

COMMONWEALTH TELEPHONE ENTERPRISES, INC.

Corporate Governance Committee Charter

Purpose of Committee

The purpose of the Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Commonwealth Telephone Enterprises, Inc. (the “Company”) is to oversee compliance of the Company’s corporate governance guidelines and to assist the Board in fulfilling its oversight responsibilities. More specifically, its purposes are to develop, review and periodically reassess the Company’s Corporate Governance Guidelines and Code of Ethical Conduct and recommend proposed changes to the Board; identify, consider and recommend qualified candidates to the Board for election as Directors, including the slate of Directors that the Board proposes for election at the annual shareholders meeting; recommend Committee assignments to the Board and to be responsible for matters relating to succession planning, Board and Committee performance evaluations, Board compensation and Board education.

Membership

The Committee shall consist of at least three members, comprised solely of independent directors meeting the independence requirements of the National Association of Securities Dealers (“NASD”). The Board shall recommend nominees for appointment to the Committee annually and as vacancies or newly created positions occur. Committee members shall be appointed by the Board and may be removed by the Board at any time. The Committee shall recommend to the Board, and the Board shall designate, the Chairman of the Committee.

Authority and Responsibilities

In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee is responsible for the following matters.

Corporate Governance Matters

- The Committee shall develop and recommend to the Board the Corporate Governance Guidelines for the Company. At least annually, the Committee shall review and reassess the adequacy of such Corporate Governance Guidelines and the Company’s Code of Ethical Conduct and recommend any proposed changes to the Board.
- The Committee shall oversee compliance with the Company’s Corporate Governance Guidelines and report on such compliance to the Board. The Committee shall also review and consider any requests for waivers of the Company’s Corporate Governance Guidelines and Code of Ethical Conduct for the Company’s directors and executive officers and shall make a recommendation to the Board with respect to such request for a waiver.

- The Committee shall review and recommend to the Board any proposed amendments to the By-Laws of the Company as may be appropriate.
- The Committee shall review potential conflicts of interest involving directors and shall determine whether such director or directors may vote on any issue as to which there may be a conflict.

Board/Committee Nominees

- The Committee shall oversee searches for and identify qualified individuals for membership on the Company's Board of Directors and its Committees.
- The Committee shall establish criteria for Board and Board committee membership and shall recommend individuals for membership on the Company's Board of Directors and directors for appointment to the committees of the Board. In making its recommendations, the Committee shall:
 - review candidates' qualifications for membership on the Board or a committee of the Board (including making a specific determination as to the independence of each candidate based on the independence requirements of NASD) as set forth in criteria established by the Committee and taking into account the enhanced independence, financial literacy and financial expertise standards that may be required under law;
 - evaluate current directors for re-nomination to the Board or re-appointment to any Board committees;
 - periodically review the composition of the Board and its committees in light of the current challenges and needs of the Board and each committee;
 - consider rotation of committee members and committee Chairmen; and
 - consider any other factors that are set forth in the Company's Corporate Governance Guidelines or are deemed appropriate by the Committee.

Evaluating the Board and Its Committees

- The Committee shall periodically review the size and responsibilities of the Board and its committees and recommend any proposed changes to the Board.
- The Committee shall establish and conduct an annual evaluation of the Board and its Committees to determine whether they are functioning effectively.

Succession Planning

- The Committee shall request that Management establish long-term and short-term plans for succession in the Office of the President and Chief Executive Officer and will oversee the implementation of said plans as well as consider and recommend to the Board candidates for successor to the President and Chief

Executive Officer as well as other Corporate officers when vacancies shall occur in those offices.

Director Compensation/Continuing Education

- The Committee shall review and recommend to the Board for approval the compensation (including restricted stock grants and other equity-based compensation) for the Company's directors.
- The Committee shall develop and oversee an orientation and continuing education program for directors.

Reporting to the Board

- The Committee shall report to the Board periodically. This report shall include a review of any recommendations or issues that arise with respect to Board or committee nominees or membership, corporate governance or any other matters that the Committee deems appropriate or is requested to be included by the Board.
- At least annually, the Committee shall evaluate its own performance and report to the Board on such evaluations.
- The Committee shall periodically review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval.

Procedures

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter. The Chair of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this charter.

The Committee has the sole authority to retain and terminate any search firm assisting the Committee in identifying director candidates, including sole authority to approve all such search firm's fees and other retention terms. In addition, the Committee has the sole authority to retain and terminate any compensation consultant assisting the Committee in the evaluation of director compensation, including sole authority to approve all such compensation consultant's fees and other retention terms.

The Committee may delegate its authority to subcommittees or the Chair of the Committee when it deems appropriate and in the best interests of the Company.