UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 14A
(RULE 14a-101)

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant ☒

Filed by a party other than the Registrant ☐

Check the appropriate box:

☐ Preliminary Proxy Statement

☐ Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

☒ Definitive Proxy Statement

☐ Definitive Additional Materials

☐ Soliciting Material Under Rule 14a-12

DUPONT FABROS TECHNOLOGY, INC.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other than Registrant)

Payment of Filing Fee (Check the appropriate box):

☒ No fee required.

☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11:

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

☐ Fee paid previously with preliminary materials:

☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:



DuPont Fabros Technology

1212 New York Avenue, NW, Suite 900
Washington, DC 20005

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 21, 2014

To Our Stockholders:

You are cordially invited to attend the Annual Meeting of Stockholders (the "Annual Meeting") of DuPont Fabros Technology, Inc. (the "Company," "we," "our" or "us") on May 21, 2014, at 10:00 a.m., Eastern time, at the Washington Marriott at Metro Center, 775 12th Street NW, Washington, DC 20005, to consider and take action on the following:

1. To elect eight members to the Board of Directors for a term of one year each;
2. To hold an advisory (non-binding) vote on our executive compensation;
3. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2014; and
4. To transact such other business as may properly come before the Annual Meeting or any adjournment or postponement thereof.

We are furnishing proxy materials to you electronically via the Internet, instead of mailing printed copies of those materials to each stockholder. We believe that this process expedites receipt of our proxy materials by stockholders, while lowering the costs and reducing the environmental impact of our Annual Meeting. We have provided notice and electronic delivery of the proxy materials to our stockholders of record on March 28, 2014. The notice contained instructions on how to access online our Proxy Statement and annual report and how to vote online, and also included instructions on how you can request and receive a paper copy of the Proxy Statement and annual report for the Annual Meeting and future meetings of stockholders.

Our Board of Directors has fixed the close of business on March 28, 2014, as the record date for determining the stockholders entitled to notice of and to vote at our Annual Meeting. Only stockholders of record as of the close of business on March 28, 2014 are entitled to notice of and to vote at the Annual Meeting and at any adjournment or postponement thereof. You may vote by mail by requesting a paper copy of the proxy materials and completing and returning the proxy card provided with those materials. Please see the attached Proxy Statement for more details on how you can vote.

The Board of Directors appreciates and encourages your participation in the Annual Meeting. Whether or not you plan to attend the Annual Meeting, it is important that your shares be represented. Accordingly, please vote your shares. If you attend the Annual Meeting, you may revoke your proxy and vote in person. Your proxy is revocable in accordance with the procedures set forth in this Proxy Statement.

By order of the Board of Directors,



Lammot J. du Pont
Chairman of the Board

Washington, DC
March 31, 2014

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DUPONT FABROS TECHNOLOGY, INC.

1212 New York Avenue, NW, Suite 900

Washington, DC 20005

PROXY STATEMENT

GENERAL INFORMATION

Proxy Solicitation

We have furnished this Proxy Statement to you electronically via the Internet in connection with the solicitation of proxies by our Board of Directors for use at the Annual Meeting of Stockholders (the "Annual Meeting") to be held at the Washington Marriott at Metro Center, 775 12th Street NW, Washington, DC 20005, on May 21, 2014, at 10:00 a.m., Eastern time, and at any adjournment and postponement thereof. Our Board of Directors requests that you allow your shares to be represented and voted at the Annual Meeting by the proxy holders named on the enclosed card.

The mailing address of our principal executive offices is 1212 New York Avenue, NW, Suite 900, Washington, DC 20005. We maintain an internet website at www.dft.com. Information at or connected to our website is not and should not be considered part of this Proxy Statement.

We will bear the costs of this solicitation, including the costs of preparing, assembling and furnishing proxy materials and the handling and tabulation of proxies received. In addition to solicitation by mail, our directors, officers and employees may solicit proxies, for no additional compensation, by telephone, personal interviews or otherwise. We have requested banks, brokers or other nominees and fiduciaries to forward the proxy materials to beneficial owners of our common stock and to obtain authorization for the execution of proxies. We will reimburse such parties for their reasonable expenses in forwarding proxy materials to beneficial owners upon request.

No person is authorized to give any information or to make any representation not contained in this Proxy Statement and, if given or made, you should not rely on that information or representation as having been authorized by us. The furnishing of this Proxy Statement does not imply that there has been no change in the information set forth since the date of this Proxy Statement.

Notice of Electronic Availability of Proxy Statement and Annual Report

As permitted by the rules of the Securities and Exchange Commission (the "SEC"), we are making this Proxy Statement and our annual report available to our stockholders electronically via the Internet. We provided notice and electronic delivery of the proxy materials (the "Notice of Internet Availability") to our stockholders of record on March 28, 2014. If you received the Notice of Internet Availability by mail, you will not receive a printed copy of the proxy materials in the mail. Instead, the Notice of Internet Availability instructs you on how to access and review all of the important information contained in the Proxy Statement and annual report. The Notice of Internet Availability also instructs you on how you may submit your proxy over the Internet. If you received a Notice of Internet Availability by mail and would like to receive a printed copy of our proxy materials, please follow the instructions for requesting printed materials contained in the notice. Copies of our proxy materials will be available at www.edocumentview.com/DFT for one year after the Annual Meeting.

Purposes of the Annual Meeting

What items will be voted on at the Annual Meeting?

Stockholders will vote on three items at the Annual Meeting:

- The election to the Board of the eight nominees named in this Proxy Statement (Proposal 1);
- An advisory (non-binding) vote on executive compensation (Proposal 2); and
- Ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2014 (Proposal 3).

What is the Board's voting recommendation for each item to be considered at the Annual Meeting?

The Board recommends that you vote your shares:

- "FOR" each of the nominees to the Board (Proposal 1);
- "FOR" the proposal regarding an advisory (non-binding) vote on executive compensation (Proposal 2); and
- "FOR" ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2014 (Proposal 3).

VOTING

Who may vote at the Annual Meeting?

Each share of our common stock has one vote on each matter. Only stockholders of record as of the close of business on March 28, 2014 (the "Record Date") are entitled to receive the Notice of Annual Meeting of Stockholders (the "Notice"), to attend and to vote at the Annual Meeting. As of the Record Date, there were 65,804,748 shares of our common stock issued and outstanding.

Holders of our 7.875% Series A Cumulative Redeemable Perpetual Preferred Stock ("Series A Preferred Stock") and 7.625% Series B Cumulative Redeemable Perpetual Preferred Stock ("Series B Preferred Stock") are not entitled to receive the Notice to attend or to vote at the Annual Meeting.

What is the difference between a stockholder of record and a beneficial owner of shares held in street name?

- *Stockholder of Record*. If your shares are registered directly in your name with our transfer agent, Computershare Investor Services, LLC, you are considered the stockholder of record with respect to those shares, and the Notice of Internet Availability, and if requested, the proxy materials, were sent directly to you by Computershare Investor Services.
- *Beneficial Owner of Shares Held in Street Name*. If your shares are held in an account at a brokerage firm, bank, broker-dealer, or other similar organization, then you are the beneficial owner of shares held in "street name," and the Notice of Internet Availability, and if requested, the proxy materials, were forwarded to you by that organization. The organization holding your account is considered the stockholder of record for purposes of voting at the Annual Meeting. As a beneficial owner, you have the right to instruct that organization on how to vote the shares held in your account. Those instructions are contained in a "vote instruction form" provided to you by the organization that holds your shares.

If I am a stockholder of record of the Company's shares, how do I vote?

There are four ways to vote:

- *Via the Internet*. You may vote by proxy via the Internet by visiting www.envisionreports.com/DFT and entering the control number found on the Notice of Internet Availability.
- *By Telephone*. If you received your proxy materials by mail, you may vote by proxy by calling the toll free number found on the proxy card.
- *By Mail*. If you received your proxy materials by mail, you may vote by proxy by filling out the proxy card and sending it back in the envelope provided.
- *In person*. You may vote in person at the Annual Meeting. We will give you a ballot when you arrive at the Annual Meeting.

If I am a beneficial owner of shares held in street name, how do I vote?

There are four ways to vote:

- *Via the Internet*. You may vote by proxy via the Internet by visiting www.proxyvote.com and entering the control number found on the vote instruction form included with the Notice of Internet Availability.
- *By Telephone*. If you received your proxy materials by mail, you may vote by proxy by calling the toll free number found on the vote instruction form.
- *By Mail*. If you received your proxy materials by mail, you may vote by proxy by filling out the vote instruction form and sending it back in the envelope provided.
- *In person*. If you are a beneficial owner of shares held in street name and you wish to vote in person at the Annual Meeting, you must obtain a legal proxy from the organization that holds your shares. Please contact that organization for instructions regarding obtaining a legal proxy.

What is the quorum requirement for the Annual Meeting?

The holders of a majority of the shares entitled to vote at the Annual Meeting must be present at the Annual Meeting for the transaction of business, which is called a quorum. Your shares will be counted for purposes of determining if there is a quorum, whether representing votes for, against or abstained, if you:

- Are present and vote in person at the Annual Meeting; or
- Have voted on the Internet, by telephone or by properly submitting a proxy card or vote instruction form by mail.

If a quorum is not present, the Annual Meeting will be adjourned until a quorum is obtained.

How are proxies voted?

All shares represented by valid proxies received prior to the Annual Meeting will be voted and, where a stockholder specifies by means of the proxy a choice with respect to any matter to be acted upon, the shares will be voted in accordance with the stockholder's instructions.

What happens if I do not give specific voting instructions?

Stockholders of Record. If you are a stockholder of record and you either:

- Indicate when voting on the Internet or by telephone that you wish to vote as recommended by the Board; or
- Sign and return a proxy card without giving specific voting instructions,

then the proxy holders will vote your shares (i) in the manner recommended by the Board on all matters presented in this Proxy Statement, and (ii) as the proxy holders may determine in their discretion with respect to any other matters properly presented for a vote at the Annual Meeting.

Beneficial Owners of Shares Held in Street Name. If you are a beneficial owner of shares held in street name and do not provide the organization that holds your shares with specific voting instructions, under the rules of various national and regional securities exchanges, the organization that holds your shares may generally vote on "routine" matters but cannot vote on "non-routine" matters. If the organization that holds your shares does not receive instructions from you on how to vote your shares on a "non-routine" matter, the organization that holds your shares will inform the inspector of election that it does not have the authority to vote on this matter with respect to your shares. This is generally referred to as a "broker non-vote."

Which ballot measures are considered "routine" or "non-routine"?

The ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2014 (Proposal 3) is a matter considered routine under applicable rules. A broker or other nominee may generally vote on routine matters and, therefore, no broker non-votes are expected to exist in connection with Proposal 3.

The election of directors (Proposal 1) and the advisory (non-binding) vote on executive compensation (Proposal 2) are matters considered non-routine under applicable rules. A broker or other nominee cannot vote without instructions on these non-routine matters and, therefore, Proposals 1 and 2 may receive broker non-votes.

What is the voting requirement to approve each of the proposals?

For Proposal 1, each of the eight nominees for director will be elected as a director if the votes cast for each such nominee exceed the number of votes against that nominee, assuming that there is a quorum represented at the Annual Meeting. A summary of our majority voting standard appears below under "Information About Our Board of Directors and Its Committees-Majority Voting." There is no cumulative voting in the election of directors.

Approval of Proposals 2 and 3 requires the affirmative vote of a majority of the votes cast at the Annual Meeting.

The affirmative vote of a majority of the votes cast at the Annual Meeting is required for the approval of any other business that may properly come before the Annual Meeting.

How are broker non-votes and abstentions treated?

Broker non-votes and abstentions are counted for purposes of determining whether a quorum is present, but will not be included in vote totals and will not affect the outcome of the vote on any matter.

How can I change my vote after I have voted?

Stockholders of Record. If you are a stockholder of record, you may revoke a previously granted proxy at any time before it is exercised at our Annual Meeting by taking any of the following actions:

- notifying our Secretary in writing that you would like to revoke your proxy;
- completing a proxy card with a later date and returning it to us at or before our Annual Meeting; or
- attending our Annual Meeting and voting in person. Note, however, that your attendance at our Annual Meeting, by itself, will not revoke a proxy that you have already returned to us; you must also vote your shares in person at our Annual Meeting to revoke an earlier proxy.

Beneficial Owners of Shares Held in Street Name. If you are a beneficial owner of shares held in street name, you must contact the organization that holds your shares to receive instructions as to how you may revoke your proxy instructions.

How can I attend the Annual Meeting?

Attendance at the Annual Meeting is limited to stockholders. Each stockholder may be asked to present valid picture identification, such as a driver's license or passport, and proof of stock ownership as of the Record Date. The use of cell phones, smartphones, pagers, recording and photographic equipment and/or computers is not permitted in the meeting rooms at the Annual Meeting. Directions to the Annual Meeting can be obtained by referring to the website of the Washington Marriott at Metro Center, which can be found at http://www.marriott.com/hotels/maps/travel/wasmc-washington-marriott-at-metro-center.

PROPOSAL 1

ELECTION OF DIRECTORS

The Board of Directors has fixed the number of directors at eight. The eight persons named below, each of whom currently serves on our Board, have been nominated to serve on the Board of Directors until our 2015 Annual Meeting of Stockholders and until their respective successors are elected and qualified. The Board of Directors has no reason to believe that any of the persons named below as a nominee for our Board will be unable, or will decline, to serve if elected. Each of the eight nominees for director will be elected as a director if the votes cast for each such nominee exceed the number of votes against that nominee, assuming that there is a quorum represented at the Annual Meeting.

Below we identify and describe the key experience, qualifications and skills that we believe are necessary for one or more of our directors to possess and are important in light of our business. Each director's experiences, qualifications and skills that the Nominating and Corporate Governance Committee considered in his nomination are included in his individual biography.

- *Leadership experience*. We believe that directors with experience in significant leadership positions over an extended period provide us with important insights. These people generally possess extraordinary leadership qualities and the ability to identify and develop those qualities in others. They demonstrate a practical understanding of organizations, processes, strategy, risk management and the methods to produce growth. Through their service as top leaders at other organizations, they also have access to important sources of market intelligence, analysis and relationships that benefit us.
- *Finance experience.* We believe that an understanding of finance and financial reporting processes is important for our directors. We measure our operating and strategic performance by reference to financial targets. In addition, accurate financial reporting and robust auditing are critical to our success. We seek to have at least one director who qualifies as an audit committee financial expert, and we expect all of our directors to be financially knowledgeable.
- *Industry experience*. We seek to have directors with experience as executives, directors or in other leadership positions in the data center industry, the real estate industry and with real estate investment trusts, or REITs, given the numerous operating and structural requirements under the Internal Revenue Code's rules and related regulations with which REITs must comply.

The Nominating and Corporate Governance Committee does not have a formal policy specifying how diversity of background and personal experience should be applied in identifying or evaluating director candidates. A director candidate's background and personal experience, however, is a significant element of the Nominating and Corporate Governance Committee's candidate identification and evaluation process to help ensure that the Board remains sensitive and responsive to the needs and interests of our customers, stockholders and other stakeholders.

Nominees for Election as Directors

The table below sets forth the names and biographical information of each of the directors nominated for election at the Annual Meeting.

Name	Principal Occupation	Director Since	Age
Lammot J. du Pont	Chairman of the Board of the Company	2007	47
Hossein Fateh	President and Chief Executive Officer of the Company	2007	46
Michael A. Coke.....	President of Terreno Realty Corporation	2007	46
Thomas D. Eckert.....	Chairman of Capital Automotive Real Estate Services, Inc.	2007	66
Jonathan G. Heiliger.....	General Partner of North Bridge Venture Partners	2011	37
Frederic V. Malek.....	Chairman of Thayer Lodging Group	2007	77
John T. Roberts, Jr.....	Retired President of AMB Capital Partners LLC	2011	50
John H. Toole	Retired Partner of Cooley LLP	2007	73

Lammot J. du Pont, the co-founder of our Company, has served as Chairman of our Board and a director since our inception in 2007. From our inception to 2011, he served as our Executive Chairman. In 1997, Mr. du Pont, along with Mr. Fateh, co-founded a real estate development company. From April 1995 to April 1996, Mr. du Pont held the position of Special Assistant, Capital Markets Regulatory Reform Project, with the Center for Strategic and International Studies (CSIS). From March 1993 to April 1995, he held the position of Full Committee Staff Member with the U.S. House of Representatives (Committee on Banking & Financial Services).

As a founder of our Company, Mr. du Pont provides an insider's perspective in Board discussions about our business and strategic direction and has experience in all aspects of our business. Mr. du Pont has significant experience in the real estate and data center industries. Prior to October 2007, through a variety of entities, he and Mr. Fateh acquired, developed, leased and

managed many of our current operating properties. Mr. du Pont has extensive experience in real estate development and, through entities unrelated to us, continues to manage the acquisition, development, leasing and management of various non-data center real estate assets.

Hossein Fateh, the co-founder of our Company, has served as our President and Chief Executive Officer and as a director since our inception in 2007. In 1997, Mr. Fateh, along with Mr. du Pont, co-founded a real estate development company. From 1990 to 1997, Mr. Fateh was Vice President of a broad-based Washington, D.C. real estate development company.

As our President and Chief Executive Officer, Mr. Fateh provides an insider's perspective in Board discussions about our business and strategic direction and has experience in all aspects of our business. Mr. Fateh has significant experience in the real estate and data center industries. As discussed above, prior to October 2007, he and Mr. du Pont acquired, developed, leased and managed many of our current operating properties. Mr. Fateh has extensive experience in real estate acquisition, development, leasing, financing and sales and, through entities unrelated to us, continues to manage the acquisition, development, leasing and management of various non-data center real estate assets.

Michael A. Coke has served on our Board of Directors since October 2007. Since February 2010, Mr. Coke has served as the President and a director of Terreno Realty Corporation, which acquires and manages industrial real estate. From February 2010 to May 2013, he served as the Chief Financial Officer of Terreno Realty Corporation. From September 2007 to February 2010, Mr. Coke served as the managing partner of Terreno Capital Partners LLC, a real estate investment management firm. From January 1999 to March 2007, Mr. Coke served as chief financial officer of AMB Property Corporation, now Prologis, Inc., a leading global developer, owner and operator of industrial real estate. While at AMB, Mr. Coke also served as executive vice president until May 2007, and was AMB's chief accounting officer from 1998 until January 2007. From October 2005 to May 2007, Mr. Coke served as President and Chief Executive Officer of IAT Aviation Facilities, Inc., a listed Canadian Income Trust. Prior to AMB, Mr. Coke spent seven years with Arthur Andersen LLP, where he most recently served as an audit manager.

