

EARTHLINK HOLDINGS CORP.

**LEADERSHIP AND COMPENSATION COMMITTEE
of the
BOARD OF DIRECTORS**

CHARTER

(As of December 31, 2013)

I. Charter

This document shall be the official governing Charter (“*Charter*”) of the Leadership and Compensation Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of EarthLink Holdings Corp., a Delaware corporation (the “*Company*”). This Charter hereby replaces and supersedes all former Charters, including the Charter adopted on December 31, 2013.

II. Purpose and Scope

The Committee shall have overall responsibility for designing, evaluating and approving the executive compensation plans, policies and programs of the Company, including without limitation annual and long-term incentive plans, as set forth in this Charter.

III. Composition; Organization

The Committee shall consist of not less than two (2) members, which number shall be determined by the Board from time to time in its discretion. Except as otherwise permitted by the applicable rules of The Nasdaq Stock Market (“Nasdaq”), each member must be an Independent Director (as defined under Nasdaq Rule 5605(a)(2), as amended from time to time). In addition, each member must meet any other independence requirements for serving as a member of the Committee set forth by Nasdaq or the Securities and Exchange Commission (“SEC”) from time to time. In determining whether a director is eligible to serve on the Committee, the Board shall also consider whether the director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company to determine whether such affiliation would impair the director’s judgment as a member of the Committee. In addition, each member of the Committee must be (a) a “non-employee director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (b) an “outside director” for purposes of Section 162(m) of the Internal Revenue Code.

The Board annually shall elect the members of the Committee to serve for a term of one (1) year or other length of term, in the discretion of the Board, and shall otherwise serve until their successors are duly elected and qualified. Each member of the Committee shall serve at the pleasure and discretion of the Board and may be replaced or removed by the Board at any time and from time to time in its discretion. At the time of each annual election of the Committee members, or at other times in the discretion of the Board, the Board shall designate one member of the Committee to be its Chairman.

IV. Meetings; Voting; Procedures

The Committee shall meet as frequently as the discharge of its responsibilities shall require. The Chairman or a majority of the members of the Committee may call meetings of the Committee upon reasonable notice to all members of the Committee. The Committee shall meet at such times and places as shall be determined by the Chairman. At each meeting of the Committee, a majority of the members shall constitute a quorum, and a majority of the members present at any meeting at which a quorum is present may act on behalf of the Committee. When present, the Chairman will preside at all meetings of the Committee. The Committee may meet in person or by telephonic or video conference, and may take actions by unanimous written consent of all the members of the Committee. The Committee shall keep regular minutes of its proceedings and shall report to the Board in an appropriate and timely fashion. The Committee may delegate any of its responsibilities to a subcommittee comprised of one or more members of the Committee.

V. Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

1. Develop and maintain an executive compensation policy that offers competitive compensation to attract and retain talented executives, ties annual cash incentives to achievement of performance objectives that tie directly to the Company's strategic and operational goals, and aligns executives' interest with long-term stockholder value creation.

2. Review and evaluate annually corporate goals and objectives relevant to the compensation of the Company's Chief Executive Officer ("CEO") and the other executive officers and annually evaluate the performance of the Company's CEO and the other executive officers in light of those goals and objectives.

3. Review and approve the compensation of (a) the Company's CEO and other executive officers, and (b) members of the Board and committees of the Board. The Committee shall utilize, where it deems appropriate, comparative data regarding compensation practices. The Committee may utilize flexible compensation structures to attract, retain, motivate and appropriately reward executive officers, consistent with the Company's compensation policy. The Company's CEO may not be present during any voting or deliberations by the Committee on his or her compensation.

4. In connection with the Company's proxy statement for the annual meeting of stockholders,

(a) Review and discuss with management the Compensation Discussion and Analysis ("CD&A") required by SEC Regulation S-K, Item 402 ("Item 402"). Based on such review and discussion, determine whether to recommend to the Board that the CD&A in the form prepared by management be included in the proxy statement.

(b) Prepare the Compensation Committee report required by Item 402 for inclusion above the names of the members of the Committee in the proxy statement. This report shall state whether (i) the Committee reviewed and discussed with management the

CD&A and (ii) based on such review and discussion, the Committee recommended to the Board that the CD&A be included in the proxy statement.

(c) Review and recommend for approval by the Board (a) the Company's approach with respect to the stockholders' advisory vote on executive compensation ("say-on-pay") and (b) how frequently the Company should permit stockholders to have a say-on-pay, taking into account the results of stockholder votes on the frequency of say-on-pay resolutions at the Company. The Committee also shall review the results of stockholder votes on say-on-pay resolutions and consider any implications

5. Review the Company's incentive compensation programs for all employees with respect to how they relate to the Company's risk management and/or risk-taking incentives.

6. Oversee the Company's performance-based cash incentive plans, stock option plans and other equity-related plans and approve the grants thereunder. Additionally, the Committee shall receive an annual report from management on the Company's Employee Retirement Income Security Act qualified benefit plans and health and welfare benefit plans.

7. Review and approve all employment agreements with executive officers and all post-service arrangements and benefits including retention agreements, severance plans or change in control plans.

8. Annually perform an evaluation of itself.

9. In its sole discretion, have the ability to retain or obtain the advice of a compensation consultant, outside legal counsel or other advisor (the "Compensation Advisors") to aid in the Committee's discharge of its duties. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of such Compensation Advisors. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Compensation Advisors. Prior to selecting or receiving advice from a Compensation Advisor (other than in-house legal counsel or a Compensation Adviser that acts in a role limited to the activities for which no disclosure is required under Item 407(e)(3)(iii) of Regulation S-K), the Committee must conduct an independence and conflict of interest assessment with respect to such Compensation Advisor, taking into consideration the factors set forth in Nasdaq Rule 5605(d)(3)(D) or SEC Rule 10C-1.

Nothing in this paragraph 9 shall be construed to (a) require the Committee to implement or act consistently with the advice or recommendations of any Compensation Adviser or (b) affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of the duties of the Committee. In addition, nothing herein shall require that a Compensation Adviser be independent and the Committee may select or receive advice from any Compensation Adviser they prefer after conducting the assessment set forth herein.

10. Consider the application of Section 162(m) of the Internal Revenue Code to the Company and its compensation practices and develop a policy for the Company with respect to Section 162(m).

11. Review and reassess the adequacy of this Charter annually. If any revisions to the Charter are deemed necessary or appropriate, submit such recommended changes to the Board for its consideration and approval.

12. Perform such other functions as the Board may request.

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