



Nominating and Governance Committee Charter

Adopted as of February 2010

Organization

This charter governs the operations of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors of Neutral Tandem, Inc. (the "Company"). The Committee shall consist of at least two members of the Board of Directors. All members of the Committee shall be "independent" within the meaning of the applicable listing rules of The Nasdaq Stock Market, and any other applicable rules and regulations, as determined by the Board.

Committee members shall be appointed by the Board and shall hold their offices until their successors are appointed and qualified, or until their earlier resignation or removal. All vacancies in the Committee shall be filled by the Board. The Board shall designate one of the members as Chairman of the Committee, and the Committee shall keep a separate book of minutes of its proceedings and actions.

The Committee shall meet periodically, as deemed necessary by the Chairman of the Committee. All meetings shall be at the call of the Chairman of the Committee. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Committee may act only upon approval of a majority of its members. The action of the Committee at a meeting at which a quorum is present shall be the act of the Committee. The Committee may act in writing by the unanimous consent of its members.

Except as otherwise provided herein, the Committee may form one or more subcommittees, each of which may take such actions as may be delegated by the Committee; provided that the Committee may not delegate to a subcommittee any power or authority required by any law, regulation or stock exchange listing standard to be exercised by the Committee as a whole. The Committee shall periodically report on its activities to the Board and make such recommendations and findings as it deems appropriate. The Committee members shall perform an annual evaluation of the Committee. The Committee may, in its sole discretion and at the Company's expense, retain and terminate legal, accounting or other consultants or experts, including search firms, it deems necessary in the performance of its duties and without having to seek the approval of the Board.

Purpose and Responsibilities

The Committee's primary purpose and responsibilities shall be to:

- develop and recommend qualification standards and other criteria for selecting new directors, identify individuals qualified to become Board members consistent with qualification standards and other criteria approved by the Board and recommend to the Board such individuals as nominees to the Board for its approval;
- oversee evaluations of the Board, individual Board members and the Board committees; and
- oversee the Company's compliance with ethics policies and consider matters of corporate governance, and to develop and recommend to the Board Corporate Governance Guidelines and the Company's Code of Business Conduct and Ethics Policy and other similar policies.

Duties

To fulfill its purpose and responsibilities, the Committee shall:

- Screen and recommend to the Board nominees for election as directors of the Company, including nominees recommended by stockholders of the Company, and consider the performance of incumbent directors in determining whether to recommend them to stand for reelection at the annual meeting of stockholders.
- Develop and recommend qualification standards, desired background, expertise (including risk management skills) and other selection criteria for selecting directors or members of any committee, which shall include those qualities set forth from time to time in the Company's Corporate Governance Guidelines.
- Establish procedures for, and administer annual performance evaluations of the Board, its committees and individual Board members, which will include an annual performance review of this Committee by its members.
- Review periodically the makeup of the Board and its committees and recommend, as appropriate, changes in the number, function or membership.
- Develop and recommend to the Board a set of Corporate Governance Guidelines, including (i) director qualification standards, (ii) director responsibilities, (iii) director access to management and advisors, (iv) director compensation, (v)

director orientation and continuing education, (vi) management succession and (vii) annual performance evaluation of the Board, and monitor compliance with the guidelines and make recommendations to the Board for modifications as appropriate.

- Review periodically the Company's Corporate Governance Guidelines, Code of Business Conduct and Ethics Policy; Code of Ethics for Senior Financial Employees; policies relating to trading in securities and disclosure of material non-public information; and any similar Company codes and policies, and, based on such periodic review, recommend changes to the Board as deemed appropriate.
- Adopt additional policies designed to encourage the highest levels of corporate conduct by the Board, the Company and its officers, employees and agents.

Diversity

The Committee, in carrying out its responsibilities and developing qualification standards for selecting directors, recognizes the Company's respect for nominees' diverse backgrounds, experiences, approaches and ideas. Although the Committee does not adopt a strict definition of diversity, it shall generally consider the differences of viewpoint, professional experience, education, skill and other qualities or attributes that each nominee possesses to contribute to board heterogeneity.

Miscellaneous

The Committee, in carrying out its responsibilities, believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances. While the principal duties and responsibilities of the Committee are set out in this charter, these duties and responsibilities are set forth as a guide with the understanding that the Committee may supplement them as appropriate; and that they are not intended by themselves to establish any legally binding obligations.

This charter does not change or augment the obligations of the Company or its directors or management under the federal securities laws, or rules and regulations of the applicable stock exchange on which the Company's securities are then listed, or create new standards for determining whether directors or management have fulfilled their duties, including fiduciary duties, under applicable law.