

Digital Realty Trust, Inc.
Form S-4/A
September 22, 2010

As filed with the Securities and Exchange Commission on September 22, 2010

Registration No. 333-167805

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 3
TO
FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

DIGITAL REALTY TRUST, INC.
DIGITAL REALTY TRUST, L.P.

(Exact name of registrants as specified in their charters)

| DIGITAL REALTY TRUST, INC. | | | DIGITAL REALTY TRUST, L.P. | | |
|--|---|--|--|--|--|
| Maryland (State or other jurisdiction of incorporation or organization) | 6798 (Primary Standard Industrial Classification Code Number) | 26-0081711 (I.R.S. Employer Identification No.) | Maryland (State or other jurisdiction of incorporation or organization) | 6798 (Primary Standard Industrial Classification Code Number) | 20-2402955 (I.R.S. Employer Identification No.) |

560 Mission Street, Suite 2900

San Francisco, CA 94105

(415) 738-6500

(Address, including zip code, and telephone number, including area code, of registrants principal executive offices)

A. William Stein

Chief Financial Officer & Chief Investment Officer

560 Mission Street, Suite 2900

San Francisco, CA 94105

(415) 738-6500

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copy to:

Keith Benson, Esq.

Julian T.H. Kleindorfer, Esq.

Latham & Watkins LLP

505 Montgomery Street, Suite 2000

San Francisco, CA 94111

(415) 391-0600

Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after the effective date of this registration statement.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

| | | | | | | | | |
|-----------------------------|-------------------------|-------------------------------------|-------------------|--------------------------|-----------------------|-------------------------------------|---------------------------|--------------------------|
| Digital Realty Trust, Inc.: | Large-accelerated filer | <input checked="" type="checkbox"/> | Accelerated filer | <input type="checkbox"/> | Non-accelerated filer | <input type="checkbox"/> | Smaller reporting company | <input type="checkbox"/> |
| Digital Realty Trust, L.P.: | Large-accelerated filer | <input type="checkbox"/> | Accelerated filer | <input type="checkbox"/> | Non-accelerated filer | <input checked="" type="checkbox"/> | Smaller reporting company | <input type="checkbox"/> |

The Registrants hereby amend this registration statement on such date or dates as may be necessary to delay its effective date until the Registrants shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this registration statement shall become effective on such date as the SEC, acting pursuant to said Section 8(a), may determine.

EXPLANATORY NOTE

The sole purpose of this Amendment No. 3 to Form S-4, initially filed with the Securities and Exchange Commission on June 25, 2010 (File No. 333-167805), as amended by Amendment No. 1 filed on August 4, 2010 and Amendment No. 2 filed on September 3, 2010, is to file a revised version of Exhibit 10.2 to the Form S-4. No other changes have been made to the Form S-4 and accordingly no other part of the Form S-4 has been included herein.

ITEM 21. Exhibits and Financial Statement Schedules.

(a) Exhibits

| Exhibit Number | Description |
|----------------|---|
| 2.1 | Purchase and Sale Agreement, dated as of December 24, 2009, by and among Sentinel Properties Needham, LLC, SP Needham I, LLC and Digital Realty Trust, L.P. (incorporated by reference to Exhibit 2.1 to Digital Realty Trust, Inc.'s Current Report on Form 8-K filed on December 31, 2009). |
| 2.2 | Purchase and Sale Agreement, dated as of December 24, 2009, by and between Sentinel Properties Bedford, LLC and Digital Realty Trust, L.P. (incorporated by reference to Exhibit 2.2 to Digital Realty Trust, Inc.'s Current Report on Form 8-K filed on December 31, 2009). |
| 2.3 | Purchase and Sale Agreement, dated as of December 24, 2009, by and between Sentinel Properties Trumbull, LLC and Digital Realty Trust, L.P. (incorporated by reference to Exhibit 2.3 to Digital Realty Trust, Inc.'s Current Report on Form 8-K filed on December 31, 2009). |
| 2.4 | Asset Purchase Agreement, dated as of June 1, 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 2.1 to Digital Realty Trust, Inc.'s Current Report on Form 8-K filed on June 2, 2010). |
| 2.5 | 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 (File No. 000-54023)). |
| 2.6 | 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 (File No. 000-54023)). |
| 2.7 | 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 (File No. 000-54023)). |
| 3.1 | Certificate of Limited Partnership of Digital Realty Trust, L.P. (incorporated by reference to Exhibit 3.1 to Digital Realty Trust, L.P.'s General Form for Registration of Securities on Form 10 filed on June 25, 2010 (File No. 000-54023)). |
| 3.2 | Eighth Amended and Restated Agreement of Limited Partnership of Digital Realty Trust, L.P. (incorporated by reference to Exhibit 10.1 to Digital Realty Trust, Inc.'s Current Report on Form 8-K filed on April 13, 2009). |
| 3.3 | Articles of Amendment and Restatement of Digital Realty Trust, Inc., as amended (incorporated by reference to Exhibit 3.1 to Digital Realty Trust, Inc.'s Annual Report on Form 10-K filed on February 26, 2010). |

