STRATIFY INC
Form 424B3
August 05, 2009

Use these links to rapidly review the document

Table of Contents

The information in this prospectus supplement is not complete and may be changed. This prospectus supplement is not an offer to sell the notes and is not a solicitation of an offer to buy the notes in any jurisdiction where the offer or sale is not permitted.

Subject to Completion, dated August 5, 2009

PROSPECTUS SUPPLEMENT
(To Prospectus dated July 19, 2007)

Filed Pursuant to Rule 424(b)(3)
Registration No. 333-144683

$450,000,000

IRON MOUNTAIN INCORPORATED

% Senior Subordinated Notes due 2021

We are offering $450.0 million of our % Senior Subordinated Notes due 2021. We will pay interest on the notes on February 15 and August 15 of each year, commencing on February 15, 2010. The notes will mature on , 2021.

We have the option to redeem some or all of the notes at any time prior to , 2014 at the make-whole price set forth in this prospectus supplement. We have the option to redeem all or a portion of the notes at any time on or after , 2014 at the redemption prices set forth in this prospectus supplement. In addition, before , 2014, we may redeem the notes with the net proceeds of certain equity offerings at the redemption price set forth in this prospectus supplement so long as at least $300.0 million aggregate principal amount of the notes remains outstanding immediately afterwards.

The notes will be our unsecured senior subordinated obligations, and will be subordinated in right of payment to all of our existing and future senior debt and will rank equally in right of payment with all of our existing and future senior subordinated debt.

The notes will be guaranteed on an unsecured senior subordinated basis by substantially all of our direct and indirect wholly owned domestic subsidiaries.

We do not intend to apply for listing of the notes on any securities exchange or for inclusion of the notes in any automated quotation system.

See "Risk factors" beginning on page S-10 to read about important factors you should consider before buying the notes.

	Per Note	Total
Price to the public[(1)]	%	$
Underwriting discounts and commissions	%	$
Proceeds to us (before expenses)[(1)]	%	$

(1) Plus accrued interest, if any, from , 2009.

Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or determined if this prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.

We expect that delivery of the notes will be made to investors in book-entry form on or about , 2009.

Joint Book-Running Managers

Barclays Capital **BofA Merrill Lynch** **J.P. Morgan** **Scotia Capital**

Senior Co-Managers

Morgan Stanley **RBS**

Junior Co-Managers

Deutsche Bank Securities **HSBC**

Prospectus Supplement dated , 2009

Table of Contents

In making your investment decision, you should rely only on the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus. We have not, and the underwriters have not, authorized any person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it.

We and the underwriters are offering to sell the notes only in places where offers and sales are permitted.

You should assume that the information contained or incorporated by reference in this prospectus supplement or the accompanying prospectus is accurate as of the date on the front cover only.

TABLE OF CONTENTS

Prospectus Supplement

Prospectus

Table of Contents

ABOUT THIS PROSPECTUS SUPPLEMENT

All references to "Iron Mountain" and the "Company" in this prospectus supplement are to Iron Mountain Incorporated and not any of its subsidiaries. All references to "we," "our" or "us" in this prospectus supplement are to Iron Mountain and the subsidiary guarantors (unless otherwise indicated or the context otherwise requires), except that references to "we," "us" or "our" under the caption "Prospectus Supplement Summary" are to Iron Mountain and its consolidated subsidiaries.

INCORPORATION BY REFERENCE

The Securities and Exchange Commission, or the SEC, allows us to "incorporate by reference" the information we file with them, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be part of this prospectus supplement. Later information filed with the SEC will update and supersede information we have included or incorporated by reference in this prospectus supplement. We incorporate by reference the documents listed below and any filings made after the date of this prospectus supplement with the SEC under Section 13(a), 13(c), 14 or 15(d) of the United States Securities and Exchange Act of 1934, as amended, or the Exchange Act, until our offering is completed or terminated.

The following documents were filed by us under File No. 1-13045 and are incorporated by reference:

- Annual report on Form 10-K for the fiscal year ended December 31, 2008 (except for items 1A, 2, 6, 7, 9A and 15, which are incorporated by reference from our Current Report on Form 8-K filed May 8, 2009);

- Quarterly reports on Form 10-Q for the fiscal quarters ended March 31, 2009 and June 30, 2009;

- Current reports on Form 8-K filed March 9, 2009 and May 8, 2009; and

- Definitive proxy statement on Schedule 14A filed on April 20, 2009.

We will provide you with a copy of the information we have incorporated by reference, excluding exhibits other than those to which we specifically refer. You may obtain this information at no cost by writing or telephoning us at: 745 Atlantic Avenue, Boston, Massachusetts 02111, (617) 535-4766, Attention: Investor Relations.

Table of Contents

PROSPECTUS SUPPLEMENT SUMMARY

This summary highlights information contained elsewhere in this prospectus supplement or incorporated by reference. This summary is not complete and does not contain all of the information that you should consider before investing in the notes. You should read this entire prospectus supplement, the accompanying prospectus and the documents incorporated by reference carefully, including the information under "Risk Factors" and our consolidated financial statements in our quarterly reports on Form 10-Q for the quarters ended March 31, 2009 and June 30, 2009 and in our current report on Form 8-K filed May 8, 2009 and the footnotes thereto incorporated herein by reference.

