BENCHMARK CAPITAL PARTNERS II L P

Form SC 13G/A February 14, 2003

OMB APPROVAL

OMB APPROVAL

OMB Number: 3235-0145

Expires: December 31, 2005

Estimated average burden hours per response.....11

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G/A

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b) (Amendment No. 2)*

Equinix Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

29444U106

(CUSIP Number)

December 31, 2002

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- |_| Rule 13d-1(b)
- |_| Rule 13d-1(c)
- |X| Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

Page 1 of 24 Pages Exhibit Index Contained on Page 23

CUSIP	No. 29444U	106		Page 2 of	24 P	ages
1	NAMES OF R		G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)		
	Benchmark	Capital	Partners II, L.P. ("BCP II")			
2	CHECK THE	APPROPF	IATE BOX IF A MEMBER OF A GROUP*		(a) (b)	_ X
3	SEC USE ON	LY				
4	 CITIZENSHI	P OR PI	ACE OF ORGANIZATION			
	Delaware					
		5	SOLE VOTING POWER			
			222,638 shares, except that Benchmar Co. II, L.L.C. ("BCMC II"), the gen II, may be deemed to have sole shares, and Alexandre Balkanski ("Ba Beirne ("Beirne"), Bruce W. Dunlevi William Gurley ("Gurley"), Kevin R Robert C. Kagle ("Kagle"), An ("Rachleff") and Steven M. Spurlock members of BCMC II, may be deemed to to vote these shares.	eral partn power to vo lkanski"), e ("Dunlev . Harvey (" drew S. ("Spurloc	er of te t Davi ie"), Harve Rach k"),	BCP these d M. J. ey"), aleff the
SH	BER OF ARES	6	SHARED VOTING POWER			
	ICIALLY ED BY		See response to row 5.			
	ACH ORTING	7	SOLE DISPOSITIVE POWER			
	RSON ITH		222,638 shares, except that BCMC II, of BCP II, may be deemed to have so of these shares, and Balkanski, Gurley, Harvey, Kagle, Rachleff members of BCMC II, may be deemed to to dispose of these shares.	le power to Beirne, land Spurlo	o dis Dunle ock,	spose evie, the
		8	SHARED DISPOSITIVE POWER			
			See response to row 7.			
9	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING	PERSON		

222,638

2

10		 TF THF	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*		
	_ 				
11	PERCENT O	F CLASS	REPRESENTED BY AMOUNT IN ROW (9)		
	2.2%				
12	TYPE OF R	EPORTIN	JG PERSON*		
	PN				
			*SEE INSTRUCTION BEFORE FILLING OUT!		
CUSIP	P No. 29444U106 Page 3 of 24 Pages				
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)				
	Benchmark	Founde	ers' Fund II, L.P. ("BFF II")		
2	CHECK THE	APPROP	PRIATE BOX IF A MEMBER OF A GROUP*		
			(b) X		
3	SEC USE O	NLY			
4	CITIZENSH	IP OR P	PLACE OF ORGANIZATION		
	Delaware				
		 5	SOLE VOTING POWER		
			26,360 shares, except that BCMC II, the general partner of BFF II, may be deemed to have sole power to vote these shares, and Balkanski, Beirne, Dunlevie, Gurley, Harvey, Kagle, Rachleff and Spurlock, the members of BCMC II, may be deemed to have shared power to vote these shares.		
	BER OF	6	SHARED VOTING POWER		
	ARES ICIALLY		See response to row 5.		
	ED BY ACH	7	SOLE DISPOSITIVE POWER		
PE	CORTING CRSON WITH		26,360 shares, except that BCMC II, the general partner of BFF II, may be deemed to have sole power to dispose of these shares, and Balkanski, Beirne, Dunlevie, Gurley, Harvey, Kagle, Rachleff and Spurlock, the members of BCMC II, may be deemed to have shared power to dispose of these shares.		
		8	SHARED DISPOSITIVE POWER		
			See response to row 7.		

9	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	26,360						
10	CHECK BOX	IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*				
	1_1						
11	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW (9)				
	0.3%						
12	TYPE OF RE	PORTIN	G PERSON*				
	PN						
			*SEE INSTRUCTION BEFORE FILLING OUT!				
CHCTI	P No. 29444U	1106	Dago 4 of 24 Dagos				
			Page 4 of 24 Pages				
1			NG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)				
	Benchmark	Founde	rs' Fund II-A, L.P. ("BFF II-A")				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*						
			(a) _ (b) X				
3	SEC USE ON	LY					
4	 CITIZENSHI	 P OR P	LACE OF ORGANIZATION				
	Delaware						
		 5	SOLE VOTING POWER				
		Ü					
			13,982 shares, except that BCMC II, the general partner of BFF II-A, may be deemed to have sole power to vote				
			these shares, and Balkanski, Beirne, Dunlevie, Gurley, Harvey, Kagle, Rachleff and Spurlock, the members of				
			BCMC II, may be deemed to have shared power to vote				
			these shares.				
NUN	MBER OF	6	SHARED VOTING POWER				
	HARES FICIALLY		See response to row 5.				
OWNED BY EACH		7	SOLE DISPOSITIVE POWER				
	PORTING		12 002 shares award that DOMG II the general partner				
	ERSON ITH		13,982 shares, except that BCMC II, the general partner of BFF II-A, may be deemed to have sole power to dispose				
			of these shares, and Balkanski, Beirne, Dunlevie, Gurley, Harvey, Kagle, Rachleff and Spurlock, the				
			members of BCMC II, may be deemed to have shared power				
			to dispose of these shares.				

