

R.H. DONNELLEY CORPORATION

Board of Directors Corporate Governance Committee Charter

(amended and restated as of December 10, 2004)

Purpose

The primary purposes of the Corporate Governance Committee (the "Committee") is to assist the Board of Directors (the "Board") of R.H. Donnelley Corporation (the "Company") in the discharge of its responsibilities to the shareholders, potential shareholders, other constituents and the investment community by overseeing: (i) Board and Committee composition; and (ii) the development, maintenance and evolution of corporate governance policies, guidelines and procedures.

Composition

The Board (or any Committee pursuant to delegated authority) shall appoint (and remove) all members and the Chair of the Committee. The Committee shall consist of at least three members, each of whom has been determined by the Board to meet the independence requirements of the New York Stock Exchange ("NYSE") as implemented by the Board and the requirements of any other applicable law or regulatory qualifications. Members should have sufficient knowledge and familiarity in the area of corporate governance to be able to properly discharge the duties and responsibilities of the Committee.

Duties and Responsibilities

The Committee shall have and may exercise the powers of the Board in matters relating to the following duties and responsibilities, to the fullest extent permitted by law:

- Corporate Governance Guidelines: The Committee shall formulate, adopt, maintain, revise (as required or appropriate from time to time) and enforce a set of Corporate Governance Guidelines in accordance with NYSE rules and other applicable regulatory requirements. These Guidelines shall address, but not be limited to:
 - (i) director qualification standards and nomination procedures, including shareholder recommendations for nominations;
 - (ii) Board and Committee composition, classification and independence, as well as functioning of the Board and Committees, including Committee Charters
 - (iii) director duties, obligations and responsibilities;
 - (iv) director access to management and independent advisors;
 - (v) in consultation with the Compensation and Benefits Committee, director compensation;

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- (vi) director orientation and continuing education;
 - (vii) management and Board succession;
 - (viii) in consultation with the Audit and Finance Committee, policies on corporate responsibility and ethical business practices; and
 - (ix) annual Board and Committee evaluations.
- Board Composition and Functioning: The Committee has responsibility for:
 - (i) Identifying and reviewing the qualifications of candidates for Board membership;
 - (ii) recommending to the Board candidates to fill vacancies on the Board which occur between annual meetings of shareholders or for election at annual meetings;
 - (iii) recommending to the Board procedures for identifying candidates, criteria regarding qualifications for Board membership and candidate nomination procedures;
 - (iv) recommending to the Board criteria regarding the composition of the Board, the total size of the Board and the proportion of employee and non-employee directors;
 - (v) recommending to the Board Committee memberships and Chairs;
 - (vi) consulting with the Board annually regarding the independence of each member of the Board;
 - (vii) in consultation with the Audit and Finance Committee, administering policies on corporate responsibility and ethical business practices
 - (viii) otherwise assisting the Board in matters affecting the functioning of the Board;
 - (ix) monitoring corporate governance developments and recommending to the Board appropriate responses, including changes to the Corporate Governance Guidelines and/or this Charter;
 - (x) re-assessing the adequacy of this Charter annually and recommending any proposed changes to the Board for approval;

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- (xi) recommending to the Board processes and procedures with respect to annual Board and Committee evaluations, as well as annually reviewing and evaluating the performance of the Committee, including compliance with this Charter; and
 - (xii) establishing Board and committee meeting schedules for adoption by the Board.
- Other: The Committee shall have and may exercise such other rights, duties and obligations as may be ancillary to those specified herein or otherwise as delegated to the Committee by the Board of Directors, or as otherwise required by applicable law or New York Stock Exchange listing standards.

Delegation: The Committee may delegate the authority granted hereunder, subject to applicable limitations under applicable law. Such delegation may include delegation to a subcommittee, in order to ensure compliance with legal and regulatory obligations, to ensure timely decision making or for other purposes. Such delegation may also include delegation to management.

Presiding Director: The Presiding Director (as defined in the Company's Corporate Governance Guidelines) will consult with the Chair and other members of the Committee from time to time with respect to certain of the Committee's responsibilities, as further described in the Company's Corporate Governance Guidelines.

Meetings and Reports to the Board

The Committee shall schedule at least three regular meetings per year, at which a Secretary, designated by the Committee members, shall keep minutes. The Committee Chair or a majority of members of the Committee may call meetings of the Committee at any time. The Chair of the Committee will chair all meetings of the Committee at which he or she is present. The Chair, or in his or her absence, the Chairman of the Board, shall appoint another independent member of the Committee to serve as Chair at any meeting at which the Committee Chair is not present. Meetings of the Committee may also be attended by representatives of the Company's management, other Board members, outside consultants, and others, as appropriate, at the invitation of the Committee. The Committee shall meet in executive session at least once on an annual basis. The Chair shall be responsible to set the agendas for Committee meetings, although all members are welcome to submit proposed agenda items to the Chair. The Chair of the Committee shall report regularly on the Committee's activities and actions to the Board, including at each Board meeting that follows any Committee meeting.

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Outside Consultants

The Committee shall have the sole authority and discretion to retain and discharge outside search firms and consultants, legal counsel or other independent third-party experts to advise the Committee in discharging its duties and responsibilities, without consulting or obtaining the approval of senior management, and to obtain appropriate funding from the Company in connection therewith (including the ordinary administrative expenses of the Committee).

Adopted by the Board of Directors this 10th day of December 2004.