

INTERNAP NETWORK SERVICES CORPORATION

AMENDED AND RESTATED CHARTER OF NOMINATIONS COMMITTEE

I. Purpose

The Nominations Committee (the “Committee”) shall provide assistance to the Board of Directors in fulfilling its responsibility to the shareholders, potential shareholders and investment community by identifying individuals qualified to become directors and selecting, or recommending that the Board of Directors select, the candidates for all directorships to be filled by the Board of Directors or by the shareholders.

II. Structure and Operations

A. Composition and Qualifications

The Committee shall be comprised of three or more non-employee members of the Board of Directors. The Committee’s composition will meet the requirements of the listing standards of the American Stock Exchange (the “Listing Standards”). Accordingly, all of the members of the Committee will be independent directors within the meaning of the Listing Standards and free from any relationship that would interfere with the exercise of his or her independent judgment as a member of the Committee in the opinion of the Board. The Board shall affirmatively conclude that the members of the Committee are independent, as required.

B. Appointment and Removal

The members of the Committee shall be appointed by the Board of Directors and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board of Directors.

C. Chairman

Unless a Chairman is elected by the full Board of Directors, the members of the Committee shall designate a Chairman by majority vote of the full Committee membership. The Chairman shall be entitled to cast a vote to resolve any ties. The Chairman will chair all regular sessions of the Committee and set the agendas for Committee meetings.

D. Delegation to Subcommittees

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee.

III. Meetings

The Committee shall meet at least once annually, or more frequently as circumstances dictate. The Chairman of the Board or any member of the Committee may call meetings of the Committee. All meetings of the Committee may be held telephonically. All non-employee directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee

may invite to its meetings any director, management of the corporation and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

IV. Responsibilities and Duties

The following functions shall be the common recurring activities of the Committee in carrying out its responsibilities outlined in this Charter. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board of Directors from time to time related to the purposes of the Committee outlined in this Charter.

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate and shall have the sole authority to retain outside counsel or other experts for this purpose, including the authority to approve the fees payable to such counsel experts and any other terms of retention.

A. Board Selection, Composition and Evaluation

1. Establish criteria for the selection of new directors to serve on the Board of Directors, with priority for candidates who are unaffiliated with the Company (whether through equity ownership, past employment relationship or otherwise).
2. Identify individuals believed to be qualified as candidates to serve on the Board of Directors and select, or recommend that the Board of Directors select, the candidates for all directorships to be filled by the Board of Directors or by the shareholders at an annual or special meeting. In identifying candidates for membership on the Board of Directors, the Committee shall take into account all factors it considers appropriate, which may include strength of character, mature judgment, career specialization, relevant technical skills, diversity and the extent to which the candidate would fill a present need on the Board of Directors.
3. Extend, together with the Chairman of the Board, any offers to a new director candidate to serve on the Board.
4. Review and make recommendations to the full Board of Directors on whether members of the Board should stand for re-election. Consider matters relating to the retirement of Board members, including term limits or age caps. In the case of a director nominated to fill a vacancy on the Board of Directors due to an increase in the size of the Board, recommend to the Board of Directors the class of directors in which the director-nominee should serve.
5. Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates. In that connection, the Committee shall have sole authority to retain and to terminate any search firm to be used to assist it in identifying candidates to serve as directors of the corporation, including sole authority to approve the fees payable to such search firm and any other terms of retention.
6. Consider questions of independence and possible conflicts of interest of members of the Board of Directors and executive officers.
7. Review and make recommendations, as the Committee deems appropriate, regarding the composition and size of the Board of Directors and committees in order to ensure the Board and its committees have the requisite expertise and its membership consists of persons with sufficiently diverse and independent backgrounds.

8. Oversee evaluation of, at least annually, and as circumstances otherwise dictate, the Board of Directors and management, particularly in light of the requirements of the Sarbanes-Oxley Act.

B. Reports

1. Report regularly to the Board of Directors (i) following meetings of the Committee, (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities and (iii) with respect to such recommendations as the Committee may deem appropriate. The report to the Board of Directors may take the form of an oral report by the Chairman or any other member of the Committee designated by the Committee to make such report.
2. Maintain minutes or other records of meetings and activities of the Committee.

C. Other

1. Request that the Company either file this Charter as an appendix to the Proxy Statement at least once every three years or maintain a copy on the Company's website.

V. Annual Performance Evaluation

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and its members, including by reviewing the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board of Directors any improvements to this Charter that the Committee considers necessary or valuable. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.