

SWITCH & DATA FACILITIES COMPANY, INC.

AUDIT COMMITTEE CHARTER

I. PURPOSE

The purpose of the Audit Committee (the "Committee") of the Board of Directors (the "Board") of Switch & Data Facilities Company, Inc., a Delaware corporation (the "Company") is to assist the Board in the oversight of (1) the integrity of the Company's financial statements and reports, (2) the independent auditor's qualifications, independence and performance, (3) the performance of the internal audit function, (4) the Company's system of internal controls and (5) the Company's compliance with legal and regulatory requirements. The policy of the Committee, in discharging these obligations, shall be to maintain and foster open avenues of communication between the Committee, the Company's independent auditors, the Company's management and the Company's internal auditors.

II. COMPOSITION

- A. The Committee shall initially be comprised of three or more directors, at least one of which, in the business judgment of the Board, qualifies as an "independent director" under the rules of the National Association of Securities Dealers' NASDAQ Stock Market ("NASDAQ"), including, as applicable, the standards set forth under Rule 10A-3 ("Rule 10A-3") of the Securities Exchange Act of 1934, as amended (the rules of NASDAQ and Rule 10A-3, taken together, the "Applicable Listing Rules"). Within 90 days of the effectiveness of the Company's Registration Statement on Form S-1 related to the initial public offering of its common stock (the "Registration Statement"), the Committee shall be comprised of three or more directors, a majority of whom, in the business judgment of the Board, qualifies as an "independent director" under the Applicable Listing Rules. Within one year of the effectiveness of Registration Statement, the Committee shall be comprised of three or more directors, each of whom, in the business judgment of the Board, qualifies as an "independent director" under the Applicable Listing Rules. The Committee members and the Committee chairman will be appointed annually by the Board, and can be removed at any time in the Board's sole discretion by a majority vote of the Board. Vacancies on the Committee shall be filled by a majority vote of the Board at the next meeting of the Board following the occurrence of the vacancy or by a written consent of the Board.
- B. In addition, all of the Committee members must meet such other requirements as may be adopted by NASDAQ and the Securities and Exchange Commission ("SEC") from time to time.
- C. Each member of the Committee shall be, in the business judgment of the Board, "financially literate" under the Applicable Listing Rules. At least one member of the Committee shall have, in the business judgment of the Board, "accounting or

related financial management expertise," under the Applicable Listing Rules. Prior to the filing of the Company's first annual proxy statement and at all times thereafter, at least one member of the Committee (who may be the same member who is designated as having "accounting or related financial management expertise") shall be, in the business judgment of the Board, an "audit committee financial expert," as such term is defined in the rules and regulations promulgated by the SEC.

- D. No member of the Committee shall have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years.

III. MEETINGS

The Committee shall meet at any time and from time to time, when and as determined in its discretion, but not less frequently than annually. The Committee may ask members of management or others to attend any meeting and provide pertinent information as necessary. The Committee shall prepare and render to the Board reports of its meetings, actions and recommendations.

The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee is authorized to adopt its own rules of procedure not inconsistent with (a) any provision of this charter, (b) any provision of the By-Laws of the Company, or (c) the laws of the state of Delaware.

IV. COMMITTEE RESPONSIBILITIES

The Committee shall have, and may exercise, all authority that is vested in the Board with respect to the following matters and such other audit related matters that may reasonably be considered or approved by the Committee:

A. Internal Audit

1. To review with the appropriate officer(s) and/or employee(s) of the Company the proposed scope and plan for conducting internal audits of Company operations and obtaining reports of significant findings and recommendations, together with management's corrective action plans.
2. To ensure the corporate audit function has sufficient authority, support and access to Company personnel, facilities and records to carry out its work without restrictions or limitations.
3. To review the corporate audit function of the Company, including its charter, plans, activities, staffing and organizational structure.

4. To review the progress of the internal audit program, key findings and management's action plans to address findings.
5. To review the appointment, replacement or dismissal of the appropriate officer(s) and/or employee(s) of the Company.