Mr. Coke has extensive leadership, finance and real estate industry experience. Mr. Coke has been an executive officer of large, complex, publicly-traded organizations. Mr. Coke was a member of AMB's investment committee and was responsible for capital markets, accounting, tax, information systems, dispositions, valuations, risk management and financial planning groups totaling more than 130 officers and associates in five countries. At Arthur Andersen LLP, he primarily served public and private real estate companies, including several publicly-traded REITs, and specialized in real estate auditing and accounting, mergers, initial public offerings and business acquisition due diligence. Mr. Coke's valuable financial expertise, combined with his experience as the chief financial officer of public companies, allow him to provide experienced leadership of our audit committee.

Thomas D. Eckert has served on our Board of Directors since October 2007. Since September 2011, he has served as the Chairman of the Board of Capital Automotive Real Estate Services, Inc., which owns and manages net-leased real estate used primarily by large automotive retailers and is the operating affiliate of the private entity that acquired Capital Automotive REIT. From December 2005 to September 2011, he served as the President and Chief Executive Officer of Capital Automotive Real Estate Services. In October 1997, Mr. Eckert co-founded Capital Automotive REIT and, from 1997 through its acquisition by Capital Automotive Real Estate Services in December 2005, served as its President and Chief Executive Officer. From 1983 to 1997, Mr. Eckert was employed by Pulte Home Corporation, a leading homebuilding firm, serving from 1994 to 1997 as President of Pulte's Mid-Atlantic Region. From 1970 to 1978, Mr. Eckert was a Certified Public Accountant with Arthur Andersen LLP.

Mr. Eckert is an experienced board member, currently serving as Chairman of the board of directors of The Munder Funds, a mutual fund group, as a trustee of Chesapeake Lodging Trust, a real estate investment trust focused primarily on upscale hotels in major business, airport and convention markets, and a member of the board of directors of NVR, Inc., one of the largest home builders in the United States. Mr. Eckert formerly served on the board of Capital Automotive REIT. Mr. Eckert's finance and real estate-related industry experience, and his leadership experience as chief executive officer of large, complex organizations, provides our Board with valuable expertise in these areas.

Jonathan G. Heiliger has served on our Board of Directors since November 2011. In April 2012, Mr. Heiliger became a General Partner of North Bridge Venture Partners, a venture capital firm. From October 2007 to October 2011, Mr. Heiliger served as Vice President of Technical Operations at Facebook, Inc., a social networking company. From October 2005 through October 2007, Mr. Heiliger was self-employed as a technology consultant. Mr. Heiliger serves on the board of directors of Jive Software, Inc., a provider of a social business platform.

Mr. Heiliger has extensive experience and knowledge of infrastructure and internal technology systems, particularly in designing, building and operating data centers with innovative designs. We believe that Mr. Heiliger's expansive knowledge in this area provides our Board with valuable expertise and insight into the types of innovative data center solutions required by existing and prospective customers.

Frederic V. Malek has served on our Board of Directors since October 2007. In 1991, Mr. Malek founded and has since served as the Chairman of Thayer Lodging Group, a hotel investment company. In 1992, Mr. Malek founded and, until 2010, served as the Chairman of Thayer Capital Partners, a Washington DC-based merchant bank. From 1989 to 1992, he served as President, Co-Chief Executive Officer and Vice Chairman of Northwest Airlines. From 1981 to 1998, he served as President of Marriott Hotels.

Mr. Malek has extensive leadership, finance and real estate industry experience. Mr. Malek is an experienced board member who currently serves on the board of CB Richard Ellis Group, Inc., a commercial real estate services firm. Mr. Malek formerly served on the boards of four other large, complex organizations: Northwest Airlines; FPL Group, Inc., now NextEra Energy, Inc., which generates, transmits, distributes and sells electric energy in Florida; Federal National Mortgage Association, a government-sponsored enterprise that supports liquidity, stability and affordability in the secondary mortgage market; and Automatic Data Processing, Inc., a provider of human resource, payroll, tax and benefits administration solutions. Mr. Malek's service on these boards has provided him valuable insight in addressing governance issues and with the necessary experience to serve as our lead independent director. The Nominating and Corporate Governance Committee, with Mr. Malek abstaining, considered the provisions of our Corporate Governance Guidelines that provide for a retirement age of 75, unless otherwise recommended by the Nominating and Corporate Governance Committee. The committee, with Mr. Malek abstaining, determined that Mr. Malek's nomination was in our best interest given his background and experience and understanding of our business and industry.

John T. Roberts, Jr. has served on our Board of Directors since February 2011. From 1997 to 2010, Mr. Roberts served in various positions with AMB Property Corporation. From 1999 to 2010, he served as President of AMB Capital Partners LLC, a subsidiary of AMB Property Corporation responsible for AMB's global private capital ventures, and, from 1997 to 1999, he served as the Senior Vice President/ Director of Capital Markets of AMB Capital Partners LLC.

Mr. Roberts has extensive leadership, finance and real estate industry experience. In his prior roles with AMB Property Corporation, Mr. Roberts gained extensive leadership experience as an executive officer of a large, complex, publicly-traded organization engaged in the real estate industry. In addition, while at AMB, Mr. Roberts was the chairman of AMB's investment committee and a member of its executive committee, and he was responsible for directing the formation, structuring and capital raising for AMB's private capital ventures globally. We believe that Mr. Roberts' leadership experience as an executive officer of a large, complex organization provides our Board with valuable expertise in these areas.

John H. Toole has served on our Board of Directors since October 2007. From 2000 to 2011, Mr. Toole was a partner with the law firm Cooley LLP, where he practiced real estate and business law. Mr. Toole retired from Cooley LLP in December 2011. He served as a member of the national board of directors of National Association for Industrial and Office Properties (NAIOP) from 2002 to 2008.

Mr. Toole's law practice consisted of representing owners, developers, investors and users of various types of commercial real estate in acquisitions, dispositions, leasing and construction, and various types of real estate-related financing transactions. We believe that Mr. Toole's expansive real estate-related industry experience and legal perspective provides our Board with valuable expertise in these areas.

Vote Required and Recommendation

Each of the eight nominees for director will be elected as a director if the votes cast for each such nominee exceed the number of votes against that nominee at the Annual Meeting, assuming that a quorum is present. For purposes of the vote on this proposal, abstentions and other shares not voted (whether by broker non-vote or otherwise) will not be counted as votes cast and will have no effect on the result of the vote.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" EACH OF THE NOMINEES.

INFORMATION ABOUT OUR BOARD OF DIRECTORS AND ITS COMMITTEES

Independence of Our Board of Directors

Our Board of Directors affirmatively determined that each of Michael A. Coke, Thomas D. Eckert, Jonathan G. Heiliger, Frederic V. Malek, John T. Roberts, Jr. and John H. Toole is independent under our Corporate Governance Guidelines, our director independence guidelines and the listing standards of the New York Stock Exchange, or NYSE. Our Board of Directors currently consists of eight directors, including these six independent directors.

Our Bylaws and Corporate Governance Guidelines and the NYSE listing standards require that a majority of directors be independent. Our Board of Directors has adopted categorical standards to assist it in evaluating the independence of each of the directors. The guidelines include, and either meet or exceed, the independence requirements of the NYSE listing standards and are available on our website under "Investors-Corporate Overview."

Under our director independence guidelines, the Board must affirmatively determine that a director has no relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. To facilitate this determination, each director annually completes a questionnaire that provides information about relationships that might affect the determination of independence. Management provides the Nominating and Corporate Governance Committee and Board with relevant facts and circumstances of any relationship bearing on independence of a director or nominee that are outside the categories permitted under the director independence guidelines. The categorical standards describe various types of relationships that could potentially exist between a board member and the Company and set thresholds at which such relationships would be deemed to be material.

Majority Voting

Our Bylaws provide that, in an uncontested election for directors of the Company, directors will be elected by a majority of the stockholders' votes cast in favor of a nominee. In a contested election, directors will be elected by a plurality of the votes cast. An election is considered contested if as of the record date there are more nominees for election than positions on the board of directors to be filled by election at the meeting.

Our Bylaws and Corporate Governance Guidelines provide that an incumbent nominee who fails to receive a majority of votes cast in an uncontested election is expected to tender his or her resignation promptly. In such a case, the Bylaws and Corporate Governance Guidelines provide that the Board of Directors will decide, through a process managed by the Nominating and Corporate Governance Committee and excluding the director nominee in question, whether to accept the resignation at its next regularly scheduled Board meeting (other than a meeting scheduled or held on the day of the annual meeting of stockholder at which the election of directors occurred). The Board of Directors' explanation of its decision will be disclosed promptly on a Current Report on Form 8-K to be filed with the SEC.

Board Leadership Structure

Since our inception, the roles of Chairman of the Board and Chief Executive Officer have been separate, in large part due to the desire of each of our two founders, Messrs. du Pont and Fateh, to have a leadership role on the executive management team, particularly considering each founder's significant equity stake in the Company and their respective roles with our predecessor entities. Our Board of Directors continues to believe that our current leadership structure, including separate positions of Chairman and Chief Executive Officer, is appropriate at the present time. Mr. du Pont, as Chairman of the Board, brings key business issues and stockholder interests to the attention of our Board of Directors. Mr. Fateh, as President and Chief Executive Officer, also brings key business issues and stockholder interests to the attention of our Board of Directors while also leading the management of our Company, which is beneficial to us given his in depth understanding of our Company and our business. To supplement the role of Chairman of the Board, we rely on a lead independent director, Frederic V. Malek, who meets periodically with the non-management members of our Board.

Risk Oversight

Our Board of Directors is actively involved in overseeing risk management. This oversight is conducted primarily through committees of the Board. The Board periodically receives full reports from each committee chair regarding the committee's considerations and actions. In addition to receiving information from its committees, the Board receives updates directly from members of management. In particular, Messrs. du Pont and Fateh, due to their positions with our Company, are able to frequently communicate with other members of our management team and update the Board on the important aspects of our day-to-day operations. The full Board also oversees strategic and operational risks.

The Audit Committee oversees our risk policies and processes relating to our financial statements and financial reporting processes, as well as key credit risks, liquidity risks, market risks and compliance, and the guidelines, policies and processes for monitoring and mitigating those risks. The Audit Committee also monitors risks arising from related person transactions. The Audit Committee meets with the audit partner of our independent registered public accounting firm that conducts the review of

internal controls over financial reporting to discuss the annual audit plan and any issues that such partner believes warrant attention.

The Compensation Committee oversees risk management as it relates to our compensation plans, policies and practices in connection with structuring our executive compensation programs and reviewing our incentive compensation programs for other employees and has reviewed with management whether our compensation programs may create incentives for our employees to take excessive or inappropriate risks that could have a material adverse effect on us. The Compensation Committee designs the compensation programs discussed in more detail in the Compensation Discussion and Analysis below to include features that mitigate risk without diminishing the incentive nature of the compensation.

The Nominating and Corporate Governance Committee oversees risks related to our governance structure and processes.

Executive Sessions of Our Non-Management Directors

The non-management directors of our Board of Directors meet from time to time in executive sessions that exclude members of the management team. The non-management directors of our Board of Directors held five executive sessions during 2013. Our lead independent director presides over all meetings of non-management directors. During these meetings, the lead independent director has the power to lead the meeting, set the agenda and determine the information to be provided. The Board of Directors has appointed Frederic V. Malek to serve as the lead independent director until the 2015 annual meeting of stockholders. Stockholders and other interested persons may contact the lead independent director in writing by mail to DuPont Fabros Technology, Inc., 1212 New York Avenue, NW, Suite 900, Washington, DC 20005, Attention: Frederic V. Malek.

Code of Business Conduct and Ethics

Our Board of Directors has adopted a code of business conduct and ethics that applies to our officers, directors and employees. Among other matters, our code of business conduct and ethics is designed to deter wrongdoing and to promote:

- honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- full, fair, accurate, timely and understandable disclosure in our reports filed with the SEC and other public communications;
- compliance with applicable governmental laws, rules and regulations;
- prompt internal reporting of violations of the code to appropriate persons identified in the code; and

accountability for adherence to the code.

Only our Audit Committee will be able to approve any waiver of the code of business conduct and ethics for our executive officers or directors, and we will disclose any such waiver promptly. We intend to satisfy any such disclosure requirement under Item 5.05 of Form 8-K relating to amendments to or waivers from any provision of the Code of Business Conduct and Ethics applicable to our Chief Executive Officer, Chief Financial Officer and Chief Accounting Officer by posting such information on our website at www.dft.com, under the section, “Investor Relations, Governance Documents.”

Policy Regarding Stockholder Rights Plans

Our Corporate Governance Guidelines provide that we will not adopt a stockholder rights plan unless our stockholders approve, in advance, the adoption of such a plan or unless our stockholders ratify the adoption of such a plan within 12 months following its adoption by our Board of Directors. If our stockholders do not ratify a plan adopted by our Board of Directors within this 12 month period, the plan will be terminated upon expiration of this period.

Availability of Corporate Governance Materials

Stockholders may view our corporate governance materials, including the charters of our Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee, our Corporate Governance Guidelines and our Code of Business Conduct and Ethics, on our website at www.dft.com, and these documents are available in print to any stockholder upon request by writing to DuPont Fabros Technology, Inc., 1212 New York Avenue, NW, Suite 900, Washington, DC 20005, Attention: Richard A. Montfort, Jr., Secretary. Information at or connected to our website is not and should not be considered a part of this Proxy Statement.

Director Nominations

Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee of our Board of Directors performs the functions of a nominating committee. The Nominating and Corporate Governance Committee’s charter describes the committee’s responsibilities, including identifying, reviewing, evaluating and recommending director candidates for nomination by our Board of Directors. Our Corporate Governance Guidelines also contain information

concerning the responsibilities of the Nominating and Corporate Governance Committee with respect to identifying and evaluating director candidates. Both documents are available on our website at www.dft.com. Information at or connected to our website is not and should not be considered a part of this Proxy Statement.

Director Candidate Recommendations and Nominations by Stockholders. The Nominating and Corporate Governance Committee's charter provides that the committee will consider recommendations of candidates for our Board of Directors by stockholders. Stockholders must submit any such recommendations for the consideration of our Nominating and Corporate Governance Committee through the method described under "Communications with Our Board of Directors" below. In addition, any stockholder of record entitled to vote for the election of directors at the 2015 annual meeting of stockholders may nominate persons for election to our Board of Directors if that stockholder complies with the notice procedures summarized in "Stockholder Proposals for Our 2015 Annual Meeting" below. Recommendations by stockholders that are made in accordance with these procedures will receive the same consideration by the Nominating and Corporate Governance Committee as other suggested nominees.

Process for Identifying and Evaluating Director Candidates. The Nominating and Corporate Governance Committee evaluates all director candidates in accordance with the criteria described in our Corporate Governance Guidelines. The Committee evaluates any candidate's qualifications to serve as a member of the Board of Directors based on the skills and characteristics of individual Board members as well as the composition of the Board of Directors as a whole. In addition, the Nominating and Corporate Governance Committee will evaluate a candidate's independence and diversity, skills and experience in the context of the Board of Directors' needs. The Nominating and Corporate Governance Committee seeks to identify director candidates whose skills and attributes are consistent with these criteria. To assist in the recruitment of new members to our Board, the Nominating and Corporate Governance Committee may employ one or more third-party search firms. All approvals of nominations are determined by the full Board of Directors.

Our employment agreements with each of Messrs. du Pont and Fateh provide that, during the term of the agreement and, following any termination or expiration of the employment agreement, if either of Messrs. du Pont or Fateh beneficially owns at least 9.8% of our outstanding common stock, calculated on a diluted basis assuming conversion of all outstanding units of limited partnership interest in our operating partnership, DuPont Fabros Technology, L.P. ("OP units"), into shares of our common stock, Mr. du Pont and/or Mr. Fateh, as applicable, are entitled to be nominated for election to our Board of Directors at each meeting of our stockholders at which directors are elected. Neither Mr. du Pont nor Mr. Fateh currently hold at least 9.8% of our common stock.

Communications with Our Board of Directors

Our Board of Directors has established a process for stockholders to send communications to our Board of Directors. Stockholders can send communications to our Board of Directors and, if applicable, to any committee or to specified individual directors in writing to DuPont Fabros Technology, Inc., 1212 New York Avenue, NW, Suite 900, Washington, DC 20005, Attention: Frederic V. Malek (or the name of the director with whom the stockholder desires to communicate). Company employees do not screen mail, except when warranted for security purposes, and all such letters will be forwarded to our Board of Directors and/or any such specified committee or individual directors.

Stockholder Proposals for Our 2015 Annual Meeting

Our Board of Directors will provide for presentation of proposals by our stockholders at the 2015 annual meeting of stockholders, provided that any such proposals are submitted by eligible stockholders who have complied with the relevant regulations of the SEC regarding stockholder proposals.

Although the date has passed for a stockholder to submit a proposal for consideration at the 2014 Annual Meeting, stockholder proposals may be included in the agenda for the 2015 annual meeting of stockholders if properly submitted in accordance with our Bylaws. Stockholders intending to submit proposals for presentation at our 2015 annual meeting of stockholders, scheduled to be held in May 2015, must submit their proposals in writing, and we must receive these proposals at our executive offices on or before December 1, 2014, for inclusion in our proxy statement and the form of proxy relating to our 2015 annual meeting. We will determine whether or not to include any proposal in our proxy statement and form of proxy on a case-by-case basis in accordance with our judgment and the regulations governing the solicitations of proxies and other relevant regulations of the SEC. We will not consider proposals received after December 1, 2014 for inclusion in our proxy materials for our 2015 annual meeting of stockholders. Stockholder proposals submitted outside the processes of Rule 14a-8 of the rules promulgated under the Securities Exchange Act of 1934, as amended, will be considered untimely if received after March 1, 2015.

Section 11 of Article II of our Bylaws provides that in order for a stockholder to nominate a candidate for election as a director at an annual meeting of stockholders or propose business for consideration at such meeting, notice must be given in writing to our Secretary not later than the close of business on the 90th day prior to the first anniversary of the date of the preceding year's annual meeting of stockholders nor earlier than the 120th day prior to the first anniversary of the date of the

preceding year's annual meeting of stockholders. As a result, any notice given by or on behalf of a stockholder pursuant to the provisions of the Bylaws must be delivered in writing via personal delivery or United States certified mail, postage prepaid to our Secretary at DuPont Fabros Technology, Inc., 1212 New York Avenue, NW, Suite 900, Washington, DC 20005, Attn: Richard A. Montfort, Jr., Secretary, not earlier than January 21, 2015, and not later than February 20, 2015, in order to be included in the agenda for our 2015 annual meeting of stockholders. The stockholder filing the notice of nomination must include:

- As to the stockholder giving the notice:
  - the name and address of such stockholder and/or stockholder associated person, as they appear on our stock ledger, and current name and address, if different;
  - the class, series and number of shares beneficially owned by that stockholder and/or stockholder associated person;
  - a representation that the stockholder giving the notice intends to appear at the meeting in person or by proxy to submit the business specified in such notice;
  - to the extent known, the name and address of any other stockholder supporting the nominee for election or re-election as a director, or the proposal of other business known on the date of such stockholder's notice; and
  - all other information relating to the nomination or proposed business which may be required to be disclosed under applicable law.
- As to each person who the stockholder proposes to nominate for election as a director:
  - the name, age, business address and residence address of the person;
  - the class, series and number of shares that are beneficially owned by the person;
  - the date such shares were acquired and the investment intent of such acquisition;
  - all other information relating to the person that is required to be disclosed in solicitations of proxies for election of directors or is otherwise required by the rules and regulations of the SEC; and
  - the written consent of the person to be named in the proxy statement as a nominee and to serve as a director if elected.

