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Total liabilities and equity

\$4,147,586 \$32,610 \$725,000 \$4,905,196

See accompanying notes to the pro forma condensed consolidated financial statements.

**Table of Contents****DIGITAL REALTY TRUST, INC. AND SUBSIDIARIES****Pro Forma Condensed Consolidated Statement of Operations****For the Three Months Ended March 31, 2010****(unaudited)****(in thousands, except share and per share data)**

	Company Historical (AA)	Acquisition of New England Portfolio (BB)	Acquisition of Rockwood Capital/365 Main Portfolio (CC)	Financing Transactions (DD)	Noncontrolling Interests (EE)	Company Pro Forma
<b>Operating Revenues:</b>						
Rental	\$ 152,574	\$ 3,001	\$ 23,711	\$	\$	\$ 179,286
Tenant reimbursements	39,205	977	7,962			48,144
Total operating revenues	191,779	3,978	31,673			227,430
<b>Operating Expenses:</b>						
Rental property operating and maintenance	53,242	1,393	10,482			65,117
Property taxes	12,721	383	2,021			15,125
Insurance	1,735	12	176			1,923
Depreciation and amortization	57,532	966	11,680			70,178
General and administrative	11,352					11,352
Other	2					2
Total operating expenses	136,584	2,754	24,359			163,697
Operating income	55,195	1,224	7,315			63,734
<b>Other Income (Expenses):</b>						
Equity in earnings of unconsolidated joint venture	1,978					1,978
Interest and other income	31					31
Interest expense	(30,902)			(3,326)		(34,228)
Tax expense	(716)					(716)
Net income	25,586	1,224	7,315	(3,326)		30,799
Net income attributable to noncontrolling interests	(741)				(298)	(1,039)
Net income attributable to Digital Realty Trust, Inc.	24,845	1,224	7,315	(3,326)	(298)	29,760
Preferred stock dividends	(10,101)					(10,101)
Net income available to common stockholders	\$ 14,744	\$ 1,224	\$ 7,315	\$ (3,326)	\$ (298)	\$ 19,659

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Pro forma net income per share available to common stockholders:	
Basic	\$ 0.23
Diluted	\$ 0.22

Pro forma weighted average common shares outstanding (1):	
Basic	84,670,691
Diluted	87,512,660

See accompanying notes to the pro forma condensed consolidated financial statements.

- (1) Includes historical basic and diluted weighted average common shares outstanding for March 31, 2010 of 77,770,691 and 80,612,660, respectively, and the sale of 6,900,000 shares of our common stock which closed on June 8, 2010.

**Table of Contents****DIGITAL REALTY TRUST, INC. AND SUBSIDIARIES****Pro Forma Condensed Consolidated Statement of Operations****For the Year Ended December 31, 2009****(unaudited)****(in thousands, except share and per share data)**

	Company Historical (AA)	Acquisition of New England Portfolio (BB)	Acquisition of Rockwood Capital/365 Main Portfolio (CC)	Financing Transactions (DD)	Noncontrolling Interests (EE)	Company Pro Forma
<b>Operating Revenues:</b>						
Rental	\$ 510,772	\$ 45,918	\$ 89,040	\$	\$	\$ 645,730
Tenant reimbursements	125,308	20,633	33,761			179,702
Other	1,062					1,062
Total operating revenues	637,142	66,551	122,801			826,494
<b>Operating Expenses:</b>						
Rental property operating and maintenance	176,238	21,589	44,920			242,747
Property taxes	36,004	6,660	8,082			50,746
Insurance	6,111	418	629			7,158
Depreciation and amortization	198,052	15,579	46,720			260,351
General and administrative	42,165					42,165
Other	783					783
Total operating expenses	459,353	44,246	100,351			603,950
Operating income	177,789	22,305	22,450			222,544
<b>Other Income (Expenses):</b>						
Equity in earnings of unconsolidated joint venture	2,172					2,172
Interest and other income	753					753
Interest expense	(88,442)			(33,557)		(121,999)
Tax expense	(1,038)					(1,038)
Net income	91,234	22,305	22,450	(33,557)		102,432
Net income attributable to noncontrolling interests	(3,572)				(665)	(4,237)
Net income attributable to Digital Realty Trust, Inc.	87,662	22,305	22,450	(33,557)	(665)	98,195
Preferred stock dividends	(40,404)					(40,404)
Net income available to common stockholders	\$ 47,258	\$ 22,305	\$ 22,450	\$ (33,557)	\$ (665)	\$ 57,791

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Pro forma net income per share available to common stockholders:	
Basic	\$ 0.70
Diluted	\$ 0.69
Pro forma weighted average common shares outstanding (1):	
Basic	82,850,370
Diluted	83,920,890

See accompanying notes to the pro forma condensed consolidated financial statements.

