

CyrusOne Inc.  
Form 10-Q  
November 12, 2013  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 10-Q

ý QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934

For the quarterly period ended September 30, 2013

.. TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934

For the transition period \_\_\_\_\_ to \_\_\_\_\_  
Commission File Number: 001-35789 (CyrusOne Inc.)  
Commission File Number: 333-188426 (CyrusOne LP)  
CyrusOne Inc.

CyrusOne LP  
(Exact name of registrant as specified in its charter)  
Maryland (CyrusOne Inc.) 46-0691837  
Maryland (CyrusOne LP) 46-0982896  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification No.)  
1649 West Frankford Road, Carrollton, TX 75007

(Address of Principal Executive Offices) (Zip Code)  
(972) 350-0060  
(Registrant's telephone number, including area  
code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

CyrusOne Inc. Yes " No ý  
CyrusOne LP Yes " No ý

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Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

CyrusOne Inc. Yes  No

CyrusOne LP Yes  No

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.

CyrusOne Inc.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
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Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
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CyrusOne LP

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
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Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
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Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).

CyrusOne Inc. Yes  No

CyrusOne LP Yes  No

CyrusOne Inc.

There were 21,991,521 shares of Common Stock outstanding as of November 1, 2013 with a par value of \$0.01 per share.

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EXPLANATORY NOTE

This report combines the quarterly reports on Form 10-Q for the quarter ended September 30, 2013 of CyrusOne Inc., a Maryland corporation, and CyrusOne LP, a Maryland limited partnership, of which CyrusOne GP, a Maryland statutory trust of which CyrusOne Inc. is the sole beneficial owner and sole trustee, is the sole general partner. Unless otherwise indicated or unless the context requires otherwise, all references in this report to “we,” “us,” “our,” “our Company” or “the Company” refer to CyrusOne Inc. together with its consolidated subsidiaries, including CyrusOne LP. Unless otherwise indicated or unless the context requires otherwise, all references to “our operating partnership” or “the operating partnership” refer to CyrusOne LP together with its consolidated subsidiaries.

CyrusOne Inc. is a real estate investment trust, or REIT, and the sole beneficial owner and sole trustee of CyrusOne GP, which is the sole general partner of CyrusOne LP. As of September 30, 2013, CyrusOne Inc. owned approximately 34.2% of the operating partnership units in CyrusOne LP. The remaining approximately 65.8% of the operating partnership units in CyrusOne LP, which is reflected as a noncontrolling interest, is owned by our former parent, Cincinnati Bell Inc. (“CBI”). As the sole beneficial owner and sole trustee of CyrusOne GP, which is the sole general partner of CyrusOne LP, CyrusOne Inc. has the full, exclusive and complete responsibility for the operating partnership's day-to-day management and control.

We believe combining the quarterly reports on Form 10-Q of CyrusOne Inc. and CyrusOne LP into this single report results in the following benefits:

- enhancing investors' understanding of our Company and our operating partnership by enabling investors to view the business as a whole in the same manner as management views and operates the business;
- eliminating duplicative disclosure and providing a more streamlined and readable presentation since a substantial portion of the disclosure applies to both the Company and the operating partnership; and
- creating time and cost efficiencies through the preparation of one combined report instead of two separate reports.

There are a few differences between our Company and our operating partnership, which are reflected in the disclosures in this report. We believe it is important to understand the differences between our Company and our operating partnership in the context of how we operate as an interrelated consolidated company. CyrusOne Inc. is a REIT, whose only material asset is its ownership of operating partnership units of CyrusOne LP. As a result, CyrusOne Inc. does not conduct business itself, other than acting as the sole trustee of CyrusOne GP, issuing public equity from time to time and guaranteeing certain debt of CyrusOne LP. CyrusOne Inc. itself does not issue any indebtedness but guarantees the debt of CyrusOne LP, as disclosed in this report. CyrusOne LP holds substantially all the assets of the Company. CyrusOne LP conducts the operations of the business and is structured as a partnership with no publicly traded equity. Except for net proceeds from public equity issuances by CyrusOne Inc., which are generally contributed to CyrusOne LP in exchange for operating partnership units, CyrusOne LP generates the capital required by the Company's business through CyrusOne LP's operations and by CyrusOne LP's incurrence of indebtedness or through the issuance of partnership units.

The presentation of noncontrolling interest, shareholders' equity and partnership capital are the main areas of difference between the condensed consolidated financial statements of CyrusOne Inc. and those of CyrusOne LP. The operating partnership units held by the limited partners in CyrusOne LP are presented as partnership capital in CyrusOne LP's condensed consolidated financial statements and as noncontrolling interest within equity in CyrusOne Inc.'s condensed consolidated financial statements. The operating partnership units held by CyrusOne Inc. in CyrusOne LP are presented as partnership capital in CyrusOne LP's condensed consolidated financial statements and as common stock and additional paid in capital within shareholders' equity in CyrusOne Inc.'s condensed consolidated financial statements. The differences in the presentations between shareholders' equity and partnership capital result from the differences in the equity issued at the CyrusOne Inc. and the CyrusOne LP levels.

To help investors understand the significant differences between the Company and the operating partnership, this report presents the following separate sections for each of the Company and the operating partnership:

- Condensed consolidated financial statements; and

• Notes to the condensed consolidated financial statements

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As sole beneficial owner and sole trustee of CyrusOne GP, which is the sole general partner with control of the operating partnership, CyrusOne Inc. consolidates the operating partnership for financial reporting purposes, and it does not have significant assets other than its investment in the operating partnership. Therefore, the assets and liabilities of CyrusOne Inc. and CyrusOne LP are the same on their respective condensed consolidated financial statements. The separate discussions of CyrusOne Inc. and CyrusOne LP in this report should be read in conjunction with each other to understand the results of the Company on a consolidated basis and how management operates the Company.

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This report also includes separate Item 4. Controls and Procedures sections and separate Exhibit 31 and 32 certifications for each of the Company and the operating partnership in order to establish that the Chief Executive Officer and the Chief Financial Officer of each entity have made the requisite certifications and that the Company and the operating partnership are compliant with Rule 13a-15 or Rule 15d-15 of the Securities Exchange Act of 1934 and 18 U.S.C. §1350.

All other sections of this report, including Management's Discussion and Analysis of Financial Condition and Results of Operations and Quantitative and Qualitative Disclosures About Market Risk, are presented together for CyrusOne Inc. and CyrusOne LP.

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## PART I—FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

CyrusOne Inc.

## CONDENSED CONSOLIDATED BALANCE SHEETS

(unaudited and in millions, except share amounts)

	Successor As of September 30, 2013	Predecessor As of December 31, 2012
Assets		
Investment in real estate:		
Land	\$81.5	\$44.5
Buildings and improvements	778.2	722.5
Equipment	134.3	52.4
Construction in progress	63.2	64.2
Subtotal	1,057.2	883.6
Accumulated depreciation	(218.6	) (176.7
Net investment in real estate	838.6	706.9
Cash and cash equivalents	213.2	16.5
Rent and other receivables, net of allowance for doubtful accounts of \$0.5 and \$0.3 as of September 30, 2013, and December 31, 2012, respectively	33.9	33.2
Restricted cash	—	6.3
Goodwill	276.2	276.2
Intangible assets, net of accumulated amortization of \$50.9 and \$38.2 as of September 30, 2013, and December 31, 2012, respectively	89.9	102.6
Due from affiliates	0.9	2.2
Other assets	67.2	67.0
Total assets	\$1,519.9	\$1,210.9
Liabilities and equity		
Accounts payable and accrued expenses	\$67.8	\$37.1
Deferred revenue	55.1	52.8
Due to affiliates	7.0	2.9
Capital lease obligations	18.8	32.2
Long-term debt	525.0	525.0
Other financing arrangements	55.8	60.8
Total liabilities	729.5	710.8
Commitments and contingencies		
Equity		
Preferred stock, \$.01 par value, 100,000,000 authorized; no shares issued or outstanding	—	—
Common stock, \$.01 par value, 500,000,000 shares authorized and 22,116,172 shares issued and outstanding at September 30, 2013	0.2	—
Common stock, \$.01 par value, 1,000 shares authorized and 100 shares issued and outstanding at December 31, 2012	—	—
Additional paid in capital	339.4	7.1
Accumulated deficit	(14.2	) —
Partnership capital	—	493.0
Total shareholders' equity/Parent's net investments	325.4	500.1
Noncontrolling interest	465.0	—



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Total equity	790.4	500.1
Total liabilities and equity	\$1,519.9	\$1,210.9

The accompanying notes are an integral part of the condensed consolidated financial statements.

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CyrusOne Inc.

## CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(unaudited and in millions, except per share data)

	Successor Three Months Ended September 30, 2013	Predecessor Three Months Ended September 30, 2012	Successor January 24, 2013 to September 30, 2013	Predecessor January 1, 2013 to January 23, 2013	Predecessor Nine Months Ended September 30, 2012
Revenue	\$67.5	\$56.7	\$176.1	\$15.1	\$162.8
Costs and expenses:					
Property operating expenses	24.2	20.0	64.1	4.8	55.3
Sales and marketing	2.3	2.1	7.3	0.7	5.8
General and administrative	7.2	5.3	19.7	1.5	15.4
Transaction-related compensation	—	—	—	20.0	—
Depreciation and amortization	23.9	18.8	63.3	5.3	52.9
Restructuring charges	0.7	—	0.7	—	—
Transaction costs	0.7	0.6	1.1	0.1	1.3
Management fees charged by CBI	—	0.9	—	—	2.1
Loss on sale of receivables to an affiliate	—	1.3	—	—	3.7
Asset impairments	—	—	—	—	13.3
Total costs and expenses	59.0	49.0	156.2	32.4	149.8
Operating income (loss)	8.5	7.7	19.9	(17.3)	13.0
Interest expense	10.5	11.3	29.7	2.5	31.2
Other income	(0.1)	) —	(0.1)	) —	—
Loss on extinguishment of debt	—	—	1.3	—	—
Net loss before income taxes	(1.9)	) (3.6)	(11.0)	) (19.8)	) (18.2)
Income tax (expense) benefit	(0.3)	) 0.7	(0.8)	) (0.4)	) 4.7
Loss from continuing operations	(2.2)	) (2.9)	(11.8)	) (20.2)	) (13.5)
Gain on sale of real estate improvements	—	0.1	—	—	0.1
Net loss	(2.2)	) \$(2.8)	(11.8)	) \$(20.2)	) \$(13.4)
Noncontrolling interest in net loss	1.4		7.8		
Net loss attributed to common shareholders	\$(0.8)	)	\$(4.0)	)	
Basic weighted average common shares outstanding	20.9		20.9		
Diluted weighted average common shares outstanding	20.9		20.9		
Loss per share - basic and diluted	\$(0.05)	)	\$(0.22)	)	
Dividend declared per share	\$0.16		\$0.48		

The accompanying notes are an integral part of the condensed consolidated financial statements.

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CyrusOne Inc.

## CONDENSED CONSOLIDATED STATEMENT OF EQUITY

(unaudited and in millions)

	Common Stock Issued Shares	Amount	Additional Paid In Capital	Accumulated Deficit	Partnership capital	Total Shareholder's Equity/ Parent's Net Investment	Non Controlling Interest	Total Equity
Balance December 31, 2012	—	\$—	\$ 7.1	\$ —	\$ 493.0	\$ 500.1	\$ —	\$500.1
Net loss – January 1, 2013 to January 23, 2013	—	—	—	—	(20.2 )	(20.2 )	—	(20.2 )
Other contributions from Parent	—	—	—	—	1.3	1.3	—	1.3
Contributions from Parent—transaction compensation— expense reimbursement	—	—	—	—	19.6	19.6	—	19.6
Noncontrolling interest effective January 24, 2013	—	—	(7.1 )	—	(493.7 )	(500.8 )	500.8	—
Common stock issued	19.0	0.2	336.9	—	—	337.1	—	337.1
Common stock issued to CBI in exchange for operating partnership units	1.5	—	—	—	—	—	—	—
Common stock issued to CBI in exchange for settlement of IPO costs paid by CBI	0.4	—	7.1	—	—	7.1	(7.1 )	—
IPO costs	—	—	(9.5 )	—	—	(9.5 )	—	(9.5 )
Restricted shares issued	1.2	—	—	—	—	—	—	—
Net loss – January 24, 2013 to September 30, 2013	—	—	—	(11.8 )	—	(11.8 )	—	(11.8 )
Noncontrolling interest allocated net loss	—	—	—	7.8	—	7.8	(7.8 )	—
Stock based compensation	—	—	4.9	—	—	4.9	—	4.9
Dividends declared, \$0.48 per share	—	—	—	(10.2 )	—	(10.2 )	(20.9 )	(31.1 )
Balance at September 30, 2013	22.1	\$0.2	\$ 339.4	\$ (14.2 )	\$—	\$ 325.4	\$ 465.0	\$790.4

The accompanying notes are an integral part of the condensed consolidated financial statements.

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CyrusOne Inc.

## CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(unaudited and in millions)

	Successor	Predecessor	Predecessor
	January 24, 2013	January 1, 2013	Nine Months
	to September 30,	to January 23,	Ended
	2013	2013	September 30,
			2012
Net cash provided by operating activities	\$62.8	\$2.0	\$42.8
Cash flows from investing activities:			
Capital expenditures – acquisitions of real estate	(33.3	) —	(25.4
Capital expenditures – other development	(124.6	) (7.7	) (121.0
Increase in restricted cash	—	—	(11.1
Release of restricted cash	4.4	1.9	0.7
Advances to affiliates	—	—	(9.6
Proceeds from sale of assets	—	—	0.2
Net cash used in investing activities	(153.5	) (5.8	) (166.2
Cash flows from financing activities:			
Issuance of common stock	360.5	—	—
IPO costs	(23.4	) —	—
Borrowings from affiliates, net	—	—	131.9
Dividends paid	(20.7	) —	—
Payments on capital leases and other financing arrangements	(3.7	) (0.6	) (5.2
Payments to buyout capital leases	(9.6	) —	—
Payment to buyout other financing arrangement	(10.2	) —	—
Contributions (distributions) from (to) parent, net	—	0.2	(0.7
Debt issuance costs	(1.3	) —	—
Net cash provided by (used in) financing activities	291.6	(0.4	) 126.0
Net increase (decrease) in cash and cash equivalents	200.9	(4.2	) 2.6
Cash and cash equivalents at beginning of period	12.3	16.5	0.6
Cash and cash equivalents at end of period	\$213.2	\$12.3	\$3.2
Supplemental disclosures			
Cash paid for interest, net of amount capitalized	\$21.8	\$0.3	\$32.9
Capitalized interest	1.6	—	1.6
Acquisition of property in accounts payable and other liabilities	30.2	15.7	26.4
Assumed liabilities in buyout of other financing obligation lease	0.2	—	—
Contribution receivable from Parent related to transaction-related compensation	—	19.6	—
Dividends payable	10.4	—	—
Deferred IPO costs	—	1.7	—
Deferred IPO costs reclassified to additional paid in capital	9.5	—	—

The accompanying notes are an integral part of the condensed consolidated financial statements.

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CyrusOne Inc.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(unaudited)

1. Description of Business

CyrusOne Inc., together with CyrusOne GP, a wholly-owned subsidiary of CyrusOne Inc., through which CyrusOne Inc. holds a controlling interest in CyrusOne LP (the “Operating Partnership”) and the subsidiaries of the Operating Partnership (collectively, “CyrusOne”, “we”, “us”, “our”, and the “Company”) is an owner, operator and developer of enterprise-class, carrier neutral data centers. Our customers operate in a number of industries, including energy, oil and gas, mining, medical, technology, finance and consumer goods and services. We currently operate 25 data centers located in the United States, United Kingdom and Singapore.

CyrusOne’s operations are primarily conducted through the Operating Partnership. CyrusOne intends to elect the status of and qualify as a REIT under the Internal Revenue Code of 1986 (“the Code”), as amended, for the taxable year ended December 31, 2013.

2. Formation

Prior to November 20, 2012, the Company was a wholly-owned subsidiary of Cincinnati Bell Inc. (“CBI”). In anticipation of the initial public offering of CyrusOne Inc., CBI created CyrusOne Inc., CyrusOne GP and the Operating Partnership as legal entities and wholly-owned subsidiaries of CBI.

On November 20, 2012, the Operating Partnership received a contribution of interests in real estate properties and the assumption of debt and other specified liabilities from CBI in exchange for the issuance of 123,688,687 operating partnership units to CBI.

On January 24, 2013, CyrusOne Inc. completed its initial public offering (“IPO”) of common stock, issuing approximately 19.0 million shares for \$337.1 million, net of underwriters' discounts. At that time the Operating Partnership executed a 2.8 to 1.0 reverse unit split, resulting in CBI owning 44.1 million Operating Partnership units. In addition, CBI exchanged approximately 1.5 million of its Operating Partnership units for 1.5 million shares of CyrusOne Inc. common stock, and CBI was issued 0.4 million shares of CyrusOne Inc. common stock in repayment for transaction costs paid by CBI. CyrusOne Inc. also issued approximately 1.0 million shares of restricted stock to its directors and employees. In addition, on January 24, 2013, CyrusOne Inc., together with CyrusOne GP, purchased approximately 21.9 million or 33.9% of the Operating Partnership’s units for \$337.1 million and through CyrusOne GP assumed the controlling interest in the Operating Partnership. CBI retained a noncontrolling interest in the Operating Partnership of 66.1%.

As of September 30, 2013 the total number of outstanding partnership units was 64.7 million and CBI holds a 65.8% ownership in the Operating Partnership.

