

EARTHLINK, INC.

CORPORATE GOVERNANCE GUIDELINES

(As of January 2008)

The following guidelines have been approved by the Board of Directors (the “Board”) and the Corporate Governance and Nominating (“CGN”) Committee of the Board of Directors of EarthLink and replace the guidelines most recently adopted by the CGN Committee and the Board in October 2006. Along with EarthLink’s Second Restated Certificate of Incorporation and Amended and Restated Bylaws and the charters and practices of the Board committees, these guidelines provide the framework for the governance of EarthLink. The Board is committed to enhance shareholder value through effective corporate governance.

I. Director Qualification Standards

Size of Board; Classified Board

Subject to EarthLink’s Certificate of Incorporation and Bylaws, the Board fixes from time to time by resolution the number of directors constituting the Board, guided by the recommendations of the CGN Committee. EarthLink’s Certificate of Incorporation provides that the Board shall be divided into three classes (designated Class I, Class II and Class III). Each class shall hold office for three year terms commencing in three consecutive years

Composition of Board and Committees

The Board is comprised of a majority of independent directors. The Audit, Leadership and Compensation and CGN Committees consist entirely of independent directors.

Director Independence

The Board uses the definition of “independent director” under the rules and requirements of the Securities and Exchange Commission and the Nasdaq Stock Market, as such may be amended from time to time. In determining independence of a director or committee member, the CGN Committee and the Board shall use the then current definitions of “independent director” set forth under the rules and requirements of the Securities and Exchange Commission and the Nasdaq Global Market as applicable to the determination at hand. The Board determines the independence of directors annually, or as more frequently as the circumstances may require, taking into account the assessment made by the CGN Committee as presented to the Board.

Board Membership Criteria

The CGN Committee is responsible for reviewing with the Board on an annual basis the appropriate skills and characteristics required of Board members in the context of the current composition of the Board.

Selection of New Director Candidates

The CGN Committee is responsible for identifying, interviewing, qualifying and recommending to the Board nominees to stand for election to or to fill any vacant seats on the Board. The CGN Committee identifies nominees for director on its own as well as by considering recommendations from other members of the Board of Directors, officers and employees of the Company, and other sources that the committee deems appropriate. The CGN Committee also will consider stockholder recommendations for nominees for director subject to such recommendations being made in accordance with the Company's Second Restated Certificate of Incorporation. As set forth in its charter, the CGN Committee will not alter the manner in which it evaluates nominee candidates based on the source from which the nominee candidate was identified to the CGN Committee.

Directors Whose Circumstances Change

Individual directors who have a significant change in their professional or personal circumstances, including a change in their principal job responsibilities, are expected to offer to resign from the Board, subject to the Board's acceptance of the resignation. The Board does not believe that a director in this circumstance should necessarily be required to leave the Board. Rather, the Board believes the CGN Committee should have the opportunity to assess each situation based on the individual circumstances and make a recommendation to the Board as to whether to accept the resignation.

Former Chief Executive Officer's Board Membership

The Board believes that the continued Board membership of a former Chief Executive Officer is a matter to be decided in each individual instance. When the Chief Executive Officer retires or resigns from that position, he or she should offer to resign from the Board at the same time.

No Term Limits or Retirement Age

No term limits or retirement age for directors have been established. The CGN Committee will evaluate each director's effectiveness during his or her prior term before nominating such directors for re-election.

Limit on the Number of Other Board Memberships

Ordinarily, directors should not serve on more than four other boards of directors of public companies. The CGN Committee reviews each director's commitments as part of the committee's recommendations to the Board of nominees for election or re-election.

Management directors shall not join the board of any public or private for-profit company without the prior approval of either the CGN Committee or the CGN Committee Chairman acting for the CGN Committee.

