

CoreSite Realty Corp  
Form S-11/A  
August 10, 2010

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**As filed with the Securities and Exchange Commission on August 10, 2010**

**Registration No. 333-166810**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**Amendment No. 3**

**to**

**Form S-11  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
OF SECURITIES OF CERTAIN REAL ESTATE COMPANIES**

**CoreSite Realty Corporation**

*(Exact name of registrant as specified in governing instruments)*

**1050 17th Street, Suite 800  
Denver, CO 80265  
(866) 777-2673**

*(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)*

**Thomas M. Ray  
President & Chief Executive Officer  
CoreSite Realty Corporation  
1050 17th Street, Suite 800  
Denver, CO 80265  
(866) 777-2673**

*(Name, address, including zip code, and telephone number, including area code, of agent for service)*

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**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this Registration Statement becomes effective.

If any of the Securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box.

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

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

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

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**The information contained in this preliminary prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This preliminary prospectus is not an offer to sell these securities and we are not soliciting offers to buy these securities in any state where the offer or sale is not permitted.**

**SUBJECT TO COMPLETION, DATED AUGUST 10, 2010**

**PROSPECTUS**

**Shares**

**CoreSite Realty Corporation  
Common Stock  
\$ per share**

This is our initial public offering of our common stock. We are selling \_\_\_\_\_ shares of our common stock. We currently expect the initial public offering price to be between \$ \_\_\_\_\_ and \$ \_\_\_\_\_ per share.

We have granted the underwriters an option to purchase up to \_\_\_\_\_ additional shares of common stock to cover over-allotments.

We intend to apply to have our common stock listed on the New York Stock Exchange under the symbol COR.

We intend to elect to be taxed and to operate in a manner that will allow us to qualify as a real estate investment trust, or REIT, for U.S. federal income tax purposes commencing with our tax year ending December 31, 2010. Shares of our common stock are subject to ownership limitations that are intended to assist us in qualifying and maintaining our qualification as a REIT, including, subject to certain exceptions, a 9.8% ownership limit. See Description of Securities.

**Investing in our common stock involves risks. See Risk Factors beginning on page 18 of this prospectus.**

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

	<b>Per Share</b>	<b>Total</b>
Public Offering Price	\$	\$
Underwriting Discounts and Commissions	\$	\$
Proceeds to CoreSite (before expenses)	\$	\$

The underwriters expect to deliver the shares to purchasers on or about \_\_\_\_\_, 2010 through the book-entry facilities of The Depository Trust Company.

*Joint Book-Running Managers*

Citi

BofA Merrill Lynch

RBC Capital Markets

*Lead Managers*

KeyBanc Capital Markets

Credit Suisse

\_\_\_\_\_, 2010

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**You should rely only on the information contained in this prospectus. We have not authorized anyone to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. You should not assume that the information in this prospectus is accurate as of any date other than the date on the front cover of this prospectus.**

This prospectus contains third-party estimates and data regarding growth in the Internet and data center industries. This data was obtained from reports by and publications of Tier1 Research, LLC, Cisco Systems, Inc., Nemertes Research and Gartner, Inc. Although we have not independently verified the data and estimates contained in these reports and publications, we believe that this information is reliable. However, there can be no guarantee that the markets discussed in these reports will grow at the estimated rates or at all, and actual results may differ from the projections and estimates contained in these reports. Any failure of the markets to grow at projected rates could have an adverse impact on our business. See Appendix B: Citations for a complete list of these reports and publications.



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**PROSPECTUS SUMMARY**

*This summary highlights information contained elsewhere in this prospectus. Because this is only a summary, it does not contain all of the information that may be important to you. Before making your investment decision, you should read this entire prospectus and should consider, among other things, the matters set forth under Risk Factors, Management's Discussion and Analysis of Financial Condition and Results of Operations and our unaudited pro forma financial statements and our historical consolidated and combined financial statements and related notes included elsewhere in this prospectus. Unless the context requires otherwise, references in this prospectus to we, our, us and our company refer to CoreSite Realty Corporation, a Maryland corporation, together with its consolidated subsidiaries after giving effect to the Restructuring Transactions described in this prospectus, including CoreSite, L.P., a Delaware limited partnership of which CoreSite Realty Corporation is the sole general partner and which we refer to in this prospectus as our operating partnership and CoreSite Services, Inc., a Delaware corporation, our taxable REIT subsidiary, or TRS. Our promoters are our President, Chief Executive Officer and Director, Thomas M. Ray and CoreSite, L.L.C. References to pro forma revenues, pro forma net loss and pro forma funds from operations refer to our revenues, net loss and funds from operations as described in Summary of Historical and Pro Forma Financial Data and the unaudited pro forma financial statements included elsewhere in this prospectus. Unless otherwise indicated, the information contained in this prospectus is as of June 30, 2010 and assumes that the transactions described under the caption Structure and Formation of Our Company have been consummated. For a list of certain industry terms and sources cited herein, see Appendix A: Glossary of Terms and Appendix B: Citations, respectively.*

**Our Company**

We are an owner, developer and operator of strategically located data centers in some of the largest and fastest growing data center markets in the United States, including Los Angeles, the San Francisco Bay and Northern Virginia areas, Chicago and New York City. Our data centers feature advanced power, cooling and security systems, including twenty-four hours a day, seven days a week security staffing, and many are points of dense network interconnection. We are able to satisfy the full spectrum of our customers' data center requirements by providing data center space ranging in size from an entire building or large dedicated suite to a cage or cabinet. We lease our space to a broad and growing customer base ranging from enterprise customers to less space-intensive, more network-centric customers. Our operational flexibility allows us to selectively lease data center space to its highest and best use depending on customer demand, regional economies and property characteristics.

As of June 30, 2010, our property portfolio included 11 operating data center facilities, one data center under construction and one development site, which collectively comprise over 2.0 million net rentable square feet, or NRSF, of which over 1.0 million NRSF is existing data center space. These properties include 277,126 NRSF of space readily available for lease, of which 190,788 NRSF is available for lease as data center space. We expect that our redevelopment and development potential will enable us to accommodate existing and future customer demand and position us to significantly increase our cash flows.

Our data center acquisitions have been historically funded and held through real estate funds affiliated with The Carlyle Group, or Carlyle, a global private equity firm. The first data center in our portfolio was purchased in 2000 and since then we have continued to acquire, redevelop, develop and operate these types of facilities.

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The following table provides an overview of our properties as of June 30, 2010 after giving effect to the Restructuring Transactions.

Metropolitan Area	Acquisition Date <sup>(5)</sup>	Annualized Rent (\$000) <sup>(6)</sup>	Data Center <sup>(2)</sup>		Operating <sup>(1)</sup> Office and Light-Industrial <sup>(3)</sup>		NRSF Total		Redevelopment and Development NRSF Under Construction <sup>(4)</sup>
			Total	Percent Leased <sup>(7)</sup>	Total	Percent Leased <sup>(7)</sup>	Total <sup>(8)</sup>	Percent Leased <sup>(7)</sup>	
Los Angeles	Aug. 2007	\$ 20,391	156,521	74.1%	7,500	62.2%	164,021	73.6%	
Los Angeles	Oct. 2006	11,044	256,690	91.1	16,622	7.1	273,312	86.0	16,126
San Francisco Bay	Feb. 2000	11,003	84,045	86.5	205,846	77.9	289,891	80.4	
Western Virginia	Dec. 2007	8,838	116,498	70.5	38,350	99.2	154,848	77.6	
San Francisco Bay	Dec. 2006	6,507	71,847	85.7			71,847	85.7	4,829
San Francisco Bay	Feb. 2007	5,950	129,790	74.5	45,283	100.0	175,073	81.1	
San Francisco Bay	Apr. 2007	5,506	118,991	94.0	2,600	57.1	121,591	93.2	25,118
New York	June 2007	3,730	48,404	68.8			48,404	58.8	
Western Virginia	June 2006	1,914	22,137	96.6			22,137	96.6	
Western Virginia	June 2006	1,314	30,176	49.4	1,641	40.2	31,817	49.0	
San Francisco Bay	Feb. 2007	8,820	50,000	100.0			50,000	100.0	
San Francisco Bay	Feb. 2007	678			78,800	74.3	78,800	74.3	
San Francisco Bay	Feb. 2007								50,400
		<b>\$ 85,695</b>	<b>1,085,099</b>	<b>82.4%</b>	<b>396,642</b>	<b>78.2%</b>	<b>1,481,741</b>	<b>81.3%</b>	<b>96,473</b>

\* Indicates properties in which we hold a leasehold interest.

- (1) Represents the square feet at a building under lease as specified in existing customer lease agreements plus management's estimate of space available for lease to customers based on engineers' drawings and other factors, including required data center support space (such as the mechanical, telecommunications and utility rooms) and building common areas. Total NRSF at a given facility includes the total operating NRSF and total redevelopment and development NRSF, but excludes our office space at a facility and our corporate headquarters.
- (2) Represents the NRSF at an operating facility that is currently leased or readily available for lease as data center space. Both leased and available data center NRSF include a customer's proportionate share of the required data center support space (such as the mechanical, telecommunications and utility rooms) and building common areas.
- (3) Represents the NRSF at an operating facility that is currently leased or readily available for lease as space other than data center space, which is typically space offered for office or light-industrial use.
- (4) Represents vacant space in our portfolio that requires significant capital investment in order to redevelop or develop into data center facilities. Total redevelopment and development NRSF and total operating NRSF represent the total NRSF at a given facility.

- (5) Represents the date a property was acquired by a Carlyle real estate fund or, in the case of a property under lease, the date the initial lease commenced for the property.
- (6) Represents the monthly contractual rent under existing customer leases as of June 30, 2010 multiplied by 12. This amount reflects total annualized base rent before any one-time or non-recurring rent abatements and, for any customer under a modified gross or triple-net lease, it excludes the operating expense reimbursement attributable to those leases. Total abatements for leases in effect as of June 30, 2010 for the 12 months ending June 30, 2011 were \$26,303. On a gross basis, our annualized rent was approximately \$90,792,000 as of June 30, 2010, which reflects the addition of \$4,341,014 in operating expense reimbursements to contractual net rent under modified gross and triple-net leases.
- (7) Includes customer leases in effect as of June 30, 2010. The percent leased is determined based on leased square feet as a proportion of total operating NRSF.
- (8) Represents the NRSF at an operating facility currently leased or readily available for lease. This excludes existing vacant space held for redevelopment or development.
- (9) Reflects NRSF for which substantial activities are ongoing to prepare the property for its intended use following redevelopment or development, as applicable. Of the 96,473 NRSF under construction as of June 30, 2010, 85,434 NRSF was data center space and 11,039 NRSF was ancillary data center support space.
- (10) We currently have the ability to develop 129,200 NRSF of data center space at the Coronado-Stender Properties and, subject to our obtaining a negative declaration from the City of Santa Clara, we believe that we will be able to develop an additional 216,050 NRSF, or up to 345,250 NRSF in the aggregate, of data center space at this property. See Business and Properties Description of Our Portfolio Coronado-Stender Business Park, Santa Clara, California.
- (11) We currently have the ability to develop 50,400 NRSF of data center space at 2972 Stender. We have submitted a request for a negative declaration from the City of Santa Clara to enable us to construct up to an additional 50,600 NRSF at this building, for a total of up to 101,000 NRSF of data center space. We are under construction on the currently entitled 50,400 NRSF of data center space. Should we obtain entitlements to construct the additional 50,600 NRSF and, provided we then believe market demand warrants and that it would be the best use of our capital available for expansion, we may elect to construct the entire 101,000 NRSF of space, comprised of the initial 50,400 NRSF of data center space plus the incremental 50,600 NRSF of unconditioned core and shell space held for potential future development into data center space. See Business and Properties Description of Our Portfolio Coronado-Stender Business Park, Santa Clara, California.

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### **Industry Overview**

Data centers are highly specialized and secure buildings that house networking, storage and communications technology infrastructure, including servers, storage devices, switches, routers and fiber optic transmission equipment. These buildings are designed to provide the power, cooling and network connectivity necessary to efficiently operate this mission-critical IT equipment. This infrastructure requires an uninterruptible power supply, backup generators, cooling equipment, fire suppression systems and physical security. Data centers located at points where many communications networks converge can also function as interconnection hubs where customers are able to connect to multiple networks and exchange traffic with each other.

According to the Cisco Visual Networking Index, global IP traffic, including Internet, non-Internet and mobile data, is expected to quadruple from 2009 to 2014, representing a compound annual growth rate of 34%.<sup>(a)</sup> We believe that the data center industry enjoys strong demand dynamics principally driven by the continued growth of Internet traffic, the corresponding increase in processing and storage equipment and the increased need for network interconnection capabilities. Additionally, companies are increasingly outsourcing their data center needs due to the high cost of operating and maintaining in-house data center facilities, increasing power and cooling requirements for data centers and the growing focus on business and disaster recovery planning.

We believe that sufficiently capitalized operators with space and land available for redevelopment and development, as well as a proven track record and reputation for operating high-quality data center facilities, will enjoy a significant competitive advantage and be best-positioned to accommodate market demand.

### **Our Competitive Strengths**

We believe the following key competitive strengths position us to efficiently scale our business, capitalize on the growing demand for data center space and interconnection services, and thereby grow our cash flow.

***High Quality Data Center Portfolio.*** As of June 30, 2010, our property portfolio included 11 operating data center facilities, one data center under construction and one development site. Much of our data center portfolio has been recently constructed. Specifically, since January 1, 2006, we have redeveloped or developed 620,586 NRSF into data center space, or approximately 57.2% of our current data center portfolio. Based upon our portfolio as of June 30, 2010 and including the completion of the 85,434 NRSF of data center space under construction at that time, 60.3% of our data center portfolio will have been built since January 1, 2006.

***Significant Network Density.*** Many of our data centers are points of dense network interconnection that provide our customers with valuable networking opportunities that help us retain existing customers and attract new ones. We believe that the network connectivity at these data centers provides us with a significant competitive advantage because network-dense facilities offering high levels of connectivity typically take many years to establish. To facilitate access to these networking opportunities, we provide services enabling interconnection among our data center customers including private cross connections and publicly-switched peering services.

***Expansion Capability.*** Our data center facilities currently have 190,788 NRSF of space readily available for lease. We also have the ability to expand our operating data center square footage by approximately 80%, or 865,621 NRSF, by redeveloping 419,371 NRSF of vacant space and developing up to 446,250 NRSF of new data center space on land that we currently own, subject to our obtaining a negative declaration from the City of Santa Clara. Of this redevelopment and development space, 85,434 NRSF of data center space was under construction as of June 30, 2010.

**Facilities in Key Markets.** Our portfolio is concentrated in some of the largest and most important U.S. metropolitan markets. As of June 30, 2010, over 70% of our leased operating NRSF, accounting for over 90% of our annualized rent, was located in five of the six North American markets identified by Tier1 Research, LLC as markets of high data center demand.<sup>(b)</sup>

**Diversified Customer Base.** We have a diverse, global base of over 600 customers, which we believe is a reflection of our strong reputation and proven track record, as well as our customers' trust in our ability to

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house their mission-critical applications and vital communications technology. As of June 30, 2010, no one customer represented more than 13.5% of our annualized rent and our top ten customers represented 36.7% of our annualized rent. Our diverse customer base spans many industries and includes:

*Global Telecommunications Carriers and Internet Service Providers:* AT&T Inc., British Telecom (BT Group Plc.), China Netcom Group Corp., China Unicom (Hong Kong) Limited, France Telecom SA, Internap Network Services Corp., Japan Telecom Co., Ltd., Korea Telecom Corporation, Singapore Telecom Ltd., Sprint Nextel Corporation, Tata Communications Ltd., Telmex U.S.A., L.L.C. and Verizon Communications Inc;

*Enterprise Companies, Financial and Educational Institutions and Government Agencies:* Computer Science Corporation, the Government of the District of Columbia, Macmillan Inc., Microsoft Corporation, The NASDAQ OMX Group, Inc., NYSE Euronext and the University of Southern California; and

*Media and Content Providers:* Akamai Technologies, Inc., CDNetworks Co. Ltd., DreamWorks Animation SKG, Inc., Facebook, Inc., Google Inc., NBC Universal Inc., Sony Pictures Imageworks Inc. and Warner Brothers Entertainment, Inc.