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| 3.4 | Second Amended and Restated Bylaws of Digital Realty Trust, Inc. (incorporated by reference to Exhibit 3.1 to Digital Realty Trust, Inc. s Current Report on Form 8-K filed on March 19, 2009). |
| 4.1 | Indenture, dated as of August 15, 2006, among Digital Realty Trust, L.P., as issuer, Digital Realty Trust, Inc., as guarantor, and Wells Fargo Bank, National Association, as trustee, including the form of 4.125% Exchangeable Senior Debentures due 2026 (incorporated by reference to Exhibit 4.1 to Digital Realty Trust, Inc. s Current Report on Form 8-K filed on August 21, 2006). |
| 4.2 | Indenture, dated as of April 20, 2009, among Digital Realty Trust, L.P., as issuer, Digital Realty Trust, Inc., as guarantor, and Wells Fargo Bank, National Association, as trustee, including the form of 5.50% Exchangeable Senior Debentures due 2029 (incorporated by reference to Exhibit 4.1 to Digital Realty Trust, Inc. s Current Report on Form 8-K filed on April 22, 2009). |
| 4.3 | Registration Rights Agreement, dated as of October 27, 2004, by and among Digital Realty Trust, Inc., Digital Realty Trust, L.P. and the Unit Holders, as defined therein (incorporated by reference to Exhibit 10.2 to Digital Realty Trust, Inc. s Quarterly Report on Form 10-Q filed on December 13, 2004). |
| 4.4 | Registration Rights Agreement, dated August 15, 2006, among Digital Realty Trust, L.P., Digital Realty Trust, Inc. and Citigroup Global Markets Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated (incorporated by reference to Exhibit 10.1 to Digital Realty Trust, Inc. s Current Report on Form 8-K filed on August 21, 2006). |
| 4.5 | Registration Rights Agreement, dated April 20, 2009, among Digital Realty Trust, L.P., Digital Realty Trust, Inc. and Citigroup Global Markets Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Deutsche Bank Securities Inc. and Credit Suisse Securities (USA) LLC (incorporated by reference to Exhibit 10.1 to Digital Realty Trust, Inc. s Current Report on Form 8-K filed on April 22, 2009). |
| 4.6 | Indenture, dated as of January 28, 2010, among Digital Realty Trust, L.P., as issuer, Digital Realty Trust, Inc., as guarantor, and Wilmington Trust FSB, as trustee, including the form of 5.875% Notes due 2020 (incorporated by reference to Exhibit 4.1 to Digital Realty Trust, Inc. s Current Report on Form 8-K filed on January 29, 2010). |
| 4.7 | Registration Rights Agreement, dated January 28, 2010, among Digital Realty Trust, L.P., Digital Realty Trust, Inc., Citigroup Global Markets Inc., Banc of America Securities LLC, Credit Suisse Securities (USA) LLC and Deutsche Bank Securities Inc. (incorporated by reference to Exhibit 4.2 to Digital Realty Trust, Inc. s Current Report on Form 8-K filed on January 29, 2010). |
| 4.8 | Indenture, dated as of July 8, 2010, among Digital Realty Trust, L.P., as issuer, Digital Realty Trust, Inc., as guarantor, and Deutsche Bank Trust Company Americas, as trustee, including the form of 4.50% Notes due 2015 (incorporated by reference to Exhibit 4.1 to Digital Realty Trust, Inc. s Current Report on Form 8-K filed on July 12, 2010). |
| 4.9 | Registration Rights Agreement, dated July 8, 2010, among Digital Realty Trust, L.P., Digital Realty Trust, Inc., Citigroup Global Markets Inc., Banc of America Securities LLC, Credit Suisse Securities (USA) LLC and Morgan Stanley & Co. Incorporated (incorporated by reference to Exhibit 4.2 to Digital Realty Trust, Inc. s Current Report on Form 8-K filed on July 12, 2010). |
| 5.1 | Opinion of Latham & Watkins LLP (previously filed). |
| 5.2 | Opinion of Venable LLP (previously filed). |
| 10.1 | Contribution Agreement, dated as of July 31, 2004, by and among Digital Realty Trust, L.P., San Francisco Wave eXchange, LLC, Santa Clara Wave eXchange, LLC and eXchange colocation, LLC (incorporated by reference to Exhibit 10.12 to Digital Realty Trust, Inc. s Registration Statement on Form S-11 (Registration No. 333-117865) filed on September 17, 2004). |