Policy With Respect to Withheld Votes in an Uncontested Election

Any nominee for director in an uncontested election (i.e., an election where the number of nominees is not greater than the number of directors to be elected) who receives a greater number of votes "withheld" from his or her election than votes "for" such election shall, promptly following certification of the stockholder vote, tender his or her resignation to the Board for consideration in accordance with the following procedures, all of which procedures shall be completed within 90 days following certification of the stockholder vote:

- The Committee (as defined below) shall evaluate the best interests of EarthLink and its stockholders and shall recommend to the Board the action to be taken with respect to such tendered resignation (which recommendation could consist of, without limitation, accepting the resignation, rejecting the resignation and maintaining the director, rejecting the resignation and maintaining the director but addressing what the Committee believes to be the underlying cause of the withheld votes, or rejecting the resignation but resolving that the director will not be re-nominated in the future for election). In reaching its recommendation, the Committee shall consider all factors it deems relevant. If a resignation is accepted by the Committee, the Committee will recommend to the Board whether to fill the resulting vacancy or reduce the size of the Board.
- The Board shall act on the Committee's recommendation. In acting on the Committee's recommendation, the Board will consider all of the factors considered by the Committee and such additional factors as it deems relevant.
- Following the Board's determination, EarthLink shall promptly publicly disclose in a document furnished or filed with the SEC the Board's decision of whether or not to accept the resignation and an explanation of how the decision was reached, including, if applicable, the reasons for rejecting the resignation.
- A director who is required to tender his or her resignation in accordance with this policy shall not be present during deliberations or voting of the Committee or the Board regarding whether to accept his or her resignation or, except as otherwise provided below, a resignation tendered by any other director in accordance with this policy. Prior to voting, the Committee and the Board will afford the affected director an opportunity to provide the Committee or the Board with any information that he or she deems relevant.
- For purposes of this policy, the term "Committee" means (i) the CGN Committee, provided such committee then consists of at least three directors, each of whom is an independent director (as defined in these guidelines) and none of whom is a director who is required to tender his or her resignation in accordance with this policy, or (ii) if clause (i) is not satisfied, a committee of at least three directors designated by the Board, each of the members of which is an independent director and none of the members of which is a director who is required to tender his or her resignation in accordance with this policy. However, if there are fewer than three independent directors then serving on the Board who are not required to tender their resignations in accordance with this policy, then the Committee shall be comprised of all of the independent directors and each independent director who is required to tender his or her resignation in accordance with this policy shall recuse himself or herself from the Committee and Board's deliberations and voting with respect to his or her individual resignation.
- The foregoing procedures will be summarized and disclosed each year in the proxy statement for EarthLink's annual meeting of stockholders.

Committees

The current standing committees of the Board are Audit, Leadership and Compensation, CGN and Finance. The Board may form and disband new temporary or permanent committees, depending upon circumstances from time to time.

Assignment and Rotation of Committee Members

The CGN Committee is responsible for recommending to the Board the assignment of directors to the committees of the Board. If any committee does not designate one member to be its Chairman, in the absence of such designation, the CGN Committee is also responsible for recommending to the Board a member of the applicable committee to be designated as its Chairman. The Board appoints committee members and, if applicable, chairs based upon the needs and factors then existing, taking into account the assessment made by the CGN Committee as presented to the Board. A rotation policy with a fixed term is not mandated.

II. Director Responsibilities

Attendance

Directors are expected to attend in person all regularly scheduled Board and committee meetings and to participate telephonically when they are unable to attend in person. Directors are also encouraged to attend in person each annual stockholders' meeting.

Regular Attendance of Non-Directors at Board Meetings

Regular attendees at each Board meeting include EarthLink's Chief Financial Officer and General Counsel/Secretary, subject to the Board's discretion to excuse these officers from all or any portion of any meeting. Others may attend from time to time upon invitation, with the approval of the Chairman.

Lead Director

The independent directors shall designate a Lead Director for an annual term. The Lead Director shall have the following duties:

- preside at all meetings of the board at which the Chairman of the Board is not present, including executive sessions of the independent directors;
- serve as liaison between the Chairman of the Board and the independent directors;
- provide advice and counsel to the Chairman on Board meeting schedules to assure that there is sufficient time for discussion of all agenda items;
- have the authority to call meetings of the independent directors;
- under appropriate circumstances, if requested by major shareholders ensure that he or she is available for consultation and direct communication;
- serve as Chairperson of the CGN Committee.

Independent Director Sessions

The independent directors meet at least quarterly in independent director sessions, which sessions may coincide with meetings of the CGN Committee. Opportunities for these sessions are available before or after each regularly scheduled Board meeting. Generally, the Lead Director chairs each session or, when a specific topic that is the responsibility of another Board committee will be discussed at a session, then the chair of the responsible committee may chair the session.

