

**EARTHLINK HOLDINGS CORP.**

**COMPENSATION RECOUPMENT POLICY**

**(As Adopted December 31, 2013)**

The compensation recoupment policy of the Board of Directors of EarthLink Holdings Corp. (the "Corporation") shall apply in the event the Board determines that a significant restatement of the Corporation's financial results or other Corporation metrics for any of the three prior fiscal years for which audited financial statements have been prepared is required. In the event (i) such restatement is the result of fraud or willful misconduct and (ii) the employees of the Corporation would have received less compensation had the results or metrics been properly calculated, the Board has the authority to obtain reimbursement from the Corporation's executive officers and the employees responsible for the fraud or willful misconduct resulting in the restatement. Such reimbursement shall consist of any portion of any performance-based compensation paid or awarded, whether cash or equity based, that is greater than would have been paid or awarded calculated based upon the restated financial results or metrics.

This policy does not limit the Corporation's right to take other appropriate actions with respect to its employees, up to and including their termination.

This policy shall be documented in the Corporation's Annual Bonus Plan for each fiscal year and in any other compensation program under which benefits are earned based on the Corporation's performance.

Without limiting the foregoing, it is the policy of the Board to seek recoupment in all instances where Section 304 of the Sarbanes-Oxley Act of 2002 requires the Corporation to seek recoupment.

The authority vested in the Board of Directors under this policy may be exercised by the Leadership and Compensation Committee.

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