		8	SHARED DISPOSITIVE POWER			
			See response to row 7.			
9	AGGREGATE A	TNUOMA	BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	13,982					
10	CHECK BOX	F THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*			
	1_1					
11	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW (9)			
	0.1%					
12	TYPE OF REI	PORTING	; PERSON*			
	PN					
		*	SEE INSTRUCTION BEFORE FILLING OUT!			
CUSIP	No. 29444U	L06 	Page 5 of 24 Pages			
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)					
	Benchmark N	Members	' Fund II, L.P. ("BMF II")			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*					
			(a) _ (b) X			
3	SEC USE ON	 LY				
4	CITIZENSHI	P OR PI	ACE OF ORGANIZATION			
	Delaware					
		5	SOLE VOTING POWER			
			3,740 shares, except that BCMC II, the general partner of BMF II, may be deemed to have sole power to vote these shares, and Balkanski, Beirne, Dunlevie, Gurley, Harvey, Kagle, Rachleff and Spurlock, the members of BCMC II, may be deemed to have shared power to vote these shares.			
	BER OF ARES	6	SHARED VOTING POWER			
BENEF	ICIALLY ED BY		See response to row 5.			
E	ACH ORTING	7	SOLE DISPOSITIVE POWER			
	RSON ITH		3,740 shares, except that BCMC II, the general partner of BMF II, may be deemed to have sole power to dispose $\frac{1}{2}$			

of these shares, and Balkanski, Beirne, Dunlevie, Gurley, Harvey, Kagle, Rachleff and Spurlock, the members of BCMC II, may be deemed to have shared power to dispose of these shares. _____ SHARED DISPOSITIVE POWER See response to row 7. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3**,**740 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0% 12 TYPE OF REPORTING PERSON* PN ______ *SEE INSTRUCTION BEFORE FILLING OUT! CUSIP No. 29444U106 Page 6 of 24 Pages NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Benchmark Capital Management Co. II, L.L.C. ______ CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) |_| -----3 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION Delaware _____ SOLE VOTING POWER 266,720 shares, of which 222,638 are directly owned by BCP II, 26,360 are directly owned by BFF II, 13,982 are directly owned by BFF II-A and 3,740 shares are directly owned by BMF II. BCMC II, the general partner of BCP II, BFF II, BFF II-A and BMF II, may be deemed to have sole power to vote these shares, and Balkanski, Beirne, Dunlevie, Gurley, Harvey, Kagle, Rachleff and Spurlock, the members of BCMC II, may be deemed to have shared power to vote these shares.

	BER OF ARES	6	SHARED VOTING POWER						
BENEF	ICIALLY		See response to row 5.						
	ED BY ACH	7	SOLE DISPOSITIVE POWER						
PE:	ORTING RSON ITH		266,720 shares, of which 222,638 are directly owned by BCP II, 26,360 are directly owned by BFF II, 13,982 are directly owned by BFF II-A and 3,740 shares are directly owned by BMF II. BCMC II, the general partner of BCP II BFF II, BFF II-A and BMF II, may be deemed to have sol power to dispose of these shares, and Balkanski, Beirned Dunlevie, Gurley, Harvey, Kagle, Rachleff and Spurlock the members of BCMC II, may be deemed to have share power to dispose of these shares.						
		8	SHARED DISPOSITIVE POWER						
			See response to row 7.						
9	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON						
	266,720								
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*								
	I_I								
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)								
	2.6%								
12	TYPE OF REPORTING PERSON*								
	00								
		*	SEE INSTRUCTION BEFORE FILLING OUT!						
CUSIP	No. 29444U	106	Page 7 of 24 Page						
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)								
	Benchmark	Capital	Partners IV, L.P. ("BCP IV")						
2	CHECK THE	APPROPR	RIATE BOX IF A MEMBER OF A GROUP* (a) _ (b) X						
3	SEC USE ON								
4	 CITIZENSHI	 P OR PI	ACE OF ORGANIZATION						
	Delaware								
		5	SOLE VOTING POWER						
			2,506 shares, except that Benchmark Capital Managemen						