B. External Audit

1. To appoint, retain, replace, compensate and oversee the work of the independent audit firm, which shall report to, and be directly accountable to, the Committee.
2. To review annually with the independent auditors and management of the Company the scope and general extent of the proposed audit.
3. To review and ensure the independence of the independent auditors. This review shall cover and include services, fees, quality control procedures and a formal written statement from the independent auditors regarding relationships between the independent auditors and the Company, consistent with Independence Standard Board Standard No. 1.
4. To pre-approve all audit and permitted non-audit services to be performed by the independent auditors.
5. To discuss with the independent auditors the matters required to be discussed by Statement on Accounting Standards No. 61 relating to the conduct of the audit.
6. To review any problems or difficulties encountered by the independent auditors during the course of the audit.
7. To review the use of independent public accountants other than the appointed independent auditors.
8. To establish policies for the hiring of employees and former employees of the independent auditor.

C. Financial Statements and Reporting

1. To review and discuss with management and the independent auditors the Company's accounting and financial reporting policies and practices, including any significant changes. This shall include consideration of alternative accounting treatments, significant estimates and judgments, as well as a review of the quality and acceptability of such accounting and reporting policies and practices.
2. To review with management and the independent auditors the effect of new or proposed auditing, accounting and reporting standards and management's plan to implement required changes.
3. To review and discuss with management and the independent auditors, the significant risks and exposures to the Company and the steps management has taken to minimize or manage such risks.
4. To review with the independent auditors and management the results of the independent auditors' review of the quarterly financial statements, including management's discussion and analysis and any significant accounting or disclosure issues, prior to filing Quarterly Reports on Form 10-Q with the SEC.
5. To review the annual audited financial statements, including management's discussion and analysis, and the results of the audit for each fiscal year of the Company with the independent auditors and appropriate management representatives, and recommending to the Board inclusion of the financial statements in the Company's Annual Report on Form 10-K to be filed with the SEC.
6. To review the disclosures made by the Chief Executive Officer and the Chief Financial Officer in connection with their required certifications accompanying the Company's periodic reports to be filed with the SEC, including disclosures to the Committee of (a) significant deficiencies in the design or operation of internal controls, (b) significant changes in internal controls and (c) any fraud involving management or other employees who have a significant role in the Company's internal controls.
7. To review and discuss the Company's quarterly financial results and related press release with management and the independent auditors prior to the release of such information to the public.

D. Internal Controls

1. To review with management and the independent auditors the adequacy of the Company's internal controls, including computerized information system controls and security.

2. To review with management the scope and results of management's evaluation of disclosure controls and assessment of internal controls over financial reporting, including the related certifications to be included in the Company's periodic reports filed with the SEC.
3. To review with the independent auditors the scope and results of their review of management's evaluation of disclosure controls and assessment of internal controls over financial reporting.

E. Compliance

1. To periodically review the Company's policies with respect to legal compliance, conflicts of interest and ethical conduct.
2. To develop and review periodically, the Policy on Reporting Accounting and Audit-Related Ethics Complaints, which shall, pursuant to Section 301 of the Sarbanes-Oxley Act of 2002, establish procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting control or auditing matters; and (ii) the confidential, anonymous submission by the Company's employees of concerns regarding questionable accounting or auditing matters.
3. To recommend to the Board any changes in ethics or compliance policies that the Committee deems appropriate.

F. Other Responsibilities

1. To approve all related party transactions, as defined by applicable law, rules or regulations.
2. To prepare the Committee report required by the rules of the SEC to be included in the Company's annual proxy statement.
3. To conduct annually a self-assessment with the goal of continuing improvement.
4. To, on at least an annual basis, review and assess the adequacy of this charter, which shall be included in the Company's annual proxy statement at least once every three years.
5. To perform any other duties delegated to it by the Board.

The Committee shall have unrestricted access to Company personnel and documents and will be given the resources necessary to operate under this charter. The Committee shall have the power to conduct or authorize investigations into any matters within the scope of this charter. The Committee shall have access to funds, and shall determine the appropriate amount, to pay for the ordinary administrative expenses of the Committee that are necessary, appropriate or convenient to carry out its duties.

V. DELEGATION TO SUBCOMMITTEE

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; provided, however, that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation, Applicable Listing Rule or other listing standard to be exercised by the Committee as a whole.

VI. ADVISORS

The Committee shall have the exclusive authority, at the Company's expense, to retain or terminate (including authority to approve fees and other retention terms) any independent consulting, legal or other advisor as it shall deem appropriate.

VII. LIMITATION OF THE COMMITTEE'S ROLE

Although the Committee has the responsibilities and powers set forth in this charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations, which is the responsibility of management and the independent accountant.

Date Adopted: December 18, 2006