

**NOMINATING AND GOVERNANCE COMMITTEE
OF
IRON MOUNTAIN INCORPORATED**

CHARTER

The Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Iron Mountain Incorporated (the “Company”) shall consist of a minimum of three (3) directors, one of whom will act as Chair. The Committee shall act by a majority of the members present at a meeting. Meetings may be held in person or by telecommunications pursuant to which all members attending can communicate with each other. In lieu of a meeting, the Committee may act by unanimous written consent. In the event one or more vacancies on the Committee temporarily reduce the number of members to two (2), actions taken by the two members of the Committee will be deemed authorized actions of the Committee. Members of the Committee shall be appointed by the Board and shall serve until the meeting of the Board occurring immediately after the next following annual meeting of the shareholders unless they earlier resign or are removed by the Board acting in its discretion. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote.

Purposes and Responsibilities

The purposes of the Committee shall be:

- (1) to assist the Board by recommending the composition and size of the Board and by identifying individuals qualified to become Board members, consistent with criteria approved by the Board in the Corporate Governance Guidelines or elsewhere, and to recommend that the Board select the director nominees for each annual meeting of shareholders;
- (2) to advise the Board with respect to functions and structures of committees;
- (3) to develop, recommend to the Board and implement corporate governance guidelines applicable to the Company;
- (4) to assist the Board in reviewing management succession planning; and
- (5) to develop and monitor an annual process to assess the effectiveness of the Board and its standing committees.

In furtherance of this purpose, the Committee shall have the following authority and responsibilities:

1. To lead the search for individuals qualified to become members of the Board, consistent with criteria approved by the Board in the Corporate Governance Guidelines or elsewhere and to recommend to the Board nominees to be presented for election as directors by shareholders at each annual meeting of shareholders. The Committee shall select individuals as director nominees who have the highest personal and professional integrity, who shall have demonstrated exceptional ability and judgment and who shall be effective, in conjunction with the other nominees to and members of the Board, in collectively serving the long-term interests of the shareholders.
2. To consider, as part of the process for identifying individuals who might be candidates, individuals who are properly recommended by shareholders for nomination by the Board at a meeting of shareholders at which directors are to be elected. To be proper, a recommendation for a nominee for director with respect to a meeting of shareholders must comply with applicable law and the Company's Bylaws, and must include: (i) the name, age and business address of the nominee; (ii) the principal occupation or employment of the nominee during the preceding five years; (iii) the number of shares of the Company's stock owned by the nominee; (iv) whether the nominee believes that he or she would qualify as "independent"; (v) whether the nominee believes that he or she would qualify as financially literate or as an audit committee financial expert; (vi) other boards of directors and similar positions on which the nominee serves; and (vii) other information regarding the nominee required to be disclosed in annual proxy statements for election of directors.
3. To review the Board's committee structure and to recommend to the Board for its approval directors to serve as members of each committee. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed.
4. To develop and recommend to the Board for its approval corporate governance guidelines. The Committee shall review the guidelines on an annual basis, or more frequently if appropriate, and recommend changes as necessary.
5. To review senior executive succession plans prepared by management and to report to the Board thereon.
6. To develop and recommend to the Board for its approval an annual self-evaluation process for the Board and its committees. The Committee shall oversee the annual self-evaluation process. In addition, the Committee shall consider and evaluate other methods of assessing the effectiveness of the Board.

7. To review periodically the charters of the Audit Committee, the Compensation Committee and the Nominating and Governance Committee, and to recommend to the Board any changes in such charters as the Committee may determine as advisable.
8. To perform such other tasks or duties as the Board may assign to the Committee from time to time.

Subcommittees

The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.

Committee Membership Qualifications

All of the members of the Committee shall meet the independence requirements of the Corporate Governance Rules of the New York Stock Exchange listing standards.

Miscellaneous

The Committee shall have the authority to retain (or terminate) any search firm engaged to assist in identifying director candidates, and to retain outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms.

The Committee shall report its actions and recommendations to the Board after each Committee meeting and shall conduct and present to the Board an annual performance evaluation of the Committee. The Committee shall review at least annually the adequacy of this charter and recommend any proposed changes to the Board for approval.

Adopted: May 22, 2003

Amended and Restated: March 4, 2004