Iron Mountain

We believe we are the global leader in information protection and storage services. We help organizations around the world reduce the risks and costs associated with information protection and storage. We offer comprehensive records management services, data protection & recovery services and information destruction services, along with the expertise and experience to address complex information challenges such as rising storage costs, litigation, regulatory compliance and disaster recovery. We are a trusted partner to more than 120,000 corporate clients throughout North America, Europe, Latin America and Asia Pacific. We have a diversified customer base comprised of commercial, legal, banking, healthcare, accounting, insurance, entertainment and government organizations, including more than 95% of the Fortune 1000 and more than 90% of the FTSE 100. As of December 31, 2008, we provided services in 38 countries on five continents, employed over 21,000 people and operated more than 1,000 facilities.

Now in our 58th year, we have experienced tremendous growth, particularly since successfully completing the initial public offering of our common stock in February 1996. We have grown from a business with limited product offerings and annual revenues of $104 million in 1995 into a global enterprise providing a broad range of information protection and storage services to customers in markets around the world with total revenues of $3.1 billion for the year ended December 31, 2008. On January 5, 2009, we were added to the S&P 500 Index and we are currently number 681 on the Fortune 1000.

Our success since becoming a public company in 1996 has been driven in large part by our execution of a consistent long-term growth plan to build market leadership by extending our strategic position through service line and global expansion. This growth plan has been sequenced into three phases. The first phase involved establishing leadership and broad market access in our core businesses: records management and data protection & recovery, primarily through acquisitions. In the second phase we invested in building a successful selling organization to access new customers, converting previously unvended demand. While different parts of our business are in different stages of evolution along our three-phase strategy, as an enterprise, we have transitioned to the third phase of our growth plan, which we call the capitalization phase. In this phase, which we expect will run for a long time to come, we seek to expand our relationships with our customers to continue solving their increasingly complex information protection and storage problems. Doing this well means expanding our service offerings on a global basis while maximizing our solid core businesses. In doing this, we continue to build what we believe to be a very durable business through disciplined execution.

Consistent with this strategy, we have transitioned from a growth strategy driven primarily by acquisitions of information protection and storage services companies to expansion driven primarily by internal growth. In 2001, internal revenue growth exceeded growth through acquisitions for the first time since we began our acquisition program in 1996. This has continued to be the case in each year since 2001 with the exception of 2004. In the absence of unusual acquisition activity, we expect to achieve most of our revenue growth internally in 2009 and beyond.

Table of Contents

In 2008, we completed five small acquisitions and purchased the remaining interest of our partner in Brazil. In 2007, our U.S. physical businesses were supplemented by two significant acquisitions: ArchivesOne, Inc., or ArchivesOne, in May and RMS Services USA, Inc., or RMS, in September. In December 2007 our digital business was supplemented by the acquisition of Stratify Inc., or Stratify. Prior to 2007, we completed two significant digital acquisitions: Connected Corporation, or Connected, in November 2004 and LiveVault Corporation, or LiveVault, in December 2005. We expect our future digital acquisitions will be of two primary types, those that bring us new or improved technologies to enhance our existing technology portfolio and those that increase our market position through technology and established revenue streams.

We expect to achieve our internal revenue growth objectives primarily through a sophisticated sales and account management coverage model. This model is designed to drive incremental revenues by acquiring new customer relationships and increasing business with new and existing customers by selling them our products and services in new geographies and selling additional products and services such as information destruction, digital data protection, document management services and eDiscovery services. We intend our selling efforts to be augmented and supported by an expanded marketing program, which includes product management as a core discipline. We also plan to continue developing an extensive worldwide network of channel partners through which we are selling a wide array of technology solutions, primarily our digital data protection and recovery products and services.

Our information protection and storage services can be broadly divided into three major service categories: records management services, data protection & recovery services, and information destruction services. We offer both physical services and technology solutions in each of these categories. Media formats can be broadly divided into physical and electronic records. We define physical records to include paper documents, as well as all other non-electronic media such as microfilm and microfiche, master audio and videotapes, film, X-rays and blueprints. Electronic records include email and various forms of magnetic media such as computer tapes and hard drives and optical disks.

Our physical records management services include: records management program development and implementation based on best-practices to help customers comply with specific regulatory requirements, implementation of policy-based programs that feature secure, cost-effective storage for all major media, including paper (which is the dominant form of records storage), flexible retrieval access and retention management. Included within physical records management services is Document Management Solutions, or DMS. This suite of services helps organizations to gain better access to their paper records by digitizing, indexing and hosting them in online archives to provide complete information life-cycle solutions. Our technology-based records management services are comprised primarily of digital archiving and related services for secure, legally compliant and cost-effective long-term archiving of electronic records. Within the records management services category, we have developed specialized services for vital records and regulated industries such as healthcare, energy and financial services.

Our physical data protection & recovery services include disaster preparedness, planning, support and secure, off-site vaulting of data backup media for fast and efficient data recovery in the event of a disaster, human error or virus. Our technology-based data protection & recovery services include online backup and recovery solutions for desktop and laptop computers and remote servers. Additionally, we serve as a trusted, neutral third party and offer technology escrow services to protect and manage source code and other proprietary information.