3. Basis of Presentation

The accompanying condensed consolidated financial statements as of December 31, 2012, and for the periods ended January 23, 2013, and September 30, 2012, were prepared using CBI’s historical basis in the assets and liabilities of its data center business. The condensed consolidated financial statements include all revenues, costs, assets and liabilities directly attributable to the data center business. In addition, certain expenses reflected in the condensed consolidated financial statements include allocations of corporate expenses from CBI, which in the opinion of management are reasonable (see further discussion at Note 12) but do not necessarily reflect what CyrusOne’s financial position, results of operations and cash flows would have been had CyrusOne been a stand-alone company during these respective periods. As a result, historical financial information is not necessarily indicative of CyrusOne’s future results of operations, financial position and cash flows. For the period prior to the effective date of the IPO, January 24, 2013, the financial statements are deemed to be the financial statements of the “Predecessor” company and for the periods subsequent to January 24, 2013, the financial statements are deemed to be the financial statements of the “Successor” company. The financial statements for the Predecessor periods are considered combined and the financial statements for the Successor periods are considered consolidated.

In addition, the accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) and should be read in conjunction with the financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2012, which was filed with the Securities and Exchange Commission (“SEC”) on March 29, 2013. Certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been omitted from this report on Form 10-Q pursuant to the rules and regulations of the SEC.

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In addition, the accompanying condensed consolidated balance sheets reflects a reclassification of certain financial statement accounts. We have combined 'other liabilities' with 'accounts payable and accrued expenses' as of September 30, 2013, and December 31, 2012. We believe combining them more accurately reflects the nature of these accounts. It should also be noted that the results for the interim periods shown in this report are not necessarily indicative of future financial results and have not been audited by our independent registered public accounting firm. In the opinion of management, the accompanying unaudited condensed consolidated financial statements include all adjustments necessary to present fairly our financial position as of September 30, 2013, and our results of operations, for the three months ended September 30, 2013, the periods ended September 30, 2013 (January 24, 2013 to September 30, 2013), January 23, 2013 (January 1, 2013 to January 23, 2013), and the three and nine months ended September 30, 2012, and the statements of cash flows for the period ended September 30, 2013 (January 24, 2013 to September 30, 2013), January 23, 2013 (January 1, 2013 to January 23, 2013), and nine months ended September 30, 2012. These adjustments are of a normal recurring nature and consistent with the adjustments recorded to prepare the annual audited financial statements as of December 31, 2012.

#### 4. Significant Accounting Policies

**Use of Estimates**—Preparation of the consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the condensed consolidated financial statements and accompanying notes. These estimates and assumptions are based on management's knowledge of current events and actions that we may undertake in the future. Estimates are used in determining the fair value of leased real estate, the useful lives of real estate and other long-lived assets, future cash flows associated with goodwill and other long-lived asset impairment testing, deferred tax assets and liabilities and loss contingencies. Estimates were also utilized in the determination of historical allocations of shared employees' payroll, benefits and incentives and management fees. Actual results may differ from these estimates and assumptions.

**Investments in Real Estate**—Investments in real estate consist of land, buildings, improvements and integral equipment utilized in our data center operations. Real estate acquired from third parties has been recorded at its acquisition cost. Real estate acquired from CBI and its affiliates has been recorded at its historical cost basis. Additions and improvements which extend an asset's useful life or increase its functionality are capitalized and depreciated over the asset's remaining life. Maintenance and repairs are expensed as incurred.

When we are involved in the construction of structural improvements to leased property, we are deemed the accounting owner of the leased real estate. In these instances, we bear substantially all the construction period risk, including managing or funding construction. These transactions generally do not qualify for sale-leaseback accounting due to our continued involvement in these data center operations. At inception, the fair value of the real estate, which generally consists of a building shell, and our associated obligation is recorded as construction in progress. As construction progresses, the value of the asset and obligation increases by the fair value of the structural improvements. When construction is complete, the asset is placed in service and depreciation commences. Leased real estate is depreciated to the lesser of (i) its estimated fair value at the end of the term or (ii) the expected amount of the unamortized obligation at the end of the term. The associated obligation is presented as other financing arrangements in the accompanying condensed consolidated balance sheets.

When we are not deemed the accounting owner, we further evaluate leased real estate to determine whether the lease should be classified as a capital or operating lease. One of the following four characteristics must be present to classify a lease as a capital lease: (i) the lease transfers ownership of the property to the lessee by the end of the lease term, (ii) the lease contains a bargain purchase option, (iii) the lease term is equal to 75% or more of the estimated economic life of the leased property or (iv) the net present value of the lease payments are at least 90% of the fair value of the leased property.

Construction in progress includes direct and indirect expenditures for the construction and expansion of our data centers and is stated at its acquisition cost. Independent contractors perform substantially all of the construction and expansion efforts of our data centers. Construction in progress includes costs incurred under construction contracts including project management services, engineering and schematic design services, design development, construction services and other construction-related fees and services. Interest, property taxes and certain labor costs are also

capitalized during the construction of an asset.

**Cash and Cash Equivalents**—Cash and cash equivalents include all non-restricted cash held in financial institutions and other non-restricted highly liquid short-term investments with original maturities at acquisition of three months or less.

**Restricted Cash**—Restricted cash consists of funds held in escrow to fund construction.

**Goodwill**—Goodwill represents the excess of the purchase price over the fair value of net assets acquired in connection with business acquisitions. We perform impairment testing of goodwill, at the reporting unit level, on an annual basis or more frequently if indicators of potential impairment exist.



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The fair value of our reporting unit was determined using a combination of market-based valuation multiples for comparable businesses and discounted cash flow analysis based on internal financial forecasts incorporating market participant assumptions. There were no impairments recognized for any of the periods presented.

**Long-Lived and Intangible Assets**—Intangible assets represent purchased assets that lack physical substance, but can be separately distinguished from goodwill because of contractual or other legal rights or because the asset is capable of being sold or exchanged, either on its own or in combinations with a related contract, asset, or liability. Intangible assets with finite lives consist of trademarks, customer relationships, and a favorable leasehold interest.

Management reviews the carrying value of long-lived assets, including intangible assets with finite lives, when events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable. Examples of such indicators may include a significant adverse change in the extent to which or manner in which the property is being used, an accumulation of costs significantly in excess of the amount originally expected for acquisition or development, or a history of operating or cash flow losses. When such indicators exist, we review an estimate of the undiscounted future cash flows expected to result from the use of an asset (or group of assets) and its eventual disposition and compare such amount to its carrying amount. We consider factors such as future operating income, leasing demand, competition and other factors. If our undiscounted net cash flows indicate that we are unable to recover the carrying value of the asset, an impairment loss is recognized. An impairment loss is measured as the amount by which the asset's carrying value exceeds its estimated fair value. There was an impairment of \$13.3 million recognized for the nine months ended September 30, 2012, and no impairments recognized for any of the periods presented in 2013.

**Deferred Costs**—Deferred costs include both deferred leasing costs and deferred financing costs. Deferred costs are presented with other assets in the accompanying condensed consolidated balance sheets. Leasing commissions incurred at the commencement of a new lease are capitalized and amortized over the term of the customer lease. Amortization of deferred leasing costs is presented with depreciation and amortization in the accompanying condensed consolidated statements of operations. If a lease terminates prior to the expected term of the lease, the remaining unamortized cost is written off to amortization expense.

Deferred financing costs include costs incurred in connection with issuance of debt and the revolving credit agreement. These financing costs are capitalized and amortized over the term of the debt or revolving credit agreement and are included as a component of interest expense.

**Other Financing Arrangements**—Other financing arrangements represent leases of real estate where we are involved in the construction of structural improvements to develop buildings into data centers. When we bear substantially all the construction period risk, such as managing or funding construction, we are deemed to be the accounting owner of the leased property and, at the lease inception date, we are required to record at fair value the property and associated liability on our condensed consolidated balance sheet. These transactions generally do not qualify for sale-leaseback accounting due to our continued involvement in these data center operations.

**Revenue Recognition**—Colocation rentals are generally billed monthly in advance, and some contracts have escalating payments over the term of the contract. If rents escalate without the lessee gaining access to or control over additional leased space or power, and the lessee takes possession of, or controls the physical use of the property (including all contractually committed power) at the beginning of the lease term, the rental payments by the lessee are recognized as revenue on a straight-line basis over the term of the lease. If rents escalate because the lessee gains access to and control over additional leased space or power, revenue is recognized in proportion to the additional space or power in the years that the lessee has control over the use of the additional space or power. The excess of revenue recognized over amounts contractually due is recognized in other assets in the accompanying condensed consolidated balance sheets.

Some of our leases are structured on a full-service gross basis in which the customer pays a fixed amount for both colocation rental and power. Other leases provide that the customer will be billed for power based upon actual usage which is separately metered. In both cases, this revenue is presented on a gross basis in the accompanying condensed consolidated statements of operations. Power is generally billed one month in arrears, and an estimate of this revenue is accrued in the month that the associated costs are incurred. We generally are not entitled to reimbursements for real estate taxes, insurance or other operating expenses.