***Experienced Management Team.*** Our management team has significant experience in the real estate, communications and technology industries. Notably, our Chief Executive Officer has over 22 years of experience in the acquisition, financing and operation of commercial real estate, which includes over 11 years in the data center industry and five years at publicly traded REITs. Additionally, our Chief Financial Officer has approximately 16 years of financial experience, including nearly ten years with a publicly traded REIT. We believe our management team's significant expertise in acquiring, redeveloping, developing and operating efficient data center properties has enabled us to develop a high-quality data center portfolio and offer customer-focused solutions.

***Balance Sheet Positioned to Fund Continued Growth.*** Following completion of this offering, we believe we will be conservatively capitalized with sufficient funds and available capacity to pursue our anticipated redevelopment and development plans. After giving effect to the Restructuring Transactions, the Financing Transactions and the use of proceeds therefrom as described more fully below, as of June 30, 2010, we would have had approximately \$124.9 million in principal amount of total long-term debt outstanding (excluding a \$2.0 million fair value of debt adjustment resulting from the Restructuring Transactions) equal to approximately 12.7% of the undepreciated book value of our total assets. See [The Restructuring Transactions](#) and [The Financing Transactions](#). In addition, we expect to have \$ million of cash available on our balance sheet and the ability to borrow up to an additional \$ million under a new \$110.0 million revolving credit facility, subject to satisfying certain financial tests. We may also incur additional indebtedness to pursue our redevelopment and development plans. Upon completion of this offering, there will be no limits on the amount of indebtedness we may incur other than limits contained in our revolving credit facility, mortgage loans or future agreements that we may enter into or as may be set forth in any policy limiting the amount of indebtedness we may incur adopted by our Board of Directors. See [Policies with Respect to Certain Activities](#) [Financing Policies](#) and [Risk Factors](#). Our level of indebtedness and debt service obligations could have adverse effects on our business. We believe this available capital will be sufficient to fund our general corporate needs, including the completion of 85,434 NRSF of data center space under construction as of June 30, 2010 and the redevelopment or development of an additional 99,578 NRSF of space prior to December 31, 2011, of which 82,620 NRSF is planned data center space and 16,958 NRSF is ancillary data center support space.

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### **Business and Growth Strategies**

Our business objective is to continue growing our position as a provider of strategically located data center space in North America. The key elements of our strategy are as follows:

***Increase Cash Flow of Our In-Place Data Center Space.*** We actively manage and lease our properties to increase cash flow by:

*Increasing Rents.* Approximately 90% of our annualized rent as of June 30, 2010 was derived from data center leases. Additionally, the occupancy rate of our data centers has remained strong with over 81% of our data center operating space under lease as of June 30, 2010 and December 31, 2009. We believe that the average rental rate for our in-place data center leases is substantially below market and that our ability to renew these leases at market rates provides us with an opportunity to increase our cash flows. We renewed approximately 75% of our data center leases that expired during the year ended December 31, 2009, while increasing rents under data center leases renewed or newly-leased during the year. The dollar-weighted average rental rate per NRSF of the leases for our data center space renewed or newly-leased during 2009 was approximately 25% greater than that of the data center leases expiring in the same facilities during the year. We also believe that many of our data center leases that are contractually scheduled to expire during 2010 are at rental rates meaningfully below current market rates. Specifically, the dollar-weighted average rental rate per NRSF of data center leases we renewed or newly-leased in 2009 was over 25% greater than that of the data center leases contractually scheduled to expire in the same facilities during 2010. Additionally, the dollar-weighted average rental rate per NRSF of our data center leases renewed during the six months ended June 30, 2010 was approximately 25% greater than that of the data center leases expiring in the same facilities during that period.

*Leasing up Available Space and Power.* We have the ability to increase both our revenue and our revenue per square foot by leasing additional space and power to new and existing data center customers. As of June 30, 2010, substantially all of our data center facilities offered our customers the ability to increase their square footage under lease as well as the amount of power they use per square foot. In total, our existing data center facilities have 190,788 NRSF of space available for lease. We believe this space, together with available power, enables us to generate incremental revenue within our existing data center footprint without necessitating extensive capital expenditures.

***Capitalize on Embedded Expansion Opportunities.*** Our portfolio includes 419,371 NRSF of vacant space that can be redeveloped into data center space. In addition to our redevelopment space, as of June 30, 2010, our portfolio included a 15.75-acre property housing seven buildings in Santa Clara, California, which we refer to as the Coronado-Stender Business Park. The Coronado-Stender Business Park currently includes:

2901 Coronado, a 50,000 NRSF data center on 3.14 acres, representing the first phase of our development at the Coronado-Stender Business Park, which we completed during the second quarter of 2010. During March 2010, we fully leased this space to a leading online social networking company pursuant to a six-year lease;

2972 Stender, a 50,400 NRSF data center under construction on 3.51 acres, which represents the second phase of our development at the Coronado-Stender Business Park. We have submitted a request for a negative declaration from the City of Santa Clara to enable us to construct up to an additional 50,600 NRSF at this building, for a total of up to 101,000 NRSF of data center space. Should we obtain entitlements to construct the additional 50,600 NRSF and, provided we then believe market demand warrants and that it would be the best use of our capital available for expansion, we may elect to construct the entire 101,000 NRSF of space, comprised of the initial 50,400 NRSF of data center space plus the incremental 50,600 NRSF of unconditioned core and shell space held for potential future development into data center space; and



the Coronado-Stender Properties, a 9.1 acre development site with five buildings consisting of 78,800 NRSF of office and light-industrial operating space and 50,400 NRSF of vacant space in land held for development, portions of which generate revenue under short-term leases. This development site currently provides us with the ability to develop additional data center space in one of the fastest growing

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and most important data center markets in North America. We currently have the ability to develop 129,200 NRSF of data center space at the Coronado-Stender Properties and, subject to our obtaining a negative declaration from the City of Santa Clara, we believe that we will be able to develop an additional 216,050 NRSF, or up to 345,250 NRSF in the aggregate, of data center space at this property.

Upon completion of the Restructuring Transactions and the Financing Transactions as described more fully below, we believe that we will have sufficient capital to execute our redevelopment and development plans as demand dictates.

***Selectively Pursue Acquisition Opportunities in New and Existing Markets.*** We intend to seek opportunities to acquire existing or potential data center space in key markets with abundant power and/or dense points of interconnection that will expand our customer base and broaden our geographic footprint. We will also continue to implement our hub-and-spoke strategy that we have successfully deployed in our three largest markets, Los Angeles and the San Francisco Bay and Northern Virginia areas. In these markets, we have extended our data center footprint by connecting our newer facilities, the spokes, to our established data centers, our hubs, which allows our customers leasing space at the spokes to leverage the significant interconnection capabilities of our hubs.

***Leverage Existing Customer Relationships and Reach New Customers.*** Our strong customer and industry relationships, combined with our national footprint and sales force, afford us insight into the size, timing and location of customers planned growth. We have historically been successful in leveraging this market visibility to expand our footprint and customer base in existing and new markets. We intend to continue to strengthen our relationship with existing customers, including the pursuit of build-to-suit opportunities, and to expand and diversify our customer base by targeting growing enterprise customers and segments, such as healthcare, financial services, media and entertainment companies, and local, state and federal governments and agencies.

## **Summary Risk Factors**

An investment in our common stock involves significant risks. You should carefully consider the matters discussed in the section **Risk Factors** beginning on page 18 prior to deciding whether to invest in our common stock. These risks include, but are not limited to, the following:

Our portfolio of properties consists primarily of data centers geographically concentrated in certain markets and any adverse developments in local economic conditions or the demand for data center space in these markets may negatively impact our operating results;

We have experienced significant losses and we cannot assure you that we will achieve profitability;

We face significant competition and may be unable to lease vacant space, renew existing leases or release space as leases expire, which may have a material adverse effect on our business and results of operations;

Our success depends on key personnel whose continued service is not guaranteed and we may not be able to retain or attract knowledgeable, experienced and qualified personnel;

We are continuing to invest in our expansion efforts, but we may not have sufficient customer demand in the future to realize expected returns on these investments;

Any failure of our physical infrastructure or services could lead to significant costs and disruptions that could reduce our revenues, harm our business reputation and have a material adverse effect on our financial results;

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Even if we have additional space available for lease at any one of our data centers, our ability to lease this space to existing or new customers could be constrained by our access to sufficient electrical power;

To fund our growth strategy and refinance our indebtedness, we depend on external sources of capital, which may not be available to us on commercially reasonable terms or at all;

If our properties do not generate sufficient cash flow, we may be required to fund distributions from working capital, borrowings under our new revolving credit facility, proceeds from this offering, the

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sale of assets or by obtaining other debt or equity financing, pay dividends in the form of taxable stock dividends or reduce expected distributions, any of which could have a material adverse effect on the price of our common stock.

Our expenses may not decrease if our revenue decreases;

Illiquidity of real estate investments, particularly our data centers, could significantly impede our ability to respond to adverse changes in the performance of our properties, which could harm our financial condition;

While the Carlyle real estate funds and their affiliates will not control our company following the completion of this offering, they will own a majority of our operating partnership and have the right initially to nominate two directors, and their interests may differ from or conflict with the interests of our stockholders; and

Failure to qualify as a REIT would have material adverse consequences to us and the value of our stock.

## **The Financing Transactions**

Prior to the completion of this offering, we expect to assume and, in one case, refinance certain loans currently held by the entities contributing the 427 S. LaSalle property, 55 S. Market property and 12100 Sunrise Valley property to our portfolio in connection with the Restructuring Transactions. We expect to obtain lender consent to assume a total of \$40.0 million of debt under three loans secured by our 427 S. LaSalle property. These loans on 427 S. LaSalle mature in March 2011. We have one 12-month option to extend each of these loans to March 2012 and there are no performance tests or conditions outside of our control to exercise these extension options. We also expect to obtain lender consent to assume a \$32.0 million construction loan on our 12100 Sunrise Valley property due June 2013, of which \$24.9 million was outstanding as of June 30, 2010. Concurrently with the completion of this offering, we expect to refinance the existing \$73.0 million of debt secured by the 55 S. Market property with a new \$60.0 million mortgage, which will have a term of not less than two years. We plan to repay the remaining \$13.0 million of the existing loan with the proceeds from this offering. Additionally, concurrently with the completion of this offering, we will enter into a new \$110.0 million revolving credit facility. We refer to these transactions, together with this offering, as the Financing Transactions. See Management's Discussion and Analysis of Financial Condition and Results of Operations Liquidity and Capital Resources.

## **The Restructuring Transactions**

Immediately prior to the completion of the initial public offering of our common stock, we will enter into a series of transactions with the Carlyle real estate funds or their affiliates to create our new organizational structure. In connection with this restructuring, all of the property and non-cash assets that will be used in the operation of our company's business will be contributed to our operating partnership. While all of these properties and assets have been operated under common management and the CoreSite brand, they have been owned by different entities affiliated with the Carlyle real estate funds since they were initially acquired or developed by the Carlyle real estate funds or their affiliates. Prior to the Restructuring Transactions, each of the properties or leasehold interests that will comprise our portfolio, as well as the other assets used by us to manage the portfolio, were held in separate partnerships or limited liability companies each of which was formed by one or more of the Carlyle real estate funds or their affiliates for the purpose of acquiring, holding and operating these properties or assets. These partnerships or limited liability companies were held by the applicable real estate fund through one or more holding companies the sole purpose of which was to hold such interest or to obtain related financing. In order to simplify the organizational structure of our company following our initial public offering, certain of the holding companies will be liquidated or merged prior to the contribution in connection with the Restructuring Transactions. Although our portfolio has been owned by various Carlyle real estate funds or their affiliates, all of our data centers have been managed by our management team.

In the Restructuring Transactions, and prior to the completion of the offering, the Carlyle real estate funds or their affiliates will contribute 100% of their ownership interests in the entities that, directly or

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indirectly, own or lease all of the properties that comprise our portfolio and all the other non-cash assets used in our business. The aggregate undepreciated book value plus construction in progress of the contributed properties was \$542.8 million as of December 31, 2009. In exchange for this contribution, our operating partnership will issue to the Carlyle real estate funds or their affiliates operating partnership units in the aggregate having a total value of \$ million, based upon the midpoint of the range set forth on the cover of this prospectus (less underwriting discounts and commissions). Of these operating partnership units, approximately %, or \$ million in value, will be issued to our Predecessor and %, or \$ million in value, will be issued to the entities contributing our Acquired Properties, in each case, based upon the midpoint of the range set forth on the cover of this prospectus (less underwriting discounts and commissions).

Concurrently with the completion of this offering, we will use a portion of the cash proceeds to purchase from the Carlyle real estate funds and their affiliates operating partnership units in the aggregate, at a price per unit equal to the initial public offering price per share for our common stock (less underwriting discounts and commissions) for an aggregate purchase price of \$ , based upon the midpoint of the range set forth on the cover of this prospectus (less underwriting discounts and commissions). Our Predecessor will sell operating partnership units to us for an aggregate purchase price of \$ , and the entities that contributed our Acquired Properties will sell operating partnership units to us for an aggregate purchase price of \$ , in each case, based upon the midpoint of the range set forth on the cover of this prospectus (less underwriting discounts and commissions). We will also purchase an additional newly-issued operating partnership units from our operating partnership for \$ , based upon the midpoint of the range set forth on the cover of this prospectus (less underwriting discounts and commissions). Following our purchase of the units from the Carlyle real estate funds and their affiliates and the newly-issued operating partnership units from our operating partnership, we will own % of the operating partnership units then outstanding.

Upon completion of this offering, the Carlyle real estate funds and their affiliates will have received aggregate consideration with a value of \$ million, consisting of \$ million in cash and \$ million in operating partnership units. Following our purchase of these units, the Carlyle real estate funds or their affiliates will have an aggregate beneficial ownership interest in our operating partnership of approximately %, which, if exchanged for our common stock, would represent an approximately % interest in our common stock, with % being held by our Predecessor and % being held by the entities contributing our Acquired Properties. In the event that the underwriters of the offering exercise their over-allotment option in full, we will purchase from the Carlyle real estate funds or their affiliates an aggregate of of these operating partnership units for an aggregate purchase price of \$ , based upon the midpoint of the range set forth on the cover of this prospectus (less underwriting discounts and commissions), and we will purchase from our operating partnership an additional newly-issued operating partnership units for \$ , at the same price per unit. Following such purchases, we and the Carlyle real estate funds and their affiliates would own % and % of the operating partnership units then outstanding, respectively.

The Restructuring Transactions are being undertaken in manner described, instead of simply causing the operating partnership to deliver a combination of cash and operating partnership units to the Carlyle real estate funds or their affiliates in exchange for their contributions to our operating partnership because prior to the completion of this offering, neither we nor our operating partnership will have cash available to fund such a transaction. As a result, we determined that undertaking the Restructuring Transactions in the manner described is the simplest and most direct way to accomplish our desired post-offering structure.

Additionally, concurrently with the completion of this offering, we will issue shares to certain members of our management and our operating partnership will issue operating partnership units to certain other members of our management, in each case, in exchange for previously issued profits interests under our profits interest incentive program, or PIP. All previously issued profits interest awards under the PIP will be exchanged for operating partnership units or shares of our common stock in connection with the completion of the Restructuring Transactions

and our initial public offering. Following the completion of our initial public offering, all future equity incentive awards will be granted under our 2010 Equity Incentive Plan. See Management Executive Officer Compensation Compensation Discussion and Analysis Elements of 2009 Compensation.

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As a result of the Restructuring Transactions, after the completion of this offering, substantially all of our assets will be held by, and our operations conducted through, CoreSite, L.P. and its subsidiaries. We intend to elect to be taxed and to operate in a manner that will allow us to qualify as a REIT for federal income tax purposes beginning with our tax year ending December 31, 2010. Substantially all of our interconnection services will be provided by CoreSite Services, Inc., our taxable REIT subsidiary, a wholly owned subsidiary of our operating partnership. We will control CoreSite, L.P. as general partner and as the owner of approximately % of the interests in our operating partnership. Our primary asset will be our general and limited partner interests in our operating partnership.