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| Exhibit Number | Description |
|-----------------------|---|
| 10.2 | Revolving Credit Agreement, dated as of August 31, 2007, among Digital Realty Trust, L.P., as borrower, Digital Realty Trust, Inc., as parent guarantor, the subsidiary guarantors named therein, Citicorp North America, Inc., as administrative agent, KeyBank National Association, as syndication agent, Citigroup Global Markets Inc. and KeyBanc Capital Markets, as joint lead arrangers and joint book running managers, and the other agents and lenders named therein (incorporated by reference to Exhibit 10.2 to Digital Realty Trust, L.P.'s General Form for Registration of Securities on Form 10 filed on September 22, 2010 (File No. 000-54023)).* |
| 10.3 | Form of Profits Interest Units Agreement (incorporated by reference to Exhibit 10.44 to Digital Realty Trust, Inc.'s Quarterly Report on Form 10-Q filed on December 13, 2004). |
| 10.4 | Form of Digital Realty Trust, Inc. Incentive Stock Option Agreement (incorporated by reference to Exhibit 10.45 to Digital Realty Trust, Inc.'s Quarterly Report on Form 10-Q filed on December 13, 2004). |
| 10.5 | Form of 2008 Class C Profits Interest Units Agreement (incorporated by reference to Exhibit 10.1 to Digital Realty Trust, Inc.'s Quarterly Report on Form 10-Q filed on August 9, 2007). |
| 10.6 | First Amended and Restated Digital Realty Trust, Inc., Digital Services, Inc. and Digital Realty Trust, L.P. 2004 Incentive Award Plan (incorporated by reference to Appendix A to Digital Realty Trust, Inc.'s definitive proxy statement on Schedule 14A filed on March 30, 2007). |
| 10.7 | Amendment No. 1 to the Revolving Credit Agreement, dated as of February 6, 2008, among Digital Realty Trust, L.P., Citicorp North America, Inc., as administrative agent, the financial institutions named therein, KeyBank National Association, as syndication agent, and Citigroup Global Markets Inc. and KeyBanc Capital Markets, as the arrangers (incorporated by reference to Exhibit 10.7 to Digital Realty Trust, L.P.'s General Form for Registration of Securities on Form 10 filed on August 4, 2010 (File No. 000-54023)). |
| 10.8 | Form of 2008 Performance-Based Profits Interest Units Agreement (incorporated by reference to Exhibit 10.3 to Digital Realty Trust, Inc.'s Quarterly Report on Form 10-Q filed on May 9, 2008). |
| 10.9 | First Amendment to First Amended and Restated Digital Realty Trust, Inc., Digital Services, Inc. and Digital Realty Trust, L.P. 2004 Incentive Award Plan (incorporated by reference to Exhibit 10.4 to Digital Realty Trust, Inc.'s Quarterly Report on Form 10-Q filed on May 9, 2008). |
| 10.10 | Amendment No. 2 to the Revolving Credit Agreement, dated as of June 13, 2008, among Digital Realty Trust, L.P., Citicorp North America, Inc., as administrative agent, the financial institutions named therein, KeyBank National Association, as syndication agent, and Citigroup Global Markets Inc. and KeyBanc Capital Markets, as the arrangers (incorporated by reference to Exhibit 10.1 to Digital Realty Trust, Inc.'s Quarterly Report on Form 10-Q filed on August 8, 2008). |
| 10.11 | Note Purchase and Private Shelf Agreement, dated as of July 24, 2008, among Digital Realty Trust, L.P., Prudential Investment Management, Inc. and the Prudential Affiliates named therein (incorporated by reference to Exhibit 10.2 to Digital Realty Trust, Inc.'s Quarterly Report on Form 10-Q filed on August 8, 2008). |
| 10.12 | Second Amendment to First Amended and Restated Digital Realty Trust, Inc., Digital Services, Inc. and Digital Realty Trust, L.P. 2004 Incentive Award Plan (incorporated by reference to Exhibit 10.4 to Digital Realty Trust, Inc.'s Quarterly Report on Form 10-Q filed on August 6, 2009). |
| 10.13 | Third Amendment to First Amended and Restated Digital Realty Trust, Inc., Digital Services, Inc. and Digital Realty Trust, L.P. 2004 Incentive Award Plan (incorporated by reference to Exhibit 10.1 to Digital Realty Trust, Inc.'s Quarterly Report on Form 10-Q filed on November 9, 2009). |

