

LEVEL 3 COMMUNICATIONS, INC.

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

Purpose

The Nominating and Governance Committee (“Committee”) of Level 3 Communications, Inc. (“Company”), is appointed by the Board of Directors to assist the Board by (1) considering and making recommendations to the Board concerning the appropriate size, functions and policies of the Board, (2) recommending to the Board the size and functions of the various committees of the Board, and (3) recommending to the Board corporate governance principles for the Company.

The Committee has the authority and responsibilities described in this Charter. This Charter has been adopted by the Board of Directors. The Committee will review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

Committee Authority and Responsibilities

1. The Committee will identify qualified candidates to serve as members of the Company’s Board of Directors.
2. The Committee will review the qualifications of incumbent directors to determine whether to recommend them to the Board of Directors as nominees for reelection.
3. The Committee will recruit and recommend to the Board of Directors qualified nominees for new or vacant positions on the Company’s Board of Directors.
4. The Committee will review and recommend, after consulting with the Chairman of the Board and the Chief Executive Officer, directors to serve as members of the various committees of the Board of Directors.
5. The Committee will review considerations relating to board composition, including size of the board and the criteria for membership on the Board of Directors.
6. The Committee will recommend to the Board corporate governance principles and guidelines for the Company. The Committee will review and reassess the adequacy of the corporate governance principles and guidelines on an annual basis and recommend any proposed changes to the Board for approval.
7. The Committee will coordinate an annual self-evaluation by the directors of the Board’s performance. The Chairman of the Committee will receive comments from all directors with respect to the self-evaluation which will be discussed with the full Board on an annual basis.

8. The Committee will annually review its own performance.
9. The Committee will make such recommendations to the Board of Directors as the Committee may consider appropriate and consistent with its purpose, and take such other actions and perform such services as may be referred to it from time to time by the Board of Directors, including the engagement of any outside advisor it may deem necessary or appropriate.

Committee Membership

The Committee will be comprised of at least three directors, including a Committee Chairman, designated by the Board of Directors, each of whom shall meet the independence requirements established by Nasdaq Stock Market, Inc. The members of the Committee will be appointed and replaced by the Board.

Meetings

The Committee shall meet in person or telephonically at least twice each year, and more frequently as necessary or appropriate. Special meetings of the Committee may be called on twenty-four hours notice by the Secretary of the Company at the direction and upon the request of the Chairman of the Board, or the Committee Chairman, and the notice of such special meeting may be by telephone, facsimile transmission, or email. A majority of the Committee shall constitute a quorum, and the Committee shall act only on the affirmative vote of a majority of the members present at the meeting. The Committee shall maintain minutes of all meetings documenting its activities and recommendations to the Board.