Agendas

The Lead Director will provide advice and counsel to the Chairman of the Board to establish an agenda for each Board meeting. Directors may suggest the addition of any matter to a meeting agenda.

The Chairman of each committee and appropriate management establish an agenda for each committee meeting. Committee members may suggest the addition of any matter to a meeting agenda.

Board Presentations

As a general rule, EarthLink management sends written presentations on specific subjects to Board members approximately one week in advance of regular meetings so that Board meeting time may be conserved and discussion time focused on questions that the Board has about the material. Management will endeavor to provide on a timely basis material that is concise, informative and clear. On those occasions in which the subject matter does not lend itself to a written presentation, the subject may be presented orally at the meeting. Whenever there is no prior distribution of presentation materials, or if the Chairman otherwise deems it advisable, the Chairman may elect to contact each director by telephone in advance of the meeting to discuss the subject and the principal issues the Board will need to consider.

Board Interaction with Institutional Investors and the Press

The Chief Executive Officer and designated management personnel speak for EarthLink in accordance with EarthLink's policies, including its Policy for Compliance with SEC Regulation FD. Other directors should not speak individually for EarthLink unless requested by the Chairman and Chief Executive Officer.

III. Director Access to Management and Independent Advisors

Board Access to Senior Management

Directors have unrestricted, full and complete access to management.

Furthermore, the Board encourages the Chairman and Chief Executive Officer, from time to time, to bring other members of management to Board meetings to provide additional insights into the topics being discussed and/or to give them exposure to the Board.

Board Access to Independent Advisors

The Board and its committees have access to any independent advisors that the Board or the relevant committee (consistent with the provisions of its charter) deems appropriate.

IV. Stockholders Access to Directors

Stockholder Communications

The Board encourages stockholders to communicate with it by sending written correspondence to EarthLink, Inc., Attention: Lead Director, 1375 Peachtree Street, Mail Stop 1A7-14, Atlanta, Georgia 30309.

Process for Collecting and Organizing Stockholder Communications

The Lead Director and his or her duly authorized agents shall be responsible for collecting and organizing stockholder communications. Absent a conflict of interest, the Lead Director is responsible for evaluating the materiality of each stockholder communication and determining which stockholder communications are to be presented to the full Board or other appropriate body.

V. Director Compensation

Board Compensation

The Leadership and Compensation Committee reviews and makes recommendations to EarthLink's independent directors annually with respect to compensation of members of the Board and Board committees.

VI. Director Orientation and Continuing Education

Orientation For New Directors

EarthLink provides orientation for new directors on EarthLink's corporate structure and organization, strategic plan, operating performance and initiatives, significant financial, accounting and risk-management issues, governance policies and code of conduct.

Continuing Education For Directors

EarthLink encourages continuing education for directors with appropriate expense reimbursement provisions.

VII. Management Succession

Succession Planning

The Chief Executive Officer reports annually to the independent directors on succession planning.

The Chief Executive Officer will also make available, on a continuing basis, the Chief Executive Officer's recommendation concerning who should assume the Chief Executive Officer's role in the event that Chief Executive Officer becomes unable to perform his or her duties.

Formal Evaluation of the Chief Executive Officer

The Leadership and Compensation Committee formally evaluates the Chief Executive Officer annually and reviews the evaluation with the independent directors. After receiving feedback from them, the chairman of the committee reviews the evaluation with the Chief Executive Officer. The evaluation is based upon objective criteria including the performance of EarthLink and the Chief Executive Officer's achievement of goals previously approved by the Compensation Committee. The Leadership and Compensation Committee and the independent directors use the evaluation in determining the compensation of the Chief Executive Officer.

VIII. Annual Performance Evaluation

Annual Evaluation of the Board

The Board and its committees formally conduct annual self-evaluations to assess and enhance their effectiveness.

Review of Guidelines

The Board maintains written corporate governance guidelines. The CGN Committee reviews the guidelines annually and reports to the Board on the committee's findings and recommendations. If necessary, the Board will revise and update the guidelines taking into account the recommendations of the CGN Committee as presented to the Board.