, NY 12309
 Citizenship: U.S.A.

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| Michael D. Fraizer | GE Financial Assurance 6604 W. Broad Street Richmond, VA 23230 Citizenship: U.S.A. | President an |
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| NAME ----- | PRESENT BUSINESS ADDRESS ----- | PRESENT PRINCIPAL OCCUPATION ----- |
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| Benjamin W. Heineman, Jr. | General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 Citizenship: U.S.A. | Senior Vice Secretary |
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| Jeffrey R. Immelt | General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 Citizenship: U.S.A. | President an |
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| John H. Myers | GE Investment Corporation 3003 Summer Street Stamford, CT 06904 Citizenship: U.S.A. | Chairman and |
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| Denis J. Nayden | General Electric Capital Corporation 260 Long Ridge Road Stamford, CT 06927 Citizenship: U.S.A. | Chairman and |
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| Michael A. Neal | General Electric Capital Corporation 260 Long Ridge Road Stamford, CT 06927 Citizenship: U.S.A. | President an |
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| James A. Parke | General Electric Capital Corporation 260 Long Ridge Road Stamford, CT 06927 Citizenship: U.S.A. | Vice Chairma |
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| Ronald R. Pressman | Employers Reinsurance Corporation 5200 Metcalf Overland Park, KS 66204 Citizenship: U.S.A. | Chairman, Pr |
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| Gary M. Reiner | General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 Citizenship: U.S.A. | Senior Vice Officer |
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| NAME | PRESENT BUSINESS ADDRESS | PRESENT PRINCIPAL OCCUPATION |
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| John M. Samuels | General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 Citizenship: U.S.A. | Vice President Taxes |
| Keith S. Sherin | General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 Citizenship: U.S.A. | Senior Vice Chief Financial Officer |
| Edward D. Stewart | General Electric Capital Corporation 1600 Summer Street Stamford, CT 06927 Citizenship: U.S.A. | Executive Vice President |
| Robert C. Wright | 30 Rockefeller Plaza New York, New York 10112 | Director |
| Executive Officers | | |
| Dennis D. Dammerman | General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 Citizenship: U.S.A. | Vice Chairman |
| Denis J. Nayden | General Electric Capital Corporation 260 Long Ridge Road Stamford, CT 06927 Citizenship: U.S.A. | Chairman and Chief Executive Officer |
| Michael D. Fraizer | GE Financial Assurance 6604 W. Broad Street Richmond, VA 23230 Citizenship: U.S.A. | President and Chief Operating Officer |
| Michael A. Neal | General Electric Capital Corporation 260 Long Ridge Road Stamford, CT 06927 Citizenship: U.S.A. | President and Chief Financial Officer |

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| NAME | PRESENT BUSINESS ADDRESS | PRESENT PRINCIPAL OCCUPATION |
|--------------------|---|--|
| ----- | ----- | ----- |
| Ronald R. Pressman | Employers Reinsurance Corporation 5200 Metcalf Overland Park, KS 66204 Citizenship: U.S.A. | Chairman, President and Chief Executive Officer |
| James A. Parke | General Electric Capital Services, Inc. 260 Long Ridge Road Stamford, CT 06927 Citizenship: U.S.A. | Executive Vice President and Chief Financial Officer |
| Edward D. Stewart | General Electric Capital Services, Inc. | Executive Vice President |

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|---------------------|---|-----------------------------|
| | 600 Summer Street Stamford, CT 06927 Citizenship: U.S.A. | |
| Nancy E. Barton | General Electric Capital Services, Inc. 260 Long Ridge Road Stamford, CT 06927 Citizenship: U.S.A. | Senior Vice Secretary |
| James A. Colica | General Electric Capital Services, Inc. 260 Long Ridge Road Stamford, CT 06927 Citizenship: U.S.A. | Senior Vice Global Risk |
| Richard D'Avino | General Electric Capital Services, Inc. 777 Long Ridge Road Stamford, CT 06927 Citizenship: U.S.A. | Senior Vice |
| Marc. J. Saperstein | General Electric Capital Services, Inc. 260 Long Ridge Road Stamford, CT 06927 Citizenship: U.S.A. | Senior Vice |
| Kathryn A. Cassidy | General Electric Capital Services, Inc. 201 High Ridge Road Stamford, CT 06927 Citizenship: U.S.A. | Senior Vice Global Fundi |

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SCHEDULE V TO SCHEDULE 13D

Filed by General Electric Company

GENERAL ELECTRIC COMPANY

DIRECTORS AND EXECUTIVE OFFICERS

| NAME ----- | PRESENT BUSINESS ADDRESS ----- | PRESENT PRINCIPAL OCCUPATION ----- |
|-----------------|---|---|
| Directors | | |
| J. I. Cash, Jr. | Harvard Business School Morgan Hall Soldiers Field Road Boston, MA 02163 | Professor of Bu Graduate School Administration, |
| S. S. Cathcart | 222 Wisconsin Avenue Suite 103 Lake Forest, IL 60045 | Retired Chairma Illinois Tool W |
| D. D. Dammerman | General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 | Vice Chairman o Officer, Genera General Electri |