Revenue is recognized for services or products that are deemed separate units of accounting. When a customer makes an advance payment, which is not deemed a separate unit of accounting, deferred revenue is recorded. This revenue is recognized ratably over the expected term of the lease, unless the pattern of service suggests otherwise.

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Certain customer contracts require specified levels of service or performance. If we fail to meet these service levels, our customers may be eligible to receive credits on their contractual billings. These credits are recognized against revenue when an event occurs that gives rise to such credits.

**Property Operating Expenses**—Property operating expenses generally consist of electricity, salaries and benefits of data center operations personnel, real estate taxes, security, rent, insurance and other site operating and maintenance costs.

**Sales and Marketing Expense**—Sales and marketing expense is comprised of compensation and benefits associated with sales and marketing personnel as well as advertising and marketing costs.

**General and Administrative Expense**—General and administrative expense is comprised of salaries and benefits of senior employees and support functions, such as legal, accounting, and professional service fees.

**Depreciation and Amortization Expense**—Depreciation expense is recognized over the estimated useful lives of real estate applying the straight-line method. The useful life of leased real estate and leasehold improvements is the lesser of the economic useful life of the asset or the term of the lease, including optional renewal periods if renewal of the lease is reasonably assured. The residual value of leased real estate is estimated as the lesser of (i) the expected fair value of the asset at the end of the lease term or (ii) the expected amount of the unamortized liability at the end of the lease term. Estimated useful lives are periodically reviewed.

Amortization expense is recognized over the estimated useful lives of finite-lived intangibles. An accelerated method of amortization is utilized to amortize our customer relationship intangible, consistent with the benefit expected to be derived from this asset. We amortize trademarks, favorable leasehold interests and deferred leasing costs over their estimated useful lives. The estimated useful life of trademarks and customer relationships is eight to 15 years. In addition, we have a favorable leasehold interest related to a land lease that is being amortized over the remaining lease term of 56 years.

**Restructuring Charge**—Restructuring charges are a result of programs planned and controlled by management that materially changes either the scope of business undertaken or the manner in which that business is conducted. Current restructuring charges were the result of moving certain administrative functions to the Company's corporate office. These charges are generally recognized in the period in which the liability is incurred.

**Transaction-Related Compensation**—During the period ended January 23, 2013, the Company received an allocated compensation charge from CBI of \$20.0 million for the settlement of its long-term incentive plan associated with the completion of the IPO. The amount was determined by CBI and allocated to CyrusOne Inc. on January 23, 2013, and reflected as expense and contributed capital in the respective period.

**Transaction Costs**—Transaction costs represent legal, accounting and professional fees incurred in connection with the formation transactions, our qualification as a REIT, completed and potential business combinations, and costs incurred to pursue additional property purchases. Transaction costs are expensed as incurred.

**Income Taxes**—The Company was included in CBI's consolidated tax returns in various jurisdictions for all Predecessor periods. In the accompanying financial statements, the Predecessor periods reflect income taxes as if the Company was a separate stand-alone company. The income tax provision consists of an amount for taxes currently payable and an amount for tax consequences deferred to future periods.

CyrusOne Inc. will elect to be taxed as a REIT under the Code, as amended, commencing with our taxable year ending December 31, 2013. Provided we qualify for taxation as a REIT and continue to meet the various qualification tests mandated under the Code, we are generally not subject to corporate level federal income tax on the earnings distributed currently to our shareholders. If we fail to qualify as a REIT in any taxable year, our taxable income will be subject to federal income tax at regular corporate rates and any applicable alternative minimum tax.

While CyrusOne Inc. and the Operating Partnership do not pay federal income taxes, we are still subject to foreign, state and local income taxes in the locations in which it conducts business. Our taxable REIT subsidiaries (each a "TRS") are also subject to federal and state income taxes to the extent there is taxable income.

Deferred income taxes are recognized in certain entities. Deferred income taxes are provided for temporary differences in the bases between financial statement and income tax assets and liabilities. Deferred income taxes are recalculated annually at rates then in effect. Valuation allowances are recorded to reduce deferred tax assets to amounts that are more likely than not to be realized. The ultimate realization of the deferred tax assets depends upon our ability to generate future taxable income during the periods in which basis differences and other deductions

become deductible and prior to the expiration of the net operating loss carryforwards.

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The Company and its subsidiaries file income tax returns in the U.S. federal jurisdiction as well as various foreign, state and local jurisdictions. The Company's previous tax filings are subject to normal reviews by regulatory agencies until the related statute of limitations expires. With a few exceptions, the Company is no longer subject to U. S. federal, state or local examinations for years prior to 2009.

**Foreign Currency Translation and Transactions**—The financial position of foreign subsidiaries is translated at the exchange rates in effect at the end of the period, while revenues and expenses are translated at average rates of exchange during the period. Gains or losses from translation of foreign operations where the local currency is the functional currency are included as components of other comprehensive loss. Gains or losses from foreign currency transactions are included in determining net income. Gains and losses from translation and foreign currency transactions were immaterial for all periods presented.

**Comprehensive Income (Loss)**—Comprehensive income (loss) represents the change in net assets of a company from transactions and other events from non-owner sources. Comprehensive income (loss) comprises all components of net income and all components of other comprehensive income. As components of other comprehensive income (loss) were immaterial for all periods presented, comprehensive income (loss) is not presented.

**Stock-Based Compensation**—For all the Predecessor periods presented, some of our employees participated in CBI's stock-based compensation plans. CBI valued all share-based payments to employees at fair value on the date of grant and expensed this amount over the applicable vesting period. The fair value of stock options and stock appreciation rights was determined using the Black-Scholes option-pricing model using assumptions such as volatility, risk-free interest rate, holding period and expected dividends. The fair value of stock awards was based upon the closing market price of CBI's common stock on the date of grant. For all share-based awards, a forfeiture rate was estimated based upon historical forfeiture patterns. The forfeiture rate reduced the total fair value of the awards that was recognized as compensation expense. For graded vesting awards, CBI's policy was to recognize compensation expense on a straight-line basis over the vesting period. Certain employees were granted awards, which were indexed to the change in CBI's common stock price. The accompanying condensed consolidated financial statements include an allocation of stock-based compensation costs for awards granted to our employees. Upon completion of the IPO, all awards were either terminated and settled by CBI with each respective employee or vesting was accelerated.

In conjunction with the IPO, our Board of Directors adopted the 2012 Long-Term Incentive Plan ("LTIP"). See further discussion in Note 10.

**Fair Value Measurements**—Fair value measurements are utilized in accounting for business combinations and testing of goodwill and other long-lived assets for impairment and disclosures. Fair value of financial and non-financial assets and liabilities is defined as an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. The three-tier hierarchy for inputs used in measuring fair value, which prioritizes the inputs used in the methodologies of measuring fair value for assets and liabilities, is as follows:

Level 1—Observable inputs for identical instruments such as quoted market prices;

Level 2—Inputs include quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability (i.e., interest rates, yield curves, etc.), and inputs that are derived principally from or corroborated by observable market data by correlation or other means (market corroborated inputs); and

Level 3—Unobservable inputs that reflect our determination of assumptions that market participants would use in pricing the asset or liability. These inputs are developed based on the best information available, including our own data.

**Business Segments**—Business segments are components of an enterprise for which separate financial information is available and regularly viewed by the chief operating decision maker to assess performance and allocate resources. Our chief operating decision maker reviews our financial information on an aggregate basis. Furthermore, our data centers have similar economic characteristics and customers across all geographic locations, our service offerings have similar production processes, deliver services in a similar manner and use the same types of facilities and similar technologies. As a result, we have concluded that we have one reportable business segment.

Earnings Per Share—For all periods subsequent to January 23, 2013, we present earnings per share (“EPS”) data. Basic EPS includes only the weighted average number of common shares outstanding during the period. Diluted EPS includes the weighted average number of common shares and the dilutive effect of stock options, restricted stock and share unit awards and convertible subordinated notes outstanding during the period, when such instruments are dilutive.

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All outstanding unvested share-based payment awards that contain rights to nonforfeitable dividends are treated as participating in undistributed earnings with common shareholders. Awards of this nature are considered participating securities and the two-class method of computing basic and diluted EPS must be applied.

Accounting Standards to be Adopted in Future Periods—In February, 2013, the Financial Accounting Standards Board ("FASB") issued amendments to provide guidance on the recognition, measurement and disclosure of obligations resulting from joint and several liability arrangements for which the total amount of obligation within the scope of this guidance is fixed at the reporting date, except for obligations addressed within existing guidance in GAAP. The amendments are effective for fiscal years, and interim periods within those years, beginning after December 15, 2013. The Company does not believe the adoption of this guidance will have a material impact on the Company's financial statements.