In order for a stockholder to bring other business before a meeting of the stockholders, notice must be received by us within the time limits described above. That notice must include:

- the information described above with respect to the stockholder proposing such business;
- a description of the business desired to be brought before the annual meeting and the reasons for conducting such business at the annual meeting;
- the complete text of any resolutions intended to be presented at the annual meeting; and
- any material interest of the stockholder in such business.

Any stockholder desiring a copy of our Bylaws will be furnished one without charge upon written request to our Secretary.

Involvement in Certain Legal Proceedings

On August 12, 2004, Mr. Malek and Thayer Capital Partners, of which Mr. Malek is the former Chairman, consented to the entry of an order by the SEC making findings and imposing civil monetary penalties and cease-and-desist orders for violating certain provisions of the Securities Act of 1933 and the Investment Advisers Act of 1940. The order resulted from an investment made by a pension fund in a private equity fund affiliated with Thayer Capital in which Thayer failed to disclose to the investor the payment of a consulting fee. The order did not bar Mr. Malek or Thayer Capital Partners from the securities or investment advisory industries, and Mr. Malek and Thayer Capital Partners did not admit or deny the findings. Our Board of Directors believes that nothing in the order is reflective of Mr. Malek's character or ability to serve as a director.

COMMITTEES AND MEETINGS OF OUR BOARD OF DIRECTORS AND ITS COMMITTEES

Our Board of Directors has established standing committees to assist it in the discharge of its responsibilities. The principal responsibilities of each committee are described below. Actions taken by any committee of our Board of Directors are reported to the Board, usually at the meeting following such action.

Audit Committee

Our Board of Directors has established an Audit Committee, which consists of Messrs. Coke (Chair), Eckert and Roberts. Our Board of Directors has determined that each member of the Audit Committee is independent, as that term is defined under the independence standards for Audit Committee members prescribed under SEC rules, the NYSE listing standards and our Bylaws and Corporate Governance Guidelines, and that each of the members of the Audit Committee is financially literate, as that term is interpreted by our Board of Directors. In addition, our Board of Directors has determined that Mr. Coke is an "audit committee financial expert" as that term is defined in applicable SEC rules. The Audit Committee operates under a written charter adopted by our Board of Directors. The primary duties and responsibilities of the Audit Committee include, among other things, evaluating:

- our accounting and financial reporting processes;
- the integrity and audits of our consolidated financial statements;
- our compliance with legal and regulatory requirements;
- the qualifications and independence of our independent registered public accounting firm; and
- the performance of our independent registered public accounting firm and any internal auditors.

The Audit Committee met eight times in 2013.

For more information, please see "Audit Committee Report" below.

Compensation Committee

Our Board of Directors has established a Compensation Committee, which consists of Messrs. Eckert (Chair), Coke, Heiliger and Malek. Our Board of Directors has determined that each member of the Compensation Committee is independent in accordance with the Company's independence criteria discussed above under "Information About Our Board of Directors and Its Committees-Independence of Our Board of Directors." The Compensation Committee operates under a written charter adopted by our Board of Directors. The primary duties and responsibilities of the Compensation Committee include, among other things:

- evaluating the performance and compensation paid by us to our executive officers;
- administering our incentive plans;
- assisting management in complying with our proxy statement and annual report disclosure requirements; and
- producing a report on executive compensation to be included in our proxy statement for our annual meetings.

The Compensation Committee is responsible for establishing, modifying and approving the compensation program for our named executive officers. The Compensation Committee may include in its meetings members of our management team, representatives of our independent registered public accounting firm and any other personnel whose presence the committee believes to be necessary or appropriate. The committee also may form and delegate authority to subcommittees. In addition, the Compensation Committee has the authority to retain compensation consultants to assist in the evaluation of the compensation of our directors and executive officers. With respect to outside director compensation, any changes to our current director compensation program would be made by the full Board upon the recommendation of the Compensation Committee, with input from the Nominating and Corporate Governance Committee. Additional information regarding the Compensation Committee's processes and procedures can be found below in "Executive Compensation-Compensation Discussion and Analysis."

The Compensation Committee met five times in 2013.

Nominating and Corporate Governance Committee

Our Board of Directors has established a Nominating and Corporate Governance Committee, which consists of Messrs. Malek (Chair), Roberts and Toole. Our Board of Directors has determined that each member of the Nominating and Corporate Governance Committee is independent in accordance with the Company's independence criteria discussed above under "Information About Our Board of Directors and Its Committees-Independence of Our Board of Directors." The Nominating and Corporate Governance Committee operates under a written charter adopted by our Board of Directors. The primary duties and responsibilities of the Nominating and Corporate Governance Committee include, among other things:

- identifying, recruiting and recommending to the full Board of Directors qualified candidates for election as directors and recommending a slate of nominees for election as directors at the annual meeting of stockholders;
- developing and recommending to the Board of Directors corporate governance guidelines, including the committee's selection criteria for director nominees;
- reviewing and making recommendations on matters involving the general operation of the Board of Directors and our corporate governance;
- recommending to the Board of Directors nominees for each committee of the Board of Directors; and
- facilitating the annual assessment of the Board of Directors' performance and reporting thereon to the Board of Directors.

The Nominating and Corporate Governance Committee met eight times in 2013.

Other Committees

From time to time, our Board of Directors may establish other committees as circumstances warrant and any such committee would have the authority and responsibility delegated to them by the Board of Directors.

Director Attendance at Meetings of our Board of Directors and Annual Meeting

Our Board of Directors held nine meetings during 2013. All directors attended 75% or more of the aggregate number of meetings of the Board of Directors and its committees on which they served during this period.

We have a policy that directors attend the annual meeting of stockholders. All directors who were members of our Board of Directors on the date of the meeting, other than Mr. Heiliger, attended the 2013 annual meeting of stockholders.

COMPENSATION OF DIRECTORS

Our policy for the compensation of each independent director is to provide an award of our common stock with a value of $40,000, a $40,000 annual cash retainer and the following additional retainers:

- For our Lead Independent Director, an additional annual cash retainer of $10,000;
- For the chair of the Audit Committee, an additional annual cash retainer of $16,000; and
- For each of the chairs of the Compensation Committee and the Nominating and Corporate Governance Committee, an additional cash retainer of $12,000.

In addition, for each meeting attended, we pay our independent directors the following fees:

- $1,500 for each Board and committee meeting attended in person; and
- $500 for each Board meeting attended telephonically where the Board member was not reasonably able to attend in person.

The following table presents information relating to total compensation of our directors earned in 2013. Messrs. du Pont and Fateh, who are not independent, received no compensation for their service on the Board of Directors during 2013. Information regarding compensation for Mr. du Pont, our Chairman of the Board of Directors, and Mr. Fateh, our President and Chief Executive Officer, can be found in the "Executive Compensation" section of this Proxy Statement. For 2013, Messrs. Heiliger and Roberts elected to receive all of their cash retainers in shares of our common stock.

Name	Fees Paid in Cash	Stock Awards[1]	Total
Michael A. Coke	$81,000	$40,014 [2]	$121,014
Thomas D. Eckert	$76,000	$40,014 [2]	$116,014
Jonathan G. Heiliger	$11,000	$80,028 [3]	$91,028
Frederic V. Malek	$85,000	$40,014 [2]	$125,014
John T. Roberts, Jr.	$25,500	$80,028 [3]	$105,528
John H. Toole	$56,500	$40,014 [2]	$96,514

(1) The amounts disclosed in the "Stock Awards" column represent the aggregate grant date fair value of all shares granted to our directors during 2013, calculated in accordance with FASB ASC Topic 718.

(2) Represents the grant date fair value of stock awarded on May 30, 2013 with respect to the annual $40,000 stock award.

(3) Represents the grant date fair value of stock awarded on May 30, 2013 with respect to (i) the annual $40,000 stock award, and (ii) the award based on the director's election to receive shares of our common stock in lieu of his $40,000 annual cash retainer.

Stock Ownership Guidelines

Our Board of Directors believes ownership by our directors of a meaningful financial stake in our Company serves to align the interests of our directors with those of our stockholders. Our Corporate Governance Guidelines require that each of our non-employee directors hold shares of our common stock with an aggregate value equal to $250,000.

Eligible shares and share equivalents counted toward ownership include:

- Common stock beneficially owned directly or indirectly (e.g., by a spouse or a trust), including shares received as director fees;
- Preferred stock beneficially owned directly or indirectly (e.g., by a spouse or a trust);
- Time vested restricted stock or stock units (or similar securities);
- OP units owned directly or indirectly (e.g., by a spouse or a trust); and
- Intrinsic value of vested, unexercised stock options and unearned performance shares of common stock.

Our non-employee directors have four years to achieve the ownership requirement. As of the date of this proxy statement, each of our non-employee directors had met the stock ownership guidelines, except for Mr. Roberts, who was appointed to the Board of Directors in February 2011, and Mr. Heiliger, who was appointed to the Board of Directors in November 2011.

Messrs. du Pont and Fateh are subject to the stock ownership guidelines of our named executive officers, which can be found in the "Executive Compensation" section of this Proxy Statement.

Policy on Hedging and Pledging of Company Securities

We prohibit short sales of our Company's securities (a sale of securities which are not then owned) and derivative or speculative transactions in our Company's securities by our directors and officers. No director or officer or any designee of such director or officer may purchase or use financial instruments (including prepaid variable forward contracts, equity swaps, collars, and exchange funds) that are designed to hedge or offset any decrease in the market value of our Company's securities. Directors and officers subject to Section 16 of the Securities Exchange Act of 1934 are prohibited from holding our Company's securities in margin accounts or pledging our Company's securities as collateral. Because Messrs. du Pont and Fateh founded our Company and already had pledged Company securities prior to the adoption of this policy, our policy against pledging provides an exception for Messrs. du Pont and Fateh that allows each of them to pledge up to 2 million shares of our common stock or OP units, but prohibits short sales or any transaction that is designed to hedge or offset any decrease in the market value of our Company's securities.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Under federal securities laws, our executive officers, directors and any persons beneficially owning more than ten percent of a registered class of our equity securities are required to report their ownership and any changes in that ownership to the SEC and to the NYSE. These persons are also required by SEC rules and regulations to furnish us with copies of these reports. Precise due dates for these reports have been established, and we are required to report in this Proxy Statement any failure to timely file these reports by those due dates by these persons during 2013.

Based on our review of the reports and amendments to those reports furnished to us or written representations from these persons that these reports were not required from those persons, we believe that all of these filing requirements were satisfied by these persons during 2013.

EXECUTIVE OFFICERS

The following table contains information regarding the executive officers of the Company. These officers are appointed annually by the Board of Directors and serve at the Board's discretion.

Name	Age	Position
Lammot J. du Pont	47	Chairman of the Board
Hossein Fateh	46	President and Chief Executive Officer
Jeffrey H. Foster	51	Executive Vice President and Chief Financial Officer
Richard A. Montfort, Jr.	53	Executive Vice President, General Counsel and Secretary
Maria Kenny	47	Senior Vice President, Finance and Treasurer

For information on Messrs. du Pont and Fateh, please see their respective biographical descriptions provided above under the caption "Proposal 1: Election of Directors-Nominees for Election as Directors."

Jeffrey H. Foster has served as our Executive Vice President and Chief Financial Officer since November 2013. From July 2007 to November 2013, he served as our Chief Accounting Officer.

Richard A. Montfort, Jr. has served as our General Counsel and Secretary since April 2008 and as an Executive Vice President since February 2012.

Maria Kenny has served as our Senior Vice President, Finance and Treasurer since December 2013. From October 2007 to December 2013, she served as our Senior Vice President, Finance and Acquisitions. From December 2000 to October 2007, Ms. Kenny was the Chief Financial Officer of DuPont Fabros Development, a property development company founded by Mr. du Pont and Mr. Fateh that acquired, developed, leased and managed many of our current operating properties.

SECURITY OWNERSHIP OF DIRECTORS AND EXECUTIVE OFFICERS

The following table sets forth the beneficial ownership, as of March 28, 2014, of (1) shares of our common stock, shares of common stock for which OP units are redeemable, and shares of our common stock that may be acquired upon the exercise of stock options within a specified period of time, and (2) shares of our Series A Preferred Stock and Series B Preferred Stock by (a) each of our named executive officers, (b) each of our directors, and (c) all of our named executive officers and directors as a group. As of March 28, 2014, 65,804,748 shares of common stock, 15,585,537 OP units, 7,400,000 shares of Series A Preferred Stock and 6,650,000 shares of Series B Preferred Stock were outstanding. OP units are redeemable by the holder for cash or, at our election if the holder has elected to redeem his or her OP units, shares of our common stock on a one-for-one basis. The Company, which is the general partner of the OP, also holds 65,804,748 OP units, which are not included in any of the calculations in the table below.

Each person named in the table has sole voting and investment power with respect to all of the shares of common stock and preferred stock shown as beneficially owned by such person, except as otherwise set forth in the notes to the table. The address of each named person is c/o DuPont Fabros Technology, Inc., 1212 New York Avenue, N.W., Washington, D.C. 20005.

Name of Beneficial Owner	Common Stock			Preferred Stock	
	Number of Shares of Common Stock and OP Units Beneficially Owned	Percentage of All Shares of Common Stock[1]	Percentage of All Shares of Common Stock and OP Units[2]	Number of Shares of Preferred Stock Beneficially Owned	Percentage of All Shares of Preferred Stock[3]
Lammot J. du Pont	4,303,155 [4]	6.2	5.3	—	—
Hossein Fateh	2,832,243 [5]	4.1	3.5	—	—
Jeffrey H. Foster	93,400 [6]	*	*	500 [11]	*
Richard A. Montfort, Jr.	113,086 [7]	*	*	—	—
Maria Kenny	336,321 [8]	*	*	—	—
Michael A. Coke	51,954	*	*	—	—
Thomas D. Eckert	21,318	*	*	—	—
Jonathan G. Heiliger	7,246	*	*	—	—
Frederic V. Malek	505,455 [9]	*	*	40,000 [12]	*
John T. Roberts, Jr.	10,021	*	*	—	—
John H. Toole	32,839 [10]	*	*	—	—
Mark L. Wetzel	113,429	*	*	—	—
All Directors and Executive Officers as a group (12 persons)	8,420,467	11.5	10.2	40,500	*

* Less than 1.0%

(1) For purposes of this calculation, the number of common shares deemed outstanding includes (a) 65,804,748 shares of common stock outstanding on March 28, 2014, (b) the number of shares of common stock issuable to the named person(s) upon redemption of OP units that he or she currently holds on a one-for-one basis, and (c) the number of shares of common stock issuable to the named person(s) upon the exercise of stock options exercisable within 60 days of March 28, 2014.

(2) For purposes of this calculation, the number of shares of common stock and units deemed outstanding includes (a) 65,804,748 shares of common stock outstanding on March 28, 2014, (b) 15,585,537 OP units outstanding on March 28, 2014, and (c) the number of shares of common stock issuable to the named person(s) upon the exercise of stock options exercisable within 60 days of March 28, 2014.

(3) For purposes of this calculation, the number of shares of preferred stock deemed outstanding is 14,050,000 shares, comprised of 7,400,000 shares of Series A Preferred Stock and 6,650,000 shares of Series B Preferred Stock outstanding on April 2, 2013.

(4) Represents (i) 113,636 shares of common stock held directly by Mr. du Pont, (ii) 33,972 shares of common stock that represent the pecuniary interest held by Mr. du Pont through an entity in which Mr. du Pont has an ownership interest and of which he is an executive officer; (iii) 3,219,562 OP units held directly by Mr. du Pont or indirectly through a limited liability company of which Mr. du Pont is the sole member; (iv) 493,120 OP units that represent the pecuniary interest held by Mr. du Pont through entities in which Mr. du Pont has an ownership interest and of which he is an executive officer or managing member; and (iv) options to purchase 442,865 shares of common stock. Mr. du Pont has pledged 1,250,000 OP units as collateral to secure a personal line of credit. An entity in which Mr. du Pont has a 29% ownership interest and of which he is an executive officer has pledged 424,000 OP units to secure a bank loan.

(5) Represents (i) 9,945 shares of common stock held directly by Mr. Fateh, (ii) 2,264,819 OP units held directly by Mr. Fateh or indirectly through a limited liability company of which Mr. Fateh is the sole member, and (iii) options to purchase 557,479 shares of common stock. Mr. Fateh has pledged 1,750,000 OP units as collateral to secure a personal line of credit.

(6) Represents (i) 28,832 shares of common stock held directly by Mr. Foster, and (ii) options to purchase 64,568 shares of common stock.

(7) Represents (i) 54,471 shares of common stock held directly by Mr. Montfort, and (ii) options to purchase 58,615 shares of common stock.

(8) Represents (i) 144,120 shares of common stock held directly or indirectly by Ms. Kenny, (ii) 70,000 OP units held indirectly through a limited liability company of which Ms. Kenny is the sole member; and (iii) options to purchase 122,201 shares of common stock.

(9) Represents (i) 216,071 shares of common stock held directly by Mr. Malek, (ii) 42,799 OP units owned directly by Mr. Malek, and (iii) 246,585 OP units indirectly owned through trusts of which Mr. Malek's children are the beneficiaries.