Our information destruction services are comprised almost exclusively of secure shredding services. Secure shredding services complete the life cycle of a record and involve the shredding of sensitive documents in a way that ensures privacy and a secure chain of custody for the records. These services typically include either the scheduled pick-up of loose office records which customers accumulate in specially designed secure containers we provide or the shredding of documents stored in records

Table of Contents

facilities upon the expiration of their scheduled retention periods. Our technology-based information destruction services include DataDefense, which provides automatic, intelligent encryption of sensitive PC data and, when behaviors that are inconsistent with authorized use are detected, that data is automatically eliminated and the PC is disabled this is designed to render the data useless to unauthorized users.

In addition to our core records management, data protection and recovery, and information destruction services, we sell storage materials, including cardboard boxes and magnetic media, and provide consulting, facilities management, fulfillment and other outsourcing services.

Financial characteristics of our business

Our financial model is based on the recurring nature of our various revenue streams. The historical predictability of our revenues and the resulting operating income before depreciation and amortization, or OIBDA[1], allow us to operate with a high degree of financial leverage. Our primary financial goal has always been, and continues to be, to increase consolidated OIBDA in relation to capital invested, even as our focus has shifted from growth through acquisitions to internal revenue growth. Our business has the following financial characteristics:

---

1 We use OIBDA, an integral part of our internal planning and reporting systems, to evaluate the operating performance of our consolidated business. As such, we believe OIBDA provides our current and potential investors with relevant and useful information regarding our ability to generate cash flow to support business investment and our ability to grow our revenues faster than our operating expenses. Additionally, we use multiples of current and projected OIBDA in our discounted cash flow models to determine our overall enterprise valuation and to evaluate acquisition targets. OIBDA should be considered in addition to, but not as a substitute for, other measures of financial performance reported in accordance with accounting principles generally accepted in the United States of America, or GAAP, such as operating or net income or cash flows from operating activities (as determined in accordance with GAAP). For a more detailed definition and reconciliation of OIBDA and a discussion of why we believe this measure provides relevant and useful information to our current and potential investors, see Item 7. "Management's discussion and analysis of financial condition and results of operations non-GAAP measures" in our Current Report on Form 8-K filed May 8, 2009, which is incorporated herein by reference.

Recurring revenues. We derive a majority of our consolidated revenues from fixed periodic, usually monthly, fees charged to customers based on the volume of records stored. Once a customer places physical records in storage with us and until those records are destroyed or permanently removed (for which we typically receive a service fee) we receive recurring payments for storage fees without incurring additional labor or marketing expenses or significant capital costs. Similarly, contracts for the storage of electronic backup media consist primarily of fixed monthly payments. Our annual revenues from these fixed periodic storage fees have grown for 20 consecutive years. For each of the five years 2004 through 2008, storage revenues, which are stable and recurring, have accounted for over 54% or more of our total consolidated revenues. This stable and growing storage revenue base also provides the foundation for increases in service revenues and OIBDA.

Historically non-cyclical storage business. We have not experienced any significant reductions in our storage business as a result of past economic downturns, although we can give no assurance that this would be the case in the future. We believe that companies that have outsourced records management services are less likely during economic downturns to incur the move-out costs and other expenses associated with switching vendors or moving their records management services programs in-house. However, during past economic slowdowns, the rate at which some customers added new cartons to their inventory was below historical levels. The net effect of these factors has been the continued growth of our storage revenue base, albeit at a lower rate. For each of the five years 2004 through 2008, total net volume growth in North America has ranged between 4% and 8%.

Inherent growth from existing physical records customers. Our physical records customers have, on average, generated additional cartons at a faster rate than stored cartons have been destroyed or permanently removed. We estimate that inherent growth from existing customers represents approximately half of our total net volume growth, excluding acquisitions, in North America. We believe the consistent growth of our physical records storage revenues is the result of a number of factors, including: (1) the trend toward increased records retention; (2) customer satisfaction with our services; (3) the costs and inconvenience of moving storage operations in-house or to another provider of information protection and storage services; and (4) our positive pricing actions.

Diversified and stable customer base. As of December 31, 2008, we had over 120,000 corporate clients in a variety of industries. We currently provide services to commercial, legal, banking, healthcare, accounting, insurance, entertainment and government organizations, including more than 95% of the Fortune 1000 and 90% of the FTSE 100. No customer accounted for as much as 2% of our consolidated revenues for the years ended December 31, 2006, 2007 and 2008. For each of the three years 2006 through 2008, the average volume reduction due to customers terminating their relationship with us was less than 2%.

Capital expenditures related primarily to growth. Our information protection and storage business requires limited annual capital expenditures made in order to maintain our current revenue stream. For the years 2006 through 2008, over 85% of our aggregate capital expenditures were growth-related investments, primarily in storage systems, which include racking, building and leasehold improvements, computer systems hardware and software, and buildings. These growth-related capital expenditures are primarily discretionary and create additional capacity for increases in revenues and OIBDA. Since shifting our focus from growth through acquisitions to internal revenue growth, our capital expenditures, made primarily to support our internal revenue growth, have generally exceeded the aggregate acquisition consideration we paid. This was not the case in 2003 due to the acquisition of Hays plc, in 2004 due to the acquisition of Connected and the 49.9% equity interest held by Mentmore plc in Iron Mountain Europe Limited, or IME, and 2007 due to the acquisitions of ArchivesOne and Stratify. We expect this trend to continue in the future absent unusual acquisition activity.

