

## **SWITCH & DATA FACILITIES COMPANY, INC.**

### **CODE OF ETHICS AND BUSINESS CONDUCT**

This Code of Ethics and Business Conduct (the "Code") covers a wide range of business practices and procedures. It does not cover every issue that may arise, but it sets out basic principles to guide all directors, officers and employees of Switch & Data Facilities Company, Inc., a Delaware corporation (the "Company"). The Company is committed to promoting the highest standards of honest, legal and ethical conduct, including: (1) the ethical handling of actual or apparent conflicts of interest between personal and professional relationships; (2) full, fair, accurate, timely, and understandable disclosure in reports and documents filed with the Securities and Exchange Commission (the "SEC") and in other public communications; (3) compliance with applicable governmental laws, rules and regulations; (4) the prompt internal reporting of violations of this Code to persons identified in this Code; and (5) accountability for adherence to this Code.

We have prepared this Code to help you understand the Company's standards of ethical business practices. No code could ever anticipate every ethical decision we may face in business. Whenever you are in doubt about any matter that may have ethical implications, you should seek guidance from the Director of Corporate Human Resources or General Counsel in the Corporate Legal Department.

Violation of this Code is a serious matter and could subject you, the Company, or both, to civil liability or even criminal prosecution. It is important that you read this Code carefully and ask questions about anything you do not understand.

"We" is used in this Code to refer to the Company, and "you" is used to refer to the Company's directors, officers and employees as a collective group.

#### **I. RESPONSIBILITY TO OUR ORGANIZATION**

##### **A. Compliance with Applicable Laws, Rules and Regulations**

The Company will conduct its business in accordance with all applicable laws and regulations. Your violating or failure to comply with the law compromises the Company's ethical responsibilities, jeopardizes existing contracts, and subjects the Company to potential fines and penalties. Anyone found willfully violating the law will be subject to disciplinary action up to and including termination, in addition to possible civil or criminal liability.

##### **B. Conflicts of Interest**

A conflict of interest occurs when your private interests interfere in any way with the interests of the Company, or give the appearance of impropriety. Examples of when a conflict of interest may arise include, but are not limited to, the following:

- When a director, officer or employee conducts the Company's business with a relative, or with a business with which a relative is associated in any significant role. As used in this Code, "relatives" include one's spouse, parents, siblings, children, grandparents, aunts, uncles, nieces, nephews, and cousins, and includes relationships stemming from marriage and adoption.
- When a director, officer or employee works for, or serves as a director of, a competitor, supplier or customer, unless the Company has explicitly approved such working arrangement after full disclosure.
- When a director, officer or employee makes a material investment in a competitor, supplier or customer. The factors in determining whether or not an investment is "material" include: the size and nature of the investment, the ability to influence decisions of the Company or of the other company, the access to confidential information of the Company or of the other company, and the nature of the relationship between the Company and the other company.
- Generally, when a director, officer or employee is in a situation in which performing his or her work objectively and effectively is difficult.

Conflicts of interest can compromise business ethics. We expect you to apply sound judgment to avoid conflicts of interest that could negatively affect the Company or its business. You are expected to disclose to the Director of Corporate Human Resources or General Counsel in the Corporate Legal Department any situations that may involve inappropriate or improper conflicts of interest affecting you personally or affecting other employees or those with whom we do business. You are also urged to discuss any questions you may have about conflicts of interest with those people mentioned in the previous sentence.

#### C. Corporate Opportunities

Generally, you owe a duty to the Company to advance its legitimate interests. In satisfying this duty, employees may not exploit any opportunity for one's personal benefit that is discovered through the use of the Company's property, information or position without the informed written consent of the one of the Company's officers. A director or officer must obtain the informed written consent of the Company's Board of Directors before taking such an action.

#### D. Company Books and Records

You must maintain all of the Company's records in a complete, accurate and truthful manner. In addition, you must comply with all applicable laws and accounting practices in recording the Company's financial activities. Making false or misleading entries, records or documentation is strictly prohibited. Proper record-keeping is essential to enable the Company and its officers to comply with their obligations to make full, fair, accurate, timely and understandable disclosures in the Company's SEC filings and in other public documents. You must not take any action that could result in causing the Company's financial statements to be misleading.

E. Public Disclosure of Information

The Company is required by law to publicly disclose certain information in various reports filed with the SEC. In addition, the Company, from time to time, makes other public communications, such as issuing press releases.

All directors, officers and employees who are involved in the preparation of SEC reports or other public documents must ensure that the information disclosed in the reports or documents is complete, accurate, timely and in accordance with all applicable laws and regulations, and must not take any action that could result in the reports or documents being false or misleading.

To the extent that you have doubts or concerns about the Company's accounting or auditing conduct or practices, you should report those concerns to the Director of Corporate Human Resources or General Counsel in the Corporate Legal Department.

F. Insider Trading

You are not permitted to use or share "material nonpublic information" for stock trading purposes or for any other purpose, except the conduct of our business. You should treat all non-public information about the Company as material nonpublic information. To use material non-public information for personal financial benefit or to "tip" others who might make an investment decision on the basis of this information is not only unethical, but also illegal, and could result in civil liability, criminal liability, or both, in addition to the termination of your employment.

A copy of the Company's Insider Trading Compliance Program, which further explains the restrictions on insider trading, has been distributed to each of you, and is available on the Company's Intranet. If you have any questions, please consult with the Director of Corporate Human Resources or General Counsel in the Corporate Legal Department.