- (1) Includes historical basic and diluted weighted average common shares outstanding for December 31, 2009 of 75,950,370 and 77,020,890, respectively, and the sale of 6,900,000 shares of our common stock which closed on June 8, 2010.

**Table of Contents****DIGITAL REALTY TRUST, INC. AND SUBSIDIARIES****Notes to Pro Forma Condensed Consolidated Financial Statements (unaudited)****(Dollar amounts in thousands)****1. Adjustments to the Pro Forma Condensed Consolidated Balance Sheet**

Digital Realty Trust, Inc. through its controlling interest in Digital Realty Trust, L.P. (the Operating Partnership ) and the subsidiaries of the Operating Partnership (collectively, we or the Company ) is engaged in the business of owning, acquiring, developing, redeveloping and managing technology-related real estate. The Company is focused on providing Turn-Key Datacenter® and Powered Base Building® datacenter solutions for domestic and international tenants across a variety of industry verticals ranging from information technology and Internet enterprises, to manufacturing and financial services.

Our pro forma condensed consolidated balance sheet is presented as if the acquisition of the Rockwood Capital/365 Main Portfolio, which is expected to be acquired on or about July 7, 2010, occurred on March 31, 2010 along with the related financings. Our financings consist of the sale of 6.9 million shares of our common stock in an underwritten public offering and expected additional borrowings under our existing revolving credit facility. The adjustments to our pro forma condensed consolidated balance sheet as of March 31, 2010 are as follows:

**(A) Company Historical**

Company historical reflects our historical condensed consolidated balance sheet as of March 31, 2010.

**(B) Acquisition of Rockwood Capital/365 Main Portfolio**

Reflects our expected acquisition of the Rockwood Capital/365 Main Portfolio. The pro forma adjustments, based on our preliminary estimates for allocation of the purchase price, are as follows (in thousands):

Assets acquired:	
Investments in real estate, net	\$ 650,219
Acquired above market leases	26,973
Acquired in place lease value	80,418
Liabilities acquired:	
Acquired below market leases	(32,610)
Cash paid to acquire the portfolio	\$ 725,000

**(C) Financing Transactions**

Reflects proceeds and related financing costs of the sale of 6.9 million shares of our common stock which was completed on June 8, 2010 and expected additional borrowings under our existing revolving credit facility in connection with the acquisition of the Rockwood Capital/365 Main Portfolio as follows (in thousands):

	<b>Total</b>
Proceeds from the stock offering	\$ 393,300
Less costs of the initial public offering:	
Underwriters' discounts and commissions	15,732
Other costs	475
Net proceeds from sale of common stock	377,093

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Increase in borrowings from revolving credit facility	347,907
Net cash proceeds	\$ 725,000
Common stock, 6,900,000 shares, \$.01 per share	\$ 69
Additional paid in capital	377,024

**Table of Contents****DIGITAL REALTY TRUST, INC. AND SUBSIDIARIES****Notes to Pro Forma Condensed Consolidated Financial Statements (unaudited) (Continued)****(Dollar amounts in thousands)****2. Adjustments to Pro Forma Condensed Consolidated Statements of Operations for the three months ended March 31, 2010 and year ended December 31, 2009**

Our pro forma condensed consolidated statements of operations for the three months ended March 31, 2010 and the year ended December 31, 2009 are presented as if the acquisition of the New England Portfolio that closed on January 22, 2010 and the acquisition of the Rockwood Capital/365 Main Portfolio, which is expected to close on or about July 7, 2010, occurred on January 1, 2009, along with the related financings. Our financings consist of the issuance of \$500 million aggregate principal amount of 5.875% notes due 2020 which closed on January 28, 2010, the net pay down on the revolving credit facility with funds received from the issuance of the 5.875% notes due 2020, and the expected additional borrowings of \$347.9 million under our existing revolving credit facility related to the acquisition of the Rockwood Capital/365 Main Portfolio. The pro forma adjustments to our condensed consolidated statements of operations for the three months ended March 31, 2010 and the year ended December 31, 2009 are as follows:

**(AA) Company Historical**

Reflects our historical condensed consolidated statements of operations for the three months ended March 31, 2010 and for the year ended December 31, 2009.