Growth strategy

Our objective is to maintain a leadership position in the information protection and storage services industry around the world, protecting and storing our customers' information without regard to media format or geographic location. In the U.S. and Canada, we seek to be one of the largest information protection and storage services providers in each of our markets. Internationally, our objectives are to continue to capitalize on our expertise in the information protection and storage services industry and to make additional acquisitions and investments in selected international markets. We intend that our primary avenues of growth will continue to be: (1) the introduction of new products and services such as secure shredding, online backup, eDiscovery and DMS; (2) increased business with existing customers; (3) the addition of new customers; and (4) selective acquisitions in new and existing markets.

Introduction of new products and services

We continue to expand our portfolio of products and services. Adding new products and services allows us to further penetrate our existing customer accounts and attract new customers in previously untapped markets.

In 2008, we introduced two services to further help healthcare organizations meet their unique information challenges. Through a new collaboration with Hewlett-Packard, we launched our Digital Record Center for Medical Images. This service combines HP technology with our storage-as-a-service expertise to protect diagnostic images like X-rays and CT scans and provide hospitals an alternative to in-house file rooms for long-term archiving. Also introduced last year was a diagnostic assessment tool that shows the nation's largest hospital systems how to process patient records more efficiently and prepare themselves for electronic health records. Adopted from RMS Services, a healthcare records specialist we acquired in October 2007, the assessment looks at the costs of staff, third-party vendors, storage and even lost revenue from file rooms occupying space that hospitals could use for treating patients.

We also enhanced our DMS offerings with two new services for quickly accessing information and deriving more business value from that information. The first is the Digital Record Center for Images, a digital repository powered by IBM software for electronic scans of paper documents stored with Iron Mountain. We later extended this strategic relationship with IBM by integrating our Accutrac® software for managing paper documents with IBM's FileNet Records Manager for electronic files. The unified offering gives companies one solution for viewing and managing both their paper and electronic documents. We acquired Accutrac in June 2007.

Growth from existing customers

Our existing customers storing physical records contribute to storage and storage-related service revenues growth because, on average, they generate additional cartons at a faster rate than old cartons are destroyed or permanently removed. In order to maximize growth opportunities from existing customers, we seek to maintain high levels of customer retention by providing premium customer service through our local account management staff.

Our sales coverage model is designed to identify and capitalize on incremental revenue opportunities by allocating our sales resources based on a sophisticated segmentation of our customer base and selling additional records management, data protection & recovery and information destruction services, in new and existing markets, within our existing customer relationships. We also seek to leverage existing business relationships with our customers by selling complementary services and products. Services include special project work, data restoration projects, fulfillment services, consulting services and product sales (including software licenses, specially designed storage containers and related supplies). In addition, included in complementary services revenue is recycled paper revenues.

Addition of new customers

Our sales forces are dedicated to three primary objectives: (1) establishing new customer account relationships; (2) generating additional revenue from existing customers in new and existing markets; and (3) expanding new and existing customer relationships by effectively selling a wide array of complementary services and products. In order to accomplish these objectives, our sales forces draw on our U.S. and international marketing organizations and senior management.

Growth through acquisitions

The goals of our current acquisition program are (1) to supplement internal growth in our physical businesses by expanding our new service capabilities and industry-specific services and continuing to expand our presence in targeted international markets; and (2) to accelerate our leadership and time to market in our digital businesses. We have a successful record of acquiring and integrating information protection and storage services companies. We substantially completed our geographic expansion in North America, Europe and Latin America by 2003 and began our expansion into Asia Pacific in 2005.

Acquisitions in the U.S. and Canada

Given the small number of large acquisition targets in the U.S. and Canada and our increased revenue base, future acquisitions are expected to be less significant to our overall U.S. and Canada

Table of Contents

revenue growth. Acquisitions in the U.S. and Canada will likely focus primarily on expanding our DMS capabilities and enhancing industry-specific services such as health information management solutions.

International acquisition strategy

We expect to continue to make acquisitions and investments in information protection and storage services businesses outside the U.S. and Canada. We have acquired and invested in, and seek to acquire and invest in, information protection and storage services companies in countries, and, more specifically, markets within such countries, where we believe there is potential for significant growth. Future acquisitions and investments will focus primarily on developing priority expansion markets in Continental Europe and Asia, with continued leverage of our successful joint venture model. Similar to our strategy in the U.S. and Canada, we will also explore international acquisitions that strengthen our capabilities in areas such as DMS and industry-specific services.

