

SuperMedia Inc.

HUMAN RESOURCES COMMITTEE CHARTER

Adopted to be effective as of December 31, 2009

Purpose and Role

The Human Resources Committee (the “Committee”) will assist the Board of Directors (the “Board”) in promoting the best interests of SuperMedia Inc. (the “Company”) and its stockholders by, among other things:

1. Approving, or recommending to the Board for approval, and overseeing the Company’s executive and director compensation policies, objectives, and programs,
2. Reviewing and approving, or recommending to the Board for approval, compensation decisions with respect to the Company’s directors and Section 16 Officers (as defined below) to help ensure (a) such persons are fairly compensated based upon their performance and contribution to Company growth and profitability, and (b) that such compensation decisions support Company objectives and stockholder interests,
3. Reviewing the compensation discussion and analysis to be included in the Company’s annual reports or proxy statements,
4. Preparing the Compensation Committee Report to be included in the Company’s annual reports or proxy statements, and
5. Fulfilling any other responsibilities set forth in this Charter and any additional duties that may be assigned to the Committee by the Board from time to time.

Organization

Committee Membership

The Committee will comprise one or more directors, with the exact number of directors to be determined by the Board from time to time after considering the recommendation of the Nominating and Corporate Governance Committee of the Board. The Board must determine that each Committee member meets the independence requirements of The NASDAQ Stock Market LLC (“NASDAQ”) and any other applicable law, rule, regulation or Company policy governing independence (collectively, the “Independence Requirements”). Committee members must also meet any other qualifications required by the NASDAQ or other applicable law. Committee members, including a chairperson, will be appointed by the Board on an annual basis. Committee members will serve until their earlier resignation, retirement, or removal by the Board, or until their successors are duly

appointed and qualified. No Committee member may be removed except by a majority vote of the directors then in office, and no reduction in the number of members constituting the full Committee should have the effect of reducing the term of any incumbent member. The Committee may designate one or more subcommittees, each subcommittee to consist solely of members of the Board who satisfy the Independence Requirements and all other qualifications required by applicable law.

Committee Meetings

The Committee will meet at least annually, and more frequently as circumstances dictate. The Chairman of the Board or any Committee member may call a special meeting of the Committee. Meetings may be held in person, by telephone conference or by other communications equipment by means of which all persons participating in the meeting can hear each other and such participation in a meeting will constitute presence in person at such meeting. A majority of the Committee members at a meeting will constitute a quorum of the Committee and the vote of a majority of the members present thereat will be the act of the Committee. Unless restricted by the Company's Certificate of Incorporation or a Certificate of Designations, the Committee may also act by unanimous written consent. The Committee may invite to its meetings any director, any member of management and such other persons as it deems appropriate in order to carry out its responsibilities.

The Committee will keep minutes of its meetings and report regularly to the Board on its activities.

Investigations and Professional Advisors

The Committee, in discharging its responsibilities or otherwise, is empowered to study or investigate any matter of interest or concern that it deems appropriate. The Committee has sole authority to retain and terminate outside counsel and other experts for this purpose, including the sole authority to approve such counsel's and expert's fees and other retention terms. The Committee also has the sole authority to retain and terminate any consulting firm engaged to assist in the evaluation of director and executive compensation, including the sole authority to approve such firm's fees and other retention terms. The Company will provide funding to cover the professional fees and costs of any such counsel, expert, or consulting firm that has been approved by the Committee.

The Committee may consult with Company management on compensation issues and may delegate to management, where appropriate, the duty to work with or supervise the day-to-day activities of experts or consultants retained by the Committee. The Committee will have full access to Company management and other employees on request to discuss the businesses and affairs of the Company.

Responsibilities

The Committee will have the following responsibilities in carrying out its purpose as set forth above. These responsibilities 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 or other conditions.

Executive Compensation Policies, Objectives and Programs

1. In consultation with the Board, the Chief Executive Officer of the Company (the “CEO”) and other Company management, review and approve, or recommend to the Board for approval, the Company’s executive compensation policies, objectives and programs. The Committee will establish and periodically review and update:

(a) An appropriate peer group of companies for the purpose of comparing compensation levels and practices; and

(b) Corporate goals, objectives, and other key measures for assessing executive performance, as the Committee deems appropriate.

Compensation of the CEO

2. Annually review and approve (or recommend to the Board for approval), with the participation of Company management, the corporate goals, objectives, and other key measures relevant to the compensation of the CEO and as is consistent with the terms of any existing contracts between the CEO and the Company. The Committee will evaluate the performance of the CEO in light of these agreed upon measures and determine and approve, or recommend to the Board for approval, the CEO’s compensation based on such evaluation including, but not limited to, (a) annual base salary level, (b) long-term and short-term incentive opportunity level, including equity-based compensation, (c) employment agreements, severance arrangements, and change-in-control agreements and provisions, in each case as, when and if appropriate and (d) any special or supplemental benefits. In addition, in determining the long-term incentive component of CEO compensation, if any, the Committee may consider the Company’s performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the CEO in past years.