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| Exhibit Number | Description |
|-----------------------|--|
| 10.14 | Form of Indemnification Agreement by and between Digital Realty Trust, Inc. and its directors and officers (incorporated by reference to Exhibit 10.4 to Digital Realty Trust, Inc. s Registration Statement on Form S-11 (Registration No. 333-117865) filed on October 13, 2004). |
| 10.15 | Non-competition Agreement, dated as of October 28, 2004, by and between Digital Realty Trust, Inc. and Global Innovation Partners, LLC (incorporated by reference to Exhibit 10.10 to Digital Realty Trust, Inc. s Quarterly Report on Form 10-Q filed on December 13, 2004). |
| 10.16 | Employment Agreement among Digital Realty Trust, Inc., DLR, LLC and Richard A. Magnuson (incorporated by reference to Exhibit 10.2 to Digital Realty Trust, Inc. s Quarterly Report on Form 10-Q filed on November 10, 2008). |
| 10.17 | First Amendment to Employment Agreement among Digital Realty Trust, Inc., DLR, LLC and Richard A. Magnuson (incorporated by reference to Exhibit 10.47 to Digital Realty Trust, Inc. s Annual Report on Form 10-K filed on March 2, 2009). |
| 10.18 | Employment Agreement among Digital Realty Trust, Inc., DLR, LLC and Michael F. Foust (incorporated by reference to Exhibit 10.1 to Digital Realty Trust, Inc. s Quarterly Report on Form 10-Q filed on November 10, 2008). |
| 10.19 | First Amendment to Employment Agreement among Digital Realty Trust, Inc., DLR, LLC and Michael F. Foust (incorporated by reference to Exhibit 10.46 to Digital Realty Trust, Inc. s Annual Report on Form 10-K filed on March 2, 2009). |
| 10.20 | Employment Agreement among Digital Realty Trust, Inc., DLR, LLC and A. William Stein (incorporated by reference to Exhibit 10.3 to Digital Realty Trust, Inc. s Quarterly Report on Form 10-Q filed on November 10, 2008). |
| 10.21 | Second Amendment to Employment Agreement dated as of June 9, 2010 by and between Digital Realty Trust, Inc. and DLR, LLC, and A. William Stein (incorporated by reference to Exhibit 10.21 to Digital Realty Trust, L.P. s General Form for Registration of Securities on Form 10 filed on August 4, 2010 (File No. 000-54023)). |
| 10.22 | Employment Agreement among Digital Realty Trust, Inc., DLR, LLC and Christopher J. Crosby (incorporated by reference to Exhibit 10.4 to Digital Realty Trust, Inc. s Quarterly Report on Form 10-Q filed on November 10, 2008). |
| 10.23 | Second Amendment to Employment Agreement dated as of June 9, 2010 by and between Digital Realty Trust, Inc. and DLR, LLC, and Christopher J. Crosby (incorporated by reference to Exhibit 10.23 to Digital Realty Trust, L.P. s General Form for Registration of Securities on Form 10 filed on August 4, 2010 (File No. 000-54023)). |
| 10.24 | Amended and Restated Employment Agreement among Digital Realty Trust, Inc., DLR, LLC and Scott E. Peterson (incorporated by reference to Exhibit 10.45 to Digital Realty Trust, Inc. s Annual Report on Form 10-K filed on March 2, 2009). |
| 10.25 | Form of Amendment to Employment Agreement (incorporated by reference to Exhibit 10.44 to Digital Realty Trust, Inc. s Annual Report on Form 10-K filed on March 2, 2009). |
| 10.26 | Amendment No. 3 to the Revolving Credit Agreement, dated as of June 28, 2010, among Digital Realty Trust, L.P., Citicorp North America, Inc., and the financial institutions party to the Credit Agreement (incorporated by reference to Exhibit 10.26 to Digital Realty Trust, L.P. s General Form for Registration of Securities on Form 10 filed on August 4, 2010 (File No. 000-54023)). |

