

## **tw telecom inc. Director Resignation Policy**

**Adopted January 27, 2011**

In an uncontested election (*i.e.*, an election where the number of nominees is the same as the number of directors to be elected), any nominee for director who receives a greater number of votes "withheld" from his or her election than votes "for" such election (a "Majority Withheld Vote") must promptly tender his or her resignation to the Board following certification of the stockholder vote.

The Nominating and Governance Committee will promptly evaluate any such tendered resignation in light of the best interests of the Company and its stockholders in determining whether to accept or reject the tendered resignation, or whether other action should be taken, and make a recommendation to the Board. In reaching their decisions as to such recommendation and as to whether to accept such tendered resignation, each of the Nominating and Governance Committee and the Board may consider any factors it deems relevant, including, without limitation, the circumstances that led to the Majority Withheld Vote, if known, the director's qualifications, the director's past and expected future contributions to the Company, the overall composition of the Board and whether accepting the tendered resignation would cause the Company to fail to meet any applicable rule or regulation (including NASDAQ listing requirements and federal securities laws). The Board will act on the Nominating and Governance Committee's recommendation within 90 days following certification of the shareholder vote. Thereafter, the Board will promptly disclose its decision-making process and decision regarding whether to accept the director's tendered resignation (or the reason(s) for rejecting the tendered resignation, if applicable) in a Form 8-K furnished to the Securities and Exchange Commission.

Any director who tenders his or her resignation pursuant to this provision may not participate in the Nominating and Governance Committee recommendation or Board action regarding whether to accept the tendered resignation. If all members of the Nominating and Governance Committee received a Majority Withheld Vote at the same election, then the independent directors who did not receive a Majority Withheld Vote will consider the tendered resignations and recommend to the Board whether to accept them. However, if only three or fewer directors did not receive a Majority Withheld Vote in the same election, all directors may participate in the action regarding whether to accept any specific tendered resignation other than the individual director whose specific tendered resignation is then being considered