**Our Structure**

The following diagram summarizes our ownership structure upon completion of this offering and the completion of the Restructuring Transactions (assuming no exercise by the underwriters of their over-allotment option). Our operating partnership will indirectly own 100% of the various properties depicted below.

- (1) Reflects the issuance of shares of our common stock to employees (none of whom are executive officers) concurrently with the completion of this offering in exchange for profits interests previously granted under our profits interest incentive plan. Also reflects awards of shares of restricted stock in the aggregate under our 2010 Equity Incentive Plan to each of our executive officers and other employees in connection with the completion of this offering, based on an initial public offering price of \$ per share, the midpoint of the range set forth on the cover of this prospectus.
- (2) Reflects the purchase by us of operating partnership units from our operating partnership and operating partnership units from the Carlyle real estate funds and their affiliates concurrently with the completion of this offering and the Restructuring Transactions.
- (3) Reflects operating partnership units acquired by the Carlyle real estate funds and their affiliates in consideration of the contributions by such entities to our operating partnership in the Restructuring Transactions after giving effect to our purchase of of such operating partnership units as described in note (2) concurrently with the completion of this offering.



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- (4) Reflects operating partnership units issued to each of our executive officers (other than Messrs. Ray, Bair, Price and Sistik), in exchange for profits interests previously granted under our profits interest incentive plan concurrently with the completion of this offering.

### **Material Benefits to Related Parties**

Upon completion of this offering and the Restructuring Transactions, the Carlyle real estate funds or their affiliates, our executive officers and members of our Board of Directors will receive material financial and other benefits, as described below. For a more detailed discussion of these benefits see Management and Certain Relationships and Related Party Transactions.

### ***Partnership Agreement***

Concurrently with the completion of this offering, we will enter into a partnership agreement with the various limited partners of our operating partnership, of which we will be the general partner. Upon completion of this offering and the Restructuring Transactions, the Carlyle real estate funds or their affiliates, will have an aggregate beneficial ownership interest in our operating partnership of approximately % which, if exchanged for our common stock, would represent an approximate % interest in our common stock. The operating partnership agreement will initially grant the Carlyle real estate funds or their affiliates that are contributing properties to our operating partnership the right to nominate two of the seven directors to our Board of Directors. Pursuant to the operating partnership agreement, the Carlyle real estate funds or their affiliates will only be entitled to nominate one director once the number of shares of common stock held by them collectively (assuming all operating partnership units are exchanged into common stock) falls below 50% and shall have no right to nominate directors below a 10% ownership threshold. See Description of the Partnership Agreement of CoreSite, L.P.

### ***Employment Agreement with Thomas M. Ray***

On August 1, 2010, Thomas M. Ray, a member of our Board of Directors, and formerly a managing director of The Carlyle Group, resigned from his position at Carlyle and entered into an employment agreement with us to serve exclusively as our President and Chief Executive Officer. Mr. Ray's compensation and the salary of his executive assistant have historically been paid by an affiliate of The Carlyle Group. However, we paid an affiliate of The Carlyle Group \$575,000 as partial reimbursement for related services rendered to us by Mr. Ray and his executive assistant during the year ended December 31, 2009 and have paid \$287,500 as partial reimbursement for such services during the six months ended June 30, 2010.

### ***Director Compensation***

Upon completion of the offering, each of our directors, other than Thomas M. Ray and those directors nominated by the Carlyle real estate funds or their affiliates, will receive, as compensation for their services, restricted stock units relating to our common stock, options and other cash compensation as set forth in Management Compensation of Directors.

### ***Registration Rights***

The Carlyle real estate funds or their affiliates will receive registration rights with respect to shares of our common stock that may be issued to them upon the redemption of operating partnership units. See Shares Eligible for Future Sale Registration Rights Agreement.

***Indemnification Agreements***

Effective upon completion of this offering, we will enter into an indemnification agreement with each of our executive officers and directors as described in Management Limitation of Liability and Indemnification.

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### ***Tax Protection Agreements***

We have agreed with each of the Carlyle real estate funds or their affiliates, which have directly or indirectly contributed their interests in the properties in our portfolio to our operating partnership, that if we directly or indirectly sell, convey, transfer or otherwise dispose of all or any portion of these interests in a taxable transaction, we will make an interest-free loan to the contributors in an amount equal to the contributor's tax liabilities, based on an assumed tax rate. Any such loan would be repayable out of the after-tax proceeds (based on an assumed tax rate) of any distribution from the operating partnership to, or any sale of operating partnership units (or common stock issued by us in exchange for such units) by, the recipient of such loan, and would be non-recourse to the borrower other than with respect to such proceeds. These tax protection provisions apply for a period expiring on the earlier of (i) the seventh anniversary of the completion of this offering and (ii) the date on which these contributors (or certain transferees) dispose in certain taxable transactions of 90% of the operating partnership units that were issued to them in connection with the contribution of these properties. See *Certain Relationships and Related Party Transactions Tax Protection Agreement*.

### **Letters of Credit**

Affiliates of The Carlyle Group caused \$19.9 million of letters of credit to be issued under certain of their credit facilities to guarantee payments under mortgages, lease commitments, payments to vendors and construction redevelopment at certain properties in our portfolio. At the completion of the Financing Transactions, these letters of credit will be cancelled.

### **Distribution Policy and Payment of Distributions**

We intend to pay regular quarterly dividends to our stockholders, beginning with a dividend for the period commencing on the completion of this offering and ending on \_\_\_\_\_, \_\_\_\_\_.

To obtain the favorable tax treatment associated with our qualification as a REIT, commencing with our taxable year ending on December 31, 2010, we will be required to distribute to our stockholders at least 90% of our net taxable income (excluding net capital gains) each year. To the extent that we distribute at least 90% but less than 100% of our net taxable income, we will be subject to tax at ordinary corporate tax rates on the retained portion. As such, commencing with our taxable year ending on December 31, 2010, we intend to distribute to our stockholders each year all or substantially all of our REIT net taxable income. We will not have any substantial REIT net taxable income prior to the closing of this offering. The actual amount, timing and frequency of distributions will be determined by our Board of Directors based upon a variety of factors deemed relevant by our directors, including our results of operations and our debt service obligations. See *Dividend Policy*.

### **Restrictions on Transfer**

Under the partnership agreement of our operating partnership, holders of operating partnership units will not have the right to tender their units for redemption prior to the first anniversary of the completion of this offering. In addition, subject to certain exceptions, we, our operating partnership and our officers and directors have agreed that for a period of 180 days from the date of this prospectus, and the Carlyle real estate funds or their affiliates that are contributing properties to our operating partnership have agreed for a period of 365 days from the date of this prospectus, that we and they will not, without the prior written consent of the joint book-running managers in this offering, sell, transfer, dispose of, or enter into any transaction that is designed to transfer the economic ownership of, any shares of our common stock, operating partnership units or any other securities that are convertible into or exchangeable for our common stock. See *Underwriting*. The foregoing restrictions will not apply to our purchase of operating partnership units from the Carlyle real estate funds or their affiliates in connection with the Restructuring Transactions.



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**Conflicts of Interest**

Following completion of this offering, there will be conflicts of interest with respect to certain transactions between the holders of operating partnership units and our stockholders. In particular, the consummation of certain business combinations, the sale of any properties or a reduction of indebtedness may have different tax consequences to holders of operating partnership units as compared to holders of our common stock, which could make those transactions more or less desirable to the holders of such units. For more information regarding these conflicts of interests, see **Certain Relationships and Related Party Transactions** and **Policies with Respect to Certain Activities**.

**Restrictions on Ownership of our Stock**

Due to limitations on the concentration of ownership of REIT stock imposed by the Internal Revenue Code of 1986, as amended, or the Code, our charter generally prohibits any person or entity (other than a person who or entity that has been granted an exception as described below) from actually or constructively owning more than 9.8% (by value or by number of shares, whichever is more restrictive) of our common stock or more than 9.8% (by value) of our capital stock. We refer to these restrictions as the ownership limits. Our charter permits our Board of Directors to make certain exceptions to these ownership limits, unless it would cause us to fail to qualify as a REIT. We expect that our Board of Directors will grant some or all of the Carlyle real estate funds or their affiliates exceptions from the ownership limits applicable to other holders of our common stock.

**Corporate Information**

We formed CoreSite Realty Corporation as a Maryland corporation on February 17, 2010, with perpetual existence. We elected to be treated as an S corporation for federal income tax purposes effective as of the date of our incorporation. We will terminate our S corporate status shortly before completion of this offering (ending the S corporation tax year) and intend to qualify as a REIT for federal income tax purposes commencing with our taxable year ending on December 31, 2010. Our corporate offices are located at 1050 17th Street, Suite 800, Denver, CO 80265. Our telephone number is (866) 777-2673. Our website is [www.coresite.com](http://www.coresite.com). The information contained on, or accessible through, our website is not incorporated by reference into this prospectus and should not be considered a part of this prospectus.

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**THE OFFERING**

Common stock offered by us	shares
Common stock to be outstanding after the offering	shares <sup>(x)</sup>
Common stock and operating partnership units to be outstanding after the offering	shares and operating partnership units <sup>(x)(y)</sup>
Option to purchase additional shares	We have granted the underwriters an option exercisable for 30 days after the date of this prospectus to purchase, from time to time, in whole or in part, up to additional shares of our common stock from us at the public offering price less underwriting discounts and commissions to cover over-allotments.
Use of proceeds	Based on an assumed initial public offering price of \$ per share, which is the midpoint of the range set forth on the cover of this prospectus, we estimate that we will receive net proceeds from this offering of approximately \$ million after deducting underwriting discounts and commissions and offering expenses payable by us. We estimate that we will receive aggregate net proceeds from this offering of \$ million. We intend to use the proceeds from the offering (i) to repay approximately \$ million of indebtedness, including related fees and expenses; (ii) to purchase operating partnership units from our operating partnership; (iii) to purchase operating partnership units from the Carlyle real estate funds or their affiliates that are contributing properties to our operating partnership and (iv) for related transaction expenses. Our operating partnership intends to use the cash received from our purchase of its operating partnership units to redevelop and develop additional data center space and for general corporate purposes. See Use of Proceeds.
Distribution policy	To obtain the favorable tax treatment associated with our qualification as a REIT, commencing with our taxable year ending on December 31, 2010, we will be required to distribute to our stockholders at least 90% of our net taxable income (excluding capital gains) each year. To the extent that we distribute at least 90% but less than 100% of our net taxable income, we will be subject to tax at ordinary corporate tax rates on the retained portion. As such, commencing with our taxable year ending on December 31, 2010, we intend to generally distribute to our stockholders each year on a regular quarterly basis all or substantially all of our REIT net taxable income. Any payment of cash dividends on our common stock in the future will be at the discretion of our Board of Directors and will depend upon our results of operations, economic conditions and other factors deemed relevant by our Board of Directors. See Dividend Policy.
Proposed New York Stock Exchange symbol	We intend to apply to list our common stock on the New York Stock Exchange, or NYSE, under the symbol COR.

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Risk factors Investing in our common stock involves certain risks. See the risk factors described under the heading Risk Factors beginning on page 18 of this prospectus and the other information included in this prospectus for a discussion of factors you should carefully consider before deciding to invest in shares of our common stock.

- (x) Includes (i) shares of common stock to be issued by us to employees (none of whom are executive officers) in connection with the Restructuring Transactions in exchange for profits interests previously granted under our profits interest incentive program and (ii) shares of restricted stock in the aggregate to be issued to each of our executive officers and other employees under our 2010 Equity Incentive Plan in connection with this offering, based on an initial public offering price per share of \$ , the midpoint of the range set forth on the cover of this prospectus, and excludes (a) up to shares issuable upon exercise of the underwriters over-allotment option, (b) shares issuable upon conversion of outstanding operating partnership units issued to the Carlyle real estate funds and their affiliates in connection with the Restructuring Transactions, (c) operating partnership units to be issued by us to each of our executive officers (other than Messrs. Ray, Bair, Price and Sitek) in exchange for profits interests previously granted under our profits interest incentive program in connection with the Restructuring Transactions and (d) shares available for future issuance under our 2010 Equity Incentive Plan immediately upon completion of this offering.
- (y) Includes operating partnership units acquired by the Carlyle real estate funds and their affiliates in consideration of the contributions by such entities to our operating partnership in the Restructuring Transactions after giving effect to our purchase of a portion of such operating partnership units and operating partnership units issued to each of our executive officers (other than Messrs. Ray, Bair, Price and Sitek) concurrently with the completion of this offering in exchange for profits interests previously granted under our profits interest incentive plan, and excludes (a) operating partnership units that we will purchase from the Carlyle real estate funds and their affiliates and (b) operating partnership units that we will purchase from our operating partnership, in each case, concurrently with the completion of this offering and the Restructuring Transactions.

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**SUMMARY HISTORICAL AND PRO FORMA FINANCIAL DATA**

The following table sets forth summary selected financial data on a historical basis for our accounting predecessor, or our Predecessor. Our Predecessor is comprised of the real estate activities and interconnection services of four of our operating properties, 1656 McCarthy, 32 Avenue of the Americas, 12100 Sunrise Valley and 70 Innerbelt, as well as the Coronado-Stender Business Park, all wholly owned by CRP Fund V Holdings, LLC. As part of our Restructuring Transactions, we will acquire other data center properties and buildings housing office and other space under common management, which we refer to in this prospectus as our Acquired Properties. Our Acquired Properties include our continuing real estate operations at 55 S. Market, One Wilshire, 1275 K Street, 900 N. Alameda, 427 S. LaSalle and 2115 NW 22nd Street, as well as 1050 17th Street, a property we lease for our corporate headquarters, which does not generate operating revenue. For accounting purposes, our Predecessor is considered to be the acquiring entity in the Restructuring Transactions and, accordingly, the acquisition of our Acquired Properties will be recorded at fair value. For more information regarding the Restructuring Transactions, please see Structure and Formation of Our Company.

The summary historical financial information as of December 31, 2009 and 2008 and for each of the years ended December 31, 2009, 2008 and 2007 has been derived from our Predecessor's audited financial statements included elsewhere in this prospectus. The summary historical financial data as of June 30, 2010 and for each of the six months ended June 30, 2010 and 2009 has been derived from our Predecessor's unaudited financial statements included elsewhere in this prospectus. In the opinion of the management of our company, the unaudited interim financial information included herein includes any adjustments (consisting of only normal recurring adjustments) necessary to present fairly the information set forth herein.

The unaudited pro forma condensed consolidated financial data for the year ended December 31, 2009 and the six months ended June 30, 2010 are presented as if the Restructuring Transactions and Financing Transactions had all occurred on June 30, 2010 for the pro forma condensed consolidated balance sheet data and as of January 1, 2009 for the pro forma condensed consolidated statement of operations data. Our pro forma condensed consolidated financial information is not necessarily indicative of what our actual financial position and results of operations would have been as of the date and for the periods indicated, nor does it purport to represent our future financial position or results of operations.

You should read the following summary selected financial data in conjunction with our pro forma financial statements, our Predecessor's historical consolidated and combined financial statements and the related notes thereto, and our Acquired Properties' historical combined financial statements and the related notes thereto, along with Management's Discussion and Analysis of Financial Condition and Results of Operations, which are included elsewhere in this prospectus.