(10) Represents (i) 3,923 shares of common stock held directly by Mr. Toole, and (ii) 28,916 OP units held directly by Mr. Toole.
(11) Represents shares of Series A Preferred Stock.
(12) Represents 20,000 shares of Series A Preferred Stock and 20,000 shares of Series B Preferred Stock.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS

To our knowledge and based upon information available to us in securities filings made by our stockholders with the SEC, beneficial owners of more than 5% of our shares of common stock as of the dates indicated, are as follows:

Name and Address of Beneficial Owner	Number of Shares Beneficially Owned	Percent of Class[1]
The Vanguard Group, Inc. 100 Vanguard Boulevard Malvern, PA 19355	8,376,674 [2]	12.7
FMR LLC 245 Summer Street Boston, MA 02210	6,377,934 [3]	9.7
BlackRock Inc. 40 East 52nd Street New York, NY 10022	5,798,697 [4]	8.8
Vanguard Specialized Funds-Vanguard REIT Index Fund 100 Vanguard Boulevard Malvern, PA 19355	4,374,427 [5]	6.6
Systematic Financial Management, L.P. 300 Frank W. Burr Blvd., Glenpointe East, 7th Floor Teaneck, NJ 07666	4,009,037 [6]	6.1
Columbia Wanger Asset Management, LLC 227 West Monroe Street, Suite 3000 Chicago, IL 60606	3,865,000 [7]	5.9

(1) For purposes of this calculation, the number of common shares deemed outstanding includes 65,804,748 shares of common stock outstanding on March 28, 2014.
(2) Based on information provided in a Schedule 13G/A filed on February 12, 2014, The Vanguard Group, Inc. has sole voting power with respect to 172,177 shares, sole dispositive power with respect to 8,231,997 shares, shared voting power with respect to 43,400 shares and shared dispositive power with respect to 144,677 shares.
(3) Based on information provided in a Schedule 13G/A filed on February 14, 2014, FMR LLC has sole voting power with respect to 479,377 shares and sole dispositive power with respect to 6,377,934 shares.
(4) Based on information provided in a Schedule 13G/A filed on January 28, 2014, BlackRock Inc. has sole voting power with respect to 5,588,487 shares and sole dispositive power with respect to 5,798,697 shares.
(5) Based on information provided in a Schedule 13G/A filed on February 4, 2014, Vanguard Specialized Funds-Vanguard REIT Index Fund has sole voting power with respect to 4,374,427 shares.
(6) Based on information provided in a Schedule 13G filed on February 13, 2014, Systematic Financial Management, L.P. has sole voting power with respect to 2,374,104 shares and sole dispositive power with respect to 4,009,037 shares.
(7) Based on information provided in a Schedule 13G/A filed on February 6, 2014, Columbia Wanger Asset Management, LLC has sole voting power with respect to 3,670,000 shares and sole dispositive power with respect to 3,865,000 shares. The shares reported by Columbia Wanger Asset Management, LLC include shares held by Columbia Acorn Trust, a Massachusetts business trust that is advised by Columbia Wanger Asset Management, LLC.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

The members of the Compensation Committee are Thomas D. Eckert, Chair, Michael A. Coke, Jonathan G. Heiliger and Frederic V. Malek, each of whom the Board has determined is independent in accordance with the NYSE listing standards and the Company's criteria. No Compensation Committee interlocks or insider participation on compensation decisions exist.

COMPENSATION COMMITTEE REPORT

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis section of this Proxy Statement with management and, based on such review and discussion, the Compensation Committee recommends that it be included in this Proxy Statement.

COMPENSATION COMMITTEE
Thomas D. Eckert, Chair
Michael A. Coke
Jonathan G. Heiliger
Frederic V. Malek

The Compensation Committee Report does not constitute "soliciting material" and shall not be deemed "filed" or incorporated by reference into any of our filings under the Securities Act of 1933 or the Securities Exchange Act of 1934 that might incorporate our SEC filings by reference, in whole or in part, except to the extent we specifically incorporate this information by reference.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

This compensation discussion and analysis describes the compensation program for 2013 for our named executive officers: Lammot J. du Pont, our Chairman of the Board of Directors; Hossein Fateh, our President and Chief Executive Officer; Jeffrey H. Foster, our Executive Vice President and Chief Financial Officer; Richard A. Montfort, Jr., our Executive Vice President, General Counsel and Secretary; Maria Kenny, our Senior Vice President, Finance and Treasurer, and Mark L. Wetzel, our former Executive Vice President, Chief Financial Officer and Treasurer.

Mr. Foster was appointed our Executive Vice President and Chief Financial Officer on November 8, 2013. Prior to that date, Mr. Foster served as our Chief Accounting Officer. Ms. Kenny was appointed our Senior Vice President, Finance and Treasurer on December 4, 2013. Prior to that date, Ms. Kenny served as our Senior Vice President, Finance and Acquisitions. Mark L. Wetzel, our former Executive Vice President, Chief Financial Officer and Treasurer, resigned his position in November 2013 and also is a named executive officer for 2013.

For 2013, Mr. du Pont's compensation consisted only of a $1.00 annual base salary and he did not participate in our 2013 short-term or long-term incentive compensation plans. Consequently, when discussing the compensation of our named executive officers in this Compensation Discussion and Analysis, we are discussing those named executive officers other than Mr. du Pont.

Executive Summary

The compensation program for our named executive officers is designed to encourage high performance, promote accountability and motivate our executives to achieve our business objectives, align their interests with those of our stockholders, and retain our named executive officers. The Compensation Committee views our operational and financial performance and the return to our stockholders as important considerations in its decisions regarding executive compensation.

Strong Operational and Financial Performance.

Our strong year operationally for 2013 was highlighted by the following accomplishments:

- We signed 5 leases and a pre-lease totaling nearly 16 megawatts, or MW, of available critical load, which resulted in our portfolio of 10 operating data center facilities being 94% leased at year-end;
- We commenced 14 leases totaling over 33 MW of available critical load, which resulted in the leases at our operating data center facilities being 94% commenced at year-end;
- We completed construction of ACC6 Phase II with 13 MW of available critical load and opened it 100% leased, which increased our capacity of operating data center space by 6%; and
- We lowered our average cost of debt by over 200 basis points and extended the average debt maturity of our outstanding debt by 3½ years by refinancing a significant portion of our then-outstanding indebtedness.

A strong year of new leases and lease commencements in 2013 resulted in solid growth in our revenues and operating income. The highlights of our 2013 financial performance are as follows:

- Our revenue grew to $375.1 million in 2013, an increase of $42.7 million, or 13%, over the prior year;
- Our operating income grew to $144.2 million in 2013, an increase of $32.3 million, or 29%, over the prior year;
- Our funds from operations, or FFO, excluding loss from early extinguishment of debt, or Normalized FFO, was $1.96 per share for 2013, an increase of $0.48 per share, or 32%, from the prior year; and
- Our adjusted funds from operations, or AFFO, was $1.87 per share for 2013, an increase of $0.58 per share, or 45%, from the prior year.

Our strong operational and financial performance in 2013 contributed to a total return to our stockholders in 2013 of 6.3%, as compared to 2.5% for the MSCI US REIT Index (commonly known as the RMS). The total return to our stockholders for 2012 was 2.2%. The total return to our stockholders for the three-year period ended December 31, 2013 was 26.3%, as compared to 31.2% for the MSCI US REIT Index.

For a reconciliation to GAAP of the non-GAAP financial measures used in this proxy statement, please refer to Attachment A at the end of this proxy statement.

CEO Compensation for 2013 Reflects Our Performance.

A significant portion of the compensation of our chief executive officer, or CEO, is tied to our performance, with 18% tied to our short-term cash incentive plan and 64% tied to our long-term equity plan. Given our strong performance in 2013, our

CEO's payout under our 2013 short-term incentive compensation plan exceeded his target amount by nearly 48%. Our Compensation Committee awarded our CEO long-term equity compensation in 2013 at the same target level for 2012, with one-half of his award being granted in stock units that will vest based on our performance over a 3-year period, and the other half of his award being granted in options to purchase our common stock that vest ratably over three years.

Design and Philosophy

Targeted Compensation is Largely Variable and Equity-Based. Our Compensation Committee believes that designating a significant portion of our CEO's targeted compensation as variable and equity-based encourages high performance, promotes accountability, motivates our CEO to achieve our business objectives and aligns his interests with those of our stockholders. Our CEO's 2013 targeted compensation was comprised of the following elements:



The Compensation Committee designs the targeted compensation of our other named executive officers with the same emphasis as that of our CEO and, for 2013, was comprised of the following elements:

Type of Compensation	Percent of 2013 Targeted Compensation
Annual Base Salary	27% to 41%
Annual Cash Incentive Compensation	16% to 22%
Performance-Vesting Stock Units	0% to 19%
Stock Options	14% to 22%
Restricted Stock	14% to 22%

Because we expect that the successful execution of our business objectives will result in increases in the value of our common stock over time, we believe that a significant portion of the compensation paid to our named executive officers should be closely aligned with our performance on both a short-term and long-term basis. As such, our executive compensation program includes incentive-based elements where the remuneration realized by each executive varies based on Company and individual performance. For short-term incentive compensation, we use annual cash awards that are targeted to reward the attainment of specific short-term objectives, and a portion of these awards are based on our annual FFO.

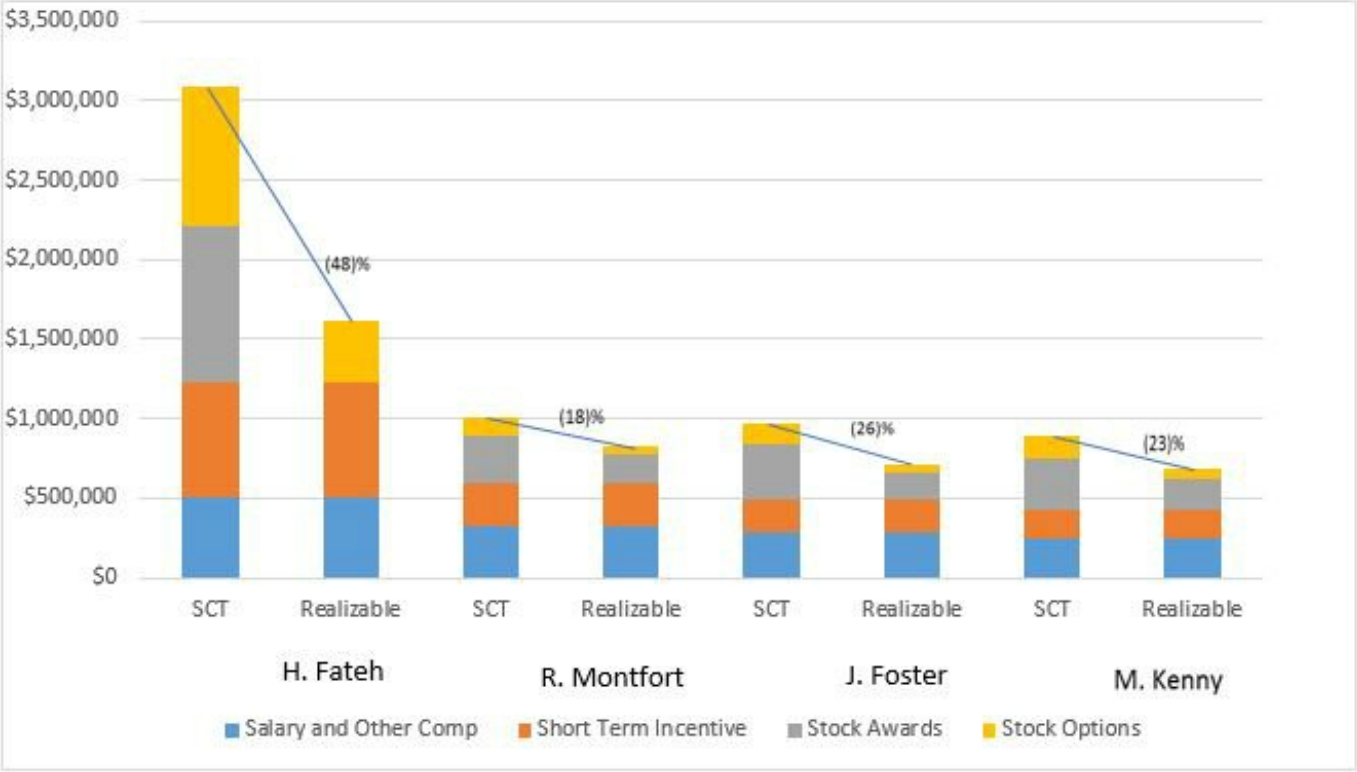
For long-term incentive compensation, we use equity-based awards that vest over time because we view our company-wide performance - as measured by our common stock price and dividends paid to our stockholders-as the relevant long-term metric, thus ensuring that a significant portion of each executive's compensation is tied to the long-term performance of our common stock. We allocate a portion of the these awards to restricted stock and options to purchase our common stock, which subjects our named executive officers to the downside risk of a decrease in the value of their compensation if the price of our common stock declines. We also allocate a portion of these awards to performance-based stock units that vest based on the performance of our common stock relative to the performance of a broad - based REIT stock index over a three-year performance period, which subjects our named executive officers to the downside risk of a decrease in the value of their compensation if the performance of our common stock does not match that of this REIT stock index over the performance period. For 2013, our CEO and executive vice presidents received performance-based stock units.

This design is intended to achieve our goals of encouraging high performance, promoting accountability and motivating our executives to achieve our business objectives and aligning their interests with those of our stockholders.

Reported Compensation Versus Pay Actually Realized.

When evaluating the pay for performance alignment of our executive compensation program, we believe it is important to look not only at grant date value of Stock Awards and Equity Awards in the Summary Compensation Table below, but also to consider the effect of stock price performance during the year on the value of those awards. The grant date values of equity awards in the Summary Compensation Table do not reflect changes in the stock price after the date of grant, which affect realizable pay.

The effect of the 2013 common stock price performance on equity awards granted to each named executive in February 2013 demonstrates an alignment between compensation and total stockholder returns as shown in the table below.



None of the Stock Awards or Stock Options referenced in the table above were scheduled to vest on or before December 31, 2013.

The value of Stock Awards in the table above represents (a) the value of unvested restricted stock awards using the closing price of our common stock on December 31, 2013, and (b) a hypothetical payout of performance-vesting stock units assuming that the three-year performance period ended on December 31, 2013. If the performance period were to have ended on that date, none of the performance-vesting stock units would have vested.

The value of Stock Options in the table above represents the intrinsic value of the stock option award using the closing price of our common stock on December 31, 2013.

Mr. Wetzel resigned his position as our Executive Vice President, Chief Financial Officer and Treasurer in November 2013. Consequently, he was not eligible to receive any short-term incentive compensation for 2013 and he forfeited all of the equity-based awards granted to him in 2013. Because Mr. Wetzel's realizable compensation for 2013 consisted only of base salary earned through the date of his resignation, we have not presented his Summary Compensation Table or realizable compensation information in the table above.

Advisory Vote on Executive Compensation. At our 2013 annual meeting of stockholders, we provided our stockholders with the opportunity to cast an advisory vote on 2012 executive compensation, and 99% of the stockholders who voted on the "say-on-pay" proposal supported the compensation of our executive officers. The Compensation Committee viewed this advisory vote as an expression by the stockholders of their general satisfaction with our executive compensation program and took this result into account by continuing to emphasize the goals and objectives underlying our executive compensation program.

Use of Comparator Group Data. The Compensation Committee uses compensation data from a comparator group of companies as an input in developing base salaries, annual short-term cash incentive targets and long-term equity incentive

awards for our named executive officers. Although compensation paid by other companies is an important consideration, it is not the primary factor in the Compensation Committee's decision-making process.

Our comparator group of companies is as follows:

Acadia Realty Trust	Equinix, Inc.
American Campus Communities, Inc.	Extra Space Storage, Inc.
BioMed Realty Trust, Inc.	First Potomac Realty Trust
Brandywine Realty Trust	Glimcher Realty Trust
CoreSite Realty Corporation	Healthcare Realty Trust, Inc.
Corporate Office Properties Trust	Lexington Realty Trust
Cousins Properties Incorporated	National Retail Properties, Inc.
DCT Industrial Trust Inc.	Pennsylvania Real Estate Investment Trust
Digital Realty Trust, Inc.	Saul Centers, Inc.
EastGroup Properties, Inc.	Tanger Factory Outlet Centers, Inc.
Entertainment Properties Trust	Washington Real Estate Investment Trust

The market position of the total direct targeted compensation of Mr. Fateh for 2013 was in the 60th percentile of the total direct compensation of the chief executive officers of our comparator group of companies. The market position of the total direct targeted compensation of our other named executive officers for 2013 ranged from slightly less than the median to slightly more than the 75th percentile of the total direct compensation of positions similar to those of our named executive officers.

The Compensation Committee reviews our comparator group of companies annually. For 2014 executive compensation determinations, the Compensation Committee made the following modifications to our comparator group of companies:

- CyrusOne, Inc. was added as a comparator company. CyrusOne is a data center real estate investment trust that became a publicly-traded company in 2013.

- Extra Space Storage, Inc. was removed as a comparator company, based on its size as measured by total capitalization and the difference between the lines of business of Extra Space Storage and us.

For 2014 executive compensation determinations, the market position of the total direct targeted compensation of Mr. Fateh for 2014 was less than the median of the total direct compensation of the chief executive officers of our comparator group of companies. The market position of the total direct targeted compensation of our other named executive officers for 2014 ranged from slightly less than the 25th percentile to slightly higher than the median of the total direct compensation of positions similar to those of our named executive officers.

Role of the Compensation Committee, Executive Officers and Consultants in Compensation Decisions.

The Compensation Committee is responsible for establishing, modifying and approving the compensation program for our named executive officers. Although the Compensation Committee has established our overall compensation philosophy and determines the compensation of our named executive officers, the Compensation Committee seeks recommendations from Messrs. du Pont and Fateh with respect to the performance of, and compensation decisions related to, the other named executive officers. The Compensation Committee believes it is valuable to consider these recommendations because, given their knowledge of our operations, the data center industry and the day-to-day responsibilities of our named executive officers, Messrs. du Pont and Fateh can provide the Compensation Committee with valuable insight into the performance of our named executive officers.

For the development of our 2013 compensation program, the Compensation Committee retained Towers Watson as its independent compensation consultant. Towers Watson provided us advisory services only with respect to executive compensation, and worked with management only at the request and under the direction of the Compensation Committee, and Towers Watson has no business or personal relationship with any member of the Compensation Committee.

Towers Watson reviewed the compensation components for our 2013 compensation program for our named executive officers and advised the Compensation Committee on the appropriateness of the components of the program, including our incentive and equity-based compensation plans. A representative of Towers Watson attended the Compensation Committee meetings at which the 2013 compensation program was discussed and developed, and made himself available to provide guidance to the Compensation Committee on other compensation issues as they arose.

At the request of the Compensation Committee, in connection with the development of the 2013 compensation program, Towers Watson reviewed the benchmarking data with respect to the comparator group of real estate and data center companies

that management had prepared at the direction of the Compensation Committee. Towers Watson also reviewed our process for determining the compensation decisions made with respect to, and the compensation awarded to, our named executive officers as compared to similarly-situated officers of our comparator group companies.

2013 Executive Compensation Decisions

Summary of Actions With Respect to CEO Compensation.

The Compensation Committee took the following action with respect to Mr. Fateh's 2013 compensation:

- increased his annual base salary by 3%, to $492,000;
- made no adjustments to his target awards under our short-term cash or long-term equity incentive plans; and
- amended and restated his employment agreement, effective on February 4, 2013, to eliminate the annual aircraft allowance for discretionary use that, prior to that time, Mr. Fateh had been receiving in lieu of an annual base salary, and replaced this allowance with an annual base salary.

Overview of 2013 Compensation. A summary of the primary elements of 2013 base, target and actual compensation with respect to each of our named executive officers is set forth in the table below.

