

DEX MEDIA, INC
EXECUTIVE COMMITTEE CHARTER

This Executive Committee Charter (the “**Charter**”) was adopted by the Board of Directors (the “**Board**”) of Dex Media, Inc. (the “**Company**”) on July 15, 2004, effective July 27, 2004.

PURPOSE:

The purpose of the Executive Committee (the “**Committee**”) of the Board is to oversee the day-to-day operation of the Company.

MEMBERSHIP:

The Executive Committee will consist of at least three (3) members of the Board. The members of the Committee, including the Chairperson of the Committee (the “**Chairperson**”), shall be appointed by the Board on the recommendation of the Nominating/Corporate Governance Committee. Committee members may be removed from the Committee, with or without cause, by the Board on the recommendation of the Nominating/Corporate Governance Committee.

POWERS AND RESPONSIBILITIES:

The Committee shall have all of the powers and authority of the Board in the management of the Company’s business and affairs and shall exercise oversight with respect to all such matters; provided, however, the Committee shall not have the power to: (i) approve or adopt, or recommend to stockholders, any action or matter expressly required by the Delaware General Corporation Law to be submitted to stockholders for approval; (ii) adopt, amend or repeal any By-Law of the Company; or (iii) take any action regarding matters required by applicable rules and regulations (including, without limitation, the listing standards of the New York Stock Exchange and the rules of the Securities and Exchange Commission) to be within the purview of “independent directors” (as such term is defined in such rules and regulations) or which is otherwise in conflict with such rules and regulations.

The Committee may conduct or authorize investigations into any matters within the scope of the powers and responsibilities delegated to the Committee.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s By-laws and applicable rules and regulations. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee’s sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent

permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

The Committee shall evaluate its own performance on an annual basis, including its compliance with this Charter, and provide any written material with respect to such evaluation to the Board, including any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.

The Committee shall review and reassess this Charter at least annually and submit any recommended changes to the Board for its consideration.

MEETINGS:

The Chairperson (or in his or her absence, a member designated by the Chairperson) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's Certificate of Incorporation or By-laws that are applicable to the Committee.

The Committee shall meet as frequently as the Committee deems necessary or desirable and any action by the Committee shall require the unanimous approval of the Committee. If the Committee is unable to agree unanimously with respect to any matter under its consideration, then such matter shall be referred to the Chairman of the Board for resolution, and the determination of the Chairman of the Board shall be final and binding and shall be deemed to be the action of the Committee for all purposes.

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee. All proposed delegations must be adopted by a resolution of the Committee. The resolution shall specify which duties are being delegated, to whom the duties are delegated and which oversight powers the Committee retains.

All non-management directors that are not members of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of the Company's management, representatives of the independent auditor, the internal auditor, any other financial personnel employed or retained by the Company or any other persons whose presence the Committee believes to be necessary or appropriate. Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons it deems appropriate, including but not limited to, any non-management director that is not a member of the Committee.

The Committee shall have the sole authority, as it deems appropriate, to retain and/or replace, as needed, any independent counsel and other outside experts or advisors as the Committee believes to be necessary, desirable or appropriate. The Committee may also utilize the services of the Company's regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee, for payment of

compensation to any such persons retained by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Chairperson shall report to the Board following meetings of the Committee and as otherwise requested by the Chairman of the Board.

MINUTES:

The Committee shall maintain written minutes of any of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

DISCLOSURE OF CHARTER:

This Charter shall be made available on the Company's website at www.dexmedia.com and to any stockholder who otherwise requests a copy. The Company's Annual Report to Stockholders shall state the foregoing.