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	Six Months Ended June 30,			Year Ended December 31,			
	Pro Forma		Historical	Pro Forma		Historical Predecessor	
	Consolidated	Predecessor	Predecessor	Consolidated	Predecessor	Predecessor	Predecessor
	2010	2010	2009	2009	2009	2008	2007
	(In thousands, except per share data)			(In thousands, except per share data)			
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
<b>Statement of Operations Data</b>							
Operating revenues	\$ 66,567	\$ 21,419	\$ 12,362	\$ 114,011	\$ 28,831	\$ 15,581	\$ 10,349
Operating expenses:							
Property operating and maintenance	20,742	8,465	6,586	37,466	13,954	11,258	4,451
Management fees to related party		2,295	914		2,244	1,523	363
Real estate taxes and insurance	2,836	812	903	5,730	1,787	2,125	1,015
Depreciation and amortization	18,661	6,948	5,279	41,330	11,193	7,966	3,528
Sales and marketing	1,178	59	63	2,650	135	170	60
General and administrative	12,308	501	633	22,042	1,401	1,325	267
Rent expense	9,411	1,389	1,438	19,206	2,816	2,624	509
Total operating expenses	65,136	20,469	15,816	128,424	33,530	26,991	10,193
Operating income (loss)	1,431	950	(3,454)	(14,413)	(4,699)	(11,410)	156
Other income and expense							
Interest income	4		2	79	3	17	38
Interest expense	(3,841)	(911)	(1,178)	(7,460)	(2,343)	(2,495)	(2,123)
Gain on sale of real estate							4,500
Net income (loss)	(2,406)	39	(4,630)	(21,794)	(7,039)	(13,888)	2,571
Net loss attributable to redeemable noncontrolling interests in operating partnership	(1,521)			(13,774)			
Net income (loss) attributable to controlling interests	\$ (885)	\$ 39	\$ (4,630)	\$ (8,020)	\$ (7,039)	\$ (13,888)	\$ 2,571

Pro forma  
(earning/loss) per  
share basic and diluted \$

\$

Pro forma weighted  
average common shares  
- basic and diluted

	As of June 30,		As of December 31,		
	Pro Forma Consolidated 2010 (In thousands) (Unaudited)	Historical Predecessor 2010 (In thousands) (Unaudited)	2009	2008 (In thousands)	2007 (Unaudited)
<b>Balance Sheet Data</b>					
Net investments in real estate	\$ 632,848	\$ 250,838	\$ 218,055	\$ 197,493	\$ 151,044
Total assets	961,471	275,896	239,420	213,846	164,762
Mortgages payable	122,919	72,054	62,387	52,530	44,332
Redeemable noncontrolling interests in operating partnership	500,129				
Stockholders and members equity	289,881	188,450	162,338	149,103	107,228

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We consider funds from operations, or FFO, to be a supplemental measure of our performance, which should be considered along with, but not as an alternative to, net income or cash provided by operating activities as a measure of our operating performance. We calculate FFO in accordance with the standards established by the National Association of Real Estate Investment Trusts, or NAREIT. FFO represents net income (loss) (computed in accordance with U.S. generally accepted accounting principles, or GAAP), excluding gains (or losses) from sales of property, real estate related depreciation and amortization (excluding amortization of deferred financing costs) and after adjustments for unconsolidated partnerships and joint ventures.

Our management uses FFO as a supplemental performance measure because, in excluding real estate related depreciation and amortization and gains and losses from property dispositions, it provides a performance measure that, when compared year over year, captures trends in occupancy rates, rental rates and operating costs.

We offer this measure because we recognize that FFO will be used by investors as a basis to compare our operating performance with that of other REITs. However, because FFO excludes depreciation and amortization and captures neither the changes in the value of our properties that result from use or market conditions, nor the level of capital expenditures and capitalized leasing commissions necessary to maintain the operating performance of our properties, all of which have real economic effect and could materially impact our financial condition and results from operations, the utility of FFO as a measure of our performance is limited. FFO is a non-GAAP measure and should not be considered a measure of liquidity, an alternative to net income, cash provided by operating activities or any other performance measure determined in accordance with GAAP, nor is it indicative of funds available to fund our cash needs, including our ability to pay dividends or make distributions. In addition, our calculations of FFO are not necessarily comparable to FFO as calculated by other REITs that do not use the same definition or implementation guidelines or interpret the standards differently from us. Investors in our securities should not rely on these measures as a substitute for any GAAP measure, including net income (loss).

The following table is a reconciliation of our pro forma net income (loss) to FFO:

	Six Months Ended June 30,			Year Ended December 31,				
	Pro Forma		Historical	Pro Forma		Historical Predecessor		
	Consolidated	2010	2010	Consolidated	2009	2009	2008	2007
	2010		2009	2009				
	(In thousands)			(In thousands)				
	(Unaudited)			(Unaudited)				
<b>Funds from Operations</b>								
Net income (loss)	\$ (2,406)	\$ 39	\$ (4,630)	\$ (21,794)	\$ (7,039)	\$ (13,888)	\$ 2,571	
Real estate depreciation and amortization	18,488	6,948	5,279	40,985	11,193	7,966	3,528	
Gain on sale of real estate								(4,500)
<b>FFO</b>	<b>\$ 16,082</b>	<b>\$ 6,987</b>	<b>\$ 649</b>	<b>\$ 19,191</b>	<b>\$ 4,154</b>	<b>\$ (5,922)</b>	<b>\$ 1,599</b>	



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**RISK FACTORS**

*Investment in our common stock involves risks. In addition to other information contained in this prospectus, you should carefully consider the following risk factors before acquiring shares of our common stock offered by this prospectus. The occurrence of any of the following risks might cause you to lose all or a part of your investment. Some statements in this prospectus, including statements in the following risk factors, constitute forward looking statements. Please refer to the section entitled Forward-Looking Statements.*

**Risks Related to Our Business and Operations**

**Our portfolio of properties consists primarily of data centers geographically concentrated in certain markets and any adverse developments in local economic conditions or the demand for data center space in these markets may negatively impact our operating results.**

Our portfolio of properties consists primarily of data centers geographically concentrated in Los Angeles, the San Francisco Bay and Northern Virginia areas, Chicago, Boston, New York City and Miami. These markets comprised 36.7%, 31.5%, 12.5%, 7.0%, 6.4%, 4.4% and 1.5%, respectively, of our annualized rent as of June 30, 2010. As such, we are susceptible to local economic conditions and the supply of and demand for data center space in these markets. If there is a downturn in the economy or an oversupply of or decrease in demand for data centers in these markets, our business could be materially adversely affected to a greater extent than if we owned a real estate portfolio that was more diversified in terms of both geography and industry focus.

**We have experienced significant losses and we cannot assure you that we will achieve profitability.**

For fiscal years 2008 and 2009, our Predecessor on a consolidated and combined basis had net losses of \$13.9 million and \$7.0 million, respectively. For the six months ended June 30, 2010 our Predecessor had a net income of less than \$0.1 million. For the last three fiscal years, the Acquired Properties on a combined basis were only profitable during the six months ended June 30, 2010 and 2009 and for the year ended December 31, 2009, with net income of \$4.8 million, \$2.7 million and \$4.9 million, respectively, and net losses of \$7.4 million and \$3.7 million for years ended December 31, 2008 and 2007, respectively. On a pro forma condensed consolidated basis, our Predecessor and the Acquired Properties collectively had net loss of \$21.8 million and \$2.4 million, respectively for the year ended December 31, 2009 and the six months ended June 30, 2010, respectively. Our ability to achieve profitability is dependent upon a number of risks and uncertainties, many of which are beyond our control. We cannot assure you that we will be successful in executing our business strategy and become profitable and our failure to do so could have a material adverse effect on the price of our common stock and our ability to satisfy our obligations, including making payments on our indebtedness. Even if we achieve profitability, given the competitive nature of the industry in which we operate, we may not be able to sustain or increase profitability on a quarterly or annual basis.

**We face significant competition and may be unable to lease vacant space, renew existing leases or re-lease space as leases expire, which may have a material adverse effect on our business and results of operations.**

We compete with numerous developers, owners and operators of technology-related real estate and data centers, many of which own properties similar to ours in the same markets, including Digital Realty Trust, Inc., Dupont Fabros Technology, Inc., 365 Main Inc., Equinix, Inc., Terremark Worldwide, Inc., Savvis, Inc. and Telx Group, Inc. In addition, we may face competition from new entrants into the data center market. Some of our competitors have significant advantages over us, including greater name recognition, longer operating histories, lower operating costs, pre-existing relationships with current or potential customers, greater financial, marketing and other resources, and

access to less expensive power. These advantages could allow our competitors to respond more quickly to strategic opportunities or changes in our industries or markets. If our competitors offer data center space that our existing or potential customers perceive to be superior to ours based on numerous factors, including power, security considerations, location or network connectivity, or if they offer rental rates below our or current market rates, we may lose existing or potential customers, incur costs to improve our properties or be forced reduce our rental rates. This risk is compounded by the fact that a significant percentage of our customer leases expire every year. For example, as of June 30, 2010, leases representing 14.4%, 20.4% and 26.0% of our annualized rent will expire during 2010, 2011 and 2012,

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respectively. If the rental rates for our properties decrease, our existing customers do not renew their leases or we are unable to lease vacant data center space or re-lease data center space for which leases are scheduled to expire, our business and results of operations could be materially adversely affected.

**Our success depends on key personnel whose continued service is not guaranteed and we may not be able to retain or attract knowledgeable, experienced and qualified personnel.**

We depend on the efforts of key personnel, particularly Mr. Thomas M. Ray, our President and Chief Executive Officer, and Ms. Deedee Beckman, our Chief Financial Officer. Our reputation and relationships with existing and potential customers, industry personnel and key lenders are the direct result of a significant investment of time and effort by our key personnel to build credibility in a highly specialized industry. Many of our senior executives have extensive experience and strong reputations in the real estate and technology industries, which aid us in capitalizing on strategic opportunities and negotiating with customers. While we believe that we could find replacements for all of these key personnel, the loss of their services could diminish our business and investment opportunities and our customer, industry and lender relationships, which could have a material adverse effect on our operations.

In addition, our success depends, to a significant degree, on being able to employ and retain personnel who have the expertise required to successfully acquire, develop and operate high-quality data centers. Personnel with these skill sets are in limited supply and in great demand and competition for such expertise is intense. We cannot assure you that we will be able to hire and retain a sufficient number of qualified employees at reasonable compensation levels to support our growth and maintain the high level of quality service our customers expect, and any failure to do so could have a material adverse effect on our business.

**We are continuing to invest in our expansion efforts, but we may not have sufficient customer demand in the future to realize expected returns on these investments.**

As part of our growth strategy, we intend to commit substantial operational and financial resources to develop new data centers and expand existing ones. However, we typically do not require pre-leasing commitments from customers before we develop or expand a data center, and we may not have sufficient customer demand to support the new data center space when completed. A lack of customer demand for data center space or excess capacity in the data center market could impair our ability to achieve our expected rate of return on our investment, which could have a material adverse effect on our financial condition, operating results and the market price of our common stock.

**Any failure of our physical infrastructure or services could lead to significant costs and disruptions that could reduce our revenues, harm our business reputation and have a material adverse effect on our financial results.**

Our business depends on providing customers with highly reliable service. We may fail to provide such service as a result of numerous factors, including:

human error;

power loss;

improper building maintenance by our landlords in the buildings that we lease;

physical or electronic security breaches;

fire, earthquake, hurricane, flood and other natural disasters;

water damage;

war, terrorism and any related conflicts or similar events worldwide; and

sabotage and vandalism.

Problems at one or more of our data centers, whether or not within our control, could result in service interruptions or equipment damage. We provide service level commitments to substantially all of our customers. As a result, service interruptions or equipment damage in our data centers could result in credits to these customers. In addition, although we have given such credits to our customers in the past, we cannot assure you that our customers will accept these credits as compensation in the future. Service interruptions and



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equipment failures may also expose us to additional legal liability and damage our brand image and reputation. Significant or frequent service interruptions could cause our customers to terminate or not renew their leases. In addition, we may be unable to attract new customers if we have a reputation for significant or frequent service disruptions in our data centers.

**Even if we have additional space available for lease at any one of our data centers, our ability to lease this space to existing or new customers could be constrained by our access to sufficient electrical power.**

Our properties have access to a finite amount of power, which limits the extent to which we can lease additional space for use at our data centers. As current and future customers increase their power footprint in our facilities over time, the remaining available power for future customers could limit our ability to increase occupancy rates or network density within our existing facilities.

Furthermore, at certain of our data centers, our aggregate maximum contractual obligation to provide power and cooling to our customers may exceed the physical capacity at such data centers if customers were to quickly increase their demand for power and cooling. If we are not able to increase the available power and/or cooling or move the customer to another location within our data centers with sufficient power and cooling to meet such demand, we could lose the customer as well as have liability under our leases. Any such material loss of customers or material liability could adversely affect our results of operations.

**To fund our growth strategy and refinance our indebtedness, we depend on external sources of capital, which may not be available to us on commercially reasonable terms or at all.**

In order to maintain our qualification as a REIT, we are required under the Code to distribute at least 90% of our net taxable income annually, determined without regard to the dividends paid deduction and excluding any net capital gains. We will also be subject to income tax at regular corporate rates to the extent that we distribute less than 100% of our net taxable income, including any net capital gains. Because of these distribution requirements, we may not be able to fund future capital needs, including any necessary acquisition financing, from operating cash flow. Consequently, we intend to rely on third-party sources for debt or equity financing to fund our growth strategy. In addition, we may need external sources of capital to refinance our indebtedness at maturity. We may not be able to obtain the financing on favorable terms or at all. Our access to third-party sources of capital depends, in part, on:

general market conditions;

the market's perception of our growth potential;

our then current debt levels;

our historical and expected future earnings, cash flow and cash distributions; and

the market price per share of our common stock.

In addition, our ability to access additional capital may be limited by the terms of our existing indebtedness, which restricts our incurrence of additional debt. If we cannot obtain capital when needed, we may not be able to acquire or develop properties when strategic opportunities arise or refinance our debt at maturity, which could have a material adverse effect on our business.

**Our expenses may not decrease if our revenue decreases.**

Most of the expenses associated with our business, such as debt service payments, real estate, personal and ad valorem taxes, insurance, utilities, employee wages and benefits and corporate expenses are relatively inflexible and do not necessarily decrease in tandem with a reduction in revenue from our business. Our expenses will also be affected by inflationary increases and certain of our costs may exceed the rate of inflation in any given period. As a result, we may not be able to fully offset our costs by higher lease rates, which could have a material adverse effect on our results of operations.

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**We depend on third parties to provide network connectivity within and between certain of our data centers, and any delays or disruptions in this connectivity may adversely affect our operating results and cash flow.**

We depend upon carriers and other network providers to deliver network connectivity to customers within our data centers as well as the fiber network interconnection between our data centers. Our hub-and-spoke approach in particular leaves us dependent on these third parties to provide these services between our data centers. We cannot assure you that any network provider will elect to offer its services within new data centers that we develop or that once a network provider has decided to provide connectivity to or between our data centers that it will continue to do so for any period of time. A significant interruption in or loss of these services could impair our ability to attract and retain customers and have a material adverse effect on our business.

Enabling connectivity within and between our data centers requires construction and operation of a sophisticated redundant fiber network. The construction required to connect our data centers is complex and involves factors outside of our control, including the availability of construction resources. If highly reliable connectivity within and between certain of our data centers is not established, is materially delayed, is discontinued or fails, our reputation could be harmed, which could have a material adverse effect on our ability to attract new customers or retain existing ones.

**Our data center infrastructure may become obsolete and we may not be able to upgrade our power and cooling systems cost-effectively or at all.**

The markets for the data centers that we own and operate, as well as the industries in which our customers operate, are characterized by rapidly changing technology, evolving industry standards, frequent new product introductions and changing customer demands. Our ability to deliver technologically sophisticated power and cooling are significant factors in our customers' decisions to rent space in our data centers. Our data center infrastructure may become obsolete due to the development of new systems to deliver power to, or eliminate heat from, the servers and other customer equipment that we house. Additionally, our data center infrastructure could become obsolete as a result of the development of new technology that requires levels of power and cooling that our facilities are not designed to provide. Our power and cooling systems are also difficult and expensive to upgrade. Accordingly, we may not be able to efficiently upgrade or change these systems to meet new demands without incurring significant costs that we may not be able to pass on to our customers. The obsolescence of our power and cooling systems would have a material adverse effect on our business. In addition, evolving customer demand could require services or infrastructure improvements that we do not provide or that would be difficult or expensive for us to provide in our current data centers, and we may be unable to adequately adapt our properties or acquire new properties that can compete successfully. We risk losing customers to our competitors if we are unable to adapt to this rapidly evolving marketplace.

