



## Stockholder Nomination Policy

### Nominating Committee of the Board of Directors of Vertro, Inc.

The responsibilities of the Nominating Committee include:

- Identifying, evaluating and recommending to the board of directors, prospective nominees for director;
- Periodically reviewing the company's corporate governance guidelines;
- Periodically reviewing the performance of the board of directors and its members and making recommendations to the board of directors concerning the number, function and composition of the board of directors' committees; and
- Making recommendations to the board of directors from time to time as to matters of corporate governance.

The board of directors believes that it should be comprised of directors with varied, complementary backgrounds, and that directors should, at a minimum, have expertise that may be useful to the company. Directors should also possess the highest personal and professional ethics and should be willing and able to devote the required amount of time to company business.

When considering candidates for director, the committee takes into account a number of factors, including the following:

- Independence from management;
- Age, gender and ethnic background;
- Whether the candidate has relevant business experience;
- Judgment, skill, integrity and reputation;
- Existing commitments to other businesses;
- Potential conflicts of interest with other pursuits;
- Legal considerations such as antitrust issues;
- Corporate governance background;
- Financial and accounting background, to enable the committee to determine whether the candidate would be suitable for Audit Committee membership;
- Executive compensation background, to enable the committee to determine whether the candidate would be suitable for Compensation Committee membership; and
- The size and composition of the existing board of directors.

The committee will consider candidates for director suggested by stockholders applying the criteria for candidates described above and considering the additional information referred to below. Stockholders wishing to suggest a candidate for director should write to the Corporate Secretary and include:

- A statement that the writer is a stockholder and is proposing a candidate for consideration by the committee;
- The name of and contact information for the candidate;

- A statement of the candidate's business and educational experience;
- Information regarding each of the factors listed above, other than the factor regarding board of directors size and composition, sufficient to enable the committee to evaluate the candidate;
- A statement detailing any relationship between the candidate and any customer, supplier or competitor of company;
- Detailed information about any relationship or understanding between the proposing stockholder and the candidate; and
- A statement that the candidate is willing to be considered and willing to serve as a director if nominated and elected.

Before nominating a sitting director for re-election at an annual meeting, the committee will consider:

- The director's performance on the board of directors; and
- Whether the director's re-election would be consistent with the company's governance guidelines.

When seeking candidates for director, the committee may solicit suggestions from incumbent directors, management or others. After conducting an initial evaluation of a candidate, the committee will interview that candidate if it believes the candidate might be suitable to be a director. The committee may also ask the candidate to meet with management. If the committee believes a candidate would be a valuable addition to the board of directors, it will recommend to the full board of directors that candidate's election.

Unless otherwise required by applicable law or the company's by-laws, nominations for director may be made only (a) by or at the direction of the board of directors, or (b) by a stockholder of record at the time of giving notice who is entitled to vote and delivers written notice along with the additional information and materials required by this policy to the company's Corporate Secretary not less than 120 calendar days before the one year anniversary date that the company's proxy statement was released to stockholders in connection with the previous year's annual meeting, or, if the company did not hold an annual meeting the previous year or if date of the upcoming annual meeting has been changed by more than 30 days from the date of the previous year's meeting, then within a reasonable time before the company begins to print and mail its proxy materials.