

tw telecom inc.

Audit Committee Charter

Amended as of January 28, 2010

Purpose

The Audit Committee ("the Committee") of the Board of Directors ("the Board") of **tw telecom inc.** is appointed to assist the Board in fulfilling its responsibility with respect to its oversight of the following:

- The quality and integrity of the Company's financial, accounting and reporting practices and controls, and the financial statements and reports of the Company;
- The Company's Code of Conduct;
- The independent registered public accounting firm's qualifications and independence;
- The performance of the Company's internal audit function and independent registered public accounting firm; and
- The Company's risk management processes.

Composition

The Committee of the Board is comprised of three directors of the Board, who must be independent as defined in applicable SEC rules and NASDAQ listing standards. The Board will appoint and may remove or rotate Committee members and the Committee Chair. All Committee members must be financially literate and at least one member must be an "audit committee financial expert" as defined by the SEC in Item 407 of Regulation S-K.

Meetings

The Committee will meet at least four times annually, with authority to convene additional meetings, as circumstances require. All Committee members are expected to attend each meeting, in person or via tele- or videoconference. The Committee will invite members of management, auditors or others to attend meetings and provide pertinent information, as necessary. The Committee will hold private meetings with the internal and independent registered public accounting firm and executive sessions at least quarterly. Meeting agendas will be prepared and provided in advance to members, along with appropriate briefing materials. Minutes of the meetings will be prepared and shared with the Board. The Committee will report to the Board with respect to matters discussed at Committee meetings.

Education

The Company will provide new members with appropriate orientation briefings, and will provide the full Committee with educational resources in accordance with the Company's Director Continuing Education Policy and briefings on current accounting topics pertinent to the Company.

Authority

In discharging its oversight role, the Committee is empowered to study or investigate any matter of interest or concern that it deems appropriate to fulfill its duties and responsibilities. The Committee has the authority to retain outside legal counsel, or other experts or consultants to fulfill its duties and responsibilities, including the authority to approve the fees payable to such advisors and any other terms of retention.

The Committee will have full access to the Company's internal audit group, management and other personnel, books and records and independent registered public accounting firm as

necessary to carry out these responsibilities. While acting within the scope of its stated purpose, the Committee shall have the authority of the Board.

The Committee is empowered to obtain from the Company appropriate funding, as determined by the Committee, to compensate the independent registered public accounting firm for conducting audits of the financial statements and internal control over financial reporting and other audit functions, any advisers (including outside counsel or other experts or consultants) engaged by the Committee pursuant to the above authority and any administrative expenses necessary for the Committee to carry out its duties.

Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company, and the Committee will take all necessary steps to preserve the privileged nature of those communications unless it is determined to be in the best interests of the Company, on advice of counsel, to waive the privilege.

The Committee may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Committee.

Responsibilities

Management is responsible for the preparation, presentation and integrity of the Company's financial statements, for the appropriateness of accounting principles and reporting policies that are used by the Company for establishing and maintaining effective internal control over financial reporting.

The Committee will carry out the following responsibilities:

Review of the Company's External Reports and Accounting Policies

- Review and discuss with management and the independent registered public accounting firm, to the extent the Committee deems necessary or appropriate:
 - The disclosures contained in any registration statement filed by the Company under the Securities Act of 1933 and the Company's Form 10-K and 10-Q reports prior to filing.
 - The annual audited and quarterly financial statements prior to the filing of the Forms 10-K and 10-Q including the Company's disclosure in "Management's Discussion and Analysis of Financial Condition and Results of Operations". The Committee will also recommend to the Board whether the audited financial statements should be included in the Company's Form 10-K.
 - Financial management's and the independent registered public accounting firm's analysis of significant financial reporting issues and practices, including changes in, or adoptions of, accounting principles and disclosure practices.
 - Financial management's and the independent registered public accounting firm's judgments about the quality, not just acceptability, of the Company's accounting principles and the clarity of the financial disclosure practices used or proposed to be used, and particularly, the reasonableness of underlying estimates, and other significant judgments made in preparing the financial statements.
 - The earnings press releases and scripts for quarterly earnings conference calls.
- Prepare the report of the Committee required by applicable SEC rules to be included in the Company's annual proxy statement and review the Company's disclosure in the proxy statement for its annual meeting of shareholders that describes the Committee and its functions.

- Review the management letter to stockholders contained in the annual report to stockholders with management.
- Review with the independent registered public accounting firm and finance management the Company's critical accounting policies and any significant changes to accounting policies and practices or their application.

