

AMENDED AND RESTATED CHARTER OF THE AUDIT COMMITTEE

PURPOSE

The purpose of the Audit Committee (the "Committee") of the Board of Directors (the "Board") of Internap Network Services Corporation, a Delaware corporation (the "Company"), will be to (i) study, review and evaluate the Company's accounting, auditing and reporting practices, including internal audit and control functions; (ii) serve as a focal point for communication between non-committee directors, the independent accountants and the Company's management; and (iii) monitor transactions between the Company and its employees, officers and members of the Board, or any affiliates of the foregoing.

COMPOSITION

The Audit Committee shall consist of at least three members of the Board of Directors. The members of the Committee will be appointed by and serve at the discretion of the Board and shall satisfy the independence and experience requirements of the federal securities laws, the Securities and Exchange Commission and the American Stock Exchange ("AMEX"). Specifically, each member of the Audit Committee shall be "independent", pursuant to the Sarbanes-Oxley Act of 2002 (the "Sarbanes-Oxley Act") and as defined in Section 10A3 of the Securities Exchange Act of 1934, as amended, (the "Exchange Act") and the rules and regulations promulgated by the AMEX, and be financially literate and at least one member of the Audit Committee shall be a "financial expert", as such term is used in Section 407 of the Sarbanes-Oxley Act and in the Exchange Act.

FUNDING

The Company shall provide for appropriate funding, as determined by the Committee, for the payment of compensation (1) to the registered public accounting firm employed by the Company for the purpose of rendering or issuing an audit report, and (2) to any other advisors employed by the Committee.

FUNCTIONS AND AUTHORITY

The operation of the Committee will be subject to the provisions of the Bylaws of the Company, the Delaware General Corporation Law, the federal securities laws and the corporate laws of any other state that may apply to the Company in the future, each as in effect from time to time. The Committee will have the full power and authority to carry out the following responsibilities:

1. Appoint annually the firm of certified public accountants to be employed by the Company as its independent auditors for the ensuing year, which firm is ultimately accountable to the Committee as representatives of the Company's shareholders, and take all appropriate courses of action to be taken in connection with services performed for the

Company by the independent auditors.

2. Set policies for the hiring of employees or former employees of the Company's independent auditor.
3. Review the engagement of the independent auditors, including the scope, extent and procedures of the audit, the compensation to be paid therefor and all other matters the Committee deems appropriate. Such independent auditors shall report directly to the Committee.
4. Evaluate the performance of the independent auditors and, if so determined by the Committee, to replace the independent auditors. The Committee shall be directly responsible for the appointment, compensation and oversight of the independent auditors, including the resolution of any disagreements with management and the auditors regarding financial reporting.
5. Receive written statements from the independent auditors periodically delineating all relationships between the auditors and the Company consistent with Independence Standards Board Standard No. 1, to consider and discuss with the auditors any disclosed relationships or services that could affect the auditors' objectivity and independence and otherwise to take appropriate action to oversee the independence of the auditors.
6. Review and discuss the Company's (A) annual audited financial statements, (B) quarterly unaudited financial statements, (C) Annual Reports on Form 10-K and (D) Quarterly Reports on Form 10-Q with management and the independent auditor, such discussions to include:
 - a. major issues regarding accounting and auditing principles and practices;
 - b. the adequacy of internal controls that could significantly affect the Company's financial statements;
 - c. an analysis prepared by management and the independent auditor of significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including analysis of the effects of alternative GAAP methods;
 - d. the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations;" and
 - e. the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company.
7. Obtain and review annually a report by the independent auditor describing (1) the independent auditor's quality-control procedures; (2) material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and (3) to further assess the auditor's independence, all relationships between the independent auditor and the Company.

