

Independence Guidelines

The Board of Directors (the “Board”) of DuPont Fabros Technology, Inc. (the “Company”) has adopted director independence guidelines to assist in affirmatively determining that a director has no relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. The guidelines include, and either meet or are more restrictive than, the independence requirements of the NYSE listing standards. The guidelines also identify categories of relationships that the Board has determined would not affect a director’s independence, and therefore are not considered by the Board in determining director independence. The Board considers 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.

I. The following persons shall not be considered independent:

- A. a director who is, or at any time during the past three years was, employed by the Company, or who has a Family Member who is, or has been within the last three years, an executive officer of the Company;
- B. a director who has received, or who has a Family Member who received, during any 12-month period within the last three years, more than \$100,000 in direct compensation from the Company, other than the following:
 - a. director and committee fees;
 - b. compensation paid to a Family Member for service as an employee (other than an executive officer) of the Company;
 - c. pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service).
- C. a director who is, or who has a Family Member who is, a current partner of the Company’s internal or external auditor, or was a partner or employee of the Company’s outside auditor or who worked on the Company’s audit at any time during any of the past three years;
- D. a director who is, or who has a Family Member who is, or has been during the past three years, employed as an executive officer of another company where any executive of the Company serves or has served on the compensation committee of such other company;
- E. a director who is, or who has a Family Member who is, a current executive officer or an employee of another company that makes or has made payments (exclusive of charitable contributions) to, or receives or has received payments (exclusive of charitable contributions) from, the Company for property or services in an amount which, in any of

the last three fiscal years, exceeded the greater of \$1 million or 2% of the consolidated gross revenues of such other company; or

F. a director who has any material relationship with the Company, either directly or as a partner, shareholder or officer of an organization that has a material relationship with the Company.

II. Relationships of the following types will not be considered material relationships that would impair a director's independence:

A. a director who is, or who has a Family Member who is, a director or trustee of a charitable organization to which the Company makes discretionary charitable contributions that do not exceed \$100,000;

B. a director who has a membership in, or association with, the same professional association, social, educational, fraternal or religious organization, club or institution, as an executive officer or another director of the Company;

C. a director who is a current employee, or who has a Family Member who is a current executive officer of, any organization to which the Company made, or from which the Company received, payments, if such payments are less than the threshold set forth above in Section (I)(E); or

D. a director who serves on the board of another company at which an executive officer or another director of the Company also serves as a board member, except as set forth in Section (I)(D) above.

“Family Member” means any child, stepchild, parent, stepparent, spouse, sibling, mother-in law, father-in-law, daughter-in-law, brother-in-law, or sister-in-law, and any person (other than a tenant or employee) sharing a person's household. For the purpose of this definition an “in-law” is limited to a person related by blood to the person or his/her spouse.