		2013 Short-Term Incentive Compensation (STIC) Plan		2013 Long-Term Incentive Compensation (LTIC) Plan			
	Annual Base Salary	Target Opportunity	Actual Payout	Target Opportunity	Dollar Amount of Award	Total Targeted Compensation	Total of Annual Base Salary, STIC Plan Payout and LTIC Plan Awards
Mr. Fateh	$492,000	$492,000	$725,700	$1,750,000	$1,750,000	$2,734,000	$2,967,700
Mr. Foster[(1)]	$262,000	$131,000	$205,233	$250,000	$280,000	$643,000	$747,233
Mr. Montfort	$312,000	$187,200	$268,320	$350,000	$400,000	$849,200	$980,320
Ms. Kenny[(2)]	$241,000	$120,500	$180,750	$280,000	$280,000	$641,500	$701,750
Mr. Wetzel[(3)]	$355,000	$213,000	—	$750,000	$750,000	$1,318,000	$1,105,000

(1) Mr. Foster was appointed our Executive Vice President and Chief Financial Officer on November 8, 2013. Prior to that date, Mr. Foster served as our Chief Accounting Officer. In connection with his appointment as Executive Vice President and Chief Financial Officer, Mr. Foster's annual base salary was increased to $340,000, effective as of the date of his appointment.

(2) Ms. Kenny was appointed our Senior Vice President, Finance and Treasurer on December 4, 2013. Prior to that date, Ms. Kenny served as our Senior Vice President, Finance and Acquisitions. In connection with her appointment as Senior Vice President, Finance and Treasurer, Ms. Kenny's annual base salary was increased to $275,000, effective as of the date of her appointment.

(3) Mr. Wetzel resigned from his position as Executive Vice President, Chief Financial Officer and Treasurer in November 2013. The equity-based compensation awarded to Mr. Wetzel under the 2013 LTIC Plan was forfeited at the time of his resignation pursuant to the terms of those awards.

2013 Annual Base Salaries. For 2013, the Compensation Committee increased by approximately three percent the annual base salary of each of Mr. Fateh, to $492,000, Mr. Foster, to $262,000, Ms. Kenny to $241,000 and Mr. Wetzel, to $355,000. The Compensation Committee increased Mr. Montfort's annual base salary by approximately ten percent, to $312,000. The Compensation Committee believed that these increases were appropriate based on the compensation of comparable individuals in our comparator group of companies.

As discussed above, on February 4, 2013, we amended and restated Mr. Fateh's employment agreement to eliminate the annual aircraft allowance for discretionary use that Mr. Fateh had been receiving in lieu of an annual base salary. Effective February 4, 2013, the allowance was replaced with an annual base salary, as discussed further below.

In December 2013, the Compensation Committee increased the compensation of Mr. Foster in connection with his appointment as our Executive Vice President and Chief Financial Officer and increased the compensation of Ms. Kenny in connection with her appointment as our Senior Vice President, Finance and Treasurer. The Compensation Committee increased Mr. Foster's annual base salary to $340,000, effective as of the date of his appointment, and the Compensation Committee increased Ms. Kenny's annual base salary to $275,000, effective as of the date of her appointment.

2013 Short-Term Cash Incentive Compensation. In February 2013, the Compensation Committee adopted the 2013 Short-Term Incentive Compensation Plan (the "2013 STIC Plan") and established the performance objectives that applied to

the plan's participants, including each of our named executive officers. The 2013 STIC Plan provided for the payment of cash incentive awards to plan participants in early 2014 if, and to the extent that, certain performance objectives were achieved based on Company and individual participant performance during 2013.

Payments were determined using three variables: (i) the participant's annual incentive target opportunity, which is based on a percentage of the participant's annual base salary; (ii) actual performance compared with the performance objectives described below; and (iii) relative weightings for each of the performance objectives.

We established target opportunities under the 2013 STIC Plan for each named executive officer as a percentage of his or her annual base salary. To hold those employees with the highest levels of responsibility accountable for our performance, we varied incentive target opportunities under the 2013 STIC Plan in proportion with each named executive officer's role and responsibilities. For 2013, the Compensation Committee made no changes to the percentage of annual base compensation on which the target opportunities for our named executive officers were based. The 2013 cash incentive target opportunities for our named executive officers were as follows:

Name	Target Percentage of Salary
Mr. Fateh	100%
Mr. Foster	50%
Mr. Montfort	60%
Ms. Kenny	50%
Mr. Wetzel	60%

The Compensation Committee established the performance objectives under the 2013 STIC Plan as follows:

- For Mr. Fateh, our 2013 FFO and certain operational targets, each of which was weighted one-half; and
- For the other named executive officers, our 2013 FFO, weighted one-third, and certain operational targets specific to each participant, together with the Compensation Committee's discretion, which was weighted two-thirds.

For the FFO objective, the target was set at $1.84 per share, with a threshold set at $1.79 per share, as compared to the projected FFO guidance range for the full year 2013 of $1.76 to $1.90 per share that we announced in February 2013. Our actual Normalized FFO for 2013 of $1.96 per share resulted in a payout related to the FFO performance objective of 170% of target. Normalized FFO for 2013 is equal to our 2013 FFO of $1.46 per share plus loss on early extinguishment of debt in 2013 of $0.50 per share. The Compensation Committee believed that using Normalized FFO for purposes of the 2013 STIC Plan was appropriate as the refinancing of our Senior Notes due 2017 and other indebtedness was not contemplated when we established our 2013 guidance at the beginning of 2013 and, as discussed above, these refinancing transactions significantly reduced our cost of capital and extended our debt maturities. For a reconciliation of Normalized FFO to Net Income, please refer to Attachment A at the end of this proxy statement.

The operational targets for Mr. Fateh included objectives related to overall company performance, investor relations, strategic planning, financings, leasing, development and succession planning, each of which he substantially met or exceeded. Based on Mr. Fateh's performance for 2013, the Compensation Committee determined that his payout for the operational targets portion of his 2013 STIC Plan performance objectives should be 125%. When combined with the payout related to the FFO performance objective, Mr. Fateh received a total payout under the 2013 STIC Plan of 147.5% of his total targeted opportunity.

Mr. Foster's operational targets included objectives related to overall management of the accounting function of the Company, financial planning and budgeting, compliance, including with respect to the Sarbanes-Oxley Act of 2002, legislative activities, business development and personnel development, each of which he met or exceeded. Mr. Montfort's operational targets included objectives related to overall management of the legal function of the Company, leasing, financings, compliance, legislative activities and corporate governance, each of which he met or exceeded. Ms. Kenny's operational targets included objectives related to data center and product development, risk management and financings, each of which she met or exceeded. Because Mr. Foster, Mr. Montfort and Ms. Kenny met or exceeded each of their respective goals, the Compensation Committee established the payout to each of them for the operational targets and discretionary portion of the performance objectives between 130% and 150% of target.

Because Mr. Wetzel resigned his position in November 2013, he was not eligible for a payout under the 2013 STIC Plan.

2013 Long-Term Equity Compensation. In February 2013, the Committee adopted the 2013 Long-Term Incentive Compensation Plan (the "2013 LTIC Plan"), and approved equity-based incentive awards under the plan, including for each of our named executive officers.

To further the goal of aligning the interests of our named executive officers with those of our stockholders, the 2013 LTIC Plan includes stock units that vest based on the performance of our common stock compared to the performance of a broad-based REIT stock index (each, a "Performance Unit"), non-qualified options to purchase shares of our common stock and time vested restricted stock.

The Compensation Committee granted a portion of the 2013 LTIC Plan awards to our CEO and executive vice presidents in the form of Performance Units that vest on March 1, 2016 if our total stockholder return for the 3-year performance period beginning on January 1, 2013 meets or exceeds the return of the MSCI US REIT Index, and the participant remains employed by us through March 1, 2016.

The determination of the number of Performance Units that will vest is as follows:

- No Performance Units will vest if our total stockholder return is less than the return of the MSCI US REIT Index;
- All of the Performance Units will vest if our total stockholder return equals the return of the MSCI US REIT Index;
- Up to a maximum of 300% of the Performance Units will vest if our total stockholder return exceeds the return of the MSCI US REIT Index by 300 basis points; and
- Any calculated payout will be reduced by 50% if our total stockholder return is negative but exceeds the return of the MSCI US REIT Index.

The stock option grants and restricted stock awards vest ratably in three equal portions on each of March 1, 2014, 2015 and 2016, so long as the participant remains continuously employed by us from the date of the grant through the applicable vesting date.

The Compensation Committee's award under the 2013 LTIC Plan to Mr. Fateh was divided into two portions: one-half of the award was made in the form of stock options; and the other half of the award was made in the form of Performance Units, based on the Compensation Committee's desire to tie a substantial portion of Mr. Fateh's award to the performance of our common stock relative to the REIT industry.

For Mr. Foster and Ms. Kenny, one-half of the value of each of their respective awards was made in the form of stock options and the remaining half was made in the form of restricted stock. For Mr. Montfort and Mr. Wetzel, one-third of the value of each of their respective awards was made in the form of restricted stock, one-third was made in the form of non-qualified stock options, and one-third was made in the form of Performance Units, based on the Compensation Committee's desire to tie a significant portion of equity awards made to each of them to the performance of our common stock relative to the REIT industry. Mr. Wetzel forfeited each of these awards at the time of his resignation in November 2013 pursuant to the terms of the awards.

For the 2013 LTIC Plan, the Compensation Committee did not adjust the targeted dollar-denominated amounts for any of the named executive officers. The Compensation Committee, however, granted Mr. Foster an above-target award with a dollar-denominated value of $30,000, in the form of additional shares of restricted stock, in recognition of Mr. Foster's performance in 2012. The Compensation Committee also granted Mr. Montfort an above-target award with a dollar-denominated value of $50,000, in the form of additional shares of restricted stock, in an effort to bring his targeted long-term compensation closer to the median of the total direct compensation of the comparable executive officers of our comparator group of companies. The terms of these additional restricted stock awards are identical to the other awards of restricted stock under the 2013 LTIC Plan. These 2013 LTIC Plan awards yielded the number of shares of restricted stock, stock options and Performance Units set forth in the table below.

	2013 Long-Term Incentive Compensation Plan				
	Target Opportunity	Dollar Amount of Award	Restricted Stock (#)	Stock Options (#)	Performance Stock Units (#)
Mr. Fateh	$1,750,000	$1,750,000	—	184,211	38,479
Mr. Foster	$250,000	$280,000	6,817	26,316	—
Mr. Montfort	$350,000	$400,000	7,330	24,562	5,131
Ms. Kenny	$280,000	$280,000	6,157	29,474	—
Mr. Wetzel[1]	$750,000	$750,000	10,994	52,632	10,994

(1) Mr. Wetzel forfeited each of these awards at the time of his resignation in November 2013 pursuant to the terms of the awards.

The number of stock options granted was based on the value of each option, which was determined using the Black Scholes valuation model. The exercise price of each option is $22.62, the closing price of our common stock on the grant date. The number of shares of restricted stock and Performance Units awarded was based on the average of the opening and closing price of our common stock on the date of grant, which was $22.74.

As discussed above, in December 2013, the Compensation Committee increased the compensation of Mr. Foster in connection with his appointment as our Executive Vice President and Chief Financial Officer and increased the compensation of Ms. Kenny in connection with her appointment as our Senior Vice President, Finance and Treasurer. As part of these actions, on December 4, 2013, the Compensation Committee awarded Mr. Foster 8,728 shares of restricted common stock and awarded Ms. Kenny 7,637 shares of restricted common stock. These awards are subject to forfeiture until they vest, and are scheduled to vest ratably over a period of three years, on December 1, 2014, December 1, 2015 and December 1, 2016. The grant date fair value of each of these awards is reflected under the "Stock Awards" column of the Summary Compensation Table below.

2014 Executive Compensation Decisions

Increased Emphasis on Performance-Based Compensation. For 2014, the Compensation Committee increased the percentage of each named executive officer's targeted compensation that is performance-based, as compared to the percentage in prior year's compensation plans. The Compensation Committee accomplished this goal with adjustments to each named executive officer's long-term equity and short-term cash incentive compensation.

For 2014, the Compensation Committee increased the percentage of each named executive officer's equity compensation awarded as Performance Units. As discussed below, for 2014, Mr. Fateh's entire equity award is in the form of Performance Units, as compared to 2013 when one-half of his equity award was in the form of Performance Units. With this change, nearly two-thirds of Mr. Fateh's total targeted compensation is now in the form of Performance Unit awards. Also, for 2014, one-half of the equity awards of each of the other named executive officers is in the form of Performance Units. With this change, over 20% of the total targeted compensation of each of Mr. Foster, Mr. Montfort and Ms. Kenny is now in the form of Performance Unit awards.

The Compensation Committee added a new performance metric to our 2014 short-term incentive compensation plan. Under this plan, one-quarter of each named executive officer's short-term incentive compensation will be based on the growth of our adjusted funds from operations ("AFFO") for 2014 as compared to the growth of AFFO for selected comparator companies (the "AFFO Growth Objective"). AFFO is a supplemental metric used by our management team and Board of Directors to evaluate our operating performance, but, unlike Normalized FFO, it excludes a number of non-cash items that we believe are not reflective of our core business and operations, including straight-line revenue, compensation paid with shares of our common stock, below market lease amortization net of above market lease amortization, non-real estate depreciation and amortization, and amortization of deferred financing costs, improvements to real estate and capitalized leasing commissions. The Compensation Committee believes that tying payouts under our short-term incentive compensation plan to the growth of our AFFO relative to the growth of AFFO of a number of our comparator companies furthers the goal of compensating our named executive officers based on Company performance.

Modification to Mr. du Pont's Compensation. For 2014, the Compensation Committee increased Mr. du Pont's annual compensation from $1.00 to an amount equal to that paid to independent members of the our Board, which currently consists of an annual cash payment of $40,000 and an annual award of the our common stock with a value of $40,000. This compensation will be paid to Mr. du Pont at the same time as we make similar payments to the independent members of our Board, which in the past has been following our annual meeting of stockholders held in May of each year. Because Mr. du Pont is not a

participant in either our short-term or long-term incentive compensation plans for 2014, the discussion below of 2014 executive compensation decisions relates to our named executive officers other than Mr. du Pont.

Overview of 2014 Compensation. A summary of the primary elements of 2014 base and target compensation with respect to each of our named executive officers is set forth in the table below.

	Annual Base Salary	2014 Short-Term Incentive Compensation Plan Target Opportunity	2014 Long-Term Incentive Compensation Plan Target and Dollar Amount of Award		Total Targeted Compensation
			Target Opportunity	Dollar Amount of Award	
Mr. Fateh	$506,760	$506,760	$1,750,000	$1,750,000	$2,763,520
Mr. Foster	$340,000	$204,000	$500,000	$500,000	$1,044,000
Mr. Montfort	$327,600	$196,560	$350,000	$350,000	$874,160
Ms. Kenny	$275,000	$137,500	$350,000	$350,000	$762,500

2014 Annual Base Salaries. For 2014, the Compensation Committee increased by approximately three percent the annual base salary of Mr. Fateh, to $506,760, and increased Mr. Montfort's annual base salary by approximately five percent, to $327,600. As discussed above, in December 2013, the Compensation Committee increased Mr. Foster's annual base salary to $340,000 and Ms. Kenny's annual base salary to $275,000 in connection with the appointment to their respective positions. The Compensation Committee believed that these increases were appropriate based on the compensation of comparable individuals in our comparator group of companies.

2014 Short-Term Cash Incentive Compensation. In February 2014, the Compensation Committee adopted the 2014 Short-Term Incentive Compensation Plan (the "2014 STIC Plan") and established the performance objectives that will apply to the plan's participants, including each of our named executive officers. The 2014 STIC Plan provides for the payment of cash incentive awards to plan participants in early 2015 if, and to the extent that, certain performance objectives are achieved based on Company and individual participant performance during 2014.

As with the 2013 STIC Plan, payments, if made, will be determined using three variables: (i) the participant's annual incentive target opportunity, which is based on a percentage of the participant's annual base salary; (ii) actual performance compared with the performance objectives described below; and (iii) relative weightings for each of the performance objectives.

The Compensation Committee made no changes to the percentage of annual base compensation on which the target opportunities for our named executive officers are based, except that the Compensation Committee increased Mr. Foster's target opportunity to 60% of his annual base salary in connection with his appointment as our Executive Vice President and Chief Financial Officer.

The Compensation Committee established the performance objectives under the 2014 STIC Plan for each executive officer as follows:

- One-half of the payout shall be based on our FFO;
- One-quarter of the payout shall be based on the AFFO Growth Objective; and
- One-quarter shall be based on the achievement of individual goals and objectives.

2014 Long-Term Equity Compensation. In February 2014, the Committee adopted the 2014 Long-Term Incentive Compensation Plan (the "2014 LTIC Plan"), and approved equity-based incentive awards under the plan, including for each of our named executive officers. The 2014 LTIC Plan includes Performance Unit awards and time-vested restricted stock.

The Performance Units vest on March 1, 2017, but only if the participant remains employed by us on March 1, 2017 and:

- With respect to one-half of each Performance Unit award, our total stockholder return for the 3-year performance period beginning on January 1, 2014 meets or exceeds the return of the MSCI US REIT Index; and
- With respect to the remaining half of each Performance Unit award, our total stockholder return for the three-year performance period beginning on January 1, 2014 meets or exceeds the return of an index of publicly-traded data center companies.

With respect to the portion of the Performance Unit award measured against the performance of the MSCI US REIT Index, the determination of the number of Performance Units that will vest is as follows:

- No Performance Units will vest if our total stockholder return is less than the return of the MSCI US REIT Index;
- All of the Performance Units will vest if our total stockholder return equals the return of the MSCI US REIT Index;
- Up to a maximum of 300% of the Performance Units will vest if our total stockholder return exceeds the return of the MSCI US REIT Index by 300 basis points; and
- Any calculated payout will be reduced by 50% if our total stockholder return is negative but exceeds the return of the MSCI US REIT Index.

With respect to the other half of the Performance Unit award, the performance of our common stock will be measured against the performance of the common stock of CoreSite Realty Corporation, CyrusOne Inc., Digital Realty Trust Inc., Equinix, Inc. and QTS Realty Trust, Inc., with the return determined using a weighted average based on the market capitalization of each company. The determination of the number of Performance Units that will vest is as follows:

- No Performance Units will vest if our total stockholder return is less than the return of these data center companies;
- All of the Performance Units will vest if our total stockholder return equals the return of these data center companies;
- Up to a maximum of 300% of the Performance Units will vest if our total stockholder return exceeds the return of these data center companies by 300 basis points; and
- Any calculated payout will be reduced by 50% if our total stockholder return is negative but exceeds the return of these data center companies.

The restricted stock awards vest ratably in three equal portions on each of March 1, 2015, 2016 and 2017, so long as the participant remains continuously employed by us from the date of the grant through the applicable vesting date.

Mr. Fateh's entire award under the 2014 LTIC Plan was in the form of Performance Units, based on the Compensation Committee's desire to tie his entire equity award, and a substantial portion of his total targeted compensation, to the performance of our common stock relative to the REIT industry and publicly-traded data center companies.

For each of Mr. Foster, Mr. Montfort and Ms. Kenny, one-half of their respective award was made in the form of restricted stock and the other half of the award was made in the form of Performance Units, based on the Compensation Committee's desire to tie a significant portion of awards made to these executive officers to the performance of our common stock relative to the REIT industry and publicly-traded data center companies.