The experience, depth and strength of local management are particularly important in our international expansion and acquisition strategy. Since beginning our international expansion program in January 1999, we have, directly and through joint ventures, expanded our operations into 38 countries in Europe, Latin America and Asia Pacific. These transactions have taken, and may continue to take, the form of acquisitions of an entire business or controlling or minority investments, with a long-term goal of full ownership. We believe our joint venture strategy, rather than an outright acquisition, may, in certain markets, better position us to expand the existing business. The local partner benefits from our expertise in the information protection and storage services industry, our multinational customer relationships, our access to capital and our technology, and we benefit from our local partner's knowledge of the market, relationships with local customers and their presence in the community. In addition to the criteria we use to evaluate U.S. and Canadian acquisition candidates, when looking at an international investment or acquisition, we also evaluate the presence in the potential market of our existing customers as well as the risks uniquely associated with an international investment, including those risks described in our Current Report on Form 8-K filed May 8, 2009 incorporated herein by reference.

In 2006, we established a majority-owned joint venture serving four major markets in India and completed minority investments in information protection and storage businesses with operations in Poland and Russia. In 2007, we established a majority-owned joint venture in Asia Pacific for consideration of approximately $2 million with operations in Singapore, Hong Kong-SAR, China, Sri Lanka, Indonesia and Taiwan. In 2007, we acquired minority interests in information and protection and storage businesses in Denmark, Turkey and Greece. In 2008, we acquired a minority interest in an information protection and storage business in Switzerland.

Our long-term goal is to acquire full ownership of each business in which we made a joint venture investment. Since 2005 we acquired the remaining minority equity ownership in our Mexican operations and bought out partnership interests, in whole or in part, in Chile, Brazil, Eastern Europe and the Netherlands. As a result of these transactions we own more than 98% of our international operations, measured as a percentage of consolidated revenues.

Our international investments are subject to risks and uncertainties relating to the indigenous political, social, regulatory, tax and economic structures of other countries, as well as fluctuations in currency valuation, exchange controls, expropriation and governmental policies limiting returns to foreign investors.

The amount of our revenues derived from international operations and other relevant financial data for fiscal years 2006, 2007 and 2008 are set forth in Note 9 to our consolidated financial statements in our Current Report on Form 8-K filed May 8, 2009. For the years ended December 31, 2006, 2007 and 2008, we derived approximately 30%, 32% and 32%, respectively, of our total revenues from outside of the U.S. As of December 31, 2006, 2007 and 2008, we have long-lived assets of approximately 33%, 34% and 31%, respectively, outside of the U.S.

Digital growth and technology innovation strategy

Similar to our physical businesses, we seek to grow revenues in our worldwide digital segment by selling our products and services to existing and new customers. Our focus on technology innovation allows us to bring leading products and services to market designed to solve customer problems in the areas of data protection, archiving and discovery. Our approach to innovation has three major components: build, buy and partner. We intend to build or develop our own technology in areas core to our strategy in order to protect and extend our lead in the market. Examples include back up and archiving Software as a Service and data reduction technologies. Our technology acquisition strategy is designed to accelerate our product strategy, leadership and time to market. Past examples include the Connected, LiveVault and Stratify acquisitions. Finally, we are developing global technology partnerships that complement our product and service offerings, allow us to offer a complete solution to the marketplace and keep us in contact with emerging technology companies.

Address and telephone number

We were incorporated in 1990, but our operations date from 1951. We are a Delaware corporation. Our principal place of business is located at 745 Atlantic Avenue, Boston, Massachusetts 02111, and our telephone number is (617) 535-4766.

Table of Contents

THE OFFERING

Notes offered	We are offering a total of $450,000,000 in principal amount of our % Senior Subordinated Notes due 2021.
Maturity date	, 2021.
Issue price	We are offering the notes at a price of % of par.
Interest	We will pay interest on the notes at a fixed annual interest rate of %. We will pay the interest due on the notes every six months on February 15 and August 15. We will make our first interest payment on February 15, 2010. Interest will accrue from , 2009.
Subsidiary guarantors	Each guarantor is one of our domestic wholly owned subsidiaries. However, not all of our subsidiaries are guarantors. If we cannot make payments on the notes when they are due, the subsidiary guarantors must make them instead.
Ranking	The notes and the subsidiary guarantees are unsecured senior subordinated debts. They rank behind all of our and our subsidiary guarantors' current and future senior indebtedness and pari passu with our and our subsidiary guarantors current and future senior subordinated indebtedness and trade payables. Assuming we had completed this offering on June 30, 2009 and applied the net proceeds from this offering as described under "Use of Proceeds" and "Capitalization," these notes and the subsidiary guarantees: would have been subordinated to $641.5 million of our and our subsidiary guarantors' senior debt; and would have ranked equally with $2,148.2 million (includes $0.9 million of net discounts) of our and our subsidiary guarantors' other senior subordinated debt and trade payables[1].
Offer to repurchase the notes	If we sell certain assets or experience specific kinds of changes of control, we must offer to repurchase the notes at the prices listed in this prospectus supplement in the section captioned "Description of the Notes" under the subheading "Repurchase at the option of holders."

---

[1] Iron Mountain Canada Corporation, or Canada Company, is an obligor with respect to $151.5 million of this debt; Canada Company will not guarantee the notes offered hereby.