## 5. Investment in Real Estate

A schedule of our gross investment in real estate follows:

(dollars in millions)	Successor September 30, 2013			Predecessor December 31, 2012		
	Land	Building and Improvements	Equipment	Land	Building and Improvements	Equipment
West Seventh St., Cincinnati, OH (7th Street)	\$0.9	\$108.9	\$7.3	\$0.9	\$108.7	\$0.8
Parkway Dr., Mason, OH (Mason)	—	20.3	0.5	—	20.2	0.4
Industrial Rd., Florence, KY (Florence)	8.8	34.5	2.2	—	46.8	0.5
Goldcoast Dr., Cincinnati, OH (Goldcoast)	0.6	6.7	0.1	0.6	6.7	—
Knightsbridge Dr., Hamilton, OH (Hamilton)	—	49.2	3.5	—	49.9	2.1
E. Monroe St., South Bend, IN (Monroe St.)	—	2.5	—	—	3.2	—
Springer St., Lombard, IL (Lombard)	1.3	4.0	0.2	—	2.6	—
Crescent Circle, South Bend, IN (Blackthorn)	—	3.4	0.1	—	3.3	0.1
Kingsview Dr., Lebanon, OH (Lebanon)	4.0	71.4	1.7	4.0	71.0	1.1
McAuley Place, Blue Ash, OH (Blue Ash)	—	0.6	—	—	0.6	—
Westway Park Blvd., Houston, TX (Houston West 1)	1.4	88.4	21.4	3.3	87.8	12.0
Westway Park Blvd., Houston, TX (Houston West 2)	2.0	20.9	14.5	—	—	—
N. Sam Houston Pky., Houston, TX (Houston-MetroNational)	18.3	—	—	—	—	—
Southwest Fwy., Houston, TX (Galleria)	—	68.7	12.1	—	66.0	6.6
E. Ben White Blvd., Austin, TX (Austin 1)	—	22.5	1.1	—	22.6	0.8
S. State Highway 121 Business, Lewisville, TX (Lewisville)	—	77.0	19.5	—	76.0	9.6
Marsh Lane, Carrollton, TX	—	0.1	0.4	—	0.1	0.2
Midway Rd., Carrollton, TX	—	2.0	0.4	—	2.0	0.3
W. Frankford Rd., Carrollton, TX (Carrollton)	16.1	41.3	13.2	16.1	34.6	5.0
Bryan St., Dallas, TX	—	0.1	0.1	—	0.1	—
North Freeway, Houston, TX (Greenspoint)	—	1.3	0.4	—	1.3	0.4
South Ellis Street, Chandler, AZ (Phoenix)	14.8	55.9	9.8	15.0	38.7	6.8
	4.6	32.0	23.6	4.6	30.8	4.7

Westover Hills Blvd., San Antonio, TX (San Antonio 1)						
Westover Hills Blvd., San Antonio, TX (San Antonio 2)	6.7	—	—	—	—	—
Metropolis Dr., Austin, TX (Austin 2)	2.0	23.0	1.5	—	22.7	0.6
Kestral Way (London)	—	34.0	0.6	—	17.1	0.3
Jurong East (Singapore)	—	9.5	0.1	—	9.7	0.1
Total	\$81.5	\$778.2	\$134.3	\$44.5	\$722.5	\$52.4

Construction in progress was \$63.2 million and \$64.2 million as of September 30, 2013 and December 31, 2012, respectively. We continue to have high amounts of construction in progress as we continue to build data center facilities.

In March 2013, we purchased a 33 acre parcel of land in the Houston West metro area adjacent to our existing Houston facilities for \$18.2 million. We plan to develop this land in the future into data center space.



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On May 1, 2013, we executed our lease buyout option to purchase the Springer Street, Lombard, IL (Lombard) data center facility for a total purchase price of \$5.5 million. The purchase price was used to settle the related capital lease obligation of \$2.8 million and the excess purchase price of \$2.7 million was allocated to the relative fair value of land and building.

On May 3, 2013, we executed our lease buyout option to purchase the Industrial Road, Florence, KY (Florence) data center facility for a total purchase price of \$10.5 million. The purchase price was used to settle the related capital lease obligation of \$6.8 million and the excess purchase price of \$3.7 million was allocated to the relative fair value of land and building.

On June 18, 2013, we extinguished our Metropolis Drive, Austin, TX (Austin 2) data center facility related financing lease obligation for \$12.2 million. The extinguishment resulted in the settlement of the related financing lease obligation for Austin 2 of \$8.9 million, acquisition of land of \$2.0 million and a loss on extinguishment of debt of \$1.3 million.

On August 7, 2013, we acquired 22 acres of land for \$6.7 million in San Antonio (San Antonio 2) for future data center expansions.

Upon completion of the buyout of the Lombard and Florence capital leases, the gross basis of the acquired assets were reset to the net carrying value of the leased assets and the depreciable life was extended to 25 years consistent with our policy for depreciating buildings. The amount of these adjustments for Lombard and Florence were \$0.1 million and \$7.9 million, respectively.

The allocated amounts related to the Lombard and Florence data center acquisitions represent a preliminary allocation of purchase price to the assets acquired and are subject to final fair value measurements.

## 6. Debt and Other Financing Arrangements

The Company's outstanding debt and other financing arrangements consists of the following:

(dollars in millions)	Successor September 30, 2013	Predecessor December 31, 2012
Revolving credit agreement	\$—	\$—
Capital lease obligations	18.8	32.2
6 3/8% Senior Notes due 2022	525.0	525.0
Other financing arrangements	55.8	60.8
Total	\$599.6	\$618.0

Revolving Credit Agreement—As of September 30, 2013, and December 31, 2012, we had no outstanding borrowings on our revolving credit agreement, leaving \$225 million available for borrowings with a sub-limit of \$50 million for letters of credit and a \$30 million sub-limit for swingline loans. The revolving credit agreement has a maturity date of November 20, 2017.

Borrowings under the revolving credit agreement will be used for working capital, capital expenditures and other general corporate purposes of CyrusOne LLC, the operating subsidiary of CyrusOne LP, the borrower and the other subsidiaries of CyrusOne, including for acquisitions, dividends and other distributions permitted thereunder. Letters of credit will be used for general corporate purposes.

All obligations under the revolving credit agreement are unconditionally guaranteed by CyrusOne Inc., CyrusOne GP and each of CyrusOne LP's existing and future domestic wholly-owned subsidiaries, subject to certain exceptions. All obligations under the revolving credit agreement, and the guarantees of those obligations, are secured by substantially all of our assets, subject to certain exceptions.

The revolving credit agreement bears interest, at our option, at a rate equal to an applicable margin over either a base rate or a LIBOR rate. The applicable margin is 2.5% for base rate loans and 3.5% for LIBOR loans. Interest with respect to base rate loans is payable quarterly in arrears on the last business day of each calendar quarter.

The revolving credit agreement, subject to certain exceptions contains customary affirmative and negative covenants, including, but not limited to, restrictions on the ability to incur additional indebtedness, create liens, make certain investments,

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make certain dividends and related distributions, prepay certain debt, engage in affiliate transactions, enter into, or undertake, certain liquidations, mergers, consolidations or acquisitions, amend the organizational documents and dispose of assets or subsidiaries. In addition, the revolving credit agreement requires us to maintain a certain secured net leverage ratio, ratio of earnings before interest, taxes, depreciation and amortization (“EBITDA”) to fixed charges and ratio of total indebtedness to gross asset value, in each case on a consolidated basis. Notwithstanding the limitations set forth above, we will be permitted, subject to the terms and conditions of the revolving credit agreement, to distribute to our shareholders cash dividends in an amount not to exceed 95% of our adjusted funds from operations (“AFFO”) for any period.

The revolving credit agreement contains customary events of default (which are in some cases subject to certain exceptions, thresholds, notice requirements and grace periods), including, but not limited to, nonpayment of principal or interest, failure to perform or observe covenants, breaches of representations and warranties, cross-defaults with certain other indebtedness, certain bankruptcy-related events or proceedings, final monetary judgments or orders, ERISA defaults, certain change of control events and loss of REIT status following a REIT election by us.

We pay commitment fees for the unused amount of borrowings on the revolving credit agreement and letter of credit fees on any outstanding letters of credit. The commitment fees are equal to 0.50% of the actual daily amount by which the aggregate revolving commitments exceed the sum of outstanding revolving loans and letter of credit obligations.

Commitment fees related to the revolving credit agreement were immaterial for all periods presented.

**Capital Lease Obligations**—We use leasing as a source of financing for certain of our data center facilities and related equipment. We currently operate four data center facilities recognized as capital leases. We have options to extend the initial lease term on all of these leases. Interest expense on capital lease obligations was \$1.6 million, \$4.6 million and \$0.3 million, for the three months ended September 30, 2013, and the periods ended September 30, 2013, and January 23, 2013, respectively. For the three and nine months ended September 30, 2012, interest expense was \$2.2 million and \$5.5 million, respectively.