For the 2014 LTIC Plan, the Compensation Committee did not adjust the targeted dollar-denominated amounts for any of the named executive officers, except that the Compensation Committee increased Mr. Foster's target opportunity to $500,000 and increased Ms. Kenny's target opportunity to $350,000 in connection with their appointment to their respective positions. These 2014 LTIC Plan awards yielded the number of shares of restricted stock, stock options and Performance Units set forth in the table below.

	2014 Long-Term Incentive Compensation Plan			
	Target Opportunity	Dollar Amount of Award	Restricted Stock (#)	Performance Stock Units (#)
Mr. Fateh	$1,750,000	$1,750,000	—	68,413
Mr. Foster	$500,000	$500,000	9,774	9,774
Mr. Montfort	$350,000	$350,000	6,842	6,842
Ms. Kenny	$350,000	$350,000	6,842	6,842

The number of shares of restricted stock and Performance Units awarded was based on the average of the opening and closing price of our common stock on the date of grant, which was $25.58.

Stock Ownership Guidelines

Although our named executive officers as a group, and Messrs. du Pont and Fateh in particular, have significant ownership interests in us (see "Security Ownership of Directors and Executive Officers" above), our Corporate Governance Guidelines include stock ownership guidelines for all of our named executive officers. Our Board of Directors believes ownership by our named executive officers of a meaningful financial stake in our Company serves to align their interests with those of our stockholders. Our guidelines require that each of our named executive officers hold shares of our common stock with an aggregate value equal to the greater of (a) $250,000, or (b) a multiple of his or her base compensation, as set forth in the following table:

Title	Minimum Holding Requirement (multiple of base salary)
Chairman of the Board and Chief Executive Officer	5 times
Chief Financial Officer	2 times
Other Named Executive Officers	1 time

Eligible shares and share equivalents counted toward ownership include:

- Common stock beneficially owned directly or indirectly (e.g., by a spouse or a trust);
- Preferred stock beneficially owned directly or indirectly;
- Time vested restricted stock or stock units (or similar securities);
- OP units beneficially owned directly or indirectly; and
- Intrinsic value of vested, unexercised stock options and unearned performance shares of common stock.

As of the date of this proxy statement, each of our named executive officers met the applicable stock ownership guidelines.

Benefits Upon Termination of Employment and Change in Control

We have entered into employment or severance agreements with each of our named executive officers, which provide that each executive is entitled to certain compensation if his or her employment is terminated without cause or he resigns for good reason, including a termination of employment in connection with a change in control of us, or if his or her employment is terminated as a result of his or her death or disability. The compensation that a named executive officer may receive includes a cash payment, the vesting and acceleration of certain equity awards and the continuation of certain health benefits for a specified period of time. Under the terms of each of these agreements, a named executive officer is not entitled to any severance benefits upon the occurrence of a change in control of us, unless, in connection with the event that results in a change in control of us, his or her employment is terminated without cause or he resigns his position for good reason.

These arrangements are designed to, among other things, increase the willingness of each of our named executive officers to remain employed with us notwithstanding the employment uncertainties related to a possible change in control of us. Although the Compensation Committee considers the total estimated value a named executive officer would realize upon termination in connection with a change in control or other qualifying termination event, the Compensation Committee does not principally rely upon that information in deciding the elements of annual compensation for our named executive officers. Rather, the retention of these named executive officers and their continued focus and objectivity during a potential change in control is the primary purpose of these severance arrangements, while retention and motivation to achieve performance goals in a normal operating environment are the principal factors considered by the Compensation Committee in establishing elements of annual compensation.

The terms of the agreements that govern the equity-based awards granted to our employees under our incentive compensation plans, including awards granted to our named executive officers, provide that unvested shares vest automatically upon the occurrence of a change in control of us, which reflects the belief of the Compensation Committee that our employees, whose work has contributed to our value, should share in the consideration paid for our Company in a transaction that results in a change in control of us and realize their equity-based compensation if our stockholders no longer control our Company. For additional information regarding the benefits to which a named executive officer is entitled upon termination of his or her

employment, including in connection with a change in control of us, see "-Potential Payments Upon Termination or Change in Control" below.

None of our named executive officers are entitled to any "gross up" payments, including a gross-up of severance payment received in connection with a termination of employment following a change in control of us to the extent any portion of a severance payment is deemed to be a "parachute payment" subject to parachute payment excise taxes under Section 280G of the Internal Revenue Code.

Other Elements of Compensation

Retirement Savings. All employees are eligible to participate in our 401(k) Retirement Savings Plan, or 401(k) Plan. We provide this plan to help employees save a portion of their cash compensation for retirement on a tax-deferred basis. Under the 401(k) Plan, employees are eligible to defer a portion of their salary, and we, in our discretion, may make a matching contribution and/or a profit sharing contribution. Currently, we match 50% of each participant's contributions up to 8% of his or her eligible compensation. We do not offer defined benefit pension or supplemental executive retirement plans to any of our employees, including our named executive officers.

Health and Welfare Benefits. Our compensation program includes a comprehensive array of health and welfare benefits. Our named executive officers participate in the same benefit programs, plans and arrangements that are provided to all of our full-time employees. We pay all of the costs for some of these benefit plans, and participants contribute a portion of the cost for other benefit plans.

Summary Compensation Table

The table below sets forth the actual and annual base salary and other compensation payable to each of our named executive officers during 2013, 2012 and 2011.

Name and Principal Position (a)	Year (b)	Salary (c)	Stock Awards (e)	Option Awards (f)	Non-Equity Incentive Plan Compensation (g)	All Other Compensation (i)	Total (j)
Lammot J. du Pont	2013	$1	—	—	—	—	$1
Chairman of the Board	2012	$1	—	—	—	—	$1
	2011	$212,354	—	$1,150,003	$229,333	$8,676	$1,600,366
Hossein Fateh	2013	$358,197	$984,678	$875,002	$725,700	$147,487	$3,091,064
President and Chief	2012	$1	$1,097,562	$875,002	$454,100	$460,483	$2,887,148
Executive Officer	2011	$1	—	$2,200,000	$525,867	$478,427	$3,204,295
Jeffrey H. Foster	2013	$272,800	$355,021	$125,001	$205,233	$10,704	$968,759
Executive Vice President	2012	$254,000	$125,019	$125,000	$138,853	$10,504	$653,376
and Chief Financial	2011	$247,000	$125,011	$125,002	$131,733	$8,754	$637,500
Officer							
Richard A. Montfort	2013	$312,000	$297,986	$116,670	$268,320	$10,704	$1,005,680
Executive Vice	2012	$284,000	$463,063	$116,669	$176,080	$10,504	$1,050,316
President, General	2011	$268,000	$150,004	$150,006	$151,867	$10,304	$730,181
Counsel and Secretary							
Maria Kenny[1]	2013	$243,354	$315,012	$140,002	$180,750	$9,254	$888,372
Senior Vice President,							
Finance and Treasurer							
Mark L. Wetzel[2]	2013	$309,942	$531,340	$250,002	—	$10,704	$1,101,988
Former Executive Vice	2012	$345,000	$563,616	$250,001	$213,900	$10,504	$1,383,021
President, Chief Financial	2011	$335,000	$425,019	$425,007	$221,100	$8,290	$1,414,416
and Treasurer							

(1) Compensation for Ms. Kenny is provided only for 2013 because she was not a named executive officer in either 2011 or 2012.

(2) Mr. Wetzel resigned his position with us in November 2013.

The following discussion provides additional information regarding the figures in table above.

Salary (Column (c))

For Mr. Fateh, the amount reported for salary for 2013 represents amounts paid following February 4, 2013, when we amended and restated his employment agreement to eliminate, and replaced with an annual base salary, the annual aircraft allowance for discretionary use that Mr. Fateh had been receiving in lieu of an annual base salary.

Prior to February 4, 2013, the terms of Mr. Fateh's employment agreement provided for (a) an annual base salary of $1.00 and (b) in lieu of an annual base salary, an annual aircraft allowance toward the use of a company-chartered aircraft for his personal travel. For 2013, the amount of this allowance was $492,000 and, for the period from January 1, 2013 to February 4, 2013, we paid $133,803 of this amount to an aircraft charter company in connection with our procurement of an aircraft for Mr. Fateh's personal travel. This amount appears in the "All Other Compensation" column of this table. As of February 4, 2013, pursuant to the terms of Mr. Fateh's amended and restated employment agreement, the $358,197 balance of the allowance was paid to Mr. Fateh as base salary, in regular two-week intervals over the remainder of the year pursuant to our standard payroll practices.

For 2012, the amount of this allowance was $478,000, $455,000 of which we paid to an aircraft charter company in connection with our procurement of an aircraft for Mr. Fateh's personal travel. This amount appears in the "All Other Compensation" column of this table. Mr. Fateh forfeited the unused allowance pursuant to the terms of his then-existing employment agreement. For 2011, the amount of this allowance was $464,000, and appears in the "All Other Compensation" column to this table. See "-All Other Compensation (Column (i))," "-Narrative to Summary Compensation and Grants of Plan-Based Awards Tables" and "Certain Relationships and Related Transactions" below for additional information.

Stock Awards (Column (e))

The amounts reported in the "Stock Awards" column represent the aggregate grant date fair value of all shares granted to our named executive officers during the applicable fiscal year, calculated in accordance with FASB ASC Topic 718.

For 2013, the amount reported for Mr. Fateh represents the Performance Units awarded to him in connection with the 2013 LTIC Plan, the amount disclosed for each of Mr. Montfort and Wetzel represents the Performance Units and the shares of restricted stock awarded to each of them in connection with the 2013 LTIC Plan, and the amount disclosed for Mr. Foster and Ms. Kenny represents the shares of restricted stock awarded to each of them in connection with the 2013 LTIC Plan and shares of restricted stock awarded to each of them in December 2013 by the Compensation Committee in connection with their respective appointments to new positions. No other shares were awarded to any of our named executive officers during 2013. See "-Compensation Discussion and Analysis-2013 Executive Compensation Decisions-2013 Long-Term Equity Compensation" above for a discussion of the 2013 LTIC Plan.

The assumptions used in determining the grant date fair value of the Performance Units and shares of restricted stock are set forth in Note 12 to our financial statements contained in our Annual Report on Form 10-K for the fiscal year ended December 31, 2013.

The grant date fair value of the Performance Unit awards, assuming that we achieve the highest level of performance is as follows: Mr. Fateh - $2,625,037; Mr. Montfort - $350,037; and Mr. Wetzel - $750,011. Mr. Wetzel forfeited each of these Stock Awards at the time of his resignation in November 2013 pursuant to the terms of the awards.

Option Awards (Column (f))

The amounts reported in the "Option Awards" column represent the aggregate grant date fair value of all options granted to our named executive officers during the applicable fiscal year, calculated in accordance with FASB ASC Topic 718.

For 2013, the amounts reported for each named executive officer represent the options granted to him or her in connection with the 2013 LTIC Plan. No other options were granted to any of our named executive officers during 2013. See "-Compensation Discussion and Analysis-2013 Executive Compensation Decisions-2013 Long-Term Equity Compensation" above for a discussion of the 2013 LTIC Plan.

The assumptions used in determining the grant date fair value of the options are set forth in Note 12 to our financial statements contained in our Annual Report on Form 10-K for the fiscal year ended December 31, 2013.

Mr. Wetzel forfeited each of these Stock Options at the time of his resignation in November 2013 pursuant to the terms of the award.

Non-Equity Incentive Plan Compensation (Column (g))

The amounts reported in the "Non-Equity Incentive Plan Compensation" column represent the cash payouts to our named executive officers pursuant to the applicable short-term incentive compensation plan. See "-Compensation Discussion and Analysis-2013 Executive Compensation Decisions-2013 Short-Term Cash Incentive Compensation" above for a discussion of the 2013 STIC Plan.

All Other Compensation (Column (i))

For each named executive officer, the amounts reported in the "All Other Compensation" column includes amounts contributed by us under our 401(k) Plan and for life insurance premiums paid by us. For Mr. du Pont, Mr. Foster, Mr. Montfort and Ms. Kenny, these amounts consist solely of 401(k) Plan matching contributions and life insurance premiums.

For Mr. Fateh, the amounts reported in the "All Other Compensation" column consist of amounts that we paid to an aircraft charter company in connection with our procurement of an aircraft for Mr. Fateh's personal travel, pursuant to the terms of his then-existing employment agreement, amounts that we paid to vendors or reimbursed Mr. Fateh for parking at our headquarters facility or other automobile-related expenses, amounts contributed by us under our 401(k) Plan and amounts paid by us for life insurance premiums. As discussed in "-Compensation Discussion and Analysis" above, on February 4, 2013, we amended and restated Mr. Fateh's employment agreement to eliminate this aircraft allowance.

A summary of the amounts reported for Mr. Fateh in the "All Other Compensation" column is as follows:

- For 2013, $133,803 paid to an aircraft charter company in connection with our procurement of an aircraft for Mr. Fateh's personal travel and an aggregate of $13,684 of amounts contributed by us under our 401(k) Plan, parking and other automobile-related expenses and life insurance premiums paid by us;

- For 2012, $455,000 paid to an aircraft charter company in connection with our procurement of an aircraft for Mr. Fateh's personal travel and an aggregate of $5,483 of parking and other automobile-related expenses paid by us; and

- For 2011, $464,000 paid to an aircraft charter company in connection with our procurement of an aircraft for Mr. Fateh's personal travel and an aggregate of $14,427 of amounts contributed by us under our 401(k) Plan, parking and other automobile-related expenses and life insurance premiums paid by us.

In addition to the amounts set forth in the "All Other Compensation" column, Mr. Fateh received payments from a charter company related to such company's leasing of Mr. Fateh's aircraft to us in connection with his personal travel. See "Certain Relationships and Related Transactions" below. Mr. Fateh also received certain indirect tax benefits in connection with the annual aircraft allowance provided to him pursuant to his employment agreement.

Grants of Plan-Based Awards

The table below summarizes awards under our short-term cash incentive plan and awards of restricted stock, stock options and Performance Units to our named executive officers in 2013.

		Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units	All Other Option Awards: Number of Securities Underlying Options	Exercise or Base Price of Option Awards	Grant Date Fair Value of Stock and Option Awards
Name (a)	Grant Date (b)	Threshold ($) (c)	Target ($) (d)	Maximum ($) (e)	Threshold # (f)	Target # (g)	Maximum # (h)	(#) (i)	(#) (j)	($/Sh) (k)	($) (l)
Mr. du Pont	—	—	—	—	—	—	—	—	—	—	—
Mr. Fateh	2/21/2013	246,000	492,000	984,000							
	2/21/2013				19,239	38,479	115,437				984,678
	2/21/2013								184,211	22.62	875,002
Mr. Foster	2/21/2013	65,500	131,000	262,000							
	2/21/2013							6,817			155,019
	2/21/2013								26,316	22.62	125,001
	12/4/2013							8,728			200,002
Mr. Montfort	2/21/2013	93,600	187,200	374,400							
	2/21/2013				2,565	5,131	15,393				131,302
	2/21/2013							7,330			166,684
	2/21/2013								24,562	22.62	116,670
Ms. Kenny	2/21/2013	60,250	120,500	241,000							
	2/21/2013							6,157			140,010
	2/21/2013								29,474	22.62	140,002
	12/4/2013							7,637			175,002
Mr. Wetzel	2/21/2013	106,500	213,000	426,000							
	2/21/2013				5,497	10,994	32,982				281,336
	2/21/2013							10,994			250,004
	2/21/2013								52,632	22.62	250,002

The following discussion provides additional information regarding the figures in table above.

Estimated Future Payouts Under Non-Equity Incentive Plan Awards (Columns (c), (d) and (e))

The amounts represent the awards made under our 2013 STIC Plan in February 2013 as described under "-Compensation Discussion and Analysis-2013 Executive Compensation Decisions-2013 Short-Term Cash Incentive Compensation" above. Actual payments under these awards have been determined and paid and are set forth in the "Non-Equity Incentive Plan Compensation" column of the Summary Compensation Table above.

Estimated Future Payouts Under Equity Incentive Plan Awards (Columns (f), (g) and (h))

The awards represent Performance Units granted in February 2013 under our 2013 LTIC Plan. These awards have a three-year performance period that commenced on January 1, 2013. A description of the terms of the Performance Unit awards appears at "-Compensation Discussion and Analysis-2013 Executive Compensation Decisions-2013 Long-Term Equity Compensation" above. The grant date fair value of these awards is included in the "Stock Awards" column of the Summary Compensation Table above.

All Other Stock Awards: Number of Shares of Stock or Units (Column (i))

The February 21, 2013 awards represent shares of restricted stock granted under our 2013 LTIC Plan. These shares are subject to forfeiture until they vest and will vest ratably in three equal portions on each of March 1, 2014, 2015 and 2016. The December 4, 2013 awards represent shares of restricted stock granted to Mr. Foster in connection with his appointment as our Executive Vice President and Chief Financial Officer and to Ms. Kenny in connection with her appointment as our Senior Vice President, Finance and Treasurer. These shares are subject to forfeiture until they vest and will vest ratably in three equal portions on each of December 1, 2014, 2015 and 2016. The grant date fair value of all of these awards are included in the "Stock Awards" column of the Summary Compensation Table above.

All Other Option Awards: Number of Securities Underlying Options (Column (j))

These awards represent stock options granted in February 2013 under our 2013 LTIC Plan. These options have a term of ten years from the grant date and vest ratably in three equal portions on each of March 1, 2014, 2015 and 2016. The grant date fair value of these awards is set forth in the "Option Awards" column of the Summary Compensation Table above.

Narrative to Summary Compensation and Grants of Plan-Based Awards Tables

Employment, Severance and Non-Disclosure, Assignment and Non-Solicitation Agreements

As discussed above, we have entered into employment or severance agreements, as applicable, and non-disclosure, assignment and non-solicitation agreements, with each of our named executive officers. The term of Mr. Fateh's Third Amended and Restated Employment Agreement expires on December 1, 2014 and does not provide for any automatic renewal or extension. Each of the agreements with the other named executive officers has an initial term of three years and, upon expiration, provides for an extension for an additional one-year term, unless one party provides notice that it does want to extend the term. We believe that the agreements benefit us by helping to retain these named executive officers and by allowing them to focus on their duties without the distraction of the concern for their personal situations in the event of a possible change in control of our Company.