**(BB) Acquisition of the New England Portfolio**

The pro forma adjustments to the condensed consolidated statement of operations for the three months ended March 31, 2010 reflect the acquisition of the New England Portfolio, which closed on January 22, 2010. The pro forma adjustments are based on actual operating results after acquisition and represent the 21 days in January 2010 that we did not own the New England Portfolio and therefore were not recorded in the Company's historical condensed consolidated statements of operations for the three months ended March 31, 2010.

**New England Portfolio****For the period from January 1, 2010 through January 21, 2010**

	<b>Historical combined revenues and certain expenses and pro forma purchase adjustments</b>
<b>Operating Revenues:</b>	
Rental	\$ 3,001
Tenant reimbursements	977
Total operating revenues	3,978
<b>Operating Expenses:</b>	
Rental property operating and maintenance	1,393
Property taxes	383
Insurance	12
Depreciation and amortization	966
Total operating expenses	2,754



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Operating income	\$	1,224
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**Table of Contents****DIGITAL REALTY TRUST, INC. AND SUBSIDIARIES****Notes to Pro Forma Condensed Consolidated Financial Statements (unaudited) (Continued)****(Dollar amounts in thousands)**

The pro forma adjustments to the condensed consolidated statement of operations for the year ended December 31, 2009 reflect the acquisition of the New England Portfolio which closed on January 22, 2010, as if the acquisition occurred on January 1, 2009. The pro forma adjustments are as follows (in thousands):

**New England Portfolio****Year Ended December 31, 2009**

	<b>Historical combined revenues and certain expenses(1)</b>	<b>Adjustments resulting from purchasing the New England Portfolio</b>	<b>Pro Forma Adjustments</b>
<b>Operating Revenues:</b>			
Rental	\$ 42,695	\$ 3,223(2)	\$ 45,918
Tenant reimbursements	20,633		20,633
Total operating revenues	63,328	3,223	66,551
<b>Operating Expenses:</b>			
Rental property operating and maintenance	21,589		21,589
Property taxes	1,846	4,814(3)	6,660
Insurance	418		418
Depreciation and amortization		15,579(4)	15,579
Total operating expenses	23,853	20,393	44,246
Operating income	\$ 39,475	\$ (17,170)	\$ 22,305

- (1) Historical combined statement of revenues and certain expenses reported in accordance with Rule 3-14 of Regulation S-X.
- (2) Includes a \$2.0 million adjustment to amortize acquired above and below market lease intangibles and a \$1.2 million adjustment to reflect straight-line revenue as if the Portfolio had been acquired on January 1, 2009.
- (3) Pro forma property tax expense of \$4.8 million was calculated based on the purchase price of the Portfolio and the county property tax rates for the three buildings of the New England Portfolio in excess of the historical property tax expense as if they had been acquired on January 1, 2009.
- (4) Includes a \$8.6 million adjustment to record depreciation expense on acquired tangible assets and a \$7.0 million adjustment to amortize acquired in place lease value intangible assets, as if the Portfolio had been acquired on January 1, 2009.

**Table of Contents****DIGITAL REALTY TRUST, INC. AND SUBSIDIARIES****Notes to Pro Forma Condensed Consolidated Financial Statements (unaudited) (Continued)****(Dollar amounts in thousands)****(CC) Acquisition of the Rockwood Capital/365 Main Portfolio**

The pro forma adjustments to the condensed consolidated statement of operations for the three months ended March 31, 2010 reflect the acquisition of the Rockwood Capital/365 Main Portfolio, which is expected to close on or about July 7, 2010, as if the acquisition closed on January 1, 2009. The pro forma adjustments are as follows (in thousands):

**Rockwood Capital/365 Main Portfolio****Three Months Ended March 31, 2010**

	<b>Historical combined revenues and certain expenses(1)</b>	<b>Adjustments resulting from purchasing the Rockwood Capital/365 Main Portfolio</b>	<b>Pro Forma Adjustments</b>
<b>Operating Revenues:</b>			
Rental	\$ 22,363	\$ 1,348(2)	\$ 23,711
Tenant reimbursements	7,962		7,962
Total operating revenues	30,325	1,348	31,673
<b>Operating Expenses:</b>			
Rental property operating and maintenance	10,482		10,482
Property taxes	524	1,497(3)	2,021
Insurance	176		176
Depreciation and amortization		11,680(4)	11,680
Total operating expenses	11,182	13,177	24,359
Operating income	\$ 19,143	\$ (11,829)	\$ 7,315