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|----------------|---|------------------------------------|
| P. Fresco | Fiat SpA via Nizza 250 10126 Torino, Italy | Chairman of the Fiat SpA |
| A. M. Fudge | 4 Lowlyn Road Westport, CT 06880 | |
| C. X. Gonzalez | Kimberly-Clark de Mexico, S.A. de C.V. Jose Luis Lagrange 103, Tercero Piso Colonia Los Morales Mexico, D.F. 11510, Mexico | Chairman of the Officer, Kimber |
| J. R. Immelt | General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 | President General Electri |

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| NAME ----- | PRESENT BUSINESS ADDRESS ----- | PRESENT PRINCIPAL OCCUPATION ----- |
|-----------------|--|---|
| A. Jung | Avon Products, Inc. 1345 Avenue of the Americas New York, NY 10105 | President and C Products, Inc. |
| K. G. Langone | Invemed Associates, Inc. 375 Park Avenue New York, NY 10152 | Chairman, Presi Invemed Associa |
| R. B. Lazarus | Ogilvy & Mather Worldwide 309 West 49th Street New York, New York 10019-7316 | Chairman and Ch Mather Worldwid |
| S. G. McNealy | Sun Microsystems, Inc. 901 San Antonio Road Palo Alto, CA 94303-4900 | Chairman, Presi Sun Microsystem |
| G. G. Michelson | Federated Department Stores 151 West 34th Street New York, NY 10001 | Former Member o Federated Depart |
| S. Nunn | King & Spalding 191 Peachtree Street, N.E. Atlanta, GA 30303 | Partner, King & |
| R. S. Penske | Penske Corporation 13400 Outer Drive West Detroit, MI 48239-4001 | Chairman of the Corporation |
| F. H. T. Rhodes | Cornell University 3104 Snee Building Ithaca, NY 14853 | President Emeri |
| G.L. Rogers | General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 | Vice Chairman o Officer, Genera |

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|-------------------|---|-------------------------------------|
| A. C. Sigler | Champion International Corporation 1 Champion Plaza Stamford, CT 06921 | Retired Chairman Director, Champ |
| D. A. Warner, III | J. P. Morgan Chase & Co., Inc. The Chase Manhattan Bank and Morgan Guaranty Trust Co. 270 Park Avenue New York, NY 10017-2070 | Chairman of the Executive Offic |

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| NAME ----- | PRESENT BUSINESS ADDRESS ----- | PRESENT PRINCIPAL OCCUPATION ----- |
|---------------|---|--|
| R. C. Wright | National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, New York 10112 Citizenship P. Fresco - Italy C. X. Gonzalez - Mexico Andrea Jung - Canada All Others - U.S.A. | Vice Chairman o Officer, Genera Chief Executive Company, Inc. |

Executive Officers

| | | |
|-----------------|---|---|
| P. D. Ameen | General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 | Vice President |
| J. R. Bunt | General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 | Vice President |
| D. C. Calhoun | General Electric Company 1 Neumann Way Cincinnati, OH 05215 | Senior Vice Pre |
| J.P. Campbell | General Electric Company Appliance Park Louisville, KY 40225 | Vice President |
| W. J. Conaty | General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 | Senior Vice Pre |
| D. D. Dammerman | General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 | Vice Chairman o Officer, Genera General Electri |
| S.C. Donnelly | General Electric Company One Research Circle Niskayuna, NY 12309 | Senior Vice Pre Development |

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| NAME ----- | PRESENT BUSINESS ADDRESS ----- | PRESENT PRINCIPAL OCCUPATION ----- |
|---------------------|---|---|
| M.J. Espe | General Electric Company Nela Park Cleveland, OH 44112 | Senior Vice Pre |
| Y. Fujimori | General Electric Company 1 Plastics Avenue Pittsfield, MA 01201 | Senior Vice Pre |
| B. W. Heineman, Jr. | General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 | Senior Vice Pre Secretary |
| J. R. Immelt | General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 | President |
| J. M. Hogan | General Electric Company P.O. Box 414 Milwaukee, WI 53201 | Senior Vice Pre |
| J. Krenicki, Jr. | General Electric Company 2901 East Lake Road Erie, PA 16531 | Vice President |
| R. W. Nelson | General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 | Vice President and Analysis |
| G. M. Reiner | General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 | Senior Vice Pre |
| J. G. Rice | General Electric Company 1 River Road Schenectady, NY 12345 | Senior Vice Pre |
| G. L. Rogers | General Electric Company 1 Plastics Avenue Pittsfield, MA 01201 | Vice Chairman o |
| K. S. Sherin | General Electric Company 3135 Easton Turnpike Fairfield, CT 06431 | Senior Vice Pre Financial Offic |
| L. G. Trotter | General Electric Company 41 Woodford Avenue Plainville, CT 06062 | Senior Vice Pre |

| NAME ----- | PRESENT BUSINESS ADDRESS ----- | PRESENT PRINCIPAL OCCUPATION ----- |
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W.A. Woodburn

General Electric Company
41 Woodford Avenue
Plaineville, CT 06062

Senior Vice Pre

R. C. Wright

National Broadcasting Company, Inc.
30 Rockefeller Plaza
New York, New York 10112

Vice Chairman o
Officer, Genera
Chief Executive
Company, Inc.

Citizenship

Yoshiaki Fujimori Japan

All Others U.S.A.