

**PUBLIC STORAGE
NOMINATING/ CORPORATE GOVERNANCE
COMMITTEE CHARTER**
**Adopted by the Board of Trustees on August 5, 2003,
as amended February 21, 2006**

Purpose:

To assist the Board by identifying individuals qualified to become Board members and to recommend to the Board nominees to fill vacancies in membership of the Board as they occur and, prior to each Annual Meeting of Shareholders, recommend a slate of nominees for election as Trustees at such meeting;

To recommend to the Board the Guidelines on Corporate Governance applicable to the Company and any changes to those guidelines;

To lead the Board in its annual review of Board performance; and

To recommend to the Board of Trustees nominees for each committee of the Board.

Board Membership:

The Committee shall consist of at least two independent Trustees who shall meet the requirements of the New York Stock Exchange. The members of the Committee shall be appointed and may be replaced by the Board of Trustees.

Authority and Responsibility:

The Board Nominating/Corporate Governance Committee shall:

1. Seek out and evaluate candidates qualified to become Board members, who may be submitted by Trustees, officers, employees, shareholders and others, for consideration as a potential nominee to be recommended to the Board of Trustees.
2. In considering possible candidates for election as a Trustee, the Committee should be guided by the following principles that each Trustee: (a) should be an individual of the highest character and integrity; (b) should have substantial experience which is of particular relevance to the Company; (c) should have an understanding of the Company's business environment and the industry in which it operates; (d) should have sufficient time available to devote to the affairs of the Company; (e) should represent the best interests of all stakeholders; (f) should have their skill set complement the skill set of other Trustees and (g) should be able to read and understand financial statements. In assessing independence, the Committee shall apply the same standards to Trustee nominees as the Board applies to existing Trustees.
3. Periodically review matters involving general operations of the Board of Trustees and corporate governance for the Company, and make recommendations to the Board of Trustees as appropriate on such matters.

4. Review periodically the structure, size, composition and operation of the Board of Trustees and each committee of the Board.
5. After soliciting appropriate recommendations, recommend annually to the Board of Trustees, the Trustees for appointment to committees of the Board or for removal or rotation as appropriate.
6. Receive comments from all Trustees and report annually to the Board of Trustees with an assessment of Board performance. This assessment should be of the Board's contribution as a whole as well as the contribution of each Trustee.
7. Consider questions and make recommendations to the Board regarding determinations of independence of the members of the Board.
8. Oversee and review on a periodic basis the orientation program for new Trustees.
9. Review and reassess the adequacy of the Board's Guidelines on Corporate Governance and recommend any proposed changes to the Board of Trustees for approval.
10. Have the sole authority to retain and terminate any search firm to be used to identify Trustee candidates and have sole authority to approve the search firm's fees and other retention terms. Have authority to obtain advice and assistance from internal or external legal, financial or other advisors. Any payment or commitment that involves \$50,000 or more shall require prior approval of the Board of Trustees.
11. Evaluate any actual or potential conflicts of interest that may arise with respect to executive officer and directors and recommend to the Board any action to be taken.
12. Make regular reports to the Board of Trustees.
13. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board of Trustees for approval.
14. Annually review its own performance.
15. Perform such other duties and responsibilities as may be assigned to the Committee by the Board.
16. The Committee shall have the authority to delegate such of its authority and responsibilities as the Committee deems proper to members of the Committee or a subcommittee.
17. If the Company becomes legally obligated by agreement or otherwise to nominate Trustees, the selection and nomination of such Trustees shall not be subject to the processes of the Committee.