Table of Contents

Optional redemption	We may, at our option, redeem some or all of the notes at any time prior to , 2014 at the make-whole price set forth in this prospectus supplement. At our option, we may also redeem some or all of the notes at any time after , 2014 at the redemption prices listed in this prospectus supplement in the section captioned "Description of the Notes" under the subheading "Optional redemption." Before , 2012 we may, at our option, redeem a portion of the outstanding notes with the proceeds of certain equity offerings as long as at least $300.0 million in aggregate principal amount of notes (including any additional notes subsequently issued as part of the same class) remains outstanding immediately afterwards.
Certain covenants	We will issue the notes under an indenture with The Bank of New York Trust Company, N.A., as trustee. The indenture will, among other things, restrict our ability and the ability of our restricted subsidiaries to: borrow money; pay dividends on our stock or repurchase our stock; make investments; use assets as security in other transactions; enter into transactions with affiliates; and sell certain assets or merge with or into other companies. For more details, see the section captioned "Description of the Notes" under the subheading "Certain covenants."
Use of proceeds	We intend to use the net proceeds from the offering of the notes, together with other available funds, for the redemption of all of our outstanding 8^5/8% Senior Subordinated Notes due 2013, the possible repayment, repurchase or retirement of other indebtedness and for general corporate purposes, including potential future acquisitions and investments. See "Use of Proceeds".
Original Issue Discount	The notes may be issued with original issue discount for federal income tax purposes. In such event, in addition to the stated interest on the notes, holders of notes that are U.S. persons for federal income tax purposes generally will be required to include the amounts representing the original issue discount in gross income on a constant yield basis in advance of receipt of the cash payments to which such income is attributable. See "Material Federal Income Tax Considerations."
Risk Factors	See "Risk Factors" for a discussion of the risk factors you should carefully consider before deciding to invest in the notes.

Table of Contents

RISK FACTORS

You should carefully consider the following factors, the risk factors included in "Item 1A. Risk Factors" in our Current Report on Form 8-K filed on May 8, 2009, which is incorporated herein by reference, and other information in and incorporated in this prospectus supplement and the accompanying prospectus before deciding to invest in our notes.

Our substantial indebtedness could adversely affect our financial health and prevent us from fulfilling our obligations under our various debt instruments.

We have now, and after the offering will continue to have, a significant amount of indebtedness. The following table shows important credit statistics for us and our consolidated subsidiaries, and assumes that this offering was completed on June 30, 2009 and the net proceeds were applied as described under "Use of proceeds" and "Capitalization:"

	As Adjusted At June 30, 2009 (Dollars in millions)
Total long-term debt	$ 3,241.0
Total equity	$ 1,949.7
Debt to equity ratio	1.66x

Our substantial indebtedness could have important consequences to you. Our indebtedness may increase as we continue to borrow under existing and future credit arrangements in order to finance future acquisitions and for general corporate purposes, which would increase the associated risks. These risks include:

- inability to satisfy our obligations with respect to our various debt instruments;
- inability to adjust to adverse economic conditions;
- inability to fund future working capital, capital expenditures, acquisitions and other general corporate requirements, including possible required repurchases of our various indebtedness;
- limits on our flexibility in planning for, or reacting to, changes in our business and the information protection and storage services industry;
- limits on future borrowings under our existing or future credit arrangements, which could affect our ability to pay our indebtedness, including the notes, or to fund our other liquidity needs;
- inability to generate sufficient funds to cover required interest payments, including on the notes; and
- restrictions on our ability to refinance our indebtedness on commercially reasonable terms.

Restrictive loan covenants may limit our ability to pursue our growth strategy.

Our credit facility and our indentures contain covenants restricting or limiting our ability to, among other things:

- incur additional indebtedness;

pay dividends or make other restricted payments;

make asset dispositions;

create or permit liens; and

make capital expenditures and other investments.

Table of Contents

These restrictions may adversely affect our ability to pursue our acquisition and other growth strategies.

We may not have the ability to raise the funds necessary to finance the repurchase of outstanding senior subordinated indebtedness, including the notes, upon a change of control event as required by the indenture for the notes and our indentures for our other existing senior subordinated notes.

Upon the occurrence of a Change of Control (as defined in "Description of the Notes"), we will be required to offer to repurchase all outstanding notes and all of our other existing senior subordinated indebtedness. However, it is possible that we will not have sufficient funds at the time of the Change of Control to make the required repurchase of the notes or that restrictions in our revolving credit facility will not allow such repurchases. In addition, certain important corporate events, such as leveraged recapitalizations that would increase the level of our indebtedness, would not constitute a Change of Control under our indentures. See "Description of the Notes Repurchase at the option of holders Change of control."

Despite current indebtedness levels, we and our subsidiaries may still be able to incur substantially more debt.

The terms of our indentures generally do not prohibit us from borrowing additional funds under our revolving credit facility and possible future credit arrangements. Our existing term loans and credit facilities would permit additional borrowings, under such facilities (subject to customary borrowing conditions) or otherwise, of up to $564.5 million as of June 30, 2009, assuming we had completed this offering on June 30, 2009 and applied the net proceeds from this offering as described under "Use of Proceeds" and "Capitalization." Additional borrowings under such facilities would be, and other borrowings could be, senior to the notes and the guarantees.

Our ability to generate sufficient cash to service our indebtedness depends on many factors beyond our control.