- (1) Historical combined statement of revenues and certain expenses reported in accordance with Rule 3-14 of Regulation S-X.
- (2) Includes a \$1.8 million adjustment to reflect straight-line revenue and a (\$0.5) million adjustment to amortize acquired above and below market lease intangibles as if the Portfolio had been acquired on January 1, 2009.
- (3) Pro forma property tax expense of \$1.5 million was calculated based on the expected purchase price and the county property tax rates for the five properties of the Rockwood Capital/365 Main Portfolio in excess of the historical property tax expense as if they had been acquired on January 1, 2009.
- (4) Includes a \$7.6 million adjustment to amortize acquired in place lease value intangible assets and a \$4.1 million adjustment to record depreciation expense on acquired tangible assets as if the Portfolio had been acquired on January 1, 2009.



**Table of Contents****DIGITAL REALTY TRUST, INC. AND SUBSIDIARIES****Notes to Pro Forma Condensed Consolidated Financial Statements (unaudited) (Continued)****(Dollar amounts in thousands)**

The pro forma adjustments to the condensed consolidated statement of operations for the year ended December 31, 2009 reflect the acquisition of the Rockwood Capital/365 Main Portfolio, which is expected to close on or about July 7, 2010, as if the acquisition closed on January 1, 2009. The pro forma adjustments are as follows (in thousands):

**Rockwood Capital/365 Main Portfolio****Year Ended December 31, 2009**

	<b>Historical combined revenues and certain expenses (1)</b>	<b>Adjustments resulting from purchasing the Rockwood Capital/365 Main Portfolio</b>	<b>Pro Forma Adjustments</b>
<b>Operating Revenues:</b>			
Rental	\$ 83,848	\$ 5,192(2)	\$ 89,040
Tenant reimbursements	33,761		33,761
Total operating revenues	117,609	5,192	122,801
<b>Operating Expenses:</b>			
Rental property operating and maintenance	44,920		44,920
Property taxes	3,406	4,676(3)	8,082
Insurance	629		629
Depreciation and amortization		46,720(4)	46,720
Total operating expenses	48,955	51,396	100,351
Operating income	\$ 68,654	\$ (46,204)	\$ 22,450

- (1) Historical combined statement of revenues and certain expenses reported in accordance with Rule 3-14 of Regulation S-X.
- (2) Includes a \$7.1 million adjustment to reflect straight-line revenue and a (\$1.9) million adjustment to amortize acquired above and below market lease intangibles as if the Portfolio had been acquired on January 1, 2009.
- (3) Pro forma property tax expense of \$4.7 million was calculated based on the expected purchase price and the county property tax rates for the five properties of the Rockwood Capital/365 Main Portfolio in excess of the historical property tax expense as if they had been acquired on January 1, 2009.
- (4) Includes a \$30.2 million adjustment to amortize acquired in place lease value intangible assets and a \$16.5 million adjustment to record depreciation expense on acquired tangible assets as if the Portfolio had been acquired on January 1, 2009.

**Table of Contents****DIGITAL REALTY TRUST, INC. AND SUBSIDIARIES****Notes to Pro Forma Condensed Consolidated Financial Statements (unaudited) (Continued)****(Dollar amounts in thousands)****(DD) Financing Transactions**

Reflects the pro forma increase in interest expense for the three months ended March 31, 2010 and the year ended December 31, 2009. Our financings consist of the issuance of \$500 million aggregate principal amount of 5.875% notes due 2020 and additional borrowings under our existing revolving credit facility. The adjustments reflect the increase in interest expense as follows (in thousands):

<b>Financing</b>	<b>Principal balance used in pro forma adjustment</b>	<b>Interest rate</b>	<b>Pro forma interest expense adjustment three months ended March 31, 2010</b>	<b>Pro forma interest expense adjustment Year ended December 31, 2009</b>
5.875% notes due 2020	\$ 500,000(1)	5.875%	\$ 2,203(3)	\$ 29,375
Amortization of loan discount	(8,520)(1)		64(3)	852
Net decrease in principal balance of revolving credit facility related to the application of the excess proceeds from the 5.875% notes due 2020, in excess of the New England Portfolio purchase price	(101,527)	1-month LIBOR +1.1%(2)	(102)(3)	(1,372)
Net increase in principal balance of revolving credit facility related to the Rockwood Capital/365 Main Portfolio	347,907	1-month LIBOR +1.1%(2)	1,161	4,702
			<b>\$ 3,326</b>	<b>\$ 33,557</b>