Furthermore, potential future regulations that apply to industries we serve may require customers in those industries to seek specific requirements from their data centers that we are unable to provide. These may include physical security requirements applicable to the defense industry and government contractors and privacy and security regulations applicable to the financial services and health care industries. If such regulations were adopted, we could lose some customers or be unable to attract new customers in certain industries, which would have a material adverse effect on our results of operations.

**Potential losses to our properties may not be covered by insurance or may exceed our policy coverage limits.**

We do not carry insurance for generally uninsured losses such as loss from riots, war, terrorist attacks or acts of God. The properties in our portfolio located in California are subject to risks from earthquakes and our property in Miami is potentially subject to risks related to tropical storms, hurricanes and floods. Together, these properties represented approximately 69.7% of total annualized rent as of June 30, 2010. While we will carry earthquake, hurricane and flood

insurance on our properties, the amount of our insurance coverage may not be sufficient to fully cover such losses. In addition, we may discontinue earthquake, hurricane or flood insurance on some or all of our properties in the future if the cost of premiums for any of these policies exceeds, in our judgment, the value of the coverage relative to the risk of loss.

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If we experience a loss which is uninsured or which exceeds our policy coverage limits, we could lose the capital invested in the damaged properties as well as the anticipated future cash flows from those properties. In addition, if the damaged properties are subject to recourse indebtedness, we would continue to be liable for the indebtedness, even if these properties were irreparably damaged.

In addition, even if damage to our properties is covered by insurance, a disruption of our business caused by a casualty event may result in the loss of business or customers. We carry a limited amount of business interruption insurance, but such insurance may not fully compensate us for the loss of business or customers due to an interruption caused by a casualty event. See Any failure of our physical infrastructure or services could lead to significant costs and disruptions that could reduce our revenues, harm our business reputation and have a material adverse effect on our financial results.

The recent disruption in the financial markets makes it more difficult to evaluate the stability and net assets or capitalization of insurance companies, and any insurer's ability to meet its claim payment obligations. A failure of an insurance company to make payments to us upon an event of loss covered by an insurance policy could have a material adverse effect on our business and financial condition.

Furthermore, the properties in our portfolio have historically been covered under The Carlyle Group's umbrella insurance policy which covers all of Carlyle's real estate investments. Upon completion of this offering, we will no longer be covered by this umbrella policy. We plan to obtain similar coverage for our portfolio, but because we would no longer have the benefit of the diversification of insured risk under Carlyle's umbrella policy for its entire real estate portfolio, we expect that our insurance premiums will be higher following the completion of this offering and the Restructuring Transactions.

**A small number of customers account for a significant portion of our revenues, and the loss of any of these customers could significantly harm our business, financial condition and results of operations.**

Our top ten customers accounted for approximately 36.7% of our total annualized rent as of June 30, 2010. During the second quarter of 2010, we expanded our relationship with our largest customer, Facebook, Inc. This customer represented 13.5% of our annualized rent as of June 30, 2010, and we expect that this customer will account for approximately 10% of our pro forma revenues for the year ending December 31, 2010. We currently depend, and expect to continue to depend, upon a relatively small number of customers for a significant percentage of our net revenue. Some of our customers may experience a downturn in their businesses or other factors which may weaken their financial condition and result in them failing to make timely rental payments, defaulting on their leases, reducing the level of interconnection services they obtain or the amount of space they lease from us upon renewal of their leases or terminating their relationship with us. The loss of one or more of our significant customers or a customer exerting significant pricing pressure on us could also have a material adverse effect on our results of operations.

In addition, our largest customers may choose to develop new data centers or expand existing data centers of their own. In the event that any of our key customers were to do so, it could result in a loss of business to us or increase pricing pressure on us. If we lose a customer, there is no guarantee that we would be able to replace that customer at a competitive rate or at all.

Some of our largest customers may also compete with one another in various aspects of their businesses. The competitive pressures on our customers may have a negative impact on our operations. For instance, one customer could determine that it is not in that customer's interest to house mission-critical servers in a facility operated by the same company that relies on a key competitor for a significant part of its annual revenue. Our loss of a large customer for this or any other reason could have a material adverse effect on our results of operations.

**We are dependent upon third-party suppliers for power and certain other services, and we are vulnerable to service failures of our third-party suppliers and to price increases by such suppliers.**

We rely on third parties to provide power to our data centers, and we cannot ensure that these third parties will deliver such power in adequate quantities or on a consistent basis. If the amount of power available to us is inadequate to support our customer requirements, we may be unable to satisfy our obligations to our customers or grow our business. In addition, our data centers are susceptible to power

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shortages and planned or unplanned power outages caused by these shortages. While we attempt to limit exposure to power shortages by using backup generators and batteries, power outages may last beyond our backup and alternative power arrangements, which would harm our customers and our business. In the past, a limited number of our customers have experienced temporary losses of power. Pursuant to the terms of some of our customer leases, continuous or chronic power outages may give certain of our tenants the right to terminate their leases or cause us to incur financial obligations in connection with a power loss. In addition, any loss of services or equipment damage could reduce the confidence of our customers in our services thereby impairing our ability to attract and retain customers, which would adversely affect both our ability to generate revenues and our operating results.

In addition, we may be subject to risks and unanticipated costs associated with obtaining power from various utility companies. Municipal utilities in areas experiencing financial distress may increase rates to compensate for financial shortfalls unrelated to either the cost of production or the demand for electricity. Other utilities that serve our data centers may be dependent on, and sensitive to price increases for, a particular type of fuel, such as coal, oil or natural gas. In addition, the price of these fuels and the electricity generated from them could increase as a result of proposed legislative measures related to climate change or efforts to regulate carbon emissions. In any of these cases, increases in the cost of power at any of our data centers would put those locations at a competitive disadvantage relative to data centers served by utilities that can provide less expensive power.

**We may be unable to identify and complete acquisitions and successfully operate acquired properties.**

We continually evaluate the market for available properties and may acquire data centers or properties suited for data center development when opportunities exist. Our ability to acquire properties on favorable terms and successfully develop and operate them involves significant risks including, but not limited to:

- we may be unable to acquire a desired property because of competition from other data center companies or real estate investors with more capital;

- even if we are able to acquire a desired property, competition from other potential acquirors may significantly increase the purchase price of such property;

- we may be unable to realize the intended benefits from acquisitions or achieve anticipated operating or financial results;

- we may be unable to finance the acquisition on favorable terms or at all;

- we may underestimate the costs to make necessary improvements to acquired properties;

- we may be unable to quickly and efficiently integrate new acquisitions into our existing operations resulting in disruptions to our operations or the diversion of our management's attention;

- acquired properties may be subject to reassessment, which may result in higher than expected tax payments;

- we may not be able to access sufficient power on favorable terms or at all; and

- market conditions may result in higher than expected vacancy rates and lower than expected rental rates.

In the past we have acquired properties that did not perform up to our expectations and there can be no assurance that this will not happen again. If we are unable to successfully acquire, redevelop, develop and operate data center properties, our ability to grow our business, compete and meet market expectations will be significantly impaired,

which would have a material adverse effect on the price of our common stock.

**We may be subject to unknown or contingent liabilities related to properties or businesses that we acquire for which we may have limited or no recourse against the sellers.**

Assets and entities that we have acquired or may acquire in the future, including the properties contributed by the Carlyle real estate funds or their affiliates, may be subject to unknown or contingent liabilities for which we may have limited or no recourse against the sellers. Unknown or contingent liabilities might include liabilities for clean-up or remediation of environmental conditions, claims of customers, vendors



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or other persons dealing with the acquired entities, tax liabilities and other liabilities whether incurred in the ordinary course of business or otherwise. In the future we may enter into transactions with limited representations and warranties or with representations and warranties that do not survive the closing of the transactions, in which event we would have no or limited recourse against the sellers of such properties. While we usually require the sellers to indemnify us with respect to breaches of representations and warranties that survive, such indemnification (including the indemnification by the Carlyle real estate funds or their affiliates) is often limited and subject to various materiality thresholds, a significant deductible or an aggregate cap on losses.

For example, under the contribution agreement pursuant to which the Carlyle real estate funds or their affiliates are contributing the properties that will comprise our portfolio to the operating partnership, each of the Carlyle real estate funds or their affiliates will make certain representations and warranties as to certain material matters related to the property being contributed by such fund or affiliate such as title to any owned property, compliance with laws (including environmental laws) and the enforceability of certain material customer contracts and leases. In the event that such representations and warranties are not true and correct when made and as of the date the offering is priced, the party that contributed the property to which such losses relate will indemnify the operating partnership for any resulting losses, but only to the extent the amount of losses exceeds 1% of the aggregate value of the operating partnership units received by all of the Carlyle funds or their affiliates (based upon the initial offering price) and provided that the liability of each contributor will be limited to 10% of the value of the operating partnership units (based upon the initial offering price) received by such contributor (adjusted for any operating partnership units purchased by us from the Carlyle real estate funds or their affiliates at closing) in connection with the Restructuring Transactions, and, with respect to any liability that arises from a specific contributed property, the indemnification by such Carlyle real estate fund or its affiliate will be limited to 10% of the value of the operating partnership units issued in respect of such contributed property. As a result, we will be solely responsible and will not be able to seek indemnification from the Carlyle real estate funds or their affiliates to the extent that any losses do not meet this minimum threshold amount or exceed the maximum threshold amount. In addition, the representations and warranties made by the Carlyle real estate funds or their affiliates will only survive for a period of one year after the completion of this offering and in the event that we do not become aware of a breach until after the end of such period or if we otherwise fail to assert a claim prior to such date, we will have no further recourse against the contributors.

As a result, there is no guarantee that we will recover any amounts with respect to losses due to breaches by the sellers of their representations and warranties. In addition, the total amount of costs and expenses that we may incur with respect to liabilities associated with acquired properties and entities may exceed our expectations, which may adversely affect our operating results and financial condition. Finally, indemnification agreements between us and the sellers typically provide that the sellers will retain certain specified liabilities relating to the assets and entities acquired by us. While the sellers are generally contractually obligated to pay all losses and other expenses relating to such retained liabilities, there can be no guarantee that such arrangements will not require us to incur losses or other expenses as well.

**Our growth depends on the successful redevelopment and development of our properties and any delays or unexpected costs associated with such projects may harm our growth prospects, future operating results and financial condition.**

As of June 30, 2010, we had the ability to expand our operating data center square footage by 865,621 NRSF by redeveloping 419,371 NRSF of vacant space and developing up to 446,250 NRSF of new data center space on land we currently own. Our growth depends upon the successful completion of the redevelopment and development of this space and similar projects in the future. Current and future redevelopment and development projects will involve substantial planning, allocation of significant company resources and certain risks, including risks related to financing, zoning, regulatory approvals, construction costs and delays. These projects will also require us to carefully select and rely on the experience of one or more general contractors and associated subcontractors during the construction

process. Should a general contractor or significant subcontractor experience financial or other problems during the construction process, we could experience significant delays, increased costs to complete the project and other negative impacts to our expected returns.

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Site selection is also a critical factor in our expansion plans, and there may not be suitable properties available in our markets at a location that is attractive to our customers and has the necessary combination of access to multiple network providers, a significant supply of electrical power, high ceilings and the ability to sustain heavy floor loading. Furthermore, while we may prefer to locate new data centers adjacent to our existing data centers, we may be limited by the inventory and location of suitable properties.

In addition, we will be subject to risks and, potentially, unanticipated costs associated with obtaining access to a sufficient amount of power from local utilities, including the need, in some cases, to develop utility substations on our properties in order to accommodate our power needs, constraints on the amount of electricity that a particular locality's power grid is capable of providing at any given time, and risks associated with the negotiation of long-term power contracts with utility providers. We cannot assure you that we will be able to successfully negotiate such contracts on acceptable terms or at all. Any inability to negotiate utility contracts on a timely basis or on acceptable financial terms or in volumes sufficient to supply the requisite power for our development properties would have a material negative impact on our growth and future results of operations and financial condition.

These and other risks could result in delays or increased costs or prevent the completion of our redevelopment and development projects, any of which could have a material adverse effect on our financial condition, results of operations, cash flow, the trading price of our common stock and our ability to satisfy our debt service obligations or pay dividends.

**We do not own all of the buildings in which our data centers are located. Instead, we lease certain of our data center space and the ability to renew these leases could be a significant risk to our ongoing operations.**

We do not own the buildings for three of our data centers and our business could be harmed if we are unable to renew the leases for these data centers at favorable terms or at all. The following table summarizes the remaining primary term and renewal rights associated with each of our leased properties:

<b>Property</b>	<b>Current Lease Term Expiration</b>	<b>Renewal Rights</b>	<b>Base Rent Increases at Renewal<sup>(1)</sup></b>
32 Avenue of the Americas	Apr. 2023	2 x 5 yrs	FMR
One Wilshire	July 2017	3 x 5 yrs	103% of previous monthly base rent
1275 K Street	May 2016	3 x 5 yrs	Greater of 103% of previous monthly base rent or 95% of FMR

(1) FMR represents fair market rent as determined by mutual agreement between landlord and tenant, or in the case of a disagreement, mutual agreement by third party appraisers.

When the primary term of our leases expire, we have the right to extend the terms of our leases as indicated above. For two of these leases, the rent will be determined based on the fair market value of rental rates for this property and the then prevailing rental rates may be higher than rental rates under the applicable lease. To maintain the operating profitability associated with our present cost structure, we must increase revenues within existing data centers to offset the anticipated increase in lease payments at the end of the original and renewal terms. Failure to increase revenues to sufficiently offset these projected higher costs would adversely impact our operating income. Upon the end of our renewal options, we would have to renegotiate our lease terms with the landlord.

If we are not able to renew the lease at any of our data centers, the costs of relocating the equipment in such data centers and redeveloping a new location into a high-quality data center could be prohibitive. In addition, we could lose customers due to the disruptions in their operations caused by the relocation. We could also lose those customers that choose our data centers based on their locations.

**Our level of indebtedness and debt service obligations could have adverse effects on our business.**

As of June 30, 2010, after giving pro forma effect to the Financing Transactions, we would have had a total combined indebtedness of approximately \$124.9 million (excluding a \$2.0 million fair value of debt adjustment resulting from the Restructuring Transactions), all of which would have been secured indebtedness. We also expect to have the ability to borrow up to an additional \$ million under our new \$110.0 million revolving credit facility, subject to satisfying certain financial tests, all of which if incurred will be secured indebtedness. Upon completion of this offering, there will be no limits on the amount of indebtedness we may incur other than limits contained in our revolving credit facility, mortgage loans or future agreements that we may enter into or

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as may be set forth in any policy limiting the amount of indebtedness we may incur adopted by our Board of Directors. A substantial level of indebtedness could have adverse consequences for our business, results of operations and financial condition because it could, among other things:

require us to dedicate a substantial portion of our cash flow from operations to make principal and interest payments on our indebtedness, thereby reducing our cash flow available to fund working capital, capital expenditures and other general corporate purposes, including to pay dividends on our common stock as currently contemplated or necessary to maintain our qualification as a REIT;

make it more difficult for us to satisfy our financial obligations, including borrowings under our new revolving credit facility;

increase our vulnerability to general adverse economic and industry conditions;

expose us to increases in interest rates for our variable rate debt;

limit our ability to borrow additional funds on favorable terms or at all to expand our business or ease liquidity constraints;

limit our ability to refinance all or a portion of our indebtedness on or before maturity on the same or more favorable terms or at all;

limit our flexibility in planning for, or reacting to, changes in our business and our industry;

place us at a competitive disadvantage relative to competitors that have less indebtedness; and

require us to dispose of one or more of our properties at disadvantageous prices or raise equity that may dilute the value of our common stock in order to service our indebtedness or to raise funds to pay such indebtedness at maturity.