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| Exhibit Number | Description |
|----------------|---|
| 10.27 | Amendment No. 1 to the Note Purchase and Private Shelf Agreement, dated as of June 30, 2010, between Digital Realty Trust, L.P. and Prudential Investment Management, Inc. and the other Purchasers party to the Note Agreement (incorporated by reference to Exhibit 10.27 to Digital Realty Trust, L.P.'s General Form for Registration of Securities on Form 10 filed on August 4, 2010 (File No. 000-54023)). |
| 12.1 | Statement of Computation of Ratios (previously filed). |
| 21.1 | List of Subsidiaries of Digital Realty Trust, Inc. (previously filed). |
| 23.1 | Consent of Latham & Watkins LLP (included in Exhibit 5.1) (previously filed). |
| 23.2 | Consent of Venable LLP (included in Exhibit 5.2) (previously filed). |
| 23.3 | Consent of Independent Registered Public Accounting Firm KPMG LLP (previously filed). |
| 23.4 | Consent of Independent Registered Public Accounting Firm KPMG LLP (previously filed). |
| 23.5 | Consent of Independent Auditors KPMG LLP (previously filed). |
| 23.6 | Consent of Independent Registered Public Accounting Firm Ernst & Young LLP (previously filed). |
| 24.1 | Power of Attorney (previously filed). |
| 25.1 | Statement of Eligibility under the Trust Indenture Act of 1939 of Wilmington Trust FSB (Form T-1) (previously filed). |
| 99.1 | Form of Letter of Transmittal (previously filed). |
| 99.2 | Form of Notice of Guaranteed Delivery (previously filed). |
| 101 | Pursuant to Rule 405 of Regulation S-T, the following financial information of Digital Realty Trust, Inc. is furnished formatted in XBRL interactive data files: (i) Condensed Consolidated Balance Sheet as of June 30, 2010 and Consolidated Balance Sheets as of December 31, 2009 and December 31, 2008; (ii) Condensed Consolidated Income Statements for the three and six months ended June 30, 2010 and 2009 and Consolidated Income Statements for each of the years in the three-year period ended December 31, 2009; (iii) Condensed Consolidated Statements of Comprehensive Income (Loss) for the three and six months ended June 30, 2010 and 2009; (iv) Consolidated Statements of Equity and Comprehensive Income (Loss) for each of the years in the three-year period ended December 31, 2009; (v) Condensed Consolidated Statements of Cash Flows for the six months ended June 30, 2010 and 2009 and Consolidated Statements of Cash Flows for each of the years in the three-year period ended December 31, 2009; and (vi) Notes to Condensed Consolidated Financial Statements and Notes to Consolidated Financial Statements, tagged as blocks of text (previously furnished).** |

Management contract or compensatory plan or arrangement

* Portions of this exhibit have been omitted pursuant to a request for confidential treatment and have been filed separately with the Securities and Exchange Commission.

** In accordance with Regulation S-T, the XBRL-formatted interactive data files that comprise Exhibit 101 to this Registration Statement on Form S-4 shall be deemed furnished and not filed.

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrants have duly caused this amended registration statement to be signed on their behalf by the undersigned, thereunto duly authorized, in the City of San Francisco, State of California, on September 22, 2010.

DIGITAL REALTY TRUST, INC.

By: /s/ MICHAEL F. FOUST
Michael F. Foust

Chief Executive Officer

DIGITAL REALTY TRUST, L.P.

By: DIGITAL REALTY TRUST, Inc.

Its general partner

By: /s/ MICHAEL F. FOUST
Michael F. Foust

Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this amended registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|------------------------------|--|--------------------|
| * | Chairman of the Board | September 22, 2010 |
| Richard A. Magnuson | | |
| /s/ MICHAEL F. FOUST | Chief Executive Officer and Director (Principal Executive Officer) | September 22, 2010 |
| Michael F. Foust | | |
| /s/ A. WILLIAM STEIN | Chief Financial Officer and Chief Investment Officer (Principal Financial Officer) | September 22, 2010 |
| A. William Stein | | |
| /s/ EDWARD F. SHAM | Controller (Principal Accounting Officer) | September 22, 2010 |
| Edward F. Sham | | |
| * | Director | September 22, 2010 |
| Laurence A. Chapman | | |
| * | Director | September 22, 2010 |
| Ruann F. Ernst, Ph.D. | | |
| * | Director | September 22, 2010 |

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Kathleen Earley

*

Director

September 22, 2010

Dennis E. Singleton

*

Director

September 22, 2010

Robert H. Zerbst

* by:

