

**COMPENSATION AND PERSONNEL COMMITTEE CHARTER OF
ALASKA COMMUNICATIONS SYSTEMS GROUP, INC.
and
ALASKA COMMUNICATIONS SYSTEMS HOLDINGS, INC.**

I. Purpose

The Compensation and Personnel Committee (the "Committee") of the Board of Directors (the "Board") of Alaska Communications Systems Group, Inc. (the "Company"), on behalf of the Board, shall discharge the Board's responsibilities relating to Company compensation plans, policies and procedures including: (i) evaluation of director and executive officer compensation and performance; (ii) approval of equity and cash incentive programs for all employees of the Company; (iii) oversight of succession planning for directors, executive officers and other management, as appropriate; and (iv) production of an annual executive compensation report to be included in the Company's proxy statement.

II. Composition

The Committee shall consist of at least three directors, all of whom shall be "independent" in accordance with all applicable law and regulation, including the independence requirements of the federal securities laws, the Nasdaq Stock Market and the Internal Revenue Code. The members of the Committee shall be appointed by the Board in accordance with the Company's bylaws and shall serve at the discretion of the Board for such term as the Board may decide or until any such Committee member is no longer a member of the Board. The Board shall appoint one of the members of the Committee to serve as the Chair of the Committee. The Committee may form and delegate authority to sub-committees as appropriate to administer the Company's compensation and benefit programs. In its appointments to the Committee, the Board may give preference to directors with specific knowledge of executive compensation principles and/or experience in developing executive compensation plans.

III. Meetings

The Chair of the Committee shall preside at each meeting and, in consultation with the other members of the Committee and the Company's management, shall establish the agenda for each meeting. The Committee shall meet at least once a year or more frequently as necessary to carry out its responsibilities under this Charter.

IV. Authority and Responsibilities

The Committee shall have the power and authority of the Board to perform the following duties and to fulfill the following responsibilities:

1. determine and approve the terms and conditions of any executive employment agreement, including, but not limited to, cash and equity compensation, benefits and severance payments;

2. oversee, in conjunction with the Board and Company management, as appropriate, the administration of the compensation and benefit programs of the Company previously approved by the shareholders or the Committee;
3. approve annual goals and objectives for the Company's Chief Executive Officer (the "CEO") and evaluate performance of such goals and objectives in consultation with the Board; approve payment of annual cash incentives and grants or vesting of equity compensation to the CEO in consultation with the Board;
4. review, at least biennially, the Company's cash and equity compensation and benefits programs and levels of executive compensation relative to market and industry benchmarks;
5. work with Company management to develop and implement succession plans for executive officers and other key positions in the Company in consultation with the Board;
6. review, as appropriate, the Company's equity compensation programs, and with respect to executive officers individual terms of equity compensation, for the purpose of identifying any legal, accounting, taxation, or other related matters in connection with the institution or amendment thereof;
7. conduct a self-evaluation of its performance and submit a formal report to the Board and provide such other reports as may be requested by the Board or as are required to ensure that the Board remains fully informed of any changes to the Company's compensation or personnel practices;
8. review this Charter annually to determine its adequacy and recommend any changes to the Board for approval; and
9. perform any other activities consistent with this Charter and the Company's bylaws as the Committee or the Board deem appropriate.

V. Resources

In connection with carrying out its duties and responsibilities under this Charter the Committee shall have the authority to retain and terminate a compensation consultant to assist in the evaluation of director, CEO or senior executive compensation or the terms of any equity compensation plan or arrangement of the Company, and shall have the authority to obtain advice or assistance from internal or external legal, accounting or other advisors, as appropriate. In its sole discretion, the Committee shall have the authority to authorize such consultant's or advisors' fees and terms of engagement or retention.