**6 3/8% Senior Notes due 2022**—On November 20, 2012, CyrusOne LP and CyrusOne Finance Corp. (the “Issuers”) issued \$525 million of 6 3/8% Senior Notes due 2022 (“Senior Notes”). The Senior Notes are senior unsecured obligations of the Issuers, which rank equally in right of payment with all existing and future unsecured senior debt of the Issuers.

The Senior Notes are effectively subordinated to all existing and future secured indebtedness of the Issuers to the extent of the value of the assets securing such indebtedness. The Senior Notes are guaranteed on a joint and several basis, full and unconditional, by CyrusOne Inc., CyrusOne GP, and each of CyrusOne LP’s existing and future domestic wholly-owned subsidiaries, subject to certain exceptions. Each such guarantee is a senior unsecured obligation of the applicable guarantor, ranking equally with all existing and future unsecured senior debt of such guarantor and effectively subordinated to all existing and future secured indebtedness of such guarantor to the extent of the value of the assets securing that indebtedness. The Senior Notes are structurally subordinated to all liabilities (including trade payables) of each subsidiary of the Issuers that does not guarantee the Senior Notes. The Senior Notes bear interest at a rate of 6 3/8% per annum, payable semi-annually on May 15 and November 15 of each year, beginning on May 15, 2013, to persons who are registered holders of the Senior Notes on the immediately preceding May 1 and November 1, respectively. Interest expense on the Senior Notes was \$8.3 million, \$22.9 million and \$2.1 million for the three months ended September 30, 2013, and the periods ended September 30, 2013, and January 23, 2013, respectively. There was no such expense for the three and nine months ended September 30, 2012.

The indenture governing the Senior Notes limits the ability of CyrusOne LP and its restricted subsidiaries to incur indebtedness, encumber their assets, enter into sale and leaseback transactions, make restricted payments, enter into mergers, create dividend restrictions and other payment restrictions that affect CyrusOne LP’s restricted subsidiaries, permit restricted subsidiaries to guarantee certain indebtedness, enter into transactions with affiliates, sell assets and engage in certain business activities, in each case subject to certain qualifications set forth in the indenture.

The Senior Notes will mature on November 15, 2022. However, prior to November 15, 2017, the Issuers may, at their option, redeem some or all of the Senior Notes at a redemption price equal to 100% of the principal amount of the Senior Notes, together with accrued and unpaid interest, if any, plus a “make-whole” premium. On or after November 15, 2017, the Issuers may, at their option, redeem some or all of the 6 3/8% Senior Notes at any time at declining redemption prices equal to (i) 103.188% beginning on November 15, 2017, (ii) 102.125% beginning on

November 15, 2018, (iii) 101.063% beginning on November 15, 2019, and (iv) 100.000% beginning on November 15, 2020, and thereafter, plus, in each case, accrued and unpaid interest, if any, to the applicable redemption date. In addition, before November 15, 2015, and subject to certain conditions, the Issuers may, at their option, redeem up to 35% of the aggregate principal amount of the Senior Notes with the net proceeds of certain equity offerings at 106.375% of the principal amount thereof, plus accrued and unpaid interest, if any, to the date of redemption; provided that (i) at least 65% of the aggregate principal amount of the Senior Notes remains outstanding and (ii) the redemption occurs within 90 days of the closing of any such equity offering.

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**Other Financing Arrangements**—Other financing arrangements represents leases of real estate in which we are involved in the construction of structural improvements to develop buildings into data centers. When we bear substantially all the construction period risk, such as managing or funding construction, we are deemed to be the accounting owner of the leased property and, at the lease inception date, we are required to record at fair value the property and associated liability on our balance sheet. These transactions generally do not qualify for sale-leaseback accounting due to our continued involvement in these data center operations.

**Deferred Financing Costs**—Deferred financing costs are costs incurred in connection with obtaining long-term financing. We incurred deferred financing costs in connection with the revolving credit agreement and the issuance of the Senior Notes. Total deferred financing costs as of September 30, 2013, were \$15.5 million. Deferred financing costs are amortized over the term of the related indebtedness. Amortization of deferred financing costs, included in interest expense in the consolidated statements of operations, totaled \$0.5 million, \$2.8 million and \$0.1 million for the three months ended September 30, 2013, and the periods ended September 30, 2013 and January 23, 2013, respectively, with no such costs incurred during the three and nine months ended September 30, 2012.

**Debt Covenants**—The indenture governing the Senior Notes contains affirmative and negative covenants customarily found in indebtedness of this type, including a number of covenants that, among other things, restrict, subject to certain exceptions, the Company's ability to: incur secured or unsecured indebtedness; pay dividends or distributions on its equity interests, or redeem or repurchase equity interests of the Company; make certain investments or other restricted payments; enter into transactions with affiliates; enter into agreements limiting the ability of the operating partnership's subsidiaries to pay dividends or make certain transfers and other payments to the operating partnership or to other subsidiaries; sell assets; and merge, consolidate or transfer all or substantially all of the operating partnership's assets. Notwithstanding the foregoing, the covenants contained in the indenture do not restrict the Company's ability to pay dividends or distributions to shareholders to the extent (i) no default or event of default exists or is continuing under the indenture and (ii) the Company believes in good faith that we qualify as a REIT under the Code and the payment of such dividend or distribution is necessary either to maintain its status as a REIT or to enable it to avoid payment of any tax that could be avoided by reason of such dividend or distribution. The Company and its subsidiaries are also required to maintain total unencumbered assets of at least 150% of their unsecured debt on a consolidated basis, provided that for the purposes of such calculation their revolving credit agreement facility shall be treated as unsecured indebtedness.

The revolving credit agreement requires us to maintain a certain secured net leverage ratio, ratio of EBITDA to fixed charges and ratio of total indebtedness to gross asset value, in each case on a consolidated basis. Notwithstanding these limitations, we will be permitted, subject to the terms and conditions of the revolving credit agreement, to distribute to our shareholders cash dividends in an amount not to exceed 95% of our AFFO for any period. Similarly, our indenture permits dividends and distributions necessary for us to maintain our status as a REIT.

The Company's most restrictive covenants are generally included in its revolving credit agreement. In order to continue to have access to the amounts available to it under the revolving credit agreement, the Company must remain in compliance with all covenants.

As of September 30, 2013, the Company was in compliance with all covenants.

## 7. Fair Value of Financial Instruments

The fair value of cash and cash equivalents, restricted cash, accounts receivable, accounts payable and accrued expenses approximate their carrying value because of the short-term nature of these instruments. The carrying value and fair value of other financial instruments are as follows:

(dollars in millions)	Successor		Predecessor	
	September 30, 2013		December 31, 2012	
	Carrying Value	Fair Value	Carrying Value	Fair Value
6 3/8% Senior Notes due 2022	\$525.0	\$525.0	\$525.0	\$547.3
Other financing arrangements	55.8	63.4	60.8	69.5

The fair value of our Senior Notes was estimated based on the estimated fair value of these notes at September 30, 2013, and December 31, 2012, which is considered Level 1 of the fair value hierarchy. The estimated fair value of our

Senior Notes on September 30, 2013 , and December 31, 2012, are based on the average trading price for these notes on or about the respective dates. The fair value of other financing arrangements at September 30, 2013, and December 31, 2012, was calculated using a discounted cash flow model that incorporates current borrowing rates for obligations of similar duration. These fair value measurements are considered Level 2 of the fair value hierarchy.

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8. Noncontrolling Interest

As part of the IPO, CyrusOne Inc. together with CyrusOne GP, purchased 21.9 million (or 33.9%) of the outstanding partnership units of CyrusOne LP and CBI retained a 66.1% ownership or 42.6 million Operating Partnership units in CyrusOne LP. Commencing on January 17, 2014, CBI may exchange the partnership units of CyrusOne into cash, or shares of common stock of CyrusOne Inc. as determined by us, on a one-for-one basis based upon the fair value of a share of our common stock. We have evaluated whether we control the actions or events necessary to issue the maximum number of shares that could be required to be delivered under the share settlement of these Operating Partnership units. Based on the results of this analysis, we concluded that these convertible Operating Partnership units met the criteria to be classified within equity at September 30, 2013. For each share of common stock issued by us, the Operating Partnership issues an equivalent Operating Partnership unit to the Company. The redemption value of the noncontrolling interests at September 30, 2013, was approximately \$809 million based on the closing price of our stock of \$19.00 on September 30, 2013, the last trading day of the quarter ended September 30, 2013. As stock is issued by CyrusOne, CBI's ownership percentage will change. CyrusOne has issued shares in conjunction with the LTIP discussed in Note 10 and CBI's ownership is 65.8% as of September 30, 2013.

9. Shareholders' Equity

On September 4, 2013, we announced a regular cash dividend for the quarter ended September 30, 2013, of \$0.16 per common share payable to shareholders of record as of September 27, 2013. In addition, holders of Operating Partnership units also received a distribution of \$0.16 per unit. The dividend and distribution were paid on October 15, 2013.