			Co. IV, L.L.C. ("BCMC IV"), the general partner IV, may be deemed to have sole power to vot shares, and Balkanski, Beirne, Dunlevie, Gurley, Kagle, Rachleff and Spurlock, the members of may be deemed to have shared power to vote these	e t Har BCMC	hese vey,			
SHA	BER OF ARES ICIALLY	6	SHARED VOTING POWER See response to row 5.					
	ED BY ACH	7	SOLE DISPOSITIVE POWER					
REP(PEI	DRTING RSON ITH	,	2,506 shares, except that BCMC IV, the general of BCP IV, may be deemed to have sole power to of these shares, and Balkanski, Beirne, E Gurley, Harvey, Kagle, Rachleff and Spurlomembers of BCMC IV, may be deemed to have share to dispose of these shares.	dis Ounle ock,	pose vie, the			
		8	SHARED DISPOSITIVE POWER					
			See response to row 7.					
9	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	2,506							
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*							
	1_1							
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)							
 12	TYPE OF RE	PORTING	PERSON*					
	PN							
		*	SEE INSTRUCTION BEFORE FILLING OUT!					
CUSIP	No. 29444U		Page 8 of	24 P	ages			
1	NAMES OF R	EPORTIN						
	Benchmark	Founder	s' Fund IV, L.P. ("BFF IV")					
2	CHECK THE	APPROPR	IATE BOX IF A MEMBER OF A GROUP*		_ X			
3	SEC USE ON	LY						
	 CITIZENSHI	P OR PT.	ACE OF ORGANIZATION					

Delaware ______ SOLE VOTING POWER 917 shares, except that BCMC IV, the general partner of BFF IV, may be deemed to have sole power to vote these shares, and Balkanski, Beirne, Dunlevie, Gurley, Harvey, Kagle, Rachleff and Spurlock, the members of BCMC IV, may be deemed to have shared power to vote these shares. _____ SHARED VOTING POWER NUMBER OF 6 SHARES BENEFICIALLY See response to row 5. ______ OWNED BY 7 SOLE DISPOSITIVE POWER REPORTING PERSON 917 shares, except that BCMC IV, the general partner of WITH BFF IV, may be deemed to have sole power to dispose of these shares, and Balkanski, Beirne, Dunlevie, Gurley, Harvey, Kagle, Rachleff and Spurlock, the members of BCMC IV, may be deemed to have shared power to dispose of these shares. SHARED DISPOSITIVE POWER See response to row 7. ______ AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON _____ CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* ______ PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0% 12 TYPE OF REPORTING PERSON* PN *SEE INSTRUCTION BEFORE FILLING OUT! CUSIP No. 29444U106 Page 9 of 24 Pages ______ NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Benchmark Founders' Fund IV-A, L.P. ("BFF IV-A") CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) |_| (b) |X| ______ 3 SEC USE ONLY

		LACE OF ORGANIZATION				
Delawa	are					
	5	SOLE VOTING POWER				
		128 shares, except that BCMC IV, the general partner of BFF IV-A, may be deemed to have sole power to vote these shares, and Balkanski, Beirne, Dunlevie, Gurley, Harvey, Kagle, Rachleff and Spurlock, the members of BCMC IV, may be deemed to have shared power to vote these shares.				
NUMBER OF	6	SHARED VOTING POWER				
SHARES BENEFICIALL' OWNED BY	Y	See response to row 5.				
EACH REPORTING	7	SOLE DISPOSITIVE POWER				
PERSON WITH		128 shares, except that BCMC IV, the general partner of BFF IV-A may be deemed to have sole power to dispose of these shares, and Balkanski, Beirne, Dunlevie, Gurley, Harvey, Kagle, Rachleff and Spurlock, the members of BCMC IV, may be deemed to have shared power to dispose of these shares.				
	8	SHARED DISPOSITIVE POWER				
		See response to row 7.				
9 AGGRE	GATE AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON				
128						
10 CHECK	BOX IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*				
_						
11 PERCEI	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
0.0%	0.0%					
12 TYPE	OF REPORTIN	G PERSON*				
PN						
		*SEE INSTRUCTION BEFORE FILLING OUT!				
CUSIP No. 2	9444U106 	Page 10 of 24 Pages				
	OF DEDODIT	NG PERSONS				
		ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)				
I.R.S	. IDENTIFIC	rs' Fund IV-B, L.P. ("BFF IV-B")				

