

Governance and Nominating Committee Charter

Purpose

The Governance and Nominating Committee (the “Committee”) shall review and report to the board of directors (the “Board”) of AboveNet, Inc. (the “Company”) periodically on matters of corporate governance. The Committee shall have general oversight with respect to the governance of the Board. The Committee shall review, monitor and recommend to the Board the size and composition of the Board and the committees of the Board. The Committee shall identify, review and evaluate candidates to serve as directors of the Company consistent with criteria approved by the Board.

Committee Membership

The Committee shall be comprised of two or more directors, each of whom shall meet the applicable independence requirements of the New York Stock Exchange in effect from time to time. The members of the Committee and the Committee chairperson shall be appointed by the Board and shall serve at the discretion of the Board.

Committee Authority and Responsibilities

The Committee shall have the following powers and responsibilities:

1. Review policies and practices of the Company and monitor compliance in areas of corporate governance and report and make recommendations to the Board with respect to such policies and practices, including the recommendation of corporate governance guidelines applicable to the Company.
2. Identify and bring to the attention of the Board current and emerging corporate governance trends and issues that may affect the business operations, performance or public image of the Company.
3. Review and make recommendations to the Board regarding the Company's responses to stockholder proposals.
4. Review and oversee the Board, Board committee and management evaluation process.
5. Review periodically the structure and operation of the Board and each committee of the Board.
6. Adopt and review periodically the qualifications/criteria for the selection of directors and committee members.
7. Recommend to the Board for selection candidates to the Board to serve as nominees

for election as directors at the annual meeting of stockholders. The Board is responsible for filling vacancies on the Board that may occur between annual meetings of stockholders. As part of its process, the Committee shall consider nominees proposed by stockholders of the Company. In considering possible candidates for election as a director, the Committee should be guided by the following principles: (a) each director should be an individual of the highest character and integrity; (b) each director should have substantial experience which is of particular relevance to the Company and the Board should encompass a broad range of knowledge and expertise; (c) each director should have sufficient time available to devote to the affairs of the Company; (d) each director should represent the best interests of the stockholders as a whole rather than special interest groups; (e) the size of the Board should facilitate substantive discussions in which each director can participate meaningfully; (f) a majority of the Board should consist of directors who are neither officers nor employees of the Company or its subsidiaries (and have not been officers or employees within the previous three years), do not have a relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director, and who are otherwise “independent” under the rules of the New York Stock Exchange as in effect from time to time; and (g) such other factors as the Committee determines appropriate.

8. Review periodically the membership of each committee of the Board and recommend committee assignments to the Board, including rotation, reassignment or removal of any committee member.
9. Consider questions and make recommendations to the Board regarding determinations of independence of the members of the Board.
10. Sole authority to (a) retain and/or terminate any search firm to be used to assist the Committee in identifying director candidates; and (b) approve such search firm's fees and other retention terms.
11. Review and reassess the adequacy of the Committee's charter periodically and recommend any proposed changes to the Board for approval.
12. Review annually the Committee's own performance.
13. Retain other consultants as it deems appropriate.
14. Undertake such additional activities within the scope of its primary functions as the Committee or the Board may from time to time determine.

Meetings, Reporting and other Operating Matters

The operation of the Committee shall be subject to the Company's bylaws and the Delaware General Corporation Law, each as in effect from time to time. The Committee shall meet as needed. The Committee may invite to its meetings any director, officer of the Company or such

other person as it deems appropriate in order to assist it in performing its responsibilities. The Committee shall report its recommendations and all material activities to the Board from time to time, or when so requested by the Board. The Committee may form and delegate authority to subcommittees when it deems appropriate.