**The agreements governing our indebtedness place restrictions on us and our subsidiaries, reducing operational flexibility and creating default risks.**

The agreements governing our indebtedness contain covenants that place restrictions on us and our subsidiaries. These covenants may restrict, among other things, our and our subsidiaries' ability to:

merge, consolidate or transfer all or substantially all of our or our subsidiaries' assets;

incur additional debt or issue preferred stock;

make certain investments or acquisitions;

create liens on our or our subsidiaries' assets;

sell assets;

make capital expenditures;

pay dividends on or repurchase our capital stock;

enter into transactions with affiliates;  
issue or sell stock of our subsidiaries; and  
change the nature of our business.

These covenants could impair our ability to grow our business, take advantage of attractive business opportunities or successfully compete. In addition, our new revolving credit facility will require us to maintain specified financial ratios and satisfy financial condition tests. Our ability to comply with these ratios or tests may be affected by events beyond our control, including prevailing economic, financial and industry conditions. A breach of any of these covenants or covenants under any other agreements governing our indebtedness could result in an event of default. Cross-default provisions in our debt agreements could cause an event of default under one debt agreement to trigger an event of default under our other debt agreements. Upon the occurrence of an event of default under any of our debt agreements, the lenders could elect to declare all outstanding debt under such agreements to be immediately due and payable. If we were unable to repay or refinance the accelerated debt, the lenders could proceed against any assets pledged to secure that debt, including foreclosing on or requiring the sale of our data centers, and our assets may not be sufficient to repay such debt in full.

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**Mortgage debt obligations expose us to the possibility of foreclosure, which could result in the loss of our investment in any property subject to mortgage debt.**

Following the Restructuring Transactions and Financing Transactions, we expect that our 427 S. LaSalle property will be subject to \$40.0 million of secured indebtedness, our 55 S. Market property will be subject to a \$60.0 million mortgage loan and our 12100 Sunrise Valley property will be subject to a \$32.0 million secured construction loan, of which \$24.9 million was outstanding as of June 30, 2010. In addition, borrowings under our new revolving credit facility will be secured by a lien on certain of our properties. Incurring mortgage and other secured debt obligations increases our risk of property losses because defaults on secured indebtedness may result in foreclosure actions initiated by lenders and ultimately our loss of the property securing any loans for which we are in default. For tax purposes, a foreclosure of any of our properties would be treated as a sale of the property for a purchase price equal to the outstanding balance of the debt secured by the mortgage. If the outstanding balance of the debt secured by the mortgage exceeds our tax basis in the property, we would recognize taxable income on foreclosure, but would not receive any cash proceeds, which could hinder our ability to meet the REIT distribution requirements imposed by the Code. As we execute our business plan, we may assume or incur new mortgage indebtedness on our existing properties or properties that we acquire in the future. Any default under any one of our mortgage debt obligations may increase the risk of our default on our other indebtedness.

**Our failure to develop and maintain a diverse customer base could harm our business and adversely affect our results of operations.**

Our ability to increase occupancy rates in our data centers and grow our business is, in part, dependent upon our ability to market our data center space to a diverse customer base. A more diverse customer base in our data centers creates more networking interconnection opportunities that are valued by our customers, which we believe has generated and will continue to generate incremental revenues in the long-term. Attracting and retaining this diverse customer base will depend on many factors, including the density of interconnection, the operating reliability and security of our data centers, and our ability to market our services effectively across different customer segments. If we fail to maintain a diverse customer base, our business and results of operations may be adversely affected.

**Certain of the properties in our portfolio have been owned or operated for a limited period of time, and we may not be aware of characteristics or deficiencies involving any one or all of them.**

As of June 30, 2010, our portfolio of properties consisted of 11 operating data center facilities, one data center under construction and one development site. Nine of the properties being contributed to our portfolio were acquired or developed by the Carlyle real estate funds or their affiliates less than four years prior to the date of this offering, including one facility, 2901 Coronado, which was completed during the second quarter of 2010. Because these properties have been in operation for a relatively short period of time, we may be unaware of characteristics or deficiencies in such properties that could adversely affect their valuation or revenue potential and such properties may not ultimately perform up to our expectations.

**We have not obtained third-party appraisals to establish the amount of operating partnership units to be issued in exchange for the properties to be contributed to our operating partnership in connection with the Restructuring Transactions and the operating partnership units issued by our operating partnership in exchange for these properties may exceed their fair market values.**

The initial public offering price of our common stock will be determined in consultation with the underwriters and based on a number of factors, including our results of operations, management, estimated net income, estimated funds from operations, estimated cash available for distribution, anticipated dividend yield and growth prospects, the current market valuations, financial performance and dividend yields of publicly traded companies considered to be

comparable to us and the current state of the data center industry and the economy as a whole, as well as market demand for this offering. As a result, the initial public offering price does not necessarily bear any relationship to our book value, the fair market value of our assets or the appraised value of our properties. Consequently, the operating partnership units received by the Carlyle real estate funds or their affiliates, if valued on an as exchanged basis for shares of our common stock at the per share price set forth on the cover of this prospectus, may exceed the fair market value or the appraised value



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of the properties contributed for such units and the aggregate value of our common stock at the initial offering price plus the aggregate amount of our debt may exceed the aggregate appraised values of our properties.

Although we have obtained preliminary appraisals of each of the Acquired Properties in connection with the preparation of our pro forma condensed consolidated financial statements included elsewhere in this prospectus, such appraisals did not cover the properties of our Predecessor, do not accurately reflect the value of our company as a whole and the assumptions, judgments and methodologies used in connection with these appraisals may be different than those used by investors in our common stock. Additionally, while the entities contributing the properties to our operating partnership in connection with the Restructuring Transactions obtained a third party opinion from an independent financial advisor regarding the fairness to each of these entities, from a financial point of view, of the allocation of the operating partnership units as among these entities to be received in consideration for the property or properties contributed by each such entity based on estimated valuations of the properties held by each fund, which valuations were obtained solely for the purpose of allocating the operating partnership units as among these entities. Further, the independent financial advisor used a variety of customary valuation methodologies and certain assumptions and judgments to determine a range of valuations of the individual properties and no related appraisal or physical inspection of the properties was conducted and no attempt was made to value the properties as a single operating company. Accordingly, the assumptions, judgments and methodologies used in connection with these valuations may also be different than those used by public stockholders in assessing the value of our company taken as a whole. In addition, while our lenders have conducted appraisals of some of our properties in connection with determining for loan purposes whether the collateral value is sufficient to support the amount of the loans, we have not obtained or reviewed copies of such appraisals.

**We may be vulnerable to security breaches which could disrupt our operations and have a material adverse effect on our financial performance and operating results.**

A party who is able to compromise the security measures on our networks or the security of our infrastructure could misappropriate our proprietary information and the personal information of our customers, and cause interruptions or malfunctions in our or our customers' operations. We may be required to expend significant financial resources to protect against such threats or to alleviate problems caused by security breaches. As techniques used to breach security change frequently and are generally not recognized until launched against a target, we may not be able to implement security measures in a timely manner or, if and when implemented, these measures could be circumvented. Any breaches that may occur could expose us to increased risk of lawsuits, loss of existing or potential customers, harm to our reputation and increases in our security costs, which could have a material adverse effect on our financial performance and operating results.

**Our tax protection agreements could limit our ability to sell or otherwise dispose of certain properties.**

We have agreed with each of the Carlyle real estate funds or their affiliates which have directly or indirectly contributed their interests in the properties in our portfolio to our operating partnership that if we directly or indirectly sell, convey, transfer or otherwise dispose of all or any portion of these interests in a taxable transaction, we will make an interest-free loan to the contributors in an amount equal to the contributor's tax liabilities, based on an assumed tax rate. Any such loan would be repayable out of the after tax-proceeds (based on an assumed tax rate) of any distribution from the operating partnership to, or any sale of operating partnership units (or common stock issued by us in exchange for such units) by, the recipient of such loan, and would be non-recourse to the borrower other than with respect to such proceeds. These tax protection provisions apply for a period expiring on the earlier of (i) the seventh anniversary of the completion of this offering and (ii) the date on which these contributors (or certain transferees) dispose in certain taxable transactions of 90% of the operating partnership units that were issued to them in connection with the contribution of these properties. See Certain Relationships and Related Party Transactions Tax Protection Agreement.

**Increases in our property and other state and local taxes could adversely affect our ability to make distributions to our stockholders if they cannot be passed on to our customers.**

We are subject to a variety of state and local taxes, including real and personal property taxes and sales and use taxes that may increase materially due to factors outside our control. In particular, taxes on our properties may increase as tax rates change and as the properties are assessed or reassessed by taxing

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authorities. We have been notified by local taxing authorities that the assessed value of certain of our properties have increased. We plan to appeal these increased assessments, but we may not be successful in our efforts. Furthermore, some of our properties may be reassessed retroactively to the date we or the Carlyle real estate funds acquired the property, which could require us to make cumulative payments for multiple years. Our leases with our customers generally do not allow us to increase their rent as a result of an increase in property or other taxes. If property or other taxes increase and we cannot pass these increases on to our customers through increased rent for new leases or upon lease renewals, our result of operations, cash flow and ability to make distributions to our stockholders would be adversely affected.

**Risks Related to the Real Estate Industry**

**Illiquidity of real estate investments, particularly our data centers, could significantly impede our ability to respond to adverse changes in the performance of our properties, which could harm our financial condition.**

Because real estate investments are relatively illiquid, our ability to promptly sell one or more properties in our portfolio in response to adverse changes in the real estate market or in the performance of such properties may be limited, thus harming our financial condition. The real estate market is affected by many factors that are beyond our control, including:

adverse changes in national and local economic and market conditions;

changes in interest rates and in the availability, cost and terms of debt financing;

changes in governmental laws and regulations, fiscal policies and zoning ordinances and costs of compliance therewith;

the ongoing cost of capital improvements that are not passed onto our customers, particularly in older structures;

changes in operating expenses; and

civil unrest, acts of war, terrorist attacks and natural disasters, including earthquakes and floods, which may result in uninsured and underinsured losses.

The risks associated with the illiquidity of real estate investments are even greater for our data center properties. Our data centers are highly specialized real estate assets containing extensive electrical and mechanical systems that are uniquely designed to house and maintain our customers' equipment, and, as such, have little, if any, traditional office space. As a result, most of our data centers are not suited for use by customers as anything other than as data centers and major renovations and expenditures would be required in order for us to re-lease data center space for more traditional commercial or industrial uses, or for us to sell a property to a buyer for use other than as a data center.

**Environmental problems are possible and can be costly.**

Environmental liabilities could arise and have a material adverse effect on our financial condition and performance. Federal, state and local laws and regulations relating to the protection of the environment may require a current or previous owner or operator of real estate to investigate and remediate hazardous or toxic substances or petroleum product releases at or from the property. In addition, we could incur costs to comply with such laws and regulations, the violation of which could lead to substantial fines and penalties.

We may have to pay governmental entities or third parties for property damage and for investigation and remediation costs that they incurred in connection with any contamination at our current and former properties without regard to whether we knew of or caused the presence of the contaminants. Even if more than one person may have been responsible for the contamination, each person covered by these environmental laws may be held responsible for all of the clean-up costs incurred.

Some of our properties contain or may contain asbestos-containing building materials. Environmental laws may impose fines and penalties on building owners or operators who fail to properly manage and maintain these materials, notify and train persons who may come into contact with asbestos and undertake

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special precautions, and third parties could potentially seek recovery from owners or operators for any personal injury associated with exposure to asbestos-containing building materials.

Some of our properties may also contain or develop harmful mold or suffer from other air quality issues. As a result, the presence of significant mold or other airborne contaminants at any of our properties could require us to undertake a costly remediation program to contain or remove the mold or other airborne contaminants from the affected property or increase indoor ventilation. In addition, the presence of significant mold or other airborne contaminants could expose us to liability from our customers, employees of our customers and others if property damage or health concerns arise.

**We may be adversely affected by regulations related to climate change.**

Climate change regulation is a rapidly developing area. Congress is currently considering new laws relating to climate change, including potential cap-and-trade systems, carbon taxes, and other requirements relating to reduction of carbon footprints and/or greenhouse gas emissions. Other countries have enacted climate change laws and regulations, and the United States has been involved in discussions regarding international climate change treaties. The U.S. Environmental Protection Agency, or EPA, and some of the states and localities in which we operate, have also enacted certain climate change laws and regulations, and/or have begun regulating carbon footprints and greenhouse gas emissions. Although these laws and regulations have not had an adverse effect on our business to date, they could limit our ability to develop new facilities or result in substantial compliance costs, retrofit costs and construction costs, including capital expenditures for environmental control facilities and other new equipment. We could also face a negative impact on our reputation with the public if we violate climate change laws or regulations.

**If we do not obtain a negative declaration from the City of Santa Clara, we will be unable to proceed with our plans to develop the Coronado-Stender Business Park, which would have a material adverse effect on our business and results of operations.**

We are in the process of obtaining a negative declaration from the City of Santa Clara in connection with our planned development of the Coronado-Stender Business Park. The declaration, if issued, would determine that the proposed development will not have a significant impact on the environment. If we are unable to obtain the negative declaration, we will only be able to develop an additional 179,600 NRSF of data center space at this property as compared to our current plans for the development of up to 446,250 NRSF of additional data center space at the Coronado-Stender Business Park.

**Risks Related to Our Organizational Structure**

**Our Board of Directors may change our major corporate, investment and financing policies without stockholder approval and those changes may adversely affect our business.**

Our Board of Directors will determine our major corporate policies, including our acquisition, investment, financing, growth, operations and distribution policies and whether to maintain our status as a REIT. In particular, we anticipate that our Board of Directors will adopt a policy of limiting the amount of indebtedness we incur. However, our organizational documents do not limit the amount or percentage of indebtedness, funded or otherwise, that we may incur. Our Board of Directors may alter or eliminate our current corporate policies, including our policy on borrowing at any time without stockholder approval. Accordingly, while our stockholders have the power to elect or remove directors, our stockholders will have limited direct control over changes in our policies and those changes could adversely affect our business, financial condition, results of operations, the market price of our common stock and our ability to make distributions to our stockholders.

**While the Carlyle real estate funds and their affiliates will not control our company following the completion of this offering, they will own a majority of our operating partnership and have the right initially to nominate two directors, and their interests may differ from or conflict with the interests of our stockholders.**

Upon completion of this offering, the Carlyle real estate funds or their affiliates will have an aggregate beneficial ownership interest in our operating partnership of approximately % which, if exchanged for our common stock, would represent an approximately % interest in our common stock. In addition, the

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operating partnership agreement will initially grant the Carlyle real estate funds and their affiliates the right to initially nominate two of the seven directors to our Board of Directors. See Description of the Partnership Agreement of CoreSite, L.P.

As a result, the Carlyle real estate funds or their affiliates will have the ability to exercise substantial influence over our company, including with respect to decisions relating to our capital structure, issuing additional shares of our common stock or other equity securities, paying dividends, incurring additional debt, making acquisitions, selling properties or other assets, merging with other companies and undertaking other extraordinary transactions. In any of these matters, the interests of the Carlyle real estate funds and their affiliates may differ from or conflict with the interests of our other stockholders. In addition, the Carlyle real estate funds or their affiliates are in the business of making investments in companies and may, from time to time, acquire interests in businesses that directly or indirectly compete with our business, as well as businesses that are significant existing or potential customers. The Carlyle real estate funds and their affiliates may acquire or seek to acquire assets that we seek to acquire and, as a result, those acquisition opportunities may not be available to us or may be more expensive for us to pursue.

**Our charter and bylaws contain provisions that may delay, defer or prevent an acquisition of our common stock or a change in control, which may be in the best interests of our stockholders.**

Our charter and bylaws contain a number of provisions, the exercise or existence of which could delay, defer or prevent a transaction or a change in control that might involve a premium price for our stockholders or otherwise be in their best interests, including the following:

***Our Charter Contains Restrictions on the Ownership and Transfer of Our Stock.*** In order to assist us in complying with the limitations on the concentration of ownership of REIT stock imposed by the Code on REITs, our charter generally prohibits any person or entity (other than a person who or entity that has been granted an exception as described below) from actually or constructively owning more than 9.8% (by value or by number of shares, whichever is more restrictive) of our common stock or more than 9.8% (by value) of our capital stock. The value and number of the outstanding shares of common stock and the value of the outstanding shares of capital stock shall be determined by the Board of Directors in good faith, which shall be conclusive for all purposes. We refer to these restrictions as the ownership limits. Our charter permits our Board of Directors to make certain exceptions to these ownership limits, unless it would cause us to fail to qualify as a REIT. We expect that our Board of Directors will grant some or all of the Carlyle real estate funds or their affiliates exemptions from the ownership limits applicable to other holders of our common stock. Any attempt to own or transfer shares of our capital stock in excess of the ownership limits without the consent of our Board of Directors will result in the automatic transfer of the shares (and all dividends thereon) to a charitable trust. These ownership limitations may prevent a third party from acquiring control of us if our Board of Directors does not grant an exemption from the ownership limitations, even if our stockholders believe the change in control is in their best interests.

