

ESCHELON TELECOM, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

Charter

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Eschelon Telecom, Inc. (the “Company”) shall have the responsibility, authority and duties described in this Charter.

Organization

This Charter governs the activities of the Committee. The Committee shall be comprised of at least three “independent” directors as defined by the National Association of Securities Dealers, Inc., the Securities and Exchange Commission and applicable law. The members of the Committee shall be appointed annually by a majority vote of the entire Board. The Board shall designate one member as the Chair of the Committee.

Purpose

The Committee’s purpose is to identify individuals qualified to become Board members, and to select, or to recommend that the Board select, the director nominees for the next annual meeting of stockholders, make recommendations about the composition of the committees of the Board, and to develop and recommend to the Board a set of corporate governance principles applicable to the Company.

Meetings

The Committee shall hold meetings as deemed necessary or desirable by the Chair of the Committee. In addition to such meetings of the Committee as may be required to perform the functions described under “Duties and Powers” below, the Committee shall meet at least annually to discuss any matters that the Committee believes should be discussed. The Committee may, at its discretion, meet in executive session with or without the presence of management.

Duties and Powers

The Committee has the responsibility and authority to supervise and review the affairs of the Corporation as they relate to nominations of directors and corporate governance. The following shall be the principal recurring functions of the Committee in carrying out its responsibilities:

- Develop criteria for selecting new directors.
- Seek out appropriate, qualified candidates to serve as directors of the Corporation and encourage and receive recommendations for director candidates from all sources.

- Interview and otherwise examine director candidates and their credentials.
- Recommend to the Board of Directors candidates for nomination as directors and the composition of the committees of the Board.
- Perform such other advisory functions with respect to the selection and nomination of directors of the Corporation as are deemed appropriate by the members of the Committee.
- Develop and recommend to the Board a set of corporate governance principles for the Corporation and monitor the Corporation's compliance with those principles.
- Monitor the role and effectiveness of the Board of Directors in the corporate governance process.
- Review the Committee's performance of these duties on at least an annual basis.
- Maintain minutes or other records of meetings and activities of the Committee.
- Report to the Board of Directors on the Committee's activities as appropriate, but at least annually.

Resources and Authority

The Committee shall have the resources and authority appropriate to discharge its responsibilities, including the authority to retain and terminate special counsel, search firms and other experts or consultants, including the sole authority to determine and approve funding and other retention terms of such advisers.

Operating Procedures

Formal actions to be taken by the Committee shall be by unanimous written consent or by a majority of the persons present (in person or by conference telephone) at a meeting at which a quorum is present. A quorum shall consist of at least 50% of the members of the Committee.