The material terms of these agreements are as follows:

- Minimum base salary-$1.00 of annual base salary in the case of Mr. du Pont, $478,000 of annual base salary in the case of Mr. Fateh, and $275,000 of annual base salary in the case of Mr. Wetzel; the agreements with Mr. Foster, Mr. Montfort and Ms. Kenny do not provide for a minimum base salary;
- Annual short-term compensation eligibility based on criteria determined by the Compensation Committee-the agreements with Messrs. du Pont, Fateh, Foster and Montfort and Ms. Kenny do not provide for a minimum target short-term compensation opportunity; Mr. Wetzel's employment agreement set forth a target opportunity of 60% of annual base salary and a maximum opportunity of 120% of annual base salary;
- Eligibility to participate in our long-term incentive plan (see "-Compensation Discussion and Analysis" above for additional information);
- Severance payments under various employment termination scenarios (see "-Potential Payments Upon Termination or Change in Control" below for additional information);
- Eligibility to participate in our benefit plans that may be available to other senior executives generally, on the same terms as may be applicable to such other senior executives (see "-Compensation Discussion and Analysis" above for additional information);
- Covenants not to compete with us (see "-Potential Payments Upon Termination or Change in Control" below for additional information); and
- Indemnification from certain claims during the performance of their duties.

Components of Compensation

For 2011 through 2013, each of our named executive officers received an annual base salary or other base compensation and participated in our short-term and long-term incentive compensation plans for the applicable year, except for Mr. du Pont, who does not participate in our short-term or long-term incentive plans. See "-Compensation Discussion and Analysis" above.

All other compensation provided to our named executive officers generally was based on the personal, retirement, and health and welfare benefits. As discussed above, in 2011, 2012 and 2013 (until February 4, 2013), Mr. Fateh received an aircraft allowance under his employment agreement. On February 4, 2013, we amended and restated Mr. Fateh's employment agreement to eliminate this annual aircraft allowance.

Outstanding Equity Awards at Fiscal Year End

The following table lists the equity-based awards held by each of our named executive officers shares as of December 31, 2013, which consist of: vested and unvested stock options, shares of unvested restricted stock and the market value of these shares, and unvested Performance Shares and an assumed payout value. No discount has been taken to reflect risk of forfeiture or restrictions on transferability.

	Option Awards				Stock Awards			
Name (a)	Number of Securities Underlying Unexercised Options (#) Exercisable (b)	Number of Securities Underlying Unexercised Options (#) Unexercisable (c)	Option Exercise Price ($) (e)	Option Expiration Date (f)	Number of Shares or Units or Stock That Have Not Vested (#) (g)	Market Value of Shares or Units of Stock That Have Not Vested ($) (h)	Equity incentive plan awards: number of unearned shares, units or other rights that have not vested (#) (i)	Equity incentive plan awards: market or payout value of unearned shares, units or other rights that have not vested ($) (j)
Mr. du Pont	231,482	—	5.06	2/26/2019				
	55,556	—	19.89	2/25/2020				
	103,885	51,942 (1)	23.79	2/24/2021				
Mr. Fateh	327,963	—	5.06	2/26/2019			77,317(7)	1,910,503
	97,223	—	19.89	2/25/2020				
	198,736	99,367 (1)	23.79	2/24/2021				
	50,375	100,748 (2)	22.57	2/23/2022				
	—	184,211 (3)	22.62	2/21/2023				
Mr. Foster	10,576	—	5.06	2/26/2019	21,006 (4)	519,058		
	13,889	—	19.89	2/25/2020				
	11,292	5,646 (1)	23.79	2/24/2021				
	7,197	14,392 (2)	22.57	2/23/2022				
	—	26,316 (3)	22.62	2/21/2023				
Mr. Montfort	16,667	—	19.89	2/25/2020	18,815 (5)	464,919	10,310(8)	254,760
	13,551	6,775 (1)	23.79	2/24/2021				
	6,717	13,433 (2)	22.57	2/23/2022				
	—	24,562 (3)	22.62	2/21/2023				
Ms. Kenny	61,729	—	5.06	2/26/2019	19,909 (6)	491,951		
	15,556	—	19.89	2/25/2020				
	12,648	6,323 (1)	23.79	2/24/2021				
	8,060	16,120 (2)	22.57	2/23/2022				
	—	29,474 (3)	22.62	2/21/2023				
Mr. Wetzel	13,889	—	19.89	2/10/2014				
	36,693	—	23.79	2/10/2014				
	14,393	—	22.57	2/10/2014				

(1) Unexercisable options vest on March 1, 2014.

(2) Unexercisable options vest ratably over two years on each of March 1, 2014 and 2015.

(3) Unexercisable options vest ratably over three years on each of March 1, 2014, 2015 and 2016.

(4) 5,885 of the shares vest on March 1, 2014, 2,910 of the shares vest on December 1, 2014, 4,121 of the shares vest on March 1, 2015, 2,909 of the shares vest on December 1, 2015, 2,272 of the shares vest on March 1, 2016 and 2,909 of the shares vest on December 1, 2016.

(5) 9,244 of the shares vest on March 1, 2014, 7,128 of the shares vest on March 1, 2015, and 2,443 of the shares vest on March 1, 2016.

(6) 6,097 of the shares vest on March 1, 2014, 2,546 of the shares vest on December 1, 2014, 4,123 of the shares vest on March 1, 2015, 2,546 of the shares vest on December 1, 2015, 2,052 of the shares vest on March 1, 2016 and 2,545 of the shares vest on December 1, 2016.

(7) Represents the following target level awards: 38,838 Performance Units awarded in 2012, for with the three-year performance period commenced on January 1, 2012, and 38,479 Performance Units awarded in 2013, for with the three-year performance period commenced on January 1, 2013.

(8) Represents the following target level awards: 5,179 Performance Units awarded in 2012, for with the three-year performance period commenced on January 1, 2012, and 5,131 Performance Units awarded in 2013, for with the three-year performance period commenced on January 1, 2013.

The following discussion provides additional information regarding the figures in table above.

Market Value of Shares or Units of Stock That Have Not Vested ($) (Column (h))

Represents the number of shares of restricted stock that have not vested multiplied by the closing price of our common stock at December 31, 2013, or $24.71.

Equity incentive plan awards: market or payout value of unearned shares, units or other rights that have not vested ($) (Column (j))

Represents the number of unvested Performance Units, assuming 100% vesting, multiplied by $24.71, the closing price of our common stock on December 31, 2013. The terms of these Performance Units provide for vesting, at different levels, only if the performance of our common stock meets or exceeds the return of the MSCI US REIT Index over the three-year performance period.

Option Exercises and Stock Vested During 2013

The following table discloses the number of stock options that were exercised during 2013 and the value realized on exercise, and the number of shares of restricted stock that vested during 2013 and the value realized on vesting.

	Option Awards		Stock Awards	
Name (a)	Number of Shares Acquired on Exercise (#) (b)	Value Realized on Exercise ($) (c)	Number of Shares Acquired on Vesting (#) (d)	Value Realized on Vesting ($) (e)
Mr. du Pont	—	—	8,473	197,548
Mr. Fateh	135,000	2,405,489	14,828	345,715
Mr. Foster	10,000	222,426	5,730	133,595
Mr. Montfort	47,325	1,042,088	9,343	217,832
Ms. Kenny	—	—	6,418	149,636
Mr. Wetzel	46,147	564,690	16,046	374,112

The following discussion provides additional information regarding the figures in table above.

Value Realized on Exercise or Vesting (Columns (c) and (e))

Value realized on exercise or vesting, as applicable, is calculated based on the average of the opening and closing prices of our common stock on the applicable exercise or vesting date.

Potential Payments Upon Termination or Change in Control

Employment and Severance Agreements

Overview

We have entered into employment agreements with Mr. du Pont and Mr. Fateh and severance agreements with Mr. Foster, Mr. Montfort and Ms. Kenny. The material terms of these agreements are described in "-Narrative to Summary Compensation and Grants of Plan-Based Awards Tables" above. Under each executive's respective agreement, he or she is entitled to receive certain benefits if we terminate his or her employment without cause, he or she resigns with good reason, or his or her employment is terminated following the executive's death or disability. In addition, the respective severance agreements with each of Mr. Foster, Mr. Montfort and Ms. Kenny provide for additional benefits if we terminate his or her employment without cause or he or she resigns with good reason in connection with a change in control.

Upon one of these events, each executive will be entitled to receive, in addition to any accrued but unpaid salary, incentive compensation and other benefits, a cash severance payment, in some cases measured as a multiple of his annual base salary and short-term incentive compensation award, as described below, accelerated vesting of all or a portion of the outstanding equity-based awards held by the executive at the time of such event, as described below, and continued life and health insurance for a period of time, as described below.

None of our named executive officers are entitled to any "gross up" payments, including a gross-up of severance payment received in connection with a termination of employment following a change in control of us to the extent any portion of a severance payment is deemed to be a "parachute payment" subject to parachute payment excise taxes under Section 280G of the Internal Revenue Code.

As a condition to receipt of any severance benefits, an executive must execute a release of claims acceptable to us and comply with certain non-competition provisions applicable to the one- or two-year period following the termination of employment.

We were party to an employment agreement with Mr. Wetzel that, during his employment with us, provided that he was entitled to receive certain benefits if, during his employment with us, we had terminated his employment without cause, he had resigned his position with good reason, or his employment had terminated due to his death or disability. Because Mr. Wetzel resigned his position with us in November 2013, no information for Mr. Wetzel is presented in the table below.

Definitions

For purposes of this discussion, the following are summaries of the definitions for "cause," "change in control," "good reason" and "disability." These definitions are substantially the same for each agreement. The following descriptions are summaries only, and each applicable agreement between us and a named executive officer, and each applicable plan document related to equity-based awards, sets forth the relevant definition in full.

"Cause" generally means that the named executive officer (i) is convicted of a felony or an act of fraud, (ii) engages in a willful and continued failure to substantially perform his duties, or (iii) in the case of Mr. Foster, Mr. Montfort and Ms. Kenny, violates our Code of Business Conduct and Ethics.

"Change in control" generally means any of the following: (i) the acquisition by a person or group of 50% or more of the voting power of our securities; (ii) a change in the composition of a majority of our directors; (iii) the consummation of a merger, reorganization, business combination or similar transaction, other than in the case where, following such transaction, (A) our stockholders immediately prior to the transaction continue to own more than 50% of the voting power of the combined entity, and (B) no person or group beneficially owns more than 50% of the voting power of the combined entity; or (iv) our liquidation or dissolution.

"Good reason" generally means, without the named executive officer's written consent, the occurrence of any of the following: (i) the material adverse alteration of a named executive officer's duties or responsibilities, organizational status, or title; (ii) certain relocations from where the named executive officer currently works; (iii) certain material reductions in salary; (iv) a material breach of his or her employment agreement by us; and (v) our failure to obtain an agreement from any successor to perform his employment agreement.

"Disability" generally means the named executive officer is unable to perform the essential functions of his or her position for six months in the aggregate during any twelve month period or based on the written certification by two licensed physicians of the likely continuation of such condition for such period.

Terms of Severance Benefits in the Event of a Termination Without Cause or Resignation for Good Reason

The respective employment agreements between us and each of Mr. du Pont and Mr. Fateh provide that, if we terminate the executive's employment without cause or the executive resigns for good reason, he is entitled to the following benefits:

- a lump sum cash payment equal to the sum of (A) his then current base salary, and (B) in the case of Mr. du Pont, his target award opportunity under our short-term incentive compensation plan, and, in the case of Mr. Fateh, the average of the two highest annual cash bonuses, if any, paid or approved for payment to him during the preceding three completed performance years;
- a lump sum cash payment of a short-term incentive award for the year of termination, in an amount equal to his target opportunity, prorated for the period of time during the year that he was employed by us;
- vesting of any unvested equity incentive awards or termination of any forfeiture restrictions applicable to any restricted stock awards, as applicable;
- vesting of any unvested performance-based equity awards, as if the performance objectives on which such awards are conditioned had been met at the greater of the target level at the date of termination and actual performance at the date of termination; and
- at our expense, the right of continued participation by him and his spouse and dependent children in our group health plans for up to 18 months following the termination.

The respective severance agreements between us and each of Mr. Foster, Mr. Montfort and Ms. Kenny provide that, if we terminate the executive's employment without cause or the executive resigns for good reason, he or she is entitled to the following benefits:

- a lump sum cash payment equal to the sum of (A) his or her then current base salary, plus (B) his or her target award opportunity under our short-term incentive compensation plan;
- all unvested equity awards that would have vested during the 12 month period following termination will vest and become exercisable or free from restrictions; and
- at our expense, the right of continued participation by the executive and his or her spouse and dependent children in our group health plans for up to one year following the termination.

In addition, the terms of the award agreements that govern the unvested Performance Units awarded to Mr. Montfort as of December 31, 2013 provide for vesting of such awards as if the performance objectives on which such awards are conditioned had been met at the target level at the date of termination, prorated for the time completed during the performance period, if we terminate his employment without cause or he resigns for good reason.

Terms of Severance Benefits in the Event of a Change of Control

The terms of the respective employment agreements between us and each of Mr. du Pont and Mr. Fateh provide no compensation in addition to that described under "-Terms of Severance Benefits in the Event of a Termination Without Cause or Resignation for Good Reason" above if the termination of his employment without cause or his resignation for good reason follows a change in control of us.

The respective severance agreements between us and each of Mr. Foster, Mr. Montfort and Ms. Kenny provide that, if we terminate the executive's employment without cause or the executive resigns for good reason within three months before or 12 months following a change in control of us, he or she is entitled to the following benefits:

- a cash payment equal to two times his or her then current base salary;
- a cash payment equal to two times the average of his or her three most recent annual incentive payments (or amounts approved for payment) under our short-term incentive compensation plan, if any;
- a pro rata short-term incentive compensation plan cash payment for the year of termination in the amount approved by our Board of Directors, or, if no amount has been approved, an amount equal to his or her target opportunity for the year of termination, based on the number of days that he or she was employed that year; and
- at our expense, the right of continued participation by the executive and his or her spouse and dependent children in our group health plans for up to one year following the termination.

In addition, the terms of the award agreements that govern the unvested shares of restricted stock and stock options awarded to our named executive officers provide for accelerated vesting upon a change of control of us.

In addition, the terms of the award agreements that govern the unvested Performance Units awarded to Mr. Montfort as of December 31, 2013 provide that, in the event of a change in control, the performance period related to such award shall be terminated as of the effective date of the change in control and the performance level shall be computed using the price per share of common stock received by stockholders in the transaction that resulted in the change in control, which, for purposes of the table below, is assumed to be at the target level.

Terms of Severance Benefits in the Event of a Termination of Employment Following Death or Disability

The respective agreements between us and each of the named executive officers provide that, if the executive's employment is terminated following death or disability, he or she is entitled to the following benefits:

- an amount equal to his or her target opportunity under a then-existing incentive compensation plan, prorated for the period of time during the year prior to his death or when he or she was not disabled; and
- all unvested equity awards that would have vested during the 12 month period following termination will vest and become exercisable or free from restrictions; and
- at our expense, insurance coverage following the termination, for up to 18 months in the case of Mr. du Pont and Mr. Fateh, and for up to 12 months in the case of Mr. Foster, Mr. Montfort and Ms. Kenny.

In addition, the terms of the award agreements that govern the unvested Performance Units awarded to Mr. Fateh and Mr. Montfort as of December 31, 2013 provide for vesting of such awards as if the performance objectives on which such awards are conditioned had been met at the target level at the date of termination, prorated for the time completed during the performance period, if the employment of such executive is terminated following death or disability.

The following table sets forth the cash severance payments, and the value of accelerated vesting of equity awards and medical benefits, that each named executive officer would be entitled to receive under various circumstances pursuant to the terms of each of their respective employment and severance agreements and the award agreements under our long-term incentive compensation plans. The table assumes that termination of each named executive officer's employment or the change of control of us occurred on December 31, 2013.

Name	Cash Severance Payments	Stock and Option Awards	Medical Benefits	Total
Lammot J. du Pont				
Termination Without Cause or Resignation for Good Reason (including in connection with a change in control)	$1	$47,787	$19,500	$67,288
Termination of Employment Following Death or Disability	—	$47,787	$19,500	$67,287
Hossein Fateh				
Termination Without Cause or Resignation for Good Reason (including in connection with a change in control)	$1,640,684	$2,602,523	$29,250	$4,272,457
Termination of Employment Following Death or Disability	$492,000	$1,284,282	$29,250	$1,805,532
Jeffrey H. Foster				
Termination Without Cause or Resignation for Good Reason	$544,000	$256,250	$19,500	$819,750
Termination Without Cause or Resignation for Good Reason in connection with a Change in Control	$1,203,057	$610,051	$19,500	$1,832,608
Termination of Employment Following Death or Disability	$204,000	$256,250	$19,500	$479,750
Richard A. Montfort, Jr.				
Termination Without Cause or Resignation for Good Reason	$499,200	$393,716	$19,500	$912,416
Termination Without Cause or Resignation for Good Reason in connection with a Change in Control	$1,185,831	$805,994	$19,500	$2,011,325
Termination of Employment Following Death or Disability	$187,200	$393,716	$19,500	$600,416
Maria Kenny				
Termination Without Cause or Resignation for Good Reason	$412,500	$257,168	$13,000	$682,668
Termination Without Cause or Resignation for Good Reason in connection with a Change in Control	$966,067	$593,866	$13,000	$1,572,933
Termination of Employment Following Death or Disability	$137,500	$257,168	$13,000	$407,668

The following discussion provides additional information regarding the figures in table above.

Stock and Option Awards Column

The amounts set forth in this column include only the value of unvested or unexercisable, as applicable, equity awards that would vest in connection with a termination of employment in the circumstances described above. The equity holdings for each of these named executive officers are set forth above under "Security Ownership of Certain Beneficial Owners."

Equity Compensation Plan Information

The following table sets forth information as of December 31, 2013 with respect to compensation plans under which equity securities of the Company are authorized for issuance.

Plan Category	Number of Securities to Be Issued upon Exercise of Outstanding Options, Warrants and Rights[1]	Weighted Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans
Equity compensation plans approved by security holders	2,398,140	$17.13	4,317,705
Equity compensation plans not approved by security holders	—	—	—
Total	2,398,140	$17.13	4,317,705

(1) Represents the total number of shares of common stock that may be issued under our 2011 Equity Incentive Plan, including in connection with the conversion of Performance Units, assuming maximum performance is achieved. The number of shares of common stock to be issued may be lower if maximum performance is not achieved. See "Compensation Discussion and Analysis-2013 Executive Compensation Overview-2013 Long-Term Equity Compensation."

PROPOSAL 2

ADVISORY (NON-BINDING) VOTE ON EXECUTIVE COMPENSATION

We provide our stockholders an annual opportunity to indicate whether they support our compensation program for our named executive officers as described in this Proxy Statement by voting for or against the resolution that appears below. This vote, pursuant to Section 14A of the Securities Exchange Act of 1934, as amended, and commonly referred to as "say on pay," is not intended to address any specific item of compensation, but instead relates to the Compensation Discussion and Analysis, the tabular disclosures regarding named executive officer compensation, and the narrative disclosure accompanying the tabular presentation. These disclosures allow you to view the trends in our executive compensation program and the application of our compensation philosophies for the years presented. We believe that it is appropriate to seek the views of stockholders on the design and effectiveness of our executive compensation program. Although the vote on this resolution is advisory in nature and, therefore, will not bind us to take any particular action, our Compensation Committee, which is responsible for designing and administering our executive compensation program, values the opinions expressed by stockholders in their vote and will consider the outcome of the vote carefully when making future compensation decisions for our named executive officers.