10. Equity Incentive Plan

In conjunction with the IPO, our Board of Directors adopted the 2012 LTIP. The LTIP is administered by the Board of Directors, or the plan administrator. Awards issuable under the LTIP include common stock, restricted stock, stock options and other incentive awards. We have reserved a total of 4 million shares of our common stock for issuance pursuant to the LTIP, which may be adjusted for changes in our capitalization and certain corporate transactions. To the extent that an award expires, terminates or lapses, or an award is settled in cash without the delivery of shares of common stock to the participant, then any unexercised shares subject to the award will be available for future grant or sale under the LTIP. Shares of restricted stock which are forfeited or repurchased by us pursuant to the LTIP may again be optioned, granted or awarded under the LTIP. The payment of dividend equivalents in cash in conjunction with any outstanding awards will not be counted against the shares available for issuance under the LTIP.

Restricted Shares

The Company issued approximately 1 million restricted shares to its employees, officers and board of director members in conjunction with the IPO. These restricted shares will generally vest over three years with a per share price of \$19 and have been issued in the form of common stock. These restricted shares also earn non-forfeitable dividends throughout the vesting period.

The Company recognized stock-based compensation expense of approximately \$1.6 million and \$4.3 million for the three months ended September 30, 2013, and the period ended September 30, 2013, respectively. In addition, we had unrecognized compensation expense of approximately \$14.7 million as of September 30, 2013. This expense will be recognized over the remaining vesting period, or approximately 2.3 years.

Performance Based Awards

On April 17, 2013, the Company approved grants of performance-based options and performance-based restricted stock under the Company's 2012 LTIP. These awards generally vest over three years and upon the achievement of certain performance-based objectives. These awards are expensed based on the grant date fair value if it is probable that the performance conditions will be achieved.

The Company recognized stock-based compensation expense of approximately \$0.3 million for the three months ended September 30, 2013, and \$0.6 million for the period ended September 30, 2013, respectively. In addition, we had unrecognized compensation expense of approximately \$3.2 million as of September 30, 2013. This expense will

be recognized over the remaining vesting period, or approximately 2.5 years.

The performance criteria is based on achieving both an EBITDA and a relative return target by the end of the three year period. We are recording a compensation charge based on achieving 100% of both targets.



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## 11. Loss per Share

Basic loss per share is calculated using the weighted average number of shares of common stock outstanding during the period. In addition, net loss applicable to participating securities and the related participating securities are excluded from the computation of basic loss per share.

Diluted loss per share is calculated using the weighted average number of shares of common stock outstanding during the period, including restricted stock outstanding. If there is net income during the period, the dilutive impact of common stock equivalents outstanding would also be reflected.

The following table reflects a reconciliation of the shares used in the basic and diluted net loss per share computation for the period ended September 30, 2013:

(dollars in millions, except per share amount)	Three Months Ended September 30, 2013		Period Ended September 30, 2013	
	Basic	Diluted	Basic	Diluted
Numerator:				
Net loss attributed to common shareholders	\$ (0.8 )	\$ (0.8 )	\$ (4.0 )	\$ (4.0 )
Less: Restricted stock dividends	(0.2 )	(0.2 )	(0.5 )	(0.5 )
Net loss available to shareholders	\$ (1.0 )	\$ (1.0 )	\$ (4.5 )	\$ (4.5 )
Denominator:				
Weighted average common outstanding-basic	20.9	20.9	20.9	20.9
Performance-based restricted stock <sup>(1)</sup>		—		—
Convertible securities <sup>(1)</sup>		—		—
Weighted average shares outstanding-diluted		20.9		20.9
EPS:				
Net loss per share-basic	\$ (0.05 )		\$ (0.22 )	
Effect of dilutive shares				
Net loss per share-diluted		\$ (0.05 )		\$ (0.22 )

(1) We have excluded 0.2 million of restricted stock, and 42.6 million of Operating Partnership units which are securities convertible into common stock in January 2014, from our diluted earnings per share as of September 30, 2013. These amounts were deemed anti-dilutive.

## 12. Related Party Transactions

Prior to November 20, 2012, CyrusOne Inc., CyrusOne GP, CyrusOne LP and its subsidiaries were operated by CBI during the periods presented. As discussed in Note 3, the condensed consolidated financial statements have been prepared from the records maintained by CBI and may not necessarily be indicative of the conditions that would have existed or the results of operations that would have occurred if the business had been operated as an unaffiliated company. The condensed consolidated financial statements reflect the following transactions with CBI and its affiliated entities, including Cincinnati Bell Telephone (“CBT”) and Cincinnati Bell Technology Solutions (“CBTS”):

Revenues—The Company records revenues from CBI under contractual service arrangements. These services include lease of data center space, power and cooling in certain of our data center facilities and network interface services.

Operating Expenses—The Company records expenses from CBI incurred in relation to network support, services calls, monitoring and management, storage and backup, IT systems support, and connectivity services.

Revenues and expenses for the periods presented were as follows:

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(dollars in millions)	Successor Three Months Ended September 30, 2013	Successor January 24, 2013 to September 30, 2013	Predecessor January 1, 2013 to January 23, 2013
Revenue:			
Data center colocation agreement provided to CBT and CBTS	\$1.1	\$3.1	\$0.3
229 West 7th Street lease provided to CBT	0.1	0.2	—
Goldcoast Drive lease provided to CBT	—	0.1	—
Parkway (Mason) lease provided to CBTS	0.1	0.2	—
Transition services provided to CBTS (network interfaces)	0.7	1.4	0.1
Data center leases provided to CBTS	0.4	3.8	—
Total revenue	\$2.4	\$8.8	\$0.4
Operating costs and expenses:			
Charges for services provided by CBT (connectivity)	0.9	1.6	0.1
Allocated employee benefit plans by CBI	—	—	0.2
Allocated centralized insurance costs by CBI	—	—	0.1
General and administrative services provided by CBI	—	—	0.1
Total operating costs and expenses	\$0.9	\$1.6	\$0.5

As of September 30, 2013, and December 31, 2012, the amounts receivable and payable to CBI were as follows:

(dollars in millions)	Successor As of September 30, 2013	Predecessor As of December 31, 2012
Accounts receivable from CBI	\$0.9	\$2.2
Accounts payable	\$0.2	\$2.9
Dividends payable	6.8	—
Accounts payable to CBI	\$7.0	\$2.9

The dividends payable as of September 30, 2013, reflect the balance due to CBI related to the dividend declared on September 4, 2013, of \$0.16 per share.

### 13. Income Taxes

CyrusOne Inc., will elect to be taxed as a REIT under the Code, as amended, commencing with our taxable year ending December 31, 2013. To qualify as a REIT, we are required to distribute at least 90% of our taxable income to our stockholders and meet various other requirements imposed by the Code relating to such matters as operating results, asset holdings, distribution levels and diversity of stock ownership. Provided we qualify for taxation as a REIT, we are generally not subject to corporate level federal income tax on the earnings distributed currently to our shareholders. It is our policy and intent, subject to change, to distribute 100% of our taxable income and therefore no provision is required in the accompanying financial statements for federal income taxes with regards to activities of the CyrusOne Inc. and its subsidiary pass-through entities.

We have elected to designate two subsidiaries as taxable REIT subsidiaries (each, a "TRS"). A TRS may perform services for our tenants that would otherwise be considered impermissible for REITs. The income generated from these services is taxed at federal and state corporate rates. Income tax expense for the three months and period ended September 30, 2013, were \$0.3 million and \$1.2 million, respectively.

In conjunction with the Company's tax sharing arrangement with CBI, CBI may be required to file Texas margin tax returns on a consolidated, combined or unitary basis with the Company for any given year. If such return is prepared

by CBI on a combined or consolidated basis to include the Company, the related Texas margin tax of the Company will be paid by CBI. The Company will then reimburse CBI for its portion of the related Texas margin tax. As of September 30, 2013, our total Texas margin tax payable was \$0.8 million.

For certain entities we calculate deferred tax assets and liabilities for temporary differences in the basis between financial statement and income tax assets and liabilities. Deferred income taxes are recalculated annually at rates then in effect. Valuation allowances are recorded to reduce deferred tax assets to amounts that are more likely than not to be realized. The ultimate realization of the deferred tax assets depends upon our ability to generate future taxable income during the periods in which basis differences and other deductions become deductible and prior to the expiration of the net operating loss carryforwards. Deferred tax assets (net of valuation allowance) and liabilities were accrued, as necessary, for the periods ended September 30, 2013, and December 31, 2012. The net deferred tax assets were \$0.6 million as of September 30, 2013, and \$0.5 million as of December 31, 2012.