/s/ JOSHUA A. MILLS
Attorney in Fact

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EXHIBIT INDEX

| Exhibit Number | Description |
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| 2.1 | Purchase and Sale Agreement, dated as of December 24, 2009, by and among Sentinel Properties Needham, LLC, SP Needham I, LLC and Digital Realty Trust, L.P. (incorporated by reference to Exhibit 2.1 to Digital Realty Trust, Inc.'s Current Report on Form 8-K filed on December 31, 2009). |
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| 4.2 | Indenture, dated as of April 20, 2009, among Digital Realty Trust, L.P., as issuer, Digital Realty Trust, Inc., as guarantor, and Wells Fargo Bank, National Association, as trustee, including the form of 5.50% Exchangeable Senior Debentures due 2029 (incorporated by reference to Exhibit 4.1 to Digital Realty Trust, Inc.'s Current Report on Form 8-K filed on April 22, 2009). |
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| 4.7 | Registration Rights Agreement, dated January 28, 2010, among Digital Realty Trust, L.P., Digital Realty Trust, Inc., Citigroup Global Markets Inc., Banc of America Securities LLC, Credit Suisse Securities (USA) LLC and Deutsche Bank Securities Inc. (incorporated by reference to Exhibit 4.2 to Digital Realty Trust, Inc.'s Current Report on Form 8-K filed on January 29, 2010). |
| 4.8 | Indenture, dated as of July 8, 2010, among Digital Realty Trust, L.P., as issuer, Digital Realty Trust, Inc., as guarantor, and Deutsche Bank Trust Company Americas, as trustee, including the form of 4.50% Notes due 2015 (incorporated by reference to Exhibit 4.1 to Digital Realty Trust, Inc.'s Current Report on Form 8-K filed on July 12, 2010). |
| 4.9 | Registration Rights Agreement, dated July 8, 2010, among Digital Realty Trust, L.P., Digital Realty Trust, Inc., Citigroup Global Markets Inc., Banc of America Securities LLC, Credit Suisse Securities (USA) LLC and Morgan Stanley & Co. Incorporated (incorporated by reference to Exhibit 4.2 to Digital Realty Trust, Inc.'s Current Report on Form 8-K filed on July 12, 2010). |
| 5.1 | Opinion of Latham & Watkins LLP (previously filed). |
| 5.2 | Opinion of Venable LLP (previously filed). |
| 10.1 | Contribution Agreement, dated as of July 31, 2004, by and among Digital Realty Trust, L.P., San Francisco Wave eXchange, LLC, Santa Clara Wave eXchange, LLC and eXchange colocation, LLC (incorporated by reference to Exhibit 10.12 to Digital Realty Trust, Inc.'s Registration Statement on Form S-11 (Registration No. 333-117865) filed on September 17, 2004). |
| 10.2 | Revolving Credit Agreement, dated as of August 31, 2007, among Digital Realty Trust, L.P., as borrower, Digital Realty Trust, Inc., as parent guarantor, the subsidiary guarantors named therein, Citicorp North America, Inc., as administrative agent, KeyBank National Association, as syndication agent, Citigroup Global Markets Inc. and KeyBanc Capital Markets, as joint lead arrangers and joint book running managers, and the other agents and lenders named therein (incorporated by reference to Exhibit 10.2 to Digital Realty Trust, L.P.'s General Form for Registration of Securities on Form 10 filed on September 22, 2010 (File No. 000-54023)).* |