Independent Registered Public Accounting Firm

- Review, select, engage (and terminate as the case may be) the Company's independent registered public accounting firm (subject to stockholder ratification), which will report directly to the committee and approve the terms of the engagement of the independent auditors for the ensuing fiscal year.
- Approve in advance any engagement by the Company of the Company's independent registered public accounting firm for permissible audit-related and non-audit related fees and terms. The Committee may delegate the authority to approve this work between formal meetings to the Chairman or another Committee member. That member will report the services approved periodically to the Committee.
- Oversee the work of any independent registered public accounting firm employed by the Company, including the resolution of any disagreement between management and the independent registered public accounting firm regarding financial reporting.
- Review the scope of the proposed audit for the current year, including the procedures to be utilized, any changes required in the planned scope of the audit plan, and at the conclusion thereof review such audit, including any findings, comments or recommendations of the independent registered public accounting firm and any matters required to be communicated by the independent registered public accounting firm to the Committee.
- Review at least annually the qualifications, performance and independence of the independent registered public accounting firm. In conducting its review and evaluation, the Committee should:
 - Obtain and review a report by the Company's independent registered public accounting firm describing: (i) the independent registered public accounting firm's internal quality-control procedures; and (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the independent registered public accounting firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the independent registered public accounting firm, and any steps taken to deal with any such issues.
 - Obtain a formal written statement delineating all relationships between the independent registered public accounting firm and the Company, consistent with Public Company Accounting Oversight Board Rule 3526, and actively engage in a dialogue with the independent registered public accounting firm with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent registered accounting firm.
 - Ensure the rotation of the lead audit partner and independent reviewing partner are in compliance with rotation requirements of the Securities and Exchange Commission, the Public Accounting Oversight Board or any other applicable authority.
 - Take into account the feedback of management and the Company's internal auditors.
 - Review with the independent registered public accounting firm any audit problems or difficulties and management's response.

- Set clear hiring policies to be implemented by the Company for employees or former employees of the independent registered public accounting firm to ensure independence.
- Report the results of the annual audit to the Board, inviting representatives of the independent registered public accounting firm to attend the full Board meeting if requested or required.

Internal Audit

- Review and concur with management's appointment, termination, or replacement of the Vice President of Internal Audit, who will report directly to the Committee.
- Review with management and the Vice President Internal Audit the charter, scope, plans, activities, performance, staffing, and organizational structure of the internal audit function.
- Periodically review summaries of findings from completed internal audits and management responses, in addition to a progress report on the proposed internal audit plan, with explanations for any deviations from the original plan.

Internal Control

- Review with the independent registered public accounting firm, the Company's Vice President of Internal Audit and management;
 - The Company's annual assessment of the effectiveness of its internal controls and the independent registered public accounting firm's attestation.
 - The adequacy of the Company's internal controls over financial reporting, including computerized information system controls and security.
 - Any significant deficiencies or material weaknesses identified and any steps taken to resolve the issue.
 - Any changes in internal control over financial reporting that have materially affected or are reasonably likely to materially affect the Corporation's internal control over financial reporting that are required to be disclosed.
 - The Company's process for performing its required quarterly certifications under Section 302 of the Sarbanes-Oxley Act.

Compliance

- Require management to promptly advise the Committee of any legal or regulatory matter that could have a significant impact on the Company's financial statements or operations, and when so advised, meet with Company counsel to assess the steps management has taken with respect to such matters.
- Adopt a procedure for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters, which must include a means for employees to submit confidential, anonymous complaints regarding questionable accounting or auditing matters; and investigate any matter brought to its attention within the scope of its duties, with the power to retain experts for this purpose if, in its judgment, that is appropriate.
- Review compliance with the Company's Code of Business Conduct and the operation of the Company's Integrity and Ethics Committee; as well as the Company's Code of Ethics for Financial Management.
- Review and approve all related party transactions required to be disclosed pursuant to SEC Regulation S-K, Item 404 and pursuant to any applicable stock exchange rules.

Risk Assessment and Management Oversight

- Understand the Company's risk philosophy and tolerance, the material risks it faces and the Company's responses to risks.
- Oversee and assess the effectiveness of the Company's risk management processes including the risk of fraud.
- Report to the full board at least annually and provide interim updates as needed with respect to the Company's risk assessments and risk management.

Other

- Plan the agenda for Committee meetings through consultation between the Committee chair (with input from Committee members), financial management, the Vice President of Internal Audit, and the independent registered public accounting firm.
- Obtain the full Board of Directors' approval of this Charter and review and reassess this Charter as conditions dictate and monitor management's compliance with applicable requirements with respect to publication of the Committee's charter in the Company's proxy statement.
- Evaluate the Committee's and individual members' performance on an annual basis and report the results to the full Board of Directors.
- Review the Company's accounting and financial human resources and succession planning for those functions.
- Consider such other matters regarding the Company's financial affairs, controls, compliance program, internal auditors and independent registered public accounting firm as the Committee, in its discretion, may deem advisable.