8. Annually examine whether regular rotation of the lead partner of the Company's independent auditor has occurred as required by law and consider whether there should be rotation of the independent auditor itself, and present the Committee's conclusions to the Board.
9. Discuss with the independent auditor the matters required to be discussed by Statement on Auditing Standards No. 61 relating to the conduct of the audit.
10. Meet with the independent auditor prior to the audit to review the planning and staffing of the audit.
11. Obtain from the independent auditor assurance that Section 10A of the Securities Exchange Act of 1934, as amended, has not been implicated.
12. Have familiarity, through the individual efforts of its members, with the accounting and reporting principles and practices applied by the Company in preparing its financial statements, including without limitation, the policies for recognition of revenues in financial statements.
13. Assist and interact with the independent auditors to enable them to perform their duties in the most efficient and cost effective manner.
14. Evaluate the cooperation received by the independent auditors during their audit or quarterly review examination, including their access to all requested records, data and information, and elicit the comments of management regarding the responsiveness of the independent auditors to the Company's needs.
15. Review the Company's balance sheet, profit and loss statement and statements of cash flows and stockholders' equity for each annual and interim period, and any changes in accounting policy that have occurred during such period.
16. Review and approve all professional services provided to the Company by its independent auditors and consider the possible effect of such services on the independence of such auditors. In addition, the Committee shall have the authority to, and shall be required to in its sole discretion, approve (1) all audit services and (2) all permissible non-audit services provided to the Company by its outside auditors, as required by Section 202 of the Sarbanes-Oxley Act and Section 10A of the Exchange Act. The Committee shall approve in advance all permissible non-audit services to be provided by the independent auditors.
17. Discuss the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies. These discussions may be had generally and need not include advance discussion of each earnings release. Discussions will include the type and presentation of information to be included in earnings press releases, with particular attention to any use of pro forma or adjusted non-GAAP information.
18. Review the appointment of the senior internal auditing executive.
19. Review the significant reports to management prepared by the internal auditing department and management's responses.

20. Establish procedures for (1) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and (2) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
21. Engage its own independent legal counsel and other advisers as it deems necessary to carry out its duties. The Company shall provide the necessary funding for the Committee to engage such advisers, as provided above.
22. Consult with the independent auditors and discuss with management the scope and quality of internal accounting and financial reporting controls in effect.
23. Review the reports provided to the Committee by the Company's outside auditors pursuant to Section 204 of the Sarbanes-Oxley Act.
24. Prepare the report required by the rules of the Securities and Exchange Commission to be included in the Company's annual proxy statement.
25. Investigate, review and report to the Board the propriety and ethical implications of any transactions, as reported or disclosed to the Committee by the independent auditors, employees, officers, members of the Board or otherwise, between the Company and any employee, officer or member of the Board of the Company or any affiliates of the foregoing.
26. Report regularly to the Board of Directors.
27. Request that the Company file this Charter as an appendix to the Proxy Statement at least once every three years and maintain a copy on the Company's website.
28. Review and assess the adequacy of this Charter annually and submit it to the Board for approval.
29. Evaluate the performance of the Committee itself.
30. Perform such other functions and have such power as may be necessary or convenient in the efficient and lawful discharge of the foregoing.

MEETINGS

The Committee will hold at least one regular meeting per calendar quarter and additional meetings as the Committee deems appropriate. The President, Chief Executive Officer, Chairman of the Board and Chief Financial Officer may attend any meeting of the Committee, except for portions of the meetings where his, her or their presence would be inappropriate, as determined by the Committee Chairman. Meet separately, at least quarterly, with management, the internal auditors (or other personnel responsible for the Company's internal audit function) and the independent auditors.

Unless a Chairman is elected by the full Board, the members of the Committee may designate a Chairman by majority vote of the Committee. Committee members may be removed from the Committee by the Board in its discretion.

MINUTES AND REPORTS

Minutes of each meeting will be kept and distributed to each member of the Committee, members of the Board who are not members of the Committee and the Secretary of the Company. The Chairman of the Committee will report to the Board from time to time, or whenever so requested by the Board.