3 S	EC USE ON	1LY	
4 C	ITIZENSHI	IP OR P	LACE OF ORGANIZATION
D	elaware		
		5	SOLE VOTING POWER
			28 shares, except that BCMC IV, the general partner of BFF IV-B, may be deemed to have sole power to vote these shares, and Balkanski, Beirne, Dunlevie, Gurley, Harvey, Kagle, Rachleff and Spurlock, the members of BCMC IV, may be deemed to have shared power to vote these shares
NUMBE		6	SHARED VOTING POWER
SHAR BENEFIC	_		See response to row 5.
OWNED EAC	Н	7	SOLE DISPOSITIVE POWER
REPORTING PERSON WITH			28 shares, except that BCMC IV, the general partner of BFF IV-B, may be deemed to have sole power to dispose of these shares, and Balkanski, Beirne, Dunlevie, Gurley, Harvey, Kagle, Rachleff and Spurlock, the members of BCMC IV, may be deemed to have shared power to dispose of these shares.
		8	SHARED DISPOSITIVE POWER
			See response to row 7.
		AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON
2	8		
	HECK BOX	IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
11 P	ERCENT OF	 F CLASS	REPRESENTED BY AMOUNT IN ROW (9)
	.0%		, , , , , , , , , , , , , , , , , , ,
 12 T	YPE OF RE	 EPORTIN	G PERSON*
P'	N		
			*SEE INSTRUCTION BEFORE FILLING OUT!
CUSIP N	o. 29444t	J106	Page 11 of 24 Pages
			NG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
В	enchmark	Capita	l Management Co. IV, L.L.C.

2	CHECK THE	APPROPI	RIATE BOX IF A MEMBER OF A GROUP*					
			(a) _ (b) X					
3	SEC USE ON	LY						
4	 CITIZENSHI	 P OR Pl	LACE OF ORGANIZATION					
	Delaware							
		5	SOLE VOTING POWER					
			3,579 shares, of which 2,506 are directly owned by BCP IV, 917 are directly owned by BFF IV, 128 are directly owned by BFF IV-A and 28 shares are directly owned by BFF IV-B. BCMC IV, the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, may be deemed to have sole power to vote these shares, and Balkanski, Beirne, Dunlevie, Gurley, Harvey, Kagle, Rachleff and Spurlock, the members of BCMC IV, may be deemed to have shared power to vote these shares.					
	BER OF ARES	6	SHARED VOTING POWER					
BENEF	ICIALLY		See response to row 5.					
E	ED BY ACH	7	SOLE DISPOSITIVE POWER					
REPORTING PERSON WITH			3,579 shares, of which 2,506 are directly owned by BCP IV, 917 are directly owned by BFF IV, 128 are directly owned by BFF IV-A and 28 shares are directly owned by BFF IV-B. BCMC IV, the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, may be deemed to have sole power to dispose of these shares, and Balkanski, Beirne, Dunlevie, Gurley, Harvey, Kagle, Rachleff and Spurlock, the members of BCMC IV, may be deemed to have shared power to dispose of these shares.					
		8	SHARED DISPOSITIVE POWER					
			See response to row 7.					
9	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	3,579							
10	CHECK BOX	IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*					
	1_1							
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)							
	0.0%							
12	TYPE OF RE	PORTING	G PERSON*					
	00							

*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 29444U106 Page 12 of 24 Pages ______ NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Alexandre Balkanski CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) |_| (b) |X| _____ 3 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION French Citizen ______ SOLE VOTING POWER 245 shares, all of which are directly owned by a trust, and Balkanski, as trustee of the trust, may be deemed to have sole power to vote these shares. NUMBER OF SHARED VOTING POWER SHARES BENEFICIALLY 270,299 shares, of which 222,638 are directly owned by BCP II; 26,360 are directly owned by BFF II; 13,982 are OWNED BY directly owned by BFF II-A; 3,740 are directly owned by EACH REPORTING BMF II; 2,506 are directly owned by BCP IV; 917 are directly owned by BFF IV; 128 are directly owned by BFF PERSON WITH IV-A; and 28 are directly owned by BFF IV-B. BCMC II is the general partner of BCP II, BFF II, BFF II-A and BMF II, and Balkanski, a member of BCMC II, may be deemed to have shared power to vote these shares. BCMC IV is the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, and Balkanski, a member of BCMC IV, may be deemed to have shared power to vote these shares. _____ 7 SOLE DISPOSITIVE POWER 245 shares, all of which are directly owned by a trust, and Balkanski, as trustee of the trust, may be deemed to have sole power to dispose of these shares. SHARED DISPOSITIVE POWER 270,299 shares, of which 222,638 are directly owned by BCP II; 26,360 are directly owned by BFF II; 13,982 are directly owned by BFF II-A; 3,740 are directly owned by BMF II; 2,506 are directly owned by BCP IV; 917 are

directly owned by BFF IV; 128 are directly owned by BFF IV-A; and 28 are directly owned by BFF IV-B. BCMC II is

the general partner of BCP II, BFF II, BFF II-A and BMF II, and Balkanski, a member of BCMC II, may be deemed to have shared power to dispose of these shares. BCMC IV is the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, and Balkanski, a member of BCMC IV, may be deemed to have shared power to dispose of these shares.