***Our Charter Grants Our Board of Directors the Right to Classify or Reclassify Any Unissued Shares of Capital Stock, Increase or Decrease the Authorized Number of Shares and Establish the Preference and Rights of Any Preferred Stock without Stockholder Approval.*** Our charter provides that the total number of shares of stock of all classes that we currently have authority to issue is \_\_\_\_\_, initially consisting of \_\_\_\_\_ shares of common stock and \_\_\_\_\_ shares of preferred stock. Our Board of Directors has the authority, without a stockholders' vote, to classify or reclassify any unissued shares of stock, including common stock into preferred stock or vice versa, to increase or decrease the authorized number of shares of common stock and preferred stock and to establish the preferences and rights of any preferred stock or other class or series of shares to be issued. Because the Board of Directors has the power to establish the preferences and rights of additional classes or series of stock without a stockholders' vote, our Board of Directors may give the holders of

any class or series of stock preferences, powers and rights, including voting rights, senior to the rights of holders of existing stock.

See Description of Securities for additional information on the anti-takeover measures applicable to us.



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**Certain provisions of Maryland law may limit the ability of a third party to acquire control of us.**

Certain provisions of the Maryland General Corporation Law, or MGCL, 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 our common stockholders with the opportunity to realize a premium over the then-prevailing market price of such shares, including:

*business combination* provisions that, subject to limitations, prohibit certain business combinations between us and an interested stockholder (defined generally as any person who beneficially owns 10% or more of the voting power of our outstanding shares of voting stock or an affiliate or associate of the corporation who, at any time within the two-year period immediately prior to the date in question, was the beneficial owner of 10% or more of the voting power of the then outstanding stock of the corporation) or an affiliate of any interested stockholder for five years after the most recent date on which the stockholder becomes an interested stockholder, and thereafter imposes two super-majority stockholder voting requirements on these combinations; and

*control share* provisions that provide that control shares of our company (defined as voting shares of stock which, when aggregated with all other shares controlled by the stockholder, entitle the stockholder to exercise one of three increasing ranges of voting power in electing directors) acquired in a control share acquisition (defined as the direct or indirect acquisition of ownership or control of control shares ) have no voting rights except to the extent approved by our stockholders by the affirmative vote of at least two-thirds of all of the votes entitled to be cast on the matter, excluding all interested shares.

We have opted out of these provisions of the MGCL, in the case of the business combination provisions of the MGCL, by resolution of our Board of Directors and, in the case of the control share provisions of the MGCL, by a provision in our bylaws. However, our Board of Directors may elect to opt into these provisions if approved by our stockholders by the affirmative vote of a majority of votes cast and with the consent of the Carlyle real estate funds or their affiliates, provided that the consent of the Carlyle entities will not be required unless, in the case of the control share provisions, such provisions would apply to the Carlyle real estate funds and their affiliates, or in either case at such time they own less than 10% of our outstanding common stock (assuming all operating partnership units are exchanged into common stock).

Additionally, Title 3, Subtitle 8 of the MGCL permits our Board of Directors, without stockholder approval and regardless of what is currently provided in our charter or bylaws, to implement certain takeover defenses, such as a classified board, some of which we do not yet have.

**Risks Related to Our Status as a REIT**

**Failure to qualify as a REIT would have material adverse consequences to us and the value of our stock.**

We intend to elect to be taxed and to operate in a manner that will allow us to qualify as a REIT for federal income tax purposes under the Code. However, we cannot assure you that we will qualify or will remain qualified as a REIT. If, in any taxable year, we lose our REIT status, we will face serious tax consequences that would substantially reduce our cash available for distribution to you for each of the years involved because:

we would not be allowed a deduction for distributions to stockholders in computing our taxable income and we would be subject to federal income tax, including any alternative minimum tax, at regular corporate rates;

we could be subject to possibly increased state and local taxes; and

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

Our failure to qualify as a REIT could also impair our ability to expand our business and raise capital, and would materially adversely affect the value of our common stock.

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**We have no operating history as a REIT or a public company and our inexperience may impede our ability to successfully manage our business.**

We have no operating history as a REIT or a public company. As a result, we cannot assure you that our past experience will be sufficient to successfully operate our company as a REIT or a public company. Although certain of our executive officers and directors have experience in the real estate industry, and Mr. Ray, our President and Chief Executive Officer and Ms. Beckman, our Chief Financial Officer, have previously held positions with publicly traded REITs, we cannot assure you that our past experience will be sufficient to operate a business in accordance with the Code requirements for REIT qualification or in accordance with the requirements of the SEC and the NYSE for public companies. Upon completion of this offering, we will be required to develop and implement substantial control systems and procedures in order to qualify and maintain our qualification as a REIT, satisfy our periodic and current reporting requirements under applicable SEC regulations and comply with NYSE listing standards. As a result, we will incur significant legal, accounting and other expenses that we did not incur as a private company and our management and other personnel will need to devote a substantial amount of time to comply with these rules and regulations and establish the corporate infrastructure and controls demanded of a publicly-traded REIT. These costs and time commitments could be substantially more than we currently expect. In connection with our operation as a public company, we will be required to report our operations on a consolidated basis, which we have not done before. We are in the process of implementing an internal audit function and modifying our company-wide systems and procedures in a number of areas to enable us to report on a consolidated basis as we continue the process of integrating the financial reporting of the entities we intend to acquire in connection with the Restructuring Transactions. If our finance and accounting organization is unable for any reason to respond adequately to the increased demands that will result from being a public company, the quality and timeliness of our financial reporting may suffer and we could experience significant deficiencies or material weaknesses in our disclosure controls and procedures or our internal control over financial reporting. An inability to establish effective disclosure controls and procedures and internal control over financial reporting could cause us to fail to meet our reporting obligations under the Securities Exchange Act of 1934, as amended, or Exchange Act, on a timely basis or result in material misstatements or omissions in our Exchange Act reports, either of which could cause investors to lose confidence in our company and could have a material adverse effect on our operating results and the trading price of our common stock.

**Failure to qualify as a domestically-controlled REIT could subject our non-U.S. stockholders to adverse federal income tax consequences.**

We will be a domestically-controlled REIT if, at all times during a specified testing period, less than 50% in value of our shares is held directly or indirectly by non-U.S. stockholders. However, because our shares will be publicly traded following this offering, we cannot guarantee that we will in fact be a domestically-controlled REIT. If we fail to qualify as a domestically-controlled REIT, our non-U.S. stockholders that otherwise would not be subject to federal income tax on the gain attributable to a sale of our shares of common stock would be subject to taxation upon such a sale if either (1) the shares of common stock were not considered to be regularly traded under applicable Treasury Regulations on an established securities market, such as the NYSE, or (2) the selling non-U.S. stockholder owned, actually or constructively, more than 5% in value of the outstanding shares of common stock being sold during specified testing periods. If gain on the sale or exchange of our shares of common stock was subject to taxation for these reasons, the non-U.S. stockholder would be subject to regular U.S. income tax with respect to any gain on a net basis in a manner similar to the taxation of a taxable U.S. stockholder, subject to any applicable alternative minimum tax and special alternative minimum tax in the case of nonresident alien individuals, and corporate non-U.S. stockholders may be subject to an additional branch profits tax, as described in Federal Income Tax Considerations Taxation of Non-U.S. Stockholders.

**Our cash available for distribution to stockholders may not be sufficient to pay distributions at expected levels or at all.**

In order to maintain our qualification as a REIT, we are required under the Code to distribute at least 90% of our net taxable income annually to our stockholders. In any period our net taxable income may be greater than the cash flow from operations. In addition, we may become party to debt agreements that include

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cash management or similar provisions, pursuant to which revenues generated by properties subject to such indebtedness are immediately, or upon the occurrence of certain events, swept into an account for the benefit of the lenders under such debt agreements, which revenues would typically only become available to us after the funding of reserve accounts for, among other things, debt service, taxes, insurance and leasing commissions. If our properties do not generate sufficient cash flow, we may be required to fund distributions from working capital, borrowings under our new revolving credit facility, proceeds from this offering, the sale of assets or by obtaining other debt or equity financing, which may not be available, pay dividends in the form of taxable stock dividends in order to meet our distributions requirements or reduce expected distributions, any of which could have a material adverse effect on the price of our common stock.

**Applicable REIT laws may restrict certain business activities.**

As a REIT we are subject to various restrictions on our income, assets and activities. These include restrictions on our ability to pursue certain strategic acquisitions or business combinations and our ability to enter into other lines of business. Due to these restrictions, we anticipate that we will conduct certain business activities, such as interconnection services, in one or more taxable REIT subsidiaries. Our taxable REIT subsidiaries are taxable as regular C corporations and are subject to federal, state, local, and, if applicable, foreign taxation on their taxable income at applicable corporate income tax rates. However, we may still be limited in the business activities we can pursue.

**Despite our REIT status, we remain subject to various taxes.**

Notwithstanding our status as a REIT, we will be subject to certain federal, state and local taxes on our income and property. For example, we will pay tax on certain types of income that we do not distribute and will incur a 100% excise tax on transactions with our TRS that are not conducted on an arm's length basis. Moreover, our TRS is taxable as a regular C corporation and will pay federal, state and local income tax on its net income at the applicable corporate rates.

**We generally will have a carryover tax basis on our properties acquired in the Restructuring Transactions, which could reduce our depreciation deductions.**

We expect that the properties that we will acquire in the Restructuring Transactions generally will have a carryover tax basis that is lower than the respective fair market values of the properties. This could result in lower depreciation deductions on these properties, thereby (i) increasing the distribution requirement imposed on us which could adversely affect our ability to satisfy the REIT distribution requirement, and (ii) decreasing the extent to which our distributions are treated as tax-free return of capital distributions.

**If the structural components of our properties were not treated as real property for purposes of the REIT qualification requirements, we would fail to qualify as a REIT.**

A significant portion of the value of our properties is attributable to structural components related to the provision of electricity, heating, ventilation and air conditioning, humidification regulation, security and fire protection, and telecommunication services. We have received a private letter ruling from the Internal Revenue Service, or the IRS, holding, among other things, that our buildings, including the structural components, constitute real property for purposes of the REIT qualification requirements. We are entitled to rely upon that private letter ruling only to the extent that we did not misstate or omit a material fact in the ruling request we submitted to the IRS and that we operate in the future in accordance with the material facts described in that request. Moreover, the IRS, in its sole discretion, may revoke the private letter ruling. If our structural components are determined not to constitute real property for purposes of the REIT qualification requirements, including as a result of our being unable to rely upon

the private letter ruling or the IRS revoking that ruling, we would fail to qualify as a REIT, which could have a material adverse effect on the value of our common stock.

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**Risks Related to this Offering**

**Increases in market interest rates may cause potential investors to seek higher dividend yields and therefore reduce demand for our common stock and result in a decline in our stock price.**

One of the factors that may influence the price of our common stock is the dividend yield on our common stock (the amount of dividends as a percentage of the price of our common stock) relative to market interest rates. An increase in market interest rates, which are currently at low levels relative to historical rates, may lead prospective purchasers of our common stock to expect a higher dividend yield, which we may be unable or choose not to provide. Higher interest rates would likely increase our borrowing costs and potentially decrease the cash available for distribution. Thus, higher market interest rates could cause the market price of our common stock to decline.

**The number of shares available for future sale could materially adversely affect the market price of our common stock.**

We cannot predict whether future issuances of shares of our common stock or the availability of shares of our common stock for resale in the open market will decrease the market price per share of our common stock. Sales of a substantial number of shares of our common stock in the public market, either by us or by holders of operating partnership units upon exchange of such units for our common stock, or the perception that such sales might occur, could materially adversely affect the market price of the shares of our common stock. The Carlyle real estate funds or their affiliates, as holders of the operating partnership units to be issued in the Restructuring Transactions, will have the right to require us to register with the SEC the resale of the common stock issuable, if we so elect, upon redemption of these operating partnership units. Such funds or affiliates are restricted from exercising their redemption rights prior to the first anniversary of the completion of this offering. In addition, after completion of this offering, we intend to register shares of common stock that we have reserved for issuance under our equity incentive plan, and once registered they can generally be freely sold in the public market after issuance, assuming any applicable restrictions and vesting requirements are satisfied. In addition, except as described herein, we, our operating partnership our directors and officers and the Carlyle real estate funds or their affiliates have agreed with the underwriters not to offer, sell, contract to sell, pledge or otherwise dispose of any shares of common stock, operating partnership units or other securities convertible or exchangeable into our common stock for a period of 180 days (or 365 days in the case of the Carlyle real estate funds or their affiliates) after the date of this prospectus; however, these lock-up agreements are subject to numerous exceptions and the representatives of the underwriters may waive these lock-up provisions without notice. If any or all of these holders cause a large number of their shares to be sold in the public market, the sales could reduce the trading price of our common stock and could impede our ability to raise future capital. In addition, the exercise of the underwriters option to purchase up to an additional shares of our common stock or other future issuances of our common stock would be dilutive to existing stockholders.

**Our earnings and cash distributions will affect the market price of shares of our common stock.**

We believe that the market value of a REIT's equity securities is based primarily upon market perception of the REIT's growth potential and its current and potential future cash distributions, whether from operations, sales, acquisitions, development or refinancing, and is secondarily based upon the value of the underlying assets. For these reasons, shares of our common stock may trade at prices that are higher or lower than the net asset value per share. To the extent we retain operating cash flow for investment purposes, working capital reserves or other purposes rather than distributing the cash flow to stockholders, these retained funds, while increasing the value of our underlying assets, may negatively impact the market price of our common stock. Our failure to meet market expectations with regard to future earnings and cash distributions would likely adversely affect the market price of our common stock.

**The market price and trading volume of our common stock may be volatile following this offering.**

Even if an active trading market develops for our common stock, the market price of our common stock may be volatile. In addition, the trading volume in our common stock may fluctuate and cause significant price variations to occur. If the market price of our common stock declines significantly, you may be unable to



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resell your shares at or above the public offering price or at all. We cannot assure you that the market price of our common stock will not fluctuate or decline significantly in the future.

Some of the factors that could negatively affect the market price of our common stock or result in fluctuations in the price or trading volume of our common stock include:

- actual or anticipated variations in our quarterly operating results or dividends;
- changes in our funds from operations or earnings estimates;
- publication of research reports about us or the real estate, technology or data center industries;
- increases in market interest rates that may cause purchasers of our shares to demand a higher yield;
- changes in market valuations of similar companies;
- adverse market reaction to any additional debt we may incur in the future;
- additions or departures of key personnel;
- actions by institutional stockholders;
- speculation in the press or investment community about our company or industry or the economy in general;
- the occurrence of any of the other risk factors presented in this prospectus; and
- general market and economic conditions.

**There is currently no public market for our common stock. An active trading market for our common stock may not develop following this offering and you may be unable to sell your stock at a price above the initial public offering price or at all.**

There has not been any public market for our common stock prior to this offering. We have applied to have our common stock listed on the NYSE following the completion of this offering. We cannot assure you, however, that an active trading market for our common stock will develop after this offering or, if one develops, that it will be sustained. In the absence of a public market, you may be unable to liquidate an investment in our common stock. The initial public offering price of our common stock will be determined in consultation with the underwriters and based on a number of factors, including our results of operations, management, estimated net income, estimated funds from operations, estimated cash available for distribution, anticipated dividend yield and growth prospects, the current market valuations, financial performance and dividend yields of publicly traded companies considered to be comparable to us and the current state of the data center industry and the economy as a whole. The price at which shares of our common stock trade after the completion of this offering may be lower than the price at which the underwriters sell them in this offering.