#### 14. Guarantors

CyrusOne LP and CyrusOne Finance Corp., as “LP Co-issuer” and “Finance Co-issuer,” respectively (together, the “Issuers”), had \$525 million aggregate principal amount of Senior Notes outstanding at September 30, 2013. The Senior Notes are fully and unconditionally and jointly and severally guaranteed on a senior basis by CyrusOne Inc. (“Parent Guarantor”), CyrusOne GP (“General Partner”), and CyrusOne LP’s 100% owned subsidiaries, CyrusOne LLC, CyrusOne TRS Inc. and CyrusOne Foreign Holdings LLC (such subsidiaries, together the “Guarantors”). None of the subsidiaries organized outside of the United States (collectively, the “Non-Guarantors”) guarantee the Senior Notes. Subject to the provisions of the indenture governing the Senior Notes, in certain circumstances, a Guarantor may be released from its guarantee obligation, including:

- upon the sale or other disposition (including by way of consolidation or merger) of such Guarantor or of all of the capital stock of such Guarantor such that such Guarantor is no longer a restricted subsidiary under the indenture,
- upon the sale or disposition of all or substantially all of the assets of the Guarantor,
- upon the LP Co-issuer designating such Guarantor as an unrestricted subsidiary under the terms of the indenture, if such Guarantor is no longer a guarantor or other obligor of any other indebtedness of the LP Co-issuer or the Parent Guarantor, and
- upon the defeasance or discharge of the Senior Notes in accordance with the terms of the indenture.

The following provides information regarding the entity structure of each guarantor of the Senior Notes:

**CyrusOne Inc. –** CyrusOne Inc. was formed on July 31, 2012. As of January 23, 2013, CyrusOne Inc. was a wholly-owned subsidiary of CBI. Effective January 24, 2013, CyrusOne Inc. completed its IPO of common stock for net proceeds of \$337.1 million, and together with the General Partner, purchased a 33.9% ownership interest in CyrusOne LP. CyrusOne Inc. also represents a guarantor or Parent Guarantor and became a separate registrant with the SEC upon completion of its IPO.

**CyrusOne GP –** CyrusOne GP was formed on July 31, 2012, and was a 100% owned subsidiary of CyrusOne Inc. as of January 23, 2013. Effective upon completion of CyrusOne Inc.’s IPO, this entity became the general partner and 1% owner of CyrusOne LP and has no other assets or operations. Prior to the IPO, this entity did not incur any obligations or record any transactions.

**Issuers –** The Issuers include CyrusOne LP and CyrusOne Finance Corp. CyrusOne Finance Corp., a 100% owned subsidiary of CyrusOne LP, was formed for the sole purpose of acting as co-issuer of the Senior Notes and has no other assets or operations.

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CyrusOne LP, in addition to being the co-issuer of the Senior Notes, is also the 100% owner, either directly or indirectly, of the Guarantors and Non-Guarantors.

Guarantors – The guarantors include CyrusOne LLC, CyrusOne TRS Inc., and CyrusOne Foreign Holdings LLC. CyrusOne LLC accounts for all of the domestic operations of CyrusOne LP, including the businesses that composed the Predecessor operations. CyrusOne LLC, together with CyrusOne Foreign Holdings LLC, directly or indirectly owns 100% of the Non-Guarantors. As of September 30, 2013, CyrusOne TRS Inc. had not incurred any obligations or recorded any material transactions for the three months and period ended September 30, 2013.

As of September 30, 2013, the Non-Guarantors consist of 100% owned subsidiaries which conduct operations in the United Kingdom and Singapore.

The following schedules present the financial information for the three months ended September 30, 2013, period ended September 30, 2013, period ended January 23, 2013, the three and nine months ended September 30, 2012, and the year ended December 31, 2012, for the Parent Guarantor, General Partner, LP Co-issuer, Finance Co-issuer, Guarantors, and Non-Guarantors. The financial statements for the period ended January 23, 2013, present the financial information for the Parent Guarantor, General Partner, LP Co-issuer, Finance Co-issuer, Guarantors, and Non-Guarantors, prior to the effective date of the IPO. The financial statements for the three months and period ended September 30, 2013, present the financial information for the Parent Guarantor, General Partner, LP Co-issuer, Finance Co-issuer, Guarantors, and Non-Guarantors, after the effective date of the IPO. The consolidating schedules are provided in accordance with the reporting requirements for guarantor subsidiaries.

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## Condensed Consolidating Balance Sheets

(dollars in millions)	As of September 30, 2013							Total
	Parent Guarantor	General Partner	LP Co-issuer	Finance Co-issuer	Guarantors	Non- Guarantors	Eliminations	
Land	\$—	\$—	\$—	\$—	\$ 81.5	\$—	\$—	\$ 81.5
Buildings and improvements	—	—	—	—	734.8	43.4	—	778.2
Equipment	—	—	—	—	133.6	0.7	—	134.3
Construction in progress	—	—	—	—	63.2	—	—	63.2
Subtotal	—	—	—	—	1,013.1	44.1	—	1,057.2
Accumulated depreciation	—	—	—	—	(214.6 )	(4.0 )	—	(218.6 )
Net investment in real estate	—	—	—	—	798.5	40.1	—	838.6
Cash and cash equivalents	—	—	—	—	211.8	1.4	—	213.2
Investment in subsidiaries	790.4	7.9	814.7	—	0.3	—	(1,613.3 )	—
Rent and other receivables	—	—	—	—	33.3	0.6	—	33.9
Intercompany receivable	—	—	508.1	508.2	0.2	—	(1,016.5 )	—
Goodwill	—	—	—	—	276.2	—	—	276.2
Intangible assets, net	—	—	—	—	89.9	—	—	89.9
Due from affiliates	—	—	—	—	0.9	—	—	0.9
Other assets	—	—	15.5	15.5	49.8	1.9	(15.5 )	67.2
Total assets	\$ 790.4	\$ 7.9	\$ 1,338.3	\$ 523.7	\$ 1,460.9	\$ 44.0	\$ (2,645.3 )	\$ 1,519.9
Accounts payable and accrued expenses	\$—	\$—	\$ 16.1	\$ 12.6	\$ 51.3	\$ 0.4	\$ (12.6 )	\$ 67.8
Deferred revenue	—	—	—	—	54.4	0.7	—	55.1
Intercompany payable	—	—	—	—	508.1	0.2	(508.3 )	—
Due to affiliates	—	—	6.8	—	0.2	—	—	7.0
Capital lease obligations	—	—	—	—	10.4	8.4	—	18.8
Long-term debt	—	—	525.0	525.0	—	—	(525.0 )	525.0
Other financing arrangements	—	—	—	—	21.8	34.0	—	55.8
Total liabilities	—	—	547.9	537.6	646.2	43.7	(1,045.9 )	729.5
Total equity	790.4	7.9	790.4	(13.9 )	814.7	0.3	(1,599.4 )	790.4
Total liabilities and equity	\$ 790.4	\$ 7.9	\$ 1,338.3	\$ 523.7	\$ 1,460.9	\$ 44.0	\$ (2,645.3 )	\$ 1,519.9



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	As of December 31, 2012							Total
	Parent Guarantor	General Partner	LP Co-issuer	Finance Co-issuer	Guarantors	Non- Guarantors	Eliminations	
Land	\$—	\$—	\$—	\$—	\$ 44.5	\$—	\$—	\$44.5
Buildings and improvements	—	—	—	—	695.7	26.8	—	722.5
Equipment	—	—	—	—	52.0	0.4	—	52.4
Construction in progress	—	—	—	—	51.4	12.8	—	64.2
Subtotal	—	—	—	—	843.6	40.0	—	883.6
Accumulated depreciation	—	—	—	—	(174.8 )	(1.9 )	—	(176.7 )
Net investment in real estate	—	—	—	—	668.8	38.1	—	706.9
Cash and cash equivalents	—	—	—	—	15.6	0.9	—	16.5
Investment in subsidiaries	—	—	497.2	—	0.4	—	(497.6 )	—
Rent and other receivables	—	—	—	—	32.6	0.6	—	33.2
Restricted cash	—	—	—	—	6.3	—	—	6.3
Goodwill	—	—	—	—	276.2	—	—	276.2
Intangible assets, net	—	—	—	—	102.6	—	—	102.6
Intercompany receivable	—	—	508.2	508.2	—	—	(1,016.4 )	—
Due from affiliates	—	—	—	—	2.2	—	—	2.2
Other assets	7.9	—	17.0	17.0	41.6	0.5	(17.0 )	67.0
Total assets	\$7.9	\$—	\$1,022.4	\$525.2	\$1,146.3	\$40.1	\$(1,531.0 )	\$1,210.9
Accounts payable and accrued expenses	\$0.8	\$—	\$4.4	\$4.4	\$31.7	\$0.2	\$(4.4 )	\$37.1
Deferred revenue	—	—	—	—	52.3	0.5	—	52.8
Intercompany payable	—	—	—	—	508.0	0.2	(508.2 )	—
Due to affiliates	—	—	—	—	2.9	—	—	2.9
Capital lease obligations	—	—	—	—	23.2	9.0	—	32.2
Long-term debt	—	—	525.0	525.0	—	—	(525.0 )	525.0
Other financing arrangements	—	—	—	—	31.0	29.8	—	60.8
Total liabilities	0.8	—	529.4	—	—	—	—	—