- (1) On January 28, 2010, the Operating Partnership closed the issuance of \$500.0 million aggregate principal amount of 5.875% notes due 2020. The purchase price paid by the initial purchasers was 98.296% of the principal amount thereof, resulting in original issue discount of \$8,520.
- (2) The average 1-month LIBOR +1.10% interest rate on our revolving credit facility was 1.33% for the three months ended March 31, 2010. The average 1-month LIBOR +1.10% interest rate on our revolving credit facility was 1.35% for the year ended December 31, 2009. A 1/8 percentage point change in the LIBOR rate would result in a combined adjustment to net income for both items above of approximately \$99,000 and \$308,000 for the three months ended March 31, 2010 and the year ended December 31, 2009, respectively.
- (3) Reflects 27 days not recorded in the Company's historical results for the three months ended March 31, 2010, since the transaction closed on January 28, 2010.

**Table of Contents****DIGITAL REALTY TRUST, INC. AND SUBSIDIARIES****Notes to Pro Forma Condensed Consolidated Financial Statements (unaudited) (Continued)****(Dollar amounts in thousands)****(EE) Noncontrolling Interests in Operating Partnership**

Noncontrolling interests in the Operating Partnership relate to the Operating Partnership interests that are not owned by us. The following table shows the effect on net income attributable to noncontrolling interests for the three months ended March 31, 2010 and the year ended December 31, 2009 had the acquisition of the New England Portfolio and the Rockwood Capital/365 Main Portfolio occurred on January 1, 2009 along with the related financing (in thousands):

	<b>For the three months ended March 31, 2010</b>	<b>For the year ended December 31, 2009</b>
Net income effect from:		
Acquisition of the New England Portfolio	\$ 1,224	\$ 22,305
Acquisition of the Rockwood Capital/365 Main Portfolio	7,315	22,450
Financing transactions	(3,326)	(33,557)
	5,213	11,198
Average noncontrolling interest percentage	5.71%	5.94%
Net income attributable to noncontrolling interests	\$ 298	\$ 665

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Digital Realty Trust, Inc.

By: /s/ JOSHUA A. MILLS  
**Joshua A. Mills**  
**General Counsel and Assistant Secretary**

Date: June 25, 2010



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**EXHIBIT INDEX**

**Exhibit**

<b>No.</b>	<b>Description</b>
2.1	First Amendment to Asset Purchase Agreement, dated as of June 16, 2010, by and among MainRock II Chandler, LLC, MainRock II Chantilly, LLC, MainRock, LLC, 365 Jack London Square, LLC and Rincon 365 Borrower, LLC, collectively, as the Sellers, and Digital Realty Trust, L.P., as the Purchaser (incorporated by reference to Exhibit 2.5 to Digital Realty Trust, L.P.'s General Form for Registration of Securities on Form 10 filed on June 25, 2010).
2.2	Second Amendment to Asset Purchase Agreement, dated as of June 17, 2010, by and among MainRock II Chandler, LLC, MainRock II Chantilly, LLC, MainRock, LLC, 365 Jack London Square, LLC and Rincon 365 Borrower, LLC, collectively, as the Sellers, and Digital Realty Trust, L.P., as the Purchaser (incorporated by reference to Exhibit 2.6 to Digital Realty Trust, L.P.'s General Form for Registration of Securities on Form 10 filed on June 25, 2010).
2.3	Third Amendment to Asset Purchase Agreement, dated as of June 18, 2010, by and among MainRock II Chandler, LLC, MainRock II Chantilly, LLC, MainRock, LLC, 365 Jack London Square, LLC and Rincon 365 Borrower, LLC, collectively, as the Sellers, and Digital Realty Trust, L.P., as the Purchaser (incorporated by reference to Exhibit 2.7 to Digital Realty Trust, L.P.'s General Form for Registration of Securities on Form 10 filed on June 25, 2010).
23.1	Consent of KPMG LLP, Independent Auditors.