

EARTHLINK, INC.

LEADERSHIP AND COMPENSATION COMMITTEE of the BOARD OF DIRECTORS

CHARTER

(As of January 22, 2008)
(Updated as of October 21, 2008)

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, Inc., a Delaware corporation (the “*Company*”). This Charter hereby replaces and supersedes all former Charters, including the Charter adopted on October 25, 2006. Definitions of certain terms used in this Charter are included in the Definitions section herein.

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 two (2) or more 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, each member must be an Independent Director. In addition, each member 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. 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 CEO and the other executive officers in light of those goals and objectives.
2. 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.
3. 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.
4. Oversee the Company's performance-based cash incentive plans, stock option plans and other equity-related plans and approve the grants thereunder; provided, however, that, absent express approval of the Board, the Committee will not administer or have oversight of the administration of any employee benefit plan subject to the Employee Retirement Income Security Act.
5. Review and approve all employment agreements with the executive officers and all post-service arrangements and benefits including retention agreements, severance plans or change in control plans.

6. Annually perform an evaluation of itself.

7. In its sole discretion, have the ability to retain experts, consultants and other advisors, including without limitation, compensation consulting firms and legal or other advisors, to aid in the Committee's discharge of its duties.

8. 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.

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

VI. Definitions

In the event the applicable rules and requirements of the Securities and Exchange Commission or the Nasdaq Stock Market are amended from time to time to revise their defined terms, the corresponding definitions herein shall be automatically amended to conform to such definitions as revised by the Securities and Exchange Commission or the Nasdaq Stock Market, as applicable.

Director means a duly elected and qualified individual serving on the Board of the Company.

Family Member means a person's spouse, parents, children and siblings, whether by blood, marriage (including any in-law relationships) or adoption, or anyone residing in such person's home.

Independent Director¹ means a person other than an executive officer or employee of the Company or its subsidiaries or any other individual having a relationship, which, in the opinion of the Company's Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. The following persons shall not be considered independent:

(a) a director who is, or at any time during the past three (3) years was, employed by the Company or by any subsidiary of the Company;

(b) a director who accepted or who has a Family Member who accepted any compensation from the Company or any subsidiary of the Company in excess of \$120,000 during any period of twelve consecutive months within the three (3) years preceding the determination of independence, other than the following:

(i) compensation for Board or Board committee service;

¹ This definition of "Independent Director" is also subject to interpretive guidance provided by the Nasdaq Stock Market from time to time.

(ii) compensation paid to a Family Member who is a non-executive employee of the Company or a subsidiary of the Company; or

(iii) benefits under a tax-qualified retirement plan, or non-discretionary compensation;

(c) a director who is a Family Member of an individual who is, or at any time during the past three (3) years was, employed by the Company or by any subsidiary of the Company as an executive officer;

(d) a director who is, or has a Family Member who is, a partner in, or a controlling shareholder or an executive officer of, any organization to which the Company made, or from which the Company received, payments for property or services in the current or any of the past three (3) fiscal years that exceed 5% of the recipient's consolidated gross revenues for that year, or \$200,000, whichever is more, other than the following:

(i) payments arising solely from investments in the Company's securities; or

(ii) payments under non-discretionary charitable contribution matching programs;

(e) a director of the Company who is, or has a Family Member who is, employed as an executive officer of another entity where at any time during the past three (3) years any of the executive officers of the Company serve on the compensation committee of such other entity; or

(f) a director who is, or has a Family Member who is, a current partner of the Company's outside auditor, or was a partner or employee of the Company's outside auditor who worked on the Company's audit at any time during any of the past three (3) years.

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