

**EARTHLINK HOLDINGS CORP.**  
**Code of Ethics for Chief Executive Officer / Senior Financial Officers**

In my role as the Chief Executive Officer / a Senior Financial Officer of EarthLink Holdings Corp. or a subsidiary thereof (together with its subsidiaries, "EarthLink"), I certify to EarthLink that I adhere to and advocate the following principles and responsibilities governing my professional and ethical conduct in carrying out my duties with EarthLink.

To the best of my knowledge and ability, in my capacity as the Chief Executive Officer / a Senior Financial Officer of EarthLink:

1. I will act ethically and with honesty and integrity, including in the handling of actual or apparent conflicts of interest in personal and professional relationships.
2. If any material transaction or relationship of EarthLink may reasonably give rise to a conflict of interest between my personal or professional interests, I will disclose the potential conflict of interest to one or more of the following individuals who are not involved in the matter, as appropriate: my manager, any attorney in the EarthLink legal department, any EarthLink executive, any member of the Audit Committee of the EarthLink Board of Directors or any other member of the EarthLink Board of Directors. I will also seek to avoid any such conflicts of interest.
3. I will provide other officials and constituents of EarthLink information that is full, fair, accurate, complete, objective, timely and understandable.
4. I will strive to provide full, fair, accurate, timely and understandable disclosure in the reports and documents required to be filed by EarthLink with the Securities and Exchange Commission and in other public communications by EarthLink.
5. I will comply with applicable rules and regulations of federal, state and local governments and other governmental regulatory agencies.
6. I will act in good faith, responsibly, objectively, with due care, competence and diligence, without misrepresenting or omitting material facts or allowing my independent judgment to be subordinated or compromised.
7. I will respect the confidentiality of information acquired in the course of my work except when authorized or otherwise legally obligated to disclose. Confidential information acquired in the course of my work will not be used for personal advantage.
8. I will share knowledge and information important and relevant to my constituents' needs.
9. I will proactively promote ethical behavior as a responsible partner among peers in my work environment.
10. I will achieve responsible use of all assets and resources of EarthLink employed or entrusted to me.
11. I will report promptly to such individuals as are designated in section 2 above any violations of this Code of Ethics to which I become aware.
12. I will be accountable for adherence to this Code of Ethics.

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Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
Print Title