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| Exhibit Number | Description |
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| 10.3 | Form of Profits Interest Units Agreement (incorporated by reference to Exhibit 10.44 to Digital Realty Trust, Inc. s Quarterly Report on Form 10-Q filed on December 13, 2004). |
| 10.4 | Form of Digital Realty Trust, Inc. Incentive Stock Option Agreement (incorporated by reference to Exhibit 10.45 to Digital Realty Trust, Inc. s Quarterly Report on Form 10-Q filed on December 13, 2004). |
| 10.5 | Form of 2008 Class C Profits Interest Units Agreement (incorporated by reference to Exhibit 10.1 to Digital Realty Trust, Inc. s Quarterly Report on Form 10-Q filed on August 9, 2007). |
| 10.6 | First Amended and Restated Digital Realty Trust, Inc., Digital Services, Inc. and Digital Realty Trust, L.P. 2004 Incentive Award Plan (incorporated by reference to Appendix A to Digital Realty Trust, Inc. s definitive proxy statement on Schedule 14A filed on March 30, 2007). |
| 10.7 | Amendment No. 1 to the Revolving Credit Agreement, dated as of February 6, 2008, among Digital Realty Trust, L.P., Citicorp North America, Inc., as administrative agent, the financial institutions named therein, KeyBank National Association, as syndication agent, and Citigroup Global Markets Inc. and KeyBanc Capital Markets, as the arrangers (incorporated by reference to Exhibit 10.7 to Digital Realty Trust, L.P. s General Form for Registration of Securities on Form 10 filed on August 4, 2010 (File No. 000-54023)). |
| 10.8 | Form of 2008 Performance-Based Profits Interest Units Agreement (incorporated by reference to Exhibit 10.3 to Digital Realty Trust, Inc. s Quarterly Report on Form 10-Q filed on May 9, 2008). |
| 10.9 | First Amendment to First Amended and Restated Digital Realty Trust, Inc., Digital Services, Inc. and Digital Realty Trust, L.P. 2004 Incentive Award Plan (incorporated by reference to Exhibit 10.4 to Digital Realty Trust, Inc. s Quarterly Report on Form 10-Q filed on May 9, 2008). |
| 10.10 | Amendment No. 2 to the Revolving Credit Agreement, dated as of June 13, 2008, among Digital Realty Trust, L.P., Citicorp North America, Inc., as administrative agent, the financial institutions named therein, KeyBank National Association, as syndication agent, and Citigroup Global Markets Inc. and KeyBanc Capital Markets, as the arrangers (incorporated by reference to Exhibit 10.1 to Digital Realty Trust, Inc. s Quarterly Report on Form 10-Q filed on August 8, 2008). |
| 10.11 | Note Purchase and Private Shelf Agreement, dated as of July 24, 2008, among Digital Realty Trust, L.P., Prudential Investment Management, Inc. and the Prudential Affiliates named therein (incorporated by reference to Exhibit 10.2 to Digital Realty Trust, Inc. s Quarterly Report on Form 10-Q filed on August 8, 2008). |
| 10.12 | Second Amendment to First Amended and Restated Digital Realty Trust, Inc., Digital Services, Inc. and Digital Realty Trust, L.P. 2004 Incentive Award Plan (incorporated by reference to Exhibit 10.4 to Digital Realty Trust, Inc. s Quarterly Report on Form 10-Q filed on August 6, 2009). |
| 10.13 | Third Amendment to First Amended and Restated Digital Realty Trust, Inc., Digital Services, Inc. and Digital Realty Trust, L.P. 2004 Incentive Award Plan (incorporated by reference to Exhibit 10.1 to Digital Realty Trust, Inc. s Quarterly Report on Form 10-Q filed on November 9, 2009). |
| 10.14 | Form of Indemnification Agreement by and between Digital Realty Trust, Inc. and its directors and officers (incorporated by reference to Exhibit 10.4 to Digital Realty Trust, Inc. s Registration Statement on Form S-11 (Registration No. 333-117865) filed on October 13, 2004). |
| 10.15 | Non-competition Agreement, dated as of October 28, 2004, by and between Digital Realty Trust, Inc. and Global Innovation Partners, LLC (incorporated by reference to Exhibit 10.10 to Digital Realty Trust, Inc. s Quarterly Report on Form 10-Q filed on December 13, 2004). |
| 10.16 | Employment Agreement among Digital Realty Trust, Inc., DLR, LLC and Richard A. Magnuson (incorporated by reference to Exhibit 10.2 to Digital Realty Trust, Inc. s Quarterly Report on Form 10-Q filed on November 10, 2008). |
| 10.17 | First Amendment to Employment Agreement among Digital Realty Trust, Inc., DLR, LLC and Richard A. Magnuson (incorporated by reference to Exhibit 10.47 to Digital Realty Trust, Inc. s Annual Report on Form 10-K filed on March 2, 2009). |