G. Confidential Information

During the course of performing your responsibilities, you may obtain, or be provided with, confidential information about the Company's business plans or operations that are not known by the general public or the Company's competitors. In addition, you may obtain confidential information concerning possible transactions with other companies or receive confidential information concerning other companies, such as our customers and suppliers, which the Company may be under an obligation to keep confidential.

If you are provided with any confidential information, you must maintain the confidentiality of this information, except when disclosure is authorized by the General Counsel in the Corporate Legal Department or legally mandated.

H. Company Assets

Proper use of the Company's property, facilities, equipment and other assets is your responsibility. Use and maintain these assets with the utmost care and respect, guarding against

waste and abuse. Be cost-conscious and alert to opportunities for improving performance while reducing costs. The use of Company time, material, or facilities for purposes not directly related to Company business, or the removal or borrowing of Company property without permission, is prohibited.

This obligation to protect, and properly use, the Company's assets includes the Company's intellectual property. These assets include the Company's trademarks, patents, copyrights, trade secrets, business and marketing plans, records, compensation information, and any other proprietary information belonging to the Company.

I. Gifts, Favors, Entertainment and Payments

You should not seek or accept any gifts, favors, entertainment, or payments without a legitimate business purpose. You may accept common courtesies usually associated with customary business practices. However, any item received with a value greater than \$250 should be reported to your supervisor. You should not at any time offer to clients or vendors, any gifts, favors or payments that may be construed in any way as a bribe or payoff. Any item offered to a client with a value greater than \$250 must first have your supervisor's approval.

J. Contract Authorization

The Company expects its employees to compete fairly and ethically for all business opportunities. Employees involved in the negotiation of agreements and contracts must ensure that all statements, communications, and representations are accurate and truthful. Employees are expected to know, understand, and honor the terms of the Company's contractual agreements.

Approvals are to be obtained before contracts are executed, modified or amended. Approvals should be obtained from your supervisor, their supervisor, or General Counsel, as appropriate and subject to the signing authority set forth below. No unauthorized contracts or modifications of contracts such as unapproved "side letters" or oral agreements constituting modifying or amending contracts may be entered into. Entering into unauthorized side letters or oral agreements is grounds for disciplinary action, including termination.

Only certain Company employees are authorized to sign contracts that legally bind the Company. Before any document legally binding the Company is signed, you must ensure that the person signing such document has signing authority. Only the executive officers of the Company have the authority to sign documents on behalf of the Company. If you are uncertain who has signing authority, please contact the General Counsel in the Corporate Legal Department. If you are authorized to sign documents on behalf of the Company, you may not delegate this authority to another employee without the approval of the Company's Chief Executive Officer or General Counsel in the Corporate Legal Department.

## II. RESPONSIBILITY TO OUR PEOPLE

### A. Promote a Positive Work Environment

All employees want and deserve a work place where they feel respected, satisfied, and appreciated. Harassment or discrimination of any kind including, but not limited to, race, color, religion, gender, age, national origin, disability, veteran, marital status, or other protected status, are unacceptable in our work place environment.

Providing an environment that supports the honesty, integrity, trust, responsibility, and citizenship of every employee permits us the opportunity to achieve excellence in our work place. While everyone who works for the Company must contribute to the creation and maintenance of such an environment, our executives and management personnel assume special responsibility for fostering a context for work that will bring out the best in all of us.

### B. Work Safely

We are committed to providing a drug-free, safe, and healthy work environment. Each of us is responsible for compliance with environmental, health, and safety laws and regulations. Observe posted warnings and regulations. Report immediately to the appropriate member of management any accident or injury sustained on the job, or any environmental or safety concern you may have.

## III. IMPLEMENTATION OF THIS CODE

### A. Accountability

You are accountable to the Company for your individual adherence to this Code. A failure to observe the terms of this Code, including the obligation to report known violations, may result in disciplinary action, up to and including termination of employment. Violations of this Code may also constitute violations of law and may result in civil and criminal action against the Company. Any such civil or criminal action may result in a wide variety of penalties or sanctions that are adverse to the Company or the Company personnel.

### B. Responsibilities – Reporting Violations of this Code

You are responsible for reporting any violations of this Code to the Director of Corporate Human Resources or General Counsel in the Corporate Legal Department without delay. In addition, you are strongly urged to report any questions or concerns about the activities of the Company or any of its employees, to any of the persons or groups listed above. The Company prohibits retaliation against anyone who raises a concern regarding a violation of this Code or cooperates in a Company investigation.

When you report a suspected violation, the Company will assign resources to investigate the concern, take appropriate action to address any violation of this Code, and provide feedback to you. If you do not believe your concern has been adequately addressed, please raise it with another of those resources listed above.

If the suspected violation relates to accounting or auditing matters, you should report such violation in accordance with the Company's Policy on Reporting Accounting and Audit Ethics-Related Complaints.

C. Waiver

You may obtain a waiver of this Code only from the Company's Board of Directors. Requests for waivers must be made in writing to the Company's Board of Directors prior to the occurrence of any violation of this Code. Any waiver will be promptly disclosed to the Company's shareholders, along with the reasons for the waiver, in the manner required by applicable law.

**For More Information**

This Code is not all-encompassing, and questions about situations not discussed in this Code may also be addressed to the Director of Corporate Human Resources or General Counsel in the Corporate Legal Department.