9	AGGREGATE A	MOUNT	BENEFICIALLY OWNED BY EACH REPORTING PE	RSON
	270,544			
10	CHECK BOX I	F THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CE	RTAIN SHARES*
	1_1			
11	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW (9)	
	2.6%			
12	TYPE OF REP	ORTING	PERSON*	
	IN			
		*	SEE INSTRUCTION BEFORE FILLING OUT!	
CIISTP	No. 29444U1	06	р	age 13 of 24 Pages
1	NAMES OF RE		G PERSONS FION NOS. OF ABOVE PERSONS (ENTITIES ON	LY)
	David M. Be	eirne		
2	CHECK THE A	APPROPR	IATE BOX IF A MEMBER OF A GROUP*	(-)
				(a) _ (b) X
3	SEC USE ONL	.Y		
4	CITIZENSHIP	OR PL	ACE OF ORGANIZATION	
	U.S. Citize	en		
		5	SOLE VOTING POWER	
			220 shares, all of which are directly	owned by a trust,
			and Beirne, as trustee of the trust, have sole power to vote these shares.	may be deemed to
	BER OF	6	SHARED VOTING POWER	
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON			270,299 shares, of which 222,638 are BCP II; 26,360 are directly owned by directly owned by BFF II-A; 3,740 are BMF II; 2,506 are directly owned by directly owned by BFF IV; 128 are directly owned by BFF IV-A; and 28 are directly owned by BFF the general partner of BCP II, BFF II	BFF II; 13,982 are directly owned by y BCP IV; 917 are ectly owned by BFF IV-B. BCMC II is

II, and Beirne, a member of BCMC II, may be deemed to have shared power to vote these shares. BCMC IV is the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, and Beirne, a member of BCMC IV, may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER

220 shares, all of which are directly owned by a trust, and Beirne, as trustee of the trust, may be deemed to have sole power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

270,299 shares, of which 222,638 are directly owned by BCP II; 26,360 are directly owned by BFF II; 13,982 are directly owned by BFF II-A; 3,740 are directly owned by BMF II; 2,506 are directly owned by BCP IV; 917 are directly owned by BFF IV; 128 are directly owned by BFF IV-A; and 28 are directly owned by BFF IV-B. BCMC II is the general partner of BCP II, BFF II, BFF II-A and BMF II, and Beirne, a member of BCMC II, may be deemed to have shared power to dispose of these shares. BCMC IV is the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, and Beirne, a member of BCMC IV, may be deemed to have shared power to dispose of these shares.

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	270,519
LO	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
	I_I
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
	2.6%
12	TYPE OF REPORTING PERSON*
	IN
	*SEE INSTRUCTION BEFORE FILLING OUT!

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NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Bruce W. Dunlevie

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) |_|

\(\nu_j \| \nu_j \| \

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 SOLE VOTING POWER

321 shares, all of which are directly owned by a trust, and Dunlevie, as trustee of the trust, may be deemed to have sole power to vote these shares.

NUMBER OF 6
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

SHARED VOTING POWER

270,299 shares, of which 222,638 are directly owned by BCP II; 26,360 are directly owned by BFF II; 13,982 are directly owned by BFF II-A; 3,740 are directly owned by BMF II; 2,506 are directly owned by BCP IV; 917 are directly owned by BFF IV; 128 are directly owned by BFF IV-A; and 28 are directly owned by BFF IV-B. BCMC II is the general partner of BCP II, BFF II, BFF II-A and BMF II, and Dunlevie, a member of BCMC II, may be deemed to have shared power to vote these shares. BCMC IV is the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, and Dunlevie, a member of BCMC IV, may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER

321 shares, all of which are directly owned by a trust, and Dunlevie, as trustee of the trust, may be deemed to have sole power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

270,299 shares, of which 222,638 are directly owned by BCP II; 26,360 are directly owned by BFF II; 13,982 are directly owned by BFF II-A; 3,740 are directly owned by BMF II; 2,506 are directly owned by BCP IV; 917 are directly owned by BFF IV; 128 are directly owned by BFF IV-A; and 28 are directly owned by BFF IV-B. BCMC II is the general partner of BCP II, BFF II, BFF II-A and BMF II, and Dunlevie, a member of BCMC II, may be deemed to have shared power to dispose of these shares. BCMC IV is the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, and Dunlevie, a member of BCMC IV, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