Our ability to make payments on and to refinance our indebtedness, including the notes, and to fund capital expenditures and future acquisitions will depend on our ability to generate cash in the future. This, to some extent, is subject to general economic, financial, competitive, legislative, regulatory and other factors that are beyond our control. We believe our cash flow from operations and available borrowings under our existing and future credit arrangements will be adequate to meet our foreseeable future liquidity needs.

We cannot assure you, however, that our business will generate sufficient cash flow from operations or that future borrowings will be available to us under our existing and future credit arrangements in an amount sufficient to enable us to pay our indebtedness, including the notes, or to fund our other liquidity needs. We may need to refinance all or a portion of our indebtedness, including the notes, on or before maturity. We cannot assure you that we will be able to refinance any of our indebtedness, including our revolving credit facility and the notes, on commercially reasonable terms or at all.

The notes and the subsidiary guarantees are junior to all of our and our subsidiary guarantors' current and future senior indebtedness and possibly to all of our or their future borrowings, and in some situations, this may reduce our ability to fulfill our full obligations under the notes.

The notes and the subsidiary guarantees rank behind all of our and our subsidiary guarantors' current and future senior indebtedness, and pari passu with our and our subsidiary guarantors' current and future senior subordinated indebtedness and trade payables. As a result, upon any distribution to our creditors or the creditors of the guarantors in a bankruptcy, liquidation or reorganization or similar proceeding relating to us or the guarantors or our or their property, the holders of our and the guarantors' senior debt will be entitled to be paid in full in cash before any payment may be made with respect to the notes or the guarantees.

In addition, all payments on the notes and the guarantees will be blocked in the event of a payment default on our senior debt and may be blocked for up to 179 of 360 consecutive days in the event of certain non-payment defaults on our senior debt.

If we or the guarantors become subject to a bankruptcy, liquidation or reorganization or similar proceeding, holders of the notes will participate with trade creditors and all other holders of our and the guarantors' senior subordinated indebtedness in the assets remaining after we and the guarantors have paid all of the senior debt. However, because the indenture requires that amounts otherwise payable to holders of the notes in a bankruptcy or similar proceeding be paid to holders of senior debt instead, holders of the notes may receive less, ratably, than holders of trade payables in any such proceeding. In any of these cases, we and the guarantors may not have sufficient funds to pay all of our and their creditors and holders of the notes may receive less, ratably, than the holders of senior debt.

Assuming we had completed this offering on June 30, 2009 and the net proceeds had been applied as described under "Use of Proceeds" and "Capitalization" these notes and the subsidiary guarantees would have been subordinated to $641.5 million of our and our subsidiary guarantors' senior debt and would have ranked equally with $2,148.2 million (includes $0.9 million of net discounts) of our other senior subordinated debt and trade payables (Canada Company is an obligor with respect to $151.5 million of this debt; Canada Company will not guarantee the notes offered hereby or our other senior subordinated debt.) We will be permitted to incur substantial additional indebtedness, including senior debt, in the future under the terms of the indenture.

The notes may be issued with original issue discount for federal income tax purposes.

In such event, in addition to the stated interest on the notes, holders of notes that are U.S. persons for federal income tax purposes generally will be required to include the amounts representing the original issue discount in gross income on a constant yield basis in advance of receipt of the cash payments to which such income is attributable. See "Material Federal Income Tax Considerations."

If a bankruptcy petition were filed by or against us, and the notes were issued with original issue discount, holders of the notes may receive a lesser amount for their claim than they would have been entitled to receive under the indenture governing the notes.

If a bankruptcy petition were filed by or against us under the U.S. Bankruptcy Code after the issuance of the notes, the claim by any holder of the notes for the principal amount of the notes if issued with original issue discount may be limited to an amount equal to the sum of:

- the original issue price for the notes; and
- that portion of the original issue discount that does not constitute "unmatured interest" for purposes of the U.S. Bankruptcy Code.

Any original issue discount that was not amortized as of the date of the bankruptcy filing would constitute unmatured interest. Accordingly, holders of the notes under those circumstances may receive a lesser amount than they would be entitled to under the terms of the indenture governing the notes, even if sufficient funds are available.

Table of Contents

Your right to receive payments on these notes could be adversely affected if any of our non-guarantor subsidiaries declare bankruptcy, liquidate or reorganize.

Substantially all of our direct and indirect wholly owned domestic subsidiaries will guarantee the notes. Canada Company, IME, their respective subsidiaries and our other existing international subsidiaries do not, and we anticipate that our future international subsidiaries, will not, guarantee the notes. In the event of a bankruptcy, liquidation or reorganization of any of our non-guarantor subsidiaries, holders of their indebtedness and their trade creditors will generally be entitled to payment of their claims from the assets of those non-guarantor subsidiaries before any assets are made available for distribution to us. Assuming this offering had been completed on June 30, 2009 and the net proceeds had been applied as described under "Use of Proceeds" and "Capitalization," these notes were effectively junior to $437.7 million of indebtedness and other liabilities (including trade payables) of our non-guarantor subsidiaries (this amount includes $161.3 million under our revolving credit facility as to which Iron Mountain and our subsidiary guarantors are obligated.) Our non-guarantor subsidiaries generated 32% of our consolidated revenues in the year ended December 31, 2008 and 28% of our consolidated revenues in the six-month period ended June 30, 2009 and held 32% of our consolidated total assets as of June 30, 2009, in the latter case without reduction for noncontrolling interests in certain of our international subsidiaries.