**If you purchase shares of common stock in this offering, you will experience immediate and significant dilution in the net tangible book value per share of our common stock.**

We expect the initial public offering price of our common stock to be substantially higher than the book value per share of our outstanding common stock immediately after this offering. If you purchase our common stock in this

offering, you will incur immediate dilution of approximately \$     in the book value per share of common stock from the price you pay for our common stock in this offering, based on an assumed initial public offering price of \$     per share, the midpoint of the range indicated on the cover of this prospectus. See Dilution for further discussion of how your ownership interest in us will be immediately diluted.

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**FORWARD-LOOKING STATEMENTS**

This prospectus includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements provide our current expectations or forecasts of future events.

Forward-looking statements include statements about our expectations, beliefs, intentions, plans, objectives, goals, strategies, future events, performance and underlying assumptions and other statements that are not historical facts.

You can identify forward-looking statements by their use of forward-looking words, such as may, will, anticipates, expect, believe, intend, plan, should, seek or comparable terms, or the negative use of those words, but the absence of these words does not necessarily mean that a statement is not forward-looking.

These forward-looking statements are made based on our expectations and beliefs concerning future events affecting us and are subject to uncertainties and factors relating to our operations and business environment, all of which are difficult to predict and many of which are beyond our control, that could cause our actual results to differ materially from those matters expressed in or implied by these forward-looking statements.

Important factors that could cause actual results to differ materially from our expectations are disclosed under Risk Factors and elsewhere in this prospectus. These factors include, among others:

general economic conditions as well as adverse economic or real estate developments in our industry resulting in decreased demand for data center space;

the geographic concentration of the properties in our portfolio;

non-renewal of leases by customers;

inability to retain key personnel;

difficulties in redeveloping, developing or identifying properties to acquire and completing acquisitions;

failure of our physical infrastructure or disruption of the services necessary for the function of our properties;

increased interest rates and operating costs not offset by increased revenues;

our failure to successfully operate acquired properties and operations;

our failure to maintain our status as a REIT; and

financial market fluctuations or a lack of external financing.

Except as required by law, we do not undertake any responsibility to release publicly any revisions to these forward-looking statements to take into account events or circumstances that occur after the date of this prospectus or to update you on the occurrence of any unanticipated events which may cause actual results to differ from those expressed or implied by the forward-looking statements contained in this prospectus.

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**USE OF PROCEEDS**

We estimate that the net proceeds to us from the sale of \_\_\_\_\_ shares of common stock will be approximately \$ \_\_\_\_\_ million, or \$ \_\_\_\_\_ million if the underwriters exercise their over-allotment option in full, assuming an initial public offering price of \$ \_\_\_\_\_ per share, the midpoint of the range set forth on the cover of this prospectus, and after deducting underwriting discounts and commissions and estimated offering expenses of approximately \$ \_\_\_\_\_ million payable by us.

We will contribute the net proceeds of this offering to our operating partnership. Our operating partnership will subsequently use the proceeds received from us as follows:

To repay approximately \$94.5 million of indebtedness, including related fees and expenses as follows:

\$13.0 million on a mezzanine loan secured by our 55 S. Market property with an interest rate of LIBOR plus 4.50% (4.85% as of June 30, 2010) that matures on November 9, 2010,

\$32.2 million on a senior mortgage loan secured by our 900 N. Alameda property with an interest rate of 7.75% as of June 30, 2010 that matures on November 1, 2010,

\$1.5 million on a subordinate mortgage loan secured by our 900 N. Alameda property with an interest rate of 7.75% as of June 30, 2010 that matures on November 1, 2010,

\$15.1 million on a mortgage loan secured by our 70 Innerbelt property with an interest rate of 7.25% as of June 30, 2010 that matures on March 1, 2011,

\$28.0 million on a senior mortgage loan secured by the Coronado Stender Business Park with an interest rate of LIBOR plus 1.40% (1.75% as of June 30, 2010) that matures on March 9, 2011, and

\$4.6 million on a junior mortgage loan secured by the Coronado Stender Business Park with an interest rate of LIBOR plus 1.40% (1.75% as of June 30, 2010) that matures on March 9, 2011;

to purchase \_\_\_\_\_ operating partnership units from our operating partnership;

to purchase \_\_\_\_\_ operating partnership units from the Carlyle real estate funds and their affiliates that are contributing properties to our operating partnership; and

for related transaction expenses. Our operating partnership intends to use the cash received from our purchase of its operating partnership units to redevelop and develop additional data center space and for general corporate purposes.

A \$1.00 increase (decrease) in the assumed initial public offering price of \$ \_\_\_\_\_ per share would (i) increase (decrease) the net proceeds to us from this offering by \$ \_\_\_\_\_ million, assuming the number of shares offered by us, as set forth on the cover page of this prospectus, remains the same and after deducting the estimated underwriting discounts and commissions and estimated offering expenses payable by us. We may also increase or decrease the number of shares we are offering. Each increase of 1.0 million shares in the number of shares offered by us, together with a concomitant \$1.00 increase in the assumed public offering price of \$ \_\_\_\_\_ per share, would increase the net proceeds to us from this offering by approximately \$ \_\_\_\_\_ million. Similarly, each decrease of 1.0 million shares in the number of shares offered

by us, together with a concomitant \$1.00 decrease in the assumed public offering price of \$     per share, would decrease the net proceeds to us from this offering by approximately \$     million. We do not expect that a change in the initial public offering price will have a material effect on our use of proceeds.

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**DIVIDEND POLICY**

We intend to elect to be taxed and to operate in a manner that will allow us to qualify as a REIT for U.S. federal income tax purposes, commencing with our tax year ending December 31, 2010. In order to qualify as a REIT under the Code, we generally must make distributions to our stockholders each year in an amount equal to at least:

90% of our REIT taxable income (which does not include the earnings of our taxable REIT subsidiary) determined without regard to the dividends paid deduction; plus

90% of the excess of our net income from foreclosure property over the tax imposed on such income by the Code; minus

any excess non-cash income.

We intend to make regular quarterly distributions to holders of our common stock. We intend to pay an initial distribution with respect to the period commencing on the completion of this offering and ending , , based on a distribution of \$ per share for a full quarter. On an annualized basis, this would be \$ per share, or an annual distribution rate of approximately % based on an assumed initial public offering price of \$ per share (of which we currently estimate % may represent a return of capital for tax purposes), the midpoint of the range indicated on the cover of this prospectus. We estimate that this initial annual distribution rate will represent approximately % of estimated cash available for distribution for the twelve months ending June 30, 2011 on a pro forma basis. We have estimated our cash available for distribution to our common stockholders for the 12 months ending June 30, 2011 based on adjustments to our pro forma as adjusted net income available to common stockholders for the 12 months ended June 30, 2010 (giving effect to the Restructuring Transactions and the Financing Transactions), as described below. This estimate was based upon the historical operating results of our Predecessor and the Acquired Properties, as adjusted on a pro forma basis for the Restructuring Transactions and the Financing Transactions and does not take into account any additional investments and their associated cash flows, unanticipated expenditures that we may have to make or any additional debt we may incur. In estimating our cash available for distribution to holders of our common stock, we have made certain assumptions as reflected in the table and footnotes below. To the extent our initial annual distribution is in excess of 100% of our estimated cash available for distribution, we will use existing cash to fund such shortfall or possibly borrowings under our new revolving credit facility.

We anticipate that, at least initially, our distributions will exceed our then current and accumulated earnings and profits as determined for federal income tax purposes primarily due to depreciation and amortization charges that we expect to incur. Therefore, we anticipate that a portion of these distributions will represent a return of capital for federal income tax purposes. The percentage of our stockholder distributions that exceeds our current and accumulated earnings and profits, if any, may vary substantially from year to year. For a discussion of the tax treatment of distributions to holders of our common stock, see Federal Income Tax Considerations.

We intend to maintain our initial distribution rate for the 12-month period following completion of this offering unless actual results of operations, economic conditions or other factors differ materially from the assumptions used in our estimate. Distributions made by us will be authorized by our Board of Directors out of funds legally available and therefore will be dependent upon a number of factors, including restrictions under applicable law. We believe that our estimate of cash available for distribution constitutes a reasonable basis for setting the initial distribution; however, the actual amount, timing and frequency of our distributions will be at the discretion of, and authorized by, our Board of Directors and will depend on our actual results of operations and a number of other factors, including:

the timing of our investment of the net proceeds of this offering to fund redevelopment and development projects;

the rent received from our lessees;

our debt service requirements;

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capital expenditure requirements for our properties;

unforeseen expenditures at our properties;

our ability to renew existing leases and lease available space at anticipated rates;

our taxable income and the taxable income of our TRS;

the annual distribution requirement under the REIT provisions of the Code;

our operating expenses;

relevant provisions of Maryland law; and

other factors that our Board of Directors may deem relevant.

We may retain earnings of our TRS, and such amount of cash would not be available to satisfy the 90% distribution requirement. If our cash available for distribution to our stockholders is less than 90% of our REIT taxable income, we could be required to sell assets or borrow funds to make distributions. Dividend distributions to our stockholders will generally be taxable to our stockholders as ordinary income to the extent of our current or accumulated earnings and profits.

We cannot assure you that our estimated distributions will be made or sustained. Any distributions we pay in the future will depend upon our actual results of operations, economic conditions and other factors that could differ materially from our current expectations. Our actual results of operations will be affected by a number of factors, including the revenue we receive from our properties, our operating expenses, interest expense, the ability of our customers to meet their obligations and unanticipated expenditures. If our properties do not generate sufficient cash flow, we may be required to fund distributions from (i) working capital, which could include proceeds from this offering, (ii) borrowings under our new revolving credit facility or (iii) from other debt or equity financing, which may not be available. If our properties fail to generate sufficient cash flow, we may also be forced to pay dividends in the form of taxable stock dividends in order to meet our distributions requirements or reduce expected distributions. For more information regarding risk factors that could materially adversely affect our actual results of operations and our ability to make distributions to our stockholders, see Risk Factors, including Risks Related to Our Status as a REIT. Our cash available for distribution to stockholders may not be sufficient to pay distributions at expected levels or at all.



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The following table describes our pro forma income (loss) from continuing operations before non-controlling interests for the year ended December 31, 2009, and the adjustments we have made thereto in order to estimate our initial cash available for distribution for the twelve months ending June 30, 2011 (amounts in thousands except share data, per share data, square footage data and percentages):

<b>Pro Forma loss before non-controlling interests for the 12 months ended December 31, 2009</b>	<b>\$ (21,794)</b>
Less: Pro Forma loss before non-controlling interests for the six months ended June 30, 2009	(12,053)
Add: Pro Forma loss before non-controlling interests for the six months ended June 30, 2010	(2,406)
<b>Pro Forma loss before non-controlling interests for the 12 months ended June 30, 2010</b>	<b>\$ (12,147)</b>
Add: Pro forma real estate depreciation and amortization	38,333
Add: Net increases in contractual rental income <sup>(1)</sup>	15,922
Less: Net decreases in contractual net income due to lease expirations, assuming no renewals <sup>(2)</sup>	(14,163)
Less: Net effect of straight line rents and fair market value adjustments to customer leases <sup>(3)</sup>	(4,315)
Add: Net effect of straight line rent expense and fair market value adjustments for leased properties <sup>(4)</sup>	2,628
Add: Non-cash compensation expense <sup>(5)</sup>	2,079
Add: Non-cash interest expense <sup>(6)</sup>	3,246
<b>Estimated cash flow from operating activities for the 12 months ended June 30, 2011</b>	<b>\$ 31,583</b>
Estimated cash flows used in investing activities	
Less: Contractual obligations for tenant improvement and leasing commissions <sup>(7)</sup>	(2,183)
Less: Estimated annual provision for recurring capital expenditures <sup>(8)</sup>	(1,023)
Total estimated cash flows used in investing activities	(3,206)
Estimated cash flows used in financing activities    Scheduled mortgage loan principal payment <sup>(9)</sup>	(86)
<b>Estimated cash flow available for distribution for the 12 months ending June 30, 2011</b>	<b>\$ 28,291</b>
Our share of estimated cash available for distribution <sup>(10)</sup>	
Non-controlling interests    share of estimated cash available for distribution	
<b>Total estimated initial annual distribution to stockholders</b>	
Estimated initial annual distribution per share <sup>(11)</sup>	
Payout ratio based on our share of estimated cash available for distributions <sup>(12)</sup>	

- (1) Represents net increases from new leases, renewals and contractual rent increases, net of abatements, from existing leases that were not in effect for the entire 12 month period ended June 30, 2010 or that will go into effect during the 12 months ending June 30, 2011 based on leases entered into through June 30, 2010.
- (2) Assumes no renewals for leases that expired during the 12 months ended June 30, 2010 or will expire during the 12 months ending June 30, 2011, unless a new or renewal lease had been entered into by June 30, 2010.
- (3) Represents GAAP to cash conversion of estimated rental revenues on in-place customer leases for the 12 months ended June 30, 2010.
- (4) Represents GAAP to cash conversion of estimated rental expenses on properties leased by us for the 12 months ended June 30, 2010.

- (5) Pro forma non-cash compensation expenses related to the vesting of incentive awards granted under the 2010 Equity Incentive Plan.
- (6) Pro forma non-cash amortization of financing costs and below market debt for the 12 months ending June 30, 2011.
- (7) Reflects contractual tenant improvement costs and leasing commissions for the 12 months ending June 30, 2011 based on leases in effect as of June 30, 2010 and new leases entered into through June 30, 2010. Leasing commission commitments totaling \$667,215 include costs related to the Facebook and CSC leases of \$372,240 and \$109,000, respectively. Tenant improvement commitments related to the General Services Administration IRS lease agreement at 55 S. Market under which we are obligated to pay \$4.3 million between 2010 and 2012. The timing of these payments are dependent on the achievement of certain defined milestones. We expect to pay \$1.5 million under this contract during the twelve months ended June 30, 2011. Tenant improvement costs and leasing commissions for renewed and retenanted space at the properties in our portfolio incurred during the 12 months ended December 31, 2008 and 2009 and the six months ended June 30, 2010

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is set forth in the following table and demonstrates the variability of such costs between periods, given the nature of the leases that we execute with our customers.

	<b>Year Ended December 31,</b>		<b>Six Months Ended</b>	<b>Weighted Avg January 1, 2008-</b>
	<b>2008</b>	<b>2009</b>	<b>June 30, 2010</b>	<b>June 30, 2010</b>
Average tenant improvement costs and leasing commissions (in thousands)	\$ 3,475	\$ 2,373	\$ 1,529	\$ 2,951

- (8) For the 12 months ending June 30, 2011, the estimated costs of recurring capital expenditures (excluding costs of tenant improvements) at our properties are based on the weighted average annual capital expenditures costs of \$.69 per rentable square foot in our portfolio incurred during the 12 months ended December 31, 2008 and 2009 and the six months ended June 30, 2010 multiplied by 1,481,741 rentable square feet. The following table sets forth certain information regarding capital expenditures at our properties through June 30, 2010.

	<b>Year Ended December 31,</b>		<b>Six Months Ended</b>	<b>Weighted Avg January 1, 2008-</b>
	<b>2008</b>	<b>2009</b>	<b>June 30, 2010</b>	<b>June 30, 2010</b>
Recurring capital expenditures per rentable square foot	\$ 0.37	\$ 1.07	\$ 0.29	\$ 0.69
Total rentable square feet				1,481,741
Total estimated recurring capital expenditures (in thousands)				\$ 1,023

- (9) Represents scheduled principal amortization payments of the mortgage loan on the 12100 Sunrise Valley property due during the 12 months ending June 30, 2011. We have not included repayment of our mortgage on the 427 S. LaSalle property, since this mortgage includes a one-year extension without any performance tests or other conditions outside our control, which we intend to exercise.

- (10) Our share of estimated cash available for distribution and estimated initial annual cash distributions to our stockholders is based on an estimated % aggregate partnership interest in our operating partnership.

- (11)