

SuperMedia Inc.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Adopted to be effective as of December 31, 2009

Purpose and Role

The Nominating and Corporate Governance 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 implementing sound corporate governance principles and practices. The Committee will take a leadership role in shaping the Company’s corporate governance principles and practices by, among other things:

1. Establishing criteria and qualifications for Board members, assessing Board membership needs, identifying individuals qualified to become Board members (consistent with criteria approved by the Board), and recommending to the Board the director nominees to be elected by the Company’s stockholders,
2. Recommending to the Board the director nominees to serve on Board committees,
3. Developing and recommending to the Board a set of corporate governance guidelines applicable to the Company,
4. Overseeing evaluations of the Board’s, each Board committee’s, and management’s effectiveness, 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 Members

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 Committee. 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, 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.

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 search firm engaged to identify qualified director candidates, 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 search firm that has been approved 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.

Director Criteria and Qualifications

1. Develop criteria and qualifications for directors to be used in identifying, reviewing, and selecting director candidates, including without limitation, policies with respect to director independence. The director criteria and qualifications will be presented to the full Board for discussion and approval.

Assess Board Membership Needs and Identify and Recommend Director Nominees

2. Periodically assess the Board's membership needs, including its size and composition, identify qualities, skills, and areas of expertise that will help strengthen and balance the Board.
3. Identify individuals believed to be qualified to serve on the Board. In identifying candidates, the committee may consider, among other things, whether a candidate meets the Independence Requirements, his or her financial expertise, and other qualifications listed in the Company's Corporate Governance Guidelines.
4. Recommend to the Board a slate of director nominees to be elected by the Company's stockholders or to be appointed by the Board to fill directorship vacancies.

Board Committee Appointments

5. Annually review and recommend to the Board the director nominees to serve on each Board committee, including its chairperson. In making its recommendations, the Committee will consider the qualifications for membership of each Board committee, and review the performance and contributions of incumbent members and the qualifications of proposed new members.

Corporate Governance Guidelines and Other Related Matters

6. Develop and recommend to the Board a set of corporate governance guidelines for the Company that complies with the NASDAQ rules. The Company's Corporate Governance Guidelines will address, among other things: director qualifications, director responsibilities, director access to management and independent advisors, director

compensation, director orientation and continuing education, management succession, and the annual performance evaluation of the Board.

The Committee will periodically review these guidelines and recommend changes or updates to them, as appropriate.

7. Provide recommendations to the Board to enhance the Board's effectiveness, including with respect to the timing, amount and content of information distributed to Board members.
8. Review and approve related person transactions (as defined by the Commission) as required by the Commission and the NASDAQ. The Committee will periodically reassess these transactions to ensure their continued appropriateness.
9. Consider other corporate governance issues that arise from time to time, and recommend to the Board such additional actions related to corporate governance matters as the Committee may deem necessary or advisable.

Evaluation of the Board, Board Committees and Management

10. Receive comments from directors and oversee evaluations of the Board's, each Board Committee's, and management's effectiveness. The Committee will also monitor director performance and provide assistance to directors regarding performance.
11. Fulfill any other responsibilities or duties 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 conduct these evaluations and reviews in such manner as it deems appropriate. 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, and 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.