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| Exhibit Number | Description |
|-----------------------|---|
| 10.18 | Employment Agreement among Digital Realty Trust, Inc., DLR, LLC and Michael F. Foust (incorporated by reference to Exhibit 10.1 to Digital Realty Trust, Inc. s Quarterly Report on Form 10-Q filed on November 10, 2008). |
| 10.19 | First Amendment to Employment Agreement among Digital Realty Trust, Inc., DLR, LLC and Michael F. Foust (incorporated by reference to Exhibit 10.46 to Digital Realty Trust, Inc. s Annual Report on Form 10-K filed on March 2, 2009). |
| 10.20 | Employment Agreement among Digital Realty Trust, Inc., DLR, LLC and A. William Stein (incorporated by reference to Exhibit 10.3 to Digital Realty Trust, Inc. s Quarterly Report on Form 10-Q filed on November 10, 2008). |
| 10.21 | Second Amendment to Employment Agreement dated as of June 9, 2010 by and between Digital Realty Trust, Inc. and DLR, LLC, and A. William Stein (incorporated by reference to Exhibit 10.21 to Digital Realty Trust, L.P. s General Form for Registration of Securities on Form 10 filed on August 4, 2010 (File No. 000-54023)). |
| 10.22 | Employment Agreement among Digital Realty Trust, Inc., DLR, LLC and Christopher J. Crosby (incorporated by reference to Exhibit 10.4 to Digital Realty Trust, Inc. s Quarterly Report on Form 10-Q filed on November 10, 2008). |
| 10.23 | Second Amendment to Employment Agreement dated as of June 9, 2010 by and between Digital Realty Trust, Inc. and DLR, LLC, and Christopher J. Crosby (incorporated by reference to Exhibit 10.23 to Digital Realty Trust, L.P. s General Form for Registration of Securities on Form 10 filed on August 4, 2010 (File No. 000-54023)). |
| 10.24 | Amended and Restated Employment Agreement among Digital Realty Trust, Inc., DLR, LLC and Scott E. Peterson (incorporated by reference to Exhibit 10.45 to Digital Realty Trust, Inc. s Annual Report on Form 10-K filed on March 2, 2009). |
| 10.25 | Form of Amendment to Employment Agreement (incorporated by reference to Exhibit 10.44 to Digital Realty Trust, Inc. s Annual Report on Form 10-K filed on March 2, 2009). |
| 10.26 | Amendment No. 3 to the Revolving Credit Agreement, dated as of June 28, 2010, among Digital Realty Trust, L.P., Citicorp North America, Inc., and the financial institutions party to the Credit Agreement (incorporated by reference to Exhibit 10.26 to Digital Realty Trust, L.P. s General Form for Registration of Securities on Form 10 filed on August 4, 2010 (File No. 000-54023)). |
| 10.27 | Amendment No. 1 to the Note Purchase and Private Shelf Agreement, dated as of June 30, 2010, between Digital Realty Trust, L.P. and Prudential Investment Management, Inc. and the other Purchasers party to the Note Agreement (incorporated by reference to Exhibit 10.27 to Digital Realty Trust, L.P. s General Form for Registration of Securities on Form 10 filed on August 4, 2010 (File No. 000-54023)). |
| 12.1 | Statement of Computation of Ratios (previously filed). |
| 21.1 | List of Subsidiaries of Digital Realty Trust, Inc. (previously filed). |
| 23.1 | Consent of Latham & Watkins LLP (included in Exhibit 5.1) (previously filed). |
| 23.2 | Consent of Venable LLP (included in Exhibit 5.2) (previously filed). |
| 23.3 | Consent of Independent Registered Public Accounting Firm KPMG LLP (previously filed). |
| 23.4 | Consent of Independent Registered Public Accounting Firm KPMG LLP (previously filed). |
| 23.5 | Consent of Independent Auditors KPMG LLP (previously filed). |
| 23.6 | Consent of Independent Registered Public Accounting Firm Ernst & Young LLP (previously filed). |
| 24.1 | Power of Attorney (previously filed). |
| 25.1 | Statement of Eligibility under the Trust Indenture Act of 1939 of Wilmington Trust FSB (Form T-1) (previously filed). |

| Exhibit Number | Description |
|----------------|---|
| 99.1 | Form of Letter of Transmittal (previously filed). |
| 99.2 | Form of Notice of Guaranteed Delivery (previously filed). |
| 101 | Pursuant to Rule 405 of Regulation S-T, the following financial information of Digital Realty Trust, Inc. is furnished formatted in XBRL interactive data files: (i) Condensed Consolidated Balance Sheet as of June 30, 2010 and Consolidated Balance Sheets as of December 31, 2009 and December 31, 2008; (ii) Condensed Consolidated Income Statements for the three and six months ended June 30, 2010 and 2009 and Consolidated Income Statements for each of the years in the three-year period ended December 31, 2009; (iii) Condensed Consolidated Statements of Comprehensive Income (Loss) for the three and six months ended June 30, 2010 and 2009; (iv) Consolidated Statements of Equity and Comprehensive Income (Loss) for each of the years in the three-year period ended December 31, 2009; (v) Condensed Consolidated Statements of Cash Flows for the six months ended June 30, 2010 and 2009 and Consolidated Statements of Cash Flows for each of the years in the three-year period ended December 31, 2009; and (vi) Notes to Condensed Consolidated Financial Statements and Notes to Consolidated Financial Statements, tagged as blocks of text (previously furnished).** |

Management contract or compensatory plan or arrangement

* Portions of this exhibit have been omitted pursuant to a request for confidential treatment and have been filed separately with the Securities and Exchange Commission.

** In accordance with Regulation S-T, the XBRL-formatted interactive data files that comprise Exhibit 101 to this Registration Statement on Form S-4 shall be deemed furnished and not filed.