Our condensed consolidating financial information included in the notes to our consolidated financial statements, which we have incorporated by reference from our quarterly reports on Form 10-Q for the quarters ended March 31, 2009 and June 30, 2009 and our Current Report on Form 8-K filed May 8, 2009, includes information for Iron Mountain, our subsidiary guarantors on a combined basis, Canada Company, and our non-guarantor subsidiaries on a combined basis.

Federal and state statutes could allow courts, under specific circumstances, to void guarantees and require holders of the notes to return payments received from guarantors.

Under federal bankruptcy laws and comparable provisions of state fraudulent transfer laws, a guarantee could be voided, or claims in respect of a guarantee could be subordinated to all other debts of that guarantor, if, among other things, the guarantor, at the time it incurred the indebtedness evidenced by its guarantee:

- received less than reasonably equivalent value or fair consideration for the incurrence of such guarantee; and
- was insolvent or rendered insolvent by reason of such incurrence; or
- was engaged in a business or transaction for which the guarantor's remaining assets constituted unreasonably small capital; or
- intended to incur, or believed that it would incur, debts beyond its ability to pay such debts as they mature.

In addition, any payment by that guarantor pursuant to its guarantee could be voided and required to be returned to the guarantor, or to a fund for the benefit of the creditors of the guarantor.

The measures of insolvency for purposes of these fraudulent transfer laws will vary depending upon the law applied in any proceeding to determine whether a fraudulent transfer has occurred. Generally, however, a guarantor would be considered insolvent if:

- the sum of its debts, including contingent liabilities, were greater than the fair saleable value of all of its assets;

Table of Contents

- if the present fair saleable value of its assets were less than the amount that would be required to pay its probable liability on its existing debts, including contingent liabilities, as they become absolute and mature; or

- it could not pay its debts as they become due.

On the basis of historical financial information, recent operating history and other factors, we believe that each guarantor, after giving effect to its guarantee of the notes, will not be insolvent, will not have unreasonably small capital for the business or any transaction in which it is engaged and will not have incurred debts beyond its ability to pay such debts as they mature. There can be no assurance, however, as to what standard a court would apply in making such determinations or that a court would agree with our conclusions in this regard.

Some or all of the guarantees of the notes may be released automatically.

A subsidiary guarantor may be released from its guarantee at any time upon a sale, exchange or transfer, in compliance with the provisions of the indenture for the notes, of the capital stock of such subsidiary guarantor or of substantially all of the assets of such subsidiary guarantor. In addition, in some other circumstances, a subsidiary guarantor may be released from its subsidiary guarantee in connection with our designation of such subsidiary guarantor as an unrestricted subsidiary or excluded restricted subsidiary. See "Description of the Notes Certain covenants Additional subsidiary guarantees."

Since Iron Mountain is a holding company, our ability to make payments on the notes depends in part on the operations of our subsidiaries.

We are a holding company, and substantially all of our assets consist of the stock of our subsidiaries and substantially all of our operations are conducted by our direct and indirect wholly owned subsidiaries. As a result, our ability to make payments on the notes will be dependent upon the receipt of sufficient funds from our subsidiaries. However, our various debt obligations are, and the notes will be, guaranteed, on a joint and several and full and unconditional basis, by most, but not all, of our direct and indirect wholly owned U.S. subsidiaries.

We cannot guarantee that there will be a trading market for the notes.

The notes are a new issue of securities for which no trading market currently exists. We do not intend to list the notes on any national or regional securities exchange or to seek approval for quotation through any automated quotation system. We cannot give any assurance that a trading market will exist in the future for the notes. Even if a market does develop, the liquidity of the trading market in the notes, and the market price quoted for the notes, may be adversely affected by changes in the overall market for high yield securities and by changes in our financial performance or prospects or in the prospects for companies in our industry generally.

Table of Contents

USE OF PROCEEDS

The net proceeds to us from the offering of the notes are estimated to be $ million, after deducting discounts to the underwriters and estimated offering expenses. We intend to use the net proceeds from the offering of the notes, together with other available funds, for the redemption of all of our outstanding $8^5/_8$% Senior Subordinated Notes due 2013, the possible repayment, repurchase or retirement of other indebtedness and for general corporate purposes, including potential future acquisitions and investments.

Table of Contents

CAPITALIZATION

The following table sets forth at June 30, 2009 our: (a) actual cash and cash equivalents and capitalization and (b) cash and cash equivalents and capitalization as adjusted to give effect to this offering and the application of the net proceeds from this offering as described in "Use of Proceeds."

This table should be read in conjunction with the section captioned "Use of Proceeds" in this prospectus supplement and our consolidated financial statements in our quarterly report on Form 10-Q for the quarter ended June 30, 2009 and the footnotes thereto incorporated herein by reference.

	As of June 30, 2009	
	Actual	As Adjusted
	(In thousands)	
Cash and Cash Equivalents	$ 316,056	$ 310,982

&nb