

SWITCH & DATA FACILITIES COMPANY, INC.

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

I. PURPOSE

The purposes of the Corporate Governance and Nominating Committee (the "Committee") of the Board of Directors (the "Board") of Switch & Data Facilities Company, Inc., a Delaware corporation (the "Company"), are to identify new candidates who are qualified to serve as directors of the Company and on committees of the Board; to recommend to the Board, the candidates for election to the Board; to advise the Board with respect to the Board's composition, procedures and committees; to oversee the evaluation of the Board; and to enhance communication among independent directors.

II. COMPOSITION

The Committee shall be comprised of each director whom 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, "Applicable Listing Rules"). 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. 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.

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 twice a year. 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

A. Board Candidates and Nominees

The Committee shall have the following goals and responsibilities with respect to Board candidates and nominees:

1. To establish procedures for evaluating the suitability of potential director nominees.
2. To assist the Board, and any independent advisors, in identifying, interviewing and recruiting candidates for the Board.
3. To recommend to the Board the director nominees for election by the stockholders or appointment by the Board, as the case may be, pursuant to the Company's By-Laws. These recommendations shall be consistent with the Board's criteria for selecting new directors (as listed on Appendix A). The Committee shall also take into account, as applicable, the satisfaction of any independence requirements imposed by the Applicable Listing Rules, and any other applicable laws and regulations. The Committee shall also consider advice and recommendations for candidates from stockholders, management and others as it deems appropriate.
4. To recommend to the Board, oversee the implementation and effectiveness of, and review the Company's policies and procedures relating to, the consideration of Board candidates nominated by stockholders of the Company.
5. To review the suitability for continued service as a director of each Board member when his or her term expires and when he or she has a significant change in status, including, but not limited to, an employment change, and to recommend whether or not the director should be re-nominated.

B. Board Composition and Procedures

The Committee shall have the following goals and responsibilities with respect to the composition and procedures of the Board as a whole:

1. To review annually with the Board the composition of the Board as a whole and to recommend, if necessary, measures to be taken so that the Board (i) reflects the appropriate balance of knowledge, experience, skills and expertise required for the Board as a whole and (ii) contains at least the minimum percentage of independent directors required by the Applicable Listing Rules or such greater

percentage of independent directors as the Committee may, from time to time, recommend to the Board.

2. To review periodically the size of the Board and to recommend to the Board any appropriate changes.
3. To make recommendations on the frequency and structure of Board meetings.
4. To monitor and review any issues regarding the "independence" of directors or involving potential conflicts of interest, and to evaluate any change of status or circumstances with respect to a director, and determine the propriety of the director's continued service in light of that change.
5. To make recommendations concerning any other aspect of the procedures of the Board that the Committee considers warranted, including, but not limited to, procedures with respect to the waiver by the Board of any Company rule, guideline, procedure or corporate governance principle.

C. Board Committees

The following shall be the goals and responsibilities of the Committee with respect to the committee structure of the Board:

1. To make recommendations to the Board regarding the size and composition of each standing committee of the Board, including the identification of individuals qualified to serve as members of a standing committee, including this Committee, and to recommend to the Board individual directors to fill any vacancy that might occur on a committee, including this Committee.
2. To monitor the functioning of the standing committees of the Board and to make recommendations for any changes, including the creation and elimination of standing committees.
3. To review annually standing committee assignments and the policy with respect to the rotation of standing committee memberships and/or chairpersonships, and to report any recommendations to the Board.
4. To recommend that the Board establish such special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise. The Committee's power to make such a recommendation under this charter shall be without prejudice to the right of any other committee of the Board,

or any individual director, to make such a recommendation at any time.

D. Corporate Governance

1. To regularly review and make recommendations regarding changes to the Committee's charter, and the charters of the Board's other committees after consultation with the respective chairs of those committees.
2. To annually administer, and review with the Board, an evaluation of the processes and performances of the Board, each of the Board's committees, including this Committee, and each of the individual directors, in order to assess the overall effectiveness of each and to identify areas of concern.
3. To develop and review periodically, at least every two years, the Code of Ethics and Business Conduct applicable to directors, officers and employees of the Company to assure that they are appropriate for the Company and comply with the requirements of the Applicable Listing Rules, and to recommend any desirable changes therein to the Board.

E. Miscellaneous

1. To generally discuss any other corporate governance issues regarding the Company, the current state, and the potential future, of the Company's overall business, and any other issues related to the Company that the Committee members wish to discuss.
2. To carry out any other duties that may be delegated to the Committee by the Board.

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

search firm to be used to identify director candidates, and such independent consulting, legal and other advisors as it shall deem appropriate.

Date adopted: December 18, 2006

APPENDIX A

GUIDELINES FOR SELECTING BOARD OF DIRECTOR CANDIDATES OF SWITCH AND DATA, INC.

In considering possible candidates for election as a director, the Committee and the other directors should recognize that the contribution of the Board will depend not only on the character and capacities of the directors taken individually but also on their collective strengths, and should be guided in general by the following guidelines:

The Board should be composed of:

1. Directors who will bring to the Board a variety of experience and backgrounds.
2. Directors who will form a central core of business executives with substantial senior management experience, financial expertise and such other skills that would enhance the Board's effectiveness.
3. Directors who will represent the balanced, best interests of the Company's stockholders as a whole.
4. A majority of directors who are "independent" as defined by the Applicable Listing Rules.

Each director should:

1. Be an individual of the high character and integrity and have the ability to work well with others.
2. Be free of any conflict of interest which would violate any applicable law, regulation, Applicable Listing Rule or other listing standard, or interfere with the proper performance of the responsibilities of a director.
3. Possess substantial and significant experience which would be of value to the Company in the performance of the duties of a director.
4. Have sufficient time available to devote to the affairs of the Company in order to carry out the responsibilities of a director.