

Broadwing Corporation

Nominating & Governance Committee Charter

A. Name.

There shall be a committee of the Broadwing Corporation (“Company”) Board of Directors which shall be called the Nominating & Governance Committee.

B. Purpose.

The Nominating & Governance Committee shall (1) identify individuals qualified to become Board members, and recommend that the Board select the director nominees for the next annual meeting of shareholders; and (2) develop and recommend to the Board the Corporate Governance Guidelines applicable to the Company.

C. Committee Membership and Procedure.

The Nominating & Governance Committee shall consist of no fewer than three members. Each member of the Nominating & Governance Committee shall satisfy the “independence” requirements of the applicable rules of the Nasdaq Stock Market and the United States Securities and Exchange Commission (the “SEC”). The Board shall appoint the members of the Nominating & Governance Committee, considering the views of the Chairman of the Board and the Chief Executive Officer, as appropriate. The members of the Nominating & Governance Committee shall serve until their successors are appointed and qualify, however the Board shall designate the Chairman of the Nominating & Governance Committee. The Board shall have the power at any time to change the membership of the Nominating & Governance Committee and to fill vacancies in it, subject to such new member(s) satisfying the independence requirements established by the NASDAQ Stock Market. Except as expressly provided in this Charter, the by-laws of the Company, the Corporate Governance Guidelines of the Company or applicable law or regulation, the Nominating & Governance Committee shall fix its own rules of procedure.

D. Committee Authority and Responsibilities.

- The Nominating & Governance Committee shall develop qualification criteria for Board members, and actively seek, interview and screen individuals qualified to become board members for recommendation to the Board in accordance with the Corporate Governance Guidelines.
- The Nominating & Governance Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm’s fees and other retention terms.

The Nominating & Governance Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

- The Nominating & Governance Committee shall oversee the evaluation of the executive management of the Company and make recommendations to the Board as appropriate.
- The Nominating & Governance Committee shall develop and recommend to the Board of Directors of Corporate Governance Guidelines. The Committee shall review the Corporate Governance Guidelines on an annual basis, or more frequently if appropriate, and recommend changes as necessary
- The Nominating & Governance Committee shall review and reassess at least annually the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.
- The Committee shall report its actions and any recommendations to the Board of Directors after each Committee meeting.
- The Nominating & Governance Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Nominating & Governance Committee shall annually review its own performance.
- The Nominating & Governance Committee may form and delegate authority to subcommittees when appropriate.
- The Nominating & Governance Committee shall develop and recommend to the Board a code of business conduct and ethics (“Code of Conduct”), shall consider any requests for waivers from the Company’s ethical business conduct policy and Code of Conduct. The Company shall make disclosure of such waivers as required, including to the SEC (excluding related party transactions).
- The Nominating & Governance Committee shall review annually, or more often if appropriate, the particular Directors who are members (including qualifications and requirements), structure (including authority to delegate) and performance of committees of the Board (including reporting to the Board), and make recommendations to the Board, as appropriate.
- The Nominating & Governance Committee shall review periodically with the Chairman and the Chief Executive Officer the succession plans relating to positions held by elected corporate officers, and make recommendations to the Board with respect to the selection and development of individuals to occupy those positions.
- The Nominating & Governance Committee shall serve in an advisory capacity to the Board and Chairman of the Board on matters of organizational and governance structure of the Company and the conduct of the Board.

- The Nominating & Governance Committee shall monitor the orientation and continuing education program for Directors.
- The Nominating & Governance Committee shall receive comments from all Directors and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board following the end of each fiscal year.
- The Nominating & Governance Committee shall develop and recommend to the Board of Directors for its approval an annual self-evaluation process of the Board of Directors and its committees. Based on the results of the annual evaluation, as well as on any other matters the Committee shall deem relevant, the Committee shall make such recommendations to the Board of Directors regarding Board processes and other items deemed appropriate to improve or ensure the effective functioning of the Board of Directors as the Committee shall from time to time deem advisable or appropriate.