Our executive compensation program is designed to encourage high performance, promote accountability and motivate our executives to achieve our business objectives and align their interests with those of our stockholders. To achieve these goals, significant portions of targeted compensation are variable and based on equity. Base salary is the only type of compensation awarded to our named executive officers that is not variable and, therefore, independent of our performance.

Because we expect that the successful execution of our business objectives will result in increases in the value of our common stock over time, we believe that a significant portion of the compensation paid to our named executive officers should be closely aligned with our performance on both a short-term and long-term basis. As such, our executive compensation program includes incentive-based elements where the remuneration realized by each executive varies based on Company and individual performance. Specifically:

- For short-term incentive compensation, we use annual cash awards that are targeted to reward the attainment of specific short-term objectives, and, for 2013, a portion of these awards were based on our annual Normalized FFO.

- For long-term equity compensation, we grant a combination of time and performance vesting equity-based awards to ensure that a significant portion of each executive's compensation is tied to the long-term performance of our common stock.

    - The time-vesting awards subject our named executive officers to downside compensation risk if the price of our common stock declines; and

    - The performance-based awards subject our named executive officers to downside compensation risk if the performance of our common stock does not match that of a broad-based REIT stock index over the three-year performance period.

Prior to voting on this proposal, stockholders are encouraged to read the sections of this Proxy Statement entitled "Executive Compensation-Compensation Discussion and Analysis" above, which describe in more detail our executive compensation program and the compensation decisions made by our Compensation Committee in 2013. For the reasons discussed above, we believe our compensation program for our named executive officers is instrumental in helping us achieve our operational and financial goals. Accordingly, we believe that our compensation program should be endorsed by our stockholders, and we are asking our stockholders to vote "FOR" the following resolution:

> **"RESOLVED, that the stockholders hereby approve the compensation of the Company's named executive officers, as disclosed in the Compensation Discussion and Analysis, the compensation tables and the related narrative executive compensation disclosure contained in this Proxy Statement pursuant to the rules of the Securities and Exchange Commission."**

Vote Required and Recommendation

The affirmative vote of a majority of all votes cast at the Annual Meeting at which a quorum is present is required to endorse (on a non-binding advisory basis) the compensation of our named executive officers. Stockholders may abstain from voting on this advisory proposal. For purposes of the vote on this proposal, abstentions and other shares not voted (whether by broker non-vote or otherwise) will not be counted as votes cast and will have no effect on the result of the vote.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" PROPOSAL 2.

AUDIT COMMITTEE REPORT

The Audit Committee of the Board of Directors consists of Michael A. Coke (Chair and Audit Committee Financial Expert), Thomas D. Eckert and John T. Roberts, Jr. and operates under a written charter adopted by our Board of Directors.

The Audit Committee oversees our financial reporting process on behalf of the Board of Directors. Management has the primary responsibility for the financial statements and the reporting process including the internal controls over financial reporting. In this context, the Audit Committee has reviewed and discussed with management the audited financial statements in the annual report to stockholders.

The Audit Committee also has discussed with Ernst & Young LLP the matters required to be discussed by the Statement on Auditing Standards 61, as modified or supplemented, including the overall scope and plan for its audit, the auditor's judgment as to the quality, not just the acceptability, of the accounting principles, the consistency of their application and the clarity and completeness of the audited financial statements.

The Audit Committee has received the written disclosures and the letter from the independent accountant required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the audit committee concerning independence, and has discussed with the independent accountant its independence.

In reliance on the reviews and discussions referred to above, the Audit Committee recommended to the Board of Directors (and the Board of Directors agreed) that the audited financial statements be included in our Annual Report on Form 10-K for the year ended December 31, 2013, for filing with the Securities and Exchange Commission. The Audit Committee also appointed Ernst & Young LLP as our independent registered public accounting firm for the 2014 fiscal year.

AUDIT COMMITTEE
Michael A. Coke, Chair
Thomas D. Eckert, and
John T. Roberts, Jr.

The Audit Committee Report does not constitute "soliciting material" and shall not be deemed "filed" or incorporated by reference into any of our filings under the Securities Act of 1933 or the Securities Exchange Act of 1934 that might incorporate our SEC filings by reference, in whole or in part, except to the extent we specifically incorporate this information by reference.

RELATIONSHIP WITH INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Principal Accountant Fees and Services

The following table summarizes the fees billed by Ernst & Young LLP for professional services rendered to us for 2013 and 2012:

	2013	2012
Audit Fees	$809,500	$733,000
Audit-Related Fees	$269,530	$191,249
Tax Fees	—	—
All Other Fees	—	—
Total	$1,079,030	$924,249

Audit Fees

Audit fees for each applicable year consisted of professional services rendered for the audit of our consolidated financial statements, the report on the effectiveness of internal control over financial reporting as required by the Sarbanes-Oxley Act of 2002, the review of the consolidated financial statements included in our quarterly reports on Form 10-Q, services associated with the review of registration statements and related issuances of consents and other services related to SEC matters. Fees incurred for the audit of the consolidated financial statements and the report on effectiveness of internal controls of DuPont Fabros Technology, Inc. were $537,500 for 2013 and $469,000 for 2012.

Audit-Related Fees

Audit-Related fees for 2013 consisted of SSAE16 audits on six of our data center facilities for our customers' use and a construction costs audit on one of our data center facilities and Audit-Related fees for 2012 consisted of SSAE 16 audits on six of our data center facilities for our customers' use.

Pre-Approval Policies and Procedures

The Audit Committee pre-approves all audit and non-audit services provided by our independent registered public accounting firm. Requests to provide services requiring pre-approval by the Audit Committee are submitted to the Audit Committee with a description of the services to be provided and an estimate of the fees to be charged in connection with such services. The Audit Committee approved all services to be performed by our independent registered public accounting firm during 2013.

PROPOSAL 3

RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee of our Board of Directors, which is composed entirely of independent directors, has appointed Ernst & Young LLP as our Company's independent registered public accounting firm for the year ending December 31, 2014. Although stockholder approval is not required, we desire to obtain from our stockholders an indication of their approval or disapproval of the Audit Committee's action in appointing Ernst & Young LLP as the independent registered public accounting firm of our Company for 2014. If our stockholders do not ratify and approve this appointment, the appointment will be reconsidered by the Audit Committee and our Board of Directors. For additional information regarding our independent registered public accounting firm, see "Relationship with Independent Registered Public Accounting Firm" above.

A representative of Ernst & Young LLP will be present at our Annual Meeting, where the representative will be afforded an opportunity to make a statement and to respond to appropriate questions.

Vote Required and Recommendation

The vote of a majority of all votes cast at the Annual Meeting at which a quorum is present is required to ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2014. For purposes of the vote on this proposal, abstentions and other shares not voted will not be counted as votes cast and will have no effect on the result of the vote.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" PROPOSAL 3.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Policy and Procedure for Related Person Transactions

The Audit Committee of the Board of Directors, pursuant to its written charter, is charged with the responsibility of reviewing and approving any transaction required to be disclosed as a "related party" transaction under applicable law, rules, or regulations, including the rules and regulations of the SEC. Although the Audit Committee has not adopted any specific policies or procedures for conducting such reviews, the Audit Committee considers each transaction in light of the specific facts and circumstances presented and approves or ratifies such transaction (without the vote of any interested person) only if it is judged to be fair and in the best interests of the Company. Other than as described below, no such transactions have occurred since January 1, 2013.

Lease Arrangements

We lease our headquarters, approximately 9,337 square feet of office space in Washington, DC, from an entity controlled by Messrs. du Pont and Fateh, our Chairman of the Board and President and Chief Executive Officer, respectively. Under the terms of the headquarters lease, the term of which expires in September 2016, we are required to pay base rent, with annual increases of 3% in each year other than the last two years of the lease term, plus our pro rata share of increases in real estate taxes. In addition, the lease grants us the right of first offer with respect to any space that becomes available in the building in which our headquarters is located. For 2013, we paid $391,000 under the headquarters lease, of which $241,000 was attributed to Mr. du Pont and $21,000 was attributed to Mr. Fateh, based on their respective ownership interests of this entity. We believe that the terms of this lease are fair and reasonable and reflect the terms that we would expect to obtain in an arm's length transaction for comparable space elsewhere in Washington, D.C.

Aircraft Arrangements

From time to time, we charter an aircraft that is owned by an entity owned and controlled by Mr. Fateh. We charter this aircraft through an independent third-party aircraft charter company, Executive Jet Management ("EJM"), at rates that we believe are fair and reasonable and reflect terms that we would expect to obtain in an arm's length transaction for use of a comparable aircraft. During 2013, we chartered this aircraft for our business-related use and travel and paid EJM a total of approximately $259,000, of which EJM paid the entity that owns the aircraft approximately $238,000.

Pursuant to Mr. Fateh's then-existing employment agreement, through February 4, 2013, in lieu of an annual salary, we provided him with an allowance of approximately $134,000 in 2013 for his discretionary use of an aircraft to be chartered by us upon Mr. Fateh's request from time to time. See "Narrative to Summary Compensation and Grants of Plan-Based Awards Tables" above for a description of this arrangement. On February 4, 2013, we amended and restated Mr. Fateh's employment agreement to eliminate this annual aircraft allowance and replaced it with an annual base salary.

Pursuant to the terms of the then-existing employment agreement, upon reasonable prior notice by Mr. Fateh, we procured, through an independent third-party aircraft charter company, the use of an aircraft for Mr. Fateh's personal travel. Mr. Fateh was permitted to require that the chartered aircraft be one that is owned or controlled, directly or indirectly, by him. In connection with Mr. Fateh's personal travel during 2013, we paid EJM a total of approximately $112,000 to procure the use of the aircraft indirectly owned by Mr. Fateh, of which EJM paid the entity that owns the aircraft approximately $102,000.

Pledge of Securities by Executive Officers to Secure Personal Loans

Mr. du Pont has entered into a $7.5 million personal line of credit with a lender, under which he has pledged to the lender 1,250,000 OP units. Mr. Fateh has entered into a $12.5 million personal line of credit with a lender, under which he has pledged 1,750,000 OP Units. See "Compensation of Directors-Policy on Hedging and Pledging of Company Securities." In connection with these agreements, we and DuPont Fabros Technology, L.P. (the "Operating Partnership") entered into a separate agreement with the lender under which we and the Operating Partnership acknowledged certain matters related to the respective pledges made by Messrs. du Pont and Fateh, and have provided certain other acknowledgments and agreements in favor of the lender regarding, among other things, distributions on the pledged units and rights and remedies of the lender upon events of default under these lines of credit.

Registration Rights

All holders of OP units, including Messrs. du Pont and Fateh, have registration rights with respect to shares of our common stock that may be issued to them in connection with redemption of the OP units held by them. In December 2008, the SEC declared effective a registration statement on Form S-3 that we filed under which holders of OP units may sell shares of our common stock that are issued to them in connection with redemption of any of their OP units.

OTHER MATTERS

As of the date of this Proxy Statement, the Board of Directors does not know of any matters to be presented at the Annual Meeting other than those specifically set forth in the Notice of Annual Meeting of Stockholders. If other proper matters, however, should come before the Annual Meeting or any adjournment thereof, the persons named on the enclosed proxy card intend to vote the shares represented by them in accordance with their best judgment in respect of any such matters.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 21, 2014

This Proxy Statement and our annual report to stockholders are available on our website at www.edocumentview.com/dft.

HOUSEHOLDING OF PROXY MATERIALS

If you and other residents at your mailing address own common shares in street name, your broker or bank may have sent you a notice that your household will receive only one annual report and proxy statement for each company in which you hold shares through that broker or bank. This practice of sending only one copy of proxy materials is known as "householding." If you did not respond that you did not want to participate in householding, you were deemed to have consented to the process. If the foregoing procedures apply to you, your broker has sent one copy of our annual report and proxy to your address. You may revoke your consent to householding at any time by contacting your broker or bank. In any event, if you did not receive an individual copy of this Proxy Statement or our annual report, we will send a copy to you if you address your written request to or call DuPont Fabros Technology, Inc., Attention: Investor Relations, 1212 New York Avenue, NW, Suite 900, Washington, DC 20005 (telephone number: 202-728-0044). If you are receiving multiple copies of our annual report and proxy statement, you can request householding by contacting Investor Relations in the same manner.

ANNUAL REPORT

The Company's 2013 Annual Report on Form 10-K is being provided to stockholders concurrently with this Proxy Statement and does not form part of the proxy solicitation material.

By order of the Board of Directors,



Lammot J. du Pont
Chairman of the Board

March 31, 2014
Washington, DC

ATTACHMENT A

RECONCILIATIONS OF NET INCOME TO FFO AND NORMALIZED FFO

(unaudited and in thousands except share and per share data)

	Year ended December 31,	
	2013	**2012**
Net income	$53,605	$60,833
Depreciation and amortization	93,058	89,241
Less: Non real estate depreciation and amortization	(875)	(1,023)
FFO	145,788	149,051
Preferred stock dividends	(27,245)	(27,053)
FFO attributable to common shares and OP units	$118,543	$121,998
Loss on early extinguishment of debt	40,978	
Normalized FFO	$159,521	$121,998
FFO attributable to common shares and OP units per share - diluted	$1.46	$1.48
Normalized FFO per share - diluted	$1.96	$1.48
Weighted average common shares and OP units outstanding - diluted	81,409,279	82,638,775

Funds from operations, or FFO, is used by industry analysts and investors as a supplemental operating performance measure for REITs. The Company calculates FFO in accordance with the definition that was adopted by the Board of Governors of the National Association of Real Estate Investment Trusts, or NAREIT. FFO, as defined by NAREIT, represents net income determined in accordance with GAAP, excluding extraordinary items as defined under GAAP, impairment charges on depreciable real estate assets and gains or losses from sales of previously depreciated operating real estate assets, plus specified non-cash items, such as real estate asset depreciation and amortization, and after adjustments for unconsolidated partnerships and joint ventures. The Company also presents FFO attributable to common shares and OP units, which is FFO excluding preferred stock dividends. FFO attributable to common shares and OP units per share is calculated on a basis consistent with net income attributable to common shares and OP units and reflects adjustments to net income for preferred stock dividends.

The Company 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 period over period, captures trends in occupancy rates, rental rates and operating expenses. The Company also believes that, as a widely recognized measure of the performance of equity REITs, FFO may be used by investors as a basis to compare the Company's operating performance with that of other REITs. However, because FFO excludes real estate related depreciation and amortization and captures neither the changes in the value of the Company's properties that result from use or market conditions nor the level of capital expenditures and leasing commissions necessary to maintain the operating performance of the Company's properties, all of which have real economic effects and could materially impact the Company's results from operations, the utility of FFO as a measure of the Company's performance is limited.

While FFO is a relevant and widely used measure of operating performance of equity REITs, other equity REITs may use different methodologies for calculating FFO and, accordingly, FFO as disclosed by such other REITs may not be comparable to the Company's FFO. Therefore, the Company believes that in order to facilitate a clear understanding of its historical operating results, FFO should be examined in conjunction with net income as presented in the consolidated statements of operations. FFO should not be considered as an alternative to net income or to cash flow from operating activities (each as computed in accordance with GAAP) or as an indicator of the Company's liquidity, nor is it indicative of funds available to meet the Company's cash needs, including its ability to pay dividends or make distributions.

We present FFO with adjustments to arrive at Normalized FFO. Normalized FFO is FFO attributable to common shares and units excluding gain or loss on early extinguishment of debt and gain or loss on derivative instruments.

DuPont Fabros Technology, Inc.

IMPORTANT ANNUAL MEETING INFORMATION

Electronic Voting Instructions

Available 24 hours a day, 7 days a week!

Instead of mailing your proxy, you may choose one of the voting methods outlined below to vote your proxy.

VALIDATION DETAILS ARE LOCATED BELOW IN THE TITLE BAR.

Proxies submitted by the Internet or telephone must be received by 1:00 a.m., Central Time, on May 21, 2014.

Vote by Internet

- Go to **www.envisionreports.com/DF**T
- Or scan the QR code with your smartphone
- Follow the steps outlined on the secure website

Vote by telephone

- Call toll free 1-800-652-VOTE (8683) within the USA, US territories & Canada on a touch tone telephone
- Follow the instructions provided by the recorded message

Using a **black ink** pen, mark you votes with an **X** as shown in this example. Please do not write outside the designated areas.

X

Annual Meeting Proxy Card

IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE.

Proposals - THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" ALL OF THE NOMINEES LISTED UNDER PROPOSAL 1 AND "FOR" PROPOSALS 2 AND 3.

1. Election of Directors:	For	Withhold		For	Withhold		For	Withhold
01 - Michael A. Coke	☐	☐	02 - Lammot J. du Pont	☐	☐	03 - Thomas D. Eckert	☐	☐
04 - Hossein Fateh	☐	☐	05 - Jonathan G. Heiliger	☐	☐	06 - Frederic V. Malek	☐	☐
07 - John T. Roberts, Jr.	☐	☐	08 - John H. Toole	☐	☐		☐	☐

	For	Against	Abstain		For	Against	Abstain
2. Advisory vote on executive compensation (say-on-pay vote).	☐	☐	☐	3. Ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2014.	☐	☐	☐

4. To transact such other business as may properly come before the Annual Meeting or any adjournment or postponement thereof.

Authorized Signatures - This section must be completed for your vote to be counted. - Date and Sign Below

Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

Date (mm/dd/yyyy) - Please print date below.	Signature 1 - Please keep signature within the box	Signature 2 - Please keep signature within the box.
/ /		

IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE.

Proxy - DuPont Fabros Technology, Inc.

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ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 21, 2014
THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

This proxy is solicited on behalf of the Board of Directors of the Company. This proxy, when properly executed, will be voted in accordance with the instructions given herein. If no instructions are given, this proxy will be voted "FOR" all of the nominees listed under Proposal 1, and "FOR" Proposals 2 and 3, and with respect to any other matters that properly come before the meeting, the proxies named in this proxy will vote in his discretion.

The undersigned hereby appoints Lammot J. du Pont, Hossein Fateh and Jeffrey H. Foster as proxies, each with full power of substitution, to represent and vote as designated on the reverse side, all the shares of Common Stock of DuPont Fabros Technology, Inc. held of record by the undersigned on March 28, 2014, at the Annual Meeting of Stockholders to be held at the Washington Marriott at Metro Center, 775 12th Street NW, Washington, DC 20005 on May 21, 2014, or any adjournments or postponements thereof.

Please sign, date and return promptly in the enclosed envelope.

CONTINUED ON REVERSE SIDE

Non-Voting Items
Change of Address - Please print new address below.

■ **IF VOTING BY MAIL, YOU MUST COMPLETE SECTIONS A - C ON BOTH SIDES OF THIS CARD.** +