3. Annually review publicly available data of the Company’s peer group to assess the competitiveness of the CEO’s annual base salary, long-term incentives, and other compensation components, as the Committee deems appropriate.

4. Review and approve, or recommend to the Board for approval, all formal employment or other contracts relating to compensation between the Company and the CEO.

Compensation of Other Section 16 Officers

5. Annually review and approve (or recommend to the Board for approval), with the participation of Company management, the corporate goals, objectives, and other key measures relevant to compensation of the Company’s other “officers,” within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended (the “Section 16 Officers”), and as is consistent with the terms of any existing contracts between such

officers and the Company. In consultation with Company management, the Committee will evaluate the performance of the Section 16 Officers in light of these agreed upon measures and determine and approve, or recommend to the Board for approval, the Section 16 Officers' compensation, including, but not limited to, (a) annual base salary level, (b) long-term and short-term incentive opportunity level, including equity-based compensation, (c) employment agreements, severance arrangements, and change-in-control agreements and provisions, in each case as, when and if appropriate and (d) any special or supplemental benefits.

6. Annually review publicly available data of the Company's peer group to assess the competitiveness of the Section 16 Officers' annual base salary, long-term incentives, and other compensation components, as the Committee deems appropriate.

7. Review and approve, or recommend to the Board for approval, all formal employment or other contracts relating to compensation between the Company and Section 16 Officers.

Incentive Compensation and Other Equity-Based Compensation Plans

8. Review and approve the Company's incentive compensation and equity-based compensation plans (collectively, the "Plans"), including the performance measures to be applied in determining incentive awards. The Committee will also review and make recommendations with respect to the adoption or modification of any Plans for Company employees that require approval by the Board or the Company's stockholders, unless the authority to make such recommendations is reserved by the Board through plan provisions or applicable rules and regulations. The Committee will also oversee the administration of these Plans to ensure consistency with the Committee's compensation policies, objectives, and programs with respect to plan participation, including, but not limited to, (a) approving option and restricted stock guidelines and general size of overall awards, (b) approving awards, (c) interpreting the Plans, (d) determining rules and regulations relating to the Plans, (e) modifying or canceling existing awards, (f) designating eligible participants, (g) appointing and reviewing the performance of one or more administrators of the Plans, and (h) imposing any limitations, restrictions and conditions upon awards.

9. Monitor awards made under the Plans for compliance with any restrictions placed thereon by the Plans, any applicable laws, rules or regulations, or the Board.

10. Periodically review management of the Company's pension fund, including fund performance, asset allocations, and policies related to the administration of pension benefits.

Director Compensation

11. Annually review the Company's policies, objectives, and programs regarding director compensation and approve (or recommend to the Board for approval) the form and amount of director compensation.

12. Periodically review publicly available data of the Company's peer group to assess the competitiveness of director compensation, as the Committee deems appropriate.

Report on Executive Compensation, Compensation Discussion and Analysis, and Other Regulatory Compliance

13. Prepare the Compensation Committee Report to be included in the Company's annual reports or proxy statements.

14. Review and discuss with Company management the compensation discussion and analysis required by the Securities and Exchange Commission to be included in the Company's annual reports or proxy statements. Based on such review and discussion, determine whether to recommend to the Board that the compensation discussion and analysis be included in the Company's annual proxy statement or annual report.

15. Certify the attainment of performance goals pursuant to Section 162(m) of the Internal Revenue Code, as may be required.

Other Matters

16. Review and approve the following:

(a) selected social, environmental, regulatory or political matters that impact the Company or its shareholders;

(b) equal opportunity and diversity compliance initiatives designed to attract, motivate and retain highly qualified employees;

(c) other key public policy issues that might require Board oversight.

17. Fulfill any other responsibilities that may be assigned to the Committee by the Board from time to time.

Performance Evaluation

The Committee will conduct an annual self-evaluation of its performance. In addition, the Committee will annually review and reassess the adequacy of this Charter and recommend any revisions or updates to this Charter, as appropriate. The Committee will work with the Nominating and Corporate Governance Committee of the Board to design and coordinate these evaluations and reviews. The results of these evaluations and reviews will be reported to the full Board, as well as appropriate recommendations to further enhance the Committee's performance.

Reliance Permitted

1. The Committee will act in reliance on the Company's management, independent auditors, internal auditors, advisors, and experts, as it deems necessary or appropriate to enable it to carry out its duties.

2. Nothing in this Charter will, or will be deemed to, decrease or modify in any manner adverse to any Committee member, such member's right to rely on statements and certifications made by the Company's officers, employees, agents, counsel, experts, or independent and internal auditors.
3. Nothing in this Charter will, or will be deemed to, adversely affect in any manner the rights of Committee members to indemnification and advancement of expenses under applicable law, the Company's Certificate of Incorporation or Bylaws or under any contract, agreement, arrangement, or understanding benefiting such member.
4. Notwithstanding any other provision of this Charter, no provision of this Charter will, except to the extent required by applicable law, rule or regulation, be construed to create any legal duty or obligation on the part of the Committee or any of its members or to increase their liability.