

BELLSOUTH CORPORATION BOARD OF DIRECTORS
EXECUTIVE NOMINATING AND COMPENSATION COMMITTEE

CHARTER

I. Purpose

The Executive Nominating and Compensation Committee shall provide assistance to the Board of Directors in fulfilling its responsibility to the shareholders with respect to oversight of:

- Nomination and election of executives and of senior executive succession plans;
- Corporate philosophy for compensation and benefits;
- Executive compensation and benefits plans;
- Employee benefit plans; and
- Strategic human resources issues.

II. Committee Structure and Operations

The Committee shall:

- A. Be composed of three or more members of the Board of Directors each of whom is:
 1. independent under the definition set forth by the New York Stock Exchange listing standards and federal laws and regulations as they may be in effect from time to time,
 2. an “outside director” within the meaning of Internal Revenue Code Section 162(m) and regulations thereunder, and
 3. a “non-employee director” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934;
- B. Be appointed by, and its members shall be subject to removal by, the Board of Directors;
- C. Meet in conjunction with each regularly scheduled meeting of the Board of Directors or more frequently as circumstances require;

- D. Report Committee actions to the Board of Directors with such recommendations that the committee may deem appropriate;
- E. Have authority to form, and delegate its responsibilities to, subcommittees in its discretion, provided that any action approved by a subcommittee shall be subsequently reported to the Committee and subject to ratification by the Committee; and
- F. Select, retain and/or terminate, in its sole discretion, compensation and benefits consultants and other outside experts to provide independent advice to the Committee. In the event that the Committee retains a compensation consultant, the Committee shall have the sole authority to approve such consultant's fees and other engagement terms.

III. Duties and Responsibilities

A. Nomination and Election of Executives and of Senior Executive Succession Plans

- 1. Review the qualifications of, and nominate for election by the full Board, candidates for officer positions in compensation Bands BB and above, or their equivalents.
- 2. Review the qualifications of and elect candidates for other officer positions.
- 3. Oversee the Company's executive succession plans for senior executive positions including the CEO.

B. Corporate Philosophy for Compensation and Benefits

- 1. Establish an overall corporate philosophy with respect to executive compensation and benefits.

C. Executive Compensation and Benefits Plans

- 1. Provide oversight of the Company's executive compensation and benefits plans and programs to insure consistency with the executive compensation philosophy.
 - a. Regarding the establishment of new executive compensation and executive benefit plans and programs or the amendment or termination of existing plans and programs:
 - i. Recommend to the full Board for its approval new plans and programs, or amendment or termination of existing

plans and programs, which involve significant policy considerations or as otherwise appropriate.

- ii. Recommend to the full Board that it recommend for shareholder approval new plans and programs, or amendment or termination of existing plans or programs, as necessary or appropriate.
 - iii. Approve the adoption of all other plans and programs, or the amendment or termination of other existing plans and programs other than where such authority has been delegated to management.
- b. Delegate to management the authority to approve (a) the adoption of plans and programs that are not material and (b) non-material amendments to all existing compensation and benefit plans and programs.
2. Review and approve the executive compensation structure for all officer bands.
- a. Executive salary structure.
 - b. The forms, levels and terms and conditions of incentive compensation awards and equity-based plans.
 - c. The criteria to be used in determining such awards for all officer bands.
3. Review and approve recommendations from the CEO for individual awards, performance evaluations and attainment of corporate and business unit measurements for all officer bands.
- a. Review and approve individual salary levels and awards to be made within the executive compensation structure approved by the Committee for all officer bands.
 - b. Review and approve results to be used in determining compensation awards.
 - c. Certify in writing that performance objectives have been satisfied for purposes of Internal Revenue Code Section 162(m).
4. Review and approve corporate goals and objectives relevant to Chief Executive Officer compensation. Evaluate the performance of the Chief Executive Officer in light of these goals and objectives and, based on such

evaluation, determine and approve, the annual salary, bonus, long-term incentive compensation and other benefits of the Chief Executive Officer. The Committee Chairman will discuss the Chief Executive Officer's compensation with the independent directors before and after approval by the Committee.

- a. In determining the long-term incentive component of the Chief Executive Officer's compensation, the Committee will consider the Company's performance and relative shareholder return, the value of similar incentive awards to chief executive officers at comparable companies, the awards given to the Chief Executive Officer in past years, and other criteria deemed appropriate by the Committee.
5. Review and approve recommendations from the CEO for special compensation arrangements for all officers.
6. Review and approve the executive compensation disclosure in the Company's annual Proxy Statement.
