

AboveNet, Inc.
Corporate Governance Guidelines

I. Introduction

The Board of Directors (the “Board”) of AboveNet, Inc. (the “Company”), acting on the recommendation of members of its Governance and Nominating Committee (the “Governance Committee”), has developed and adopted a set of corporate governance principles (the “Guidelines”) to promote the functioning of the Board and its committees and to set forth a common set of expectations as to how the Board should perform its functions.

II. Board Composition

The number of directors shall be established by the Board in accordance with the Company’s Bylaws. The Governance Committee should periodically review the size of the Board and determine if a change is appropriate. The Governance Committee shall recommend candidates to serve on the Board in accordance with the principles set forth in its charter.

III. Selection of Chairman of the Board and Chief Executive Officer

The Board is free to select its Chairman and the Company’s Chief Executive Officer in the manner it considers in the best interest of the Company at any given point in time. These positions may be filled by one individual or by two different individuals.

IV. Selection of Directors

Nominations. The Governance Committee is responsible for recommending to the Board for selection candidates to the Board to serve as nominees for election as directors at the annual meeting of stockholders. The Board shall be responsible for nominating candidates for election by the stockholders. The Board is responsible for filling vacancies on the Board that may occur between annual meetings of stockholders. The Governance Committee will consider nominations of director nominees. Notices with the names of prospective nominees should be sent to the Company’s Secretary at the principal offices of the Company in accordance with the provisions of the Company’s Bylaws and the rules of the Securities and Exchange Commission. The notice must state in detail the qualifications of the candidate recommended.

- *Qualifications.* The Governance Committee shall review and conduct appropriate inquiries into the background and qualifications of director nominees. In reviewing nominees, the Committee shall consider the director independence criteria established by the New York Stock Exchange and the principles set forth in the Committee’s charter.

Invitation. The invitation to join the Board should be extended by the Board itself. Such invitation may be made via the Chairman of the Board and the CEO of the Company, together with an independent director, when deemed appropriate.

V. Retirement of Directors

The Board does not believe it should establish a mandatory retirement age.

VI. Board Meetings

The Board members (or the Chairman) will determine frequency, place, time and length of regular Board meetings. The Board plans at least six meetings each year, with further meetings to occur (or action to be taken by unanimous consent) at the discretion of the Board.

The Chairman, working with management of the Company, will prepare the agenda for each Board meeting. Management will seek to provide to all directors an agenda and appropriate material in advance of meetings, although the Board recognizes that this will not always be consistent with the timing of transactions and the operations of the business and that in certain cases it may not be possible.

VII. Executive Sessions

To ensure free and open discussion and communication among the non-management directors of the Board, non-management directors shall meet at regularly scheduled executive sessions without management (and at least annually without directors who are not independent). To the extent that the Chairman of the Board is not independent, the non-management directors shall designate the director who will preside at the executive sessions.

VIII. The Committees of the Board

The Company shall have at least the committees required by the rules of the New York Stock Exchange and may have such other committees as it deems appropriate in accordance with the provisions of Delaware law. The Audit Committee, the Compensation Committee and the Governance Committee must have written charters satisfying the rules of the New York Stock Exchange. The Audit Committee must also satisfy the requirements of SEC Rule 10A-3.

All directors, whether members of a committee or not, are invited to make suggestions to a committee chair for consideration by his or her committee whether at an upcoming meeting or otherwise, or to request that an item under consideration by a committee be considered by the Board. Each committee chair will give a periodic report of his or her committee's activities to the Board.

Except as permitted by applicable New York Stock Exchange rules or any other applicable law, rule or regulation, each of the Governance Committee, the Audit Committee and the Compensation Committee shall be composed of directors who are not officers or employees of the Company or its subsidiaries (and have not been officers or employees within the previous three years), who do not have relationships which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director, and who are otherwise “independent” under the rules of the New York Stock Exchange. A director may serve on more than one committee for which he or she qualifies.

IX. Executive Compensation

The Board, acting through a majority of the independent directors, or through action of the Compensation Committee comprised solely of independent directors in accordance with the provisions of the Compensation Committee charter, evaluates and determines or recommends to the Board for determination, the proposals for overall compensation policies applicable to, and compensation for, executive officers.

X. Board Compensation

The Board or its Compensation Committee should periodically review the components and amount of Board compensation in relation to other similarly situated companies. Board compensation should be consistent with market practice but should not be set at a level that would call into question the Board’s objectivity.

XI. Role of the Board; Expectations for Directors

The business and affairs of the Company shall be managed by or under the direction of the Board in accordance with Delaware law. In performing their duties, the primary responsibility of the directors is to exercise their business judgment in the best interest of the Company. The Board has developed a number of specific expectations of directors to promote the discharge of this responsibility and the efficient conduct of the Board’s business.

1. *Commitment and Attendance.* All directors should make every effort to attend meetings of the Board and meetings of committees of which they are members. Members may attend meetings by telephonic or other means. Directors should attend at least 75% of all Board and applicable committee meetings.

2. *Participation in Meetings.* Each director should be sufficiently familiar with the business of the Company, including its financial statements and capital structure, and the risks and competition it faces, to facilitate active and effective participation in the deliberations of the Board and of each committee on which he or she serves. Upon request, management will make appropriate personnel available to answer any questions a director may have about any aspect of the Company’s business. Directors should also review the material provided by management and advisors in advance of the meetings of the Board and its committees and should arrive prepared to discuss the issues presented.

3. *Contact with Management.* All directors are invited to contact the CEO at any time to discuss any aspect of the Company's business. Directors also have complete access to other members of management. The Board expects that there will be frequent opportunities for directors to meet with the CEO and other members of management in Board and committee meetings and in other formal or informal settings.

4. *Contact with Other Constituencies.* It is important that the Company speaks to employees and outside constituencies with a single voice, and that members of management shall serve as primary spokespersons.

5. *Confidentiality.* The proceedings and deliberations of the Board and its committees are confidential. Each director shall maintain the confidentiality of information received in connection with his or her service as a director.

6. *Continuing Board Education.* The Board shall periodically review continuing education and training programs to the extent it deems useful or appropriate for the Board members. Board members shall attend the continuing education or training sessions prescribed by the Board. The Board will organize an appropriate orientation for new directors who join the Board.

XII. Evaluating Board Performance

The Board acting through the Governance Committee, should conduct a self-evaluation as it deems appropriate to determine whether it is functioning effectively. The Governance Committee should periodically consider the mix of skills and experience that directors bring to the Board to assess whether the Board has the necessary tools to perform its oversight function effectively.

XIII. Reliance on Management and Outside Advice

In performing its functions, the Board shall have access to and is entitled to rely on the advice, reports and opinions of management, counsel, accountants, auditors and other independent expert advisors. The Board shall have the authority to retain and approve the fees and retention terms of its outside advisors as it may deem necessary or appropriate, without consulting or obtaining the approval of any officer of the Company in advance.

XIV. CEO Evaluation and Succession Planning

The Board or one of its committees should review the performance of the CEO on an annual basis. The Board should periodically review its policies and principles for CEO selection and performance review, as well as policies regarding succession in the event of an emergency or retirement of the CEO.