270,620

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

1_1

11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)								
	2.6%								
12	TYPE OF REE	ORTING	PERSON*						
	IN								
		*	SEE INSTRUCTION BEFORE FILLING OUT!						
CUSIP	No. 29444U1	.06	Page 15 of 24 Pages						
NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)									
	J. William	Gurley							
2	CHECK THE A	APPROPR	IATE BOX IF A MEMBER OF A GROUP* (a) _ (b) X						
3	SEC USE ONI	.Y							
4	CITIZENSHIE U.S. Citize		ACE OF ORGANIZATION						
		5	SOLE VOTING POWER						
			25 shares.						
SH	BER OF ARES	6	SHARED VOTING POWER						
OWNE EA	CH RTING SON		270,299 shares, of which 222,638 are directly owned by BCP II; 26,360 are directly owned by BFF II; 13,982 are directly owned by BFF II-A; 3,740 are directly owned by BMF II; 2,506 are directly owned by BCP IV; 917 are directly owned by BFF IV; 128 are directly owned by BFF IV-A; and 28 are directly owned by BFF IV-B. BCMC II is the general partner of BCP II, BFF II, BFF II-A and BMF II, and Gurley, a member of BCMC II, may be deemed to have shared power to vote these shares. BCMC IV is the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, and Gurley, a member of BCMC IV, may be deemed to have shared power to vote these shares.						
		7	SOLE DISPOSITIVE POWER						
			25 shares.						
		8	SHARED DISPOSITIVE POWER						
			270,299 shares, of which 222,638 are directly owned by BCP II; 26,360 are directly owned by BFF II; 13,982 are directly owned by BFF II-A; 3,740 are directly owned by BMF II; 2,506 are directly owned by BCP IV; 917 are directly owned by BFF IV; 128 are directly owned by BFF IV-A; and 28 are directly owned by BFF IV-B. BCMC II is						

the general $% \left(1\right) =\left(1\right)$ II, and Gurley, a member of BCMC II, may be deemed to have shared power to dispose of these shares. BCMC IV is the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, and Gurley, a member of BCMC IV, may be deemed to have shared power to dispose of these shares.

9	AGGREGATE A	MOUNT	BENEFICIALLY OWNED BY EACH REPORTING	PERSON			
	270,324						
10	CHECK BOX I	F THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES	CERTAIN	N SHARE	.s*	
	1_1						
11	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW (9)				
	2.6%						
 12	TYPE OF REP	ORTING	PERSON*				
	IN						
		*	SEE INSTRUCTION BEFORE FILLING OUT!				
CUSIP	No. 29444U1	06		Page 1	l6 of 2 	4 Pá	ages
1	NAMES OF REIR.S. IDEN		G PERSONS IION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)			
	Kevin R. Ha	rvey					
2	CHECK THE A	PPROPR	IATE BOX IF A MEMBER OF A GROUP*			a) b)	. — .
3	SEC USE ONL	Y					
4	 CITIZENSHIP	OR PL	ACE OF ORGANIZATION				
	U.S. Citize	n					
		5	SOLE VOTING POWER				
			126 shares, all of which are direct and Harvey, as trustee of the trus have sole power to vote these shares	st, may	_		
	BER OF	6	SHARED VOTING POWER				
BENEF I OWNE EA REPO PEF	ARES CCIALLY ED BY ACH DRIING RSON		270,299 shares, of which 222,638 at BCP II; 26,360 are directly owned by directly owned by BFF II-A; 3,740 at BMF II; 2,506 are directly owned directly owned by BFF IV; 128 are directly and 28 are directly owned by BFF IV-A;	by BFF lare dire l by BCF directly	II; 13, ectly c P IV; y owned	982 wned 917 l by	are d by are BFF

the general partner of BCP II, BFF II, BFF II-A and BMF II, and Harvey, a member of BCMC II, may be deemed to have shared power to vote these shares. BCMC IV is the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, and Harvey, a member of BCMC IV, may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER

126 shares, all of which are directly owned by a trust, and Harvey, as trustee of the trust, may be deemed to have sole power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

270,299 shares, of which 222,638 are directly owned by BCP II; 26,360 are directly owned by BFF II; 13,982 are directly owned by BFF II-A; 3,740 are directly owned by BMF II; 2,506 are directly owned by BCP IV; 917 are directly owned by BFF IV; 128 are directly owned by BFF IV-A; and 28 are directly owned by BFF IV-B. BCMC II is the general partner of BCP II, BFF II, BFF II-A and BMF II, and Harvey, a member of BCMC II, may be deemed to have shared power to dispose of these shares. BCMC IV is the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, and Harvey, a member of BCMC IV, may be deemed to have shared power to dispose of these shares.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 270,425 ______ CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* |_| PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 2.6% 12 TYPE OF REPORTING PERSON* ΙN *SEE INSTRUCTION BEFORE FILLING OUT! CUSIP No. 29444U106 Page 17 of 24 Pages ______ NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Robert C. Kagle CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) |_| ______

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen -----SOLE VOTING POWER 245 shares, all of which are directly owned by several trusts, and Kagle, as trustee of the trusts, may be deemed to have sole power to vote these shares. _____ SHARED VOTING POWER NUMBER OF 6 SHARES 270,299 shares, of which 222,638 are directly owned by BENEFICIALLY BCP II; 26,360 are directly owned by BFF II; 13,982 are directly owned by BFF II-A; 3,740 are directly owned by OWNED BY EACH REPORTING BMF II; 2,506 are directly owned by BCP IV; 917 are directly owned by BFF IV; 128 are directly owned by BFF PERSON WITH IV-A; and 28 are directly owned by BFF IV-B. BCMC II is the general partner of BCP II, BFF II, BFF II-A and BMF II, and Kagle, a member of BCMC II, may be deemed to have shared power to vote these shares. BCMC IV is the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, and Kagle, a member of BCMC IV, may be deemed to have shared power to vote these shares. ______ SOLE DISPOSITIVE POWER 245 shares, all of which are directly owned by several trusts, and Kagle, as trustee of the trusts, may be deemed to have sole power to dispose of these shares. SHARED DISPOSITIVE POWER 270,299 shares, of which 222,638 are directly owned by BCP II; 26,360 are directly owned by BFF II; 13,982 are directly owned by BFF II-A; 3,740 are directly owned by BMF II; 2,506 are directly owned by BCP IV; 917 are directly owned by BFF IV; 128 are directly owned by BFF IV-A; and 28 are directly owned by BFF IV-B. BCMC II is the general partner of BCP II, BFF II, BFF II-A and BMF II, and Kagle, a member of BCMC II, may be deemed to have shared power to dispose of these shares. BCMC IV is the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, and Kagle, a member of BCMC IV, may be deemed to have shared power to dispose of these shares. 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

270,544

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

	2.6%							
12	TYPE OF REPORTING PERSON*							
			*SEE INSTRUCTION BEFORE FILLING OUT!					
CUSIP	No. 29444	U106	Page 18	of 24 Pa	ages			
1			NG PERSONS CATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)					
	Andrew S. Rachleff							
2	CHECK THE	APPROP	RIATE BOX IF A MEMBER OF A GROUP*	(-)				
				(a) (b)				
3	SEC USE O	NLY						
4	CITIZENSH	IP OR P	LACE OF ORGANIZATION					
	U.S. Citi	zen						
		5	SOLE VOTING POWER					
			1,883 shares, all of which are directly trust, and Rachleff, as trustee of the trusteed to have sole power to vote these sharestands.	ust, mag	_			
	BER OF	6	SHARED VOTING POWER					
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		270,299 shares, of which 222,638 are directly owned BCP II; 26,360 are directly owned by BFF II; 13,982 a directly owned by BFF II-A; 3,740 are directly owned BMF II; 2,506 are directly owned by BCP IV; 917 a directly owned by BFF IV; 128 are directly owned by B IV-A; and 28 are directly owned by BFF IV-B. BCMC II the general partner of BCP II, BFF II, BFF II-A and B II, and Rachleff, a member of BCMC II, may be deemed have shared power to vote these shares. BCMC IV is t general partner of BCP IV, BFF IV, BFF IV-A and B IV-B, and Rachleff, a member of BCMC IV, may be deem to have shared power to vote these shares.		are d by are BFF I is BMF d to the BFF				
		7	SOLE DISPOSITIVE POWER					
			1,883 shares, all of which are directly trust, and Rachleff, as trustee of the tr deemed to have sole power to dispose of thes	ust, mag	y be			
		8	SHARED DISPOSITIVE POWER					

270,299 shares, of which 222,638 are directly owned by BCP II; 26,360 are directly owned by BFF II; 13,982 are directly owned by BFF II-A; 3,740 are directly owned by BMF II; 2,506 are directly owned by BCP IV; 917 are directly owned by BFF IV; 128 are directly owned by BFF IV-A; and 28 are directly owned by BFF IV-B. BCMC II is the general partner of BCP II, BFF II, BFF II-A and BMF II, and Rachleff, a member of BCMC II, may be deemed to have shared power to dispose of these shares. BCMC IV is the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, and Rachleff, a member of BCMC IV, may be deemed to have shared power to dispose of these shares.

9	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING	PERSON				
	272,182							
10	CHECK BOX	IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES	CERTAIN S	SHARES*			
	1_1							
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)							
	2.6%							
12	TYPE OF REPORTING PERSON*							
	IN							
		+	SEE INSTRUCTION BEFORE FILLING OUT!					
CUSIP	No. 29444U	106		Page 19	of 24	Pages		
1	NAMES OF R		IG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)				
	Steven M.	Spurloc	ck					
2	CHECK THE	APPROPF	RIATE BOX IF A MEMBER OF A GROUP*			_ X		
3	SEC USE ON	 LY						
4	CITIZENSHIP OR PLACE OF ORGANIZATION							
	U.S. Citiz	en						
		5	SOLE VOTING POWER					
			200 shares, all of which are direct and Spurlock, as trustee of the tru have sole power to vote these shares	ıst, may b	_			
NUMBER OF 6 SHARES		6	SHARED VOTING POWER					
BENEFICIALLY			270,299 shares, of which 222,638 a	re direct	:lv own	ed by		

OWNED BY EACH REPORTING PERSON WITH

BCP II; 26,360 are directly owned by BFF II; 13,982 are directly owned by BFF II-A; 3,740 are directly owned by BMF II; 2,506 are directly owned by BCP IV; 917 are directly owned by BFF IV; 128 are directly owned by BFF IV-A; and 28 are directly owned by BFF IV-B. BCMC II is the general partner of BCP II, BFF II, BFF II-A and BMF II, and Spurlock, a member of BCMC II, may be deemed to have shared power to vote these shares. BCMC IV is the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, and Spurlock, a member of BCMC IV, may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER

> 200 shares, all of which are directly owned by a trust, and Spurlock, as trustee of the trust, may be deemed to have sole power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

> 270,299 shares, of which 222,638 are directly owned by BCP II; 26,360 are directly owned by BFF II; 13,982 are directly owned by BFF II-A; 3,740 are directly owned by BMF II; 2,506 are directly owned by BCP IV; 917 are directly owned by BFF IV; 128 are directly owned by BFF IV-A; and 28 are directly owned by BFF IV-B. BCMC II is the general partner of BCP II, BFF II, BFF II-A and BMF II, and Spurlock, a member of BCMC II, may be deemed to have shared power to vote these shares. BCMC IV is the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, and Spurlock, a member of BCMC IV, may be deemed to have shared power to dispose of these shares.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

270,499

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

|_|

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.6%

12 TYPE OF REPORTING PERSON*

*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 29444U106 ______

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This statement amends the Statement on 13G filed by Benchmark Capital Partners II, L.P., Benchmark Founders' Fund II, L.P., Benchmark Founders' Fund

II-A, L.P., Benchmark Members' Fund II, L.P., Benchmark Capital Management Co. II, L.L.C., Benchmark Capital Partners IV, L.P., Benchmark Founders' Fund IV, L.P., Benchmark Founders' Fund IV-B, L.P., Benchmark Capital Management Co. IV, L.L.C., Alexandre Balkanski, David M. Beirne, Bruce W. Dunlevie, J. William Gurley, Kevin R. Harvey, Robert C Kagle, Andrew S. Rachleff and Steven M. Spurlock. The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

ITEM 4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:

See Row 11 of cover page for each Reporting Person.

- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote:See Row 5 of cover page for each Reporting Person.
 - (ii) Shared power to vote or to direct the vote:
 See Row 6 of cover page for each Reporting Person.
 - (iii) Sole power to dispose or to direct the disposition
 of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

[X] Yes

CUSIP No. 29444U106

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I

certify that the information $% \left(1\right) =\left(1\right) +\left(1\right$

Date: February 11, 2003

BENCHMARK CAPITAL PARTNERS II, L.P., a Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND II, L.P., a Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND II-A, L.P., a Delaware Limited Partnership

BENCHMARK MEMBERS' FUND II, L.P., a Delaware Limited Partnership

BENCHMARK CAPITAL MANAGEMENT CO. II, L.L.C., a Delaware Limited Liability Company

By: /s/ Steven M. Spurlock

Steven M. Spurlock

Steven M. Spurlock Managing Member

BENCHMARK CAPITAL PARTNERS IV, L.P., a Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND IV, L.P., a Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND IV-A, L.P., a Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND IV-B, L.P., a Delaware Limited Partnership

BENCHMARK CAPITAL MANAGEMENT CO. IV, L.L.C., a Delaware Limited Liability Company

By: /s/ Steven M. Spurlock

Steven M. Spurlock

Steven M. Spurlock Managing Member

CUSIP No. 29444U106

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ALEXANDRE BALKANSKI DAVID M. BEIRNE BRUCE W. DUNLEVIE J. WILLIAM GURLEY

KEVIN R. HARVEY ROBERT C. KAGLE ANDREW S. RACHLEFF STEVEN M. SPURLOCK

By: /s/ Steven M. Spurlock

Steven M. Spurlock Attorney-in-Fact*

*Signed pursuant to a Power of Attorney already on file with the appropriate agencies.

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7 for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

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EXHIBIT INDEX

Found on Sequentially Exhibit Numbered Page

Exhibit A: Agreement of Joint Filing 24

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EXHIBIT A

Agreement of Joint Filing

The Reporting Persons hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of Equinix Inc. shall be filed on behalf of each of the Reporting Persons. Note that copies of the applicable Agreement of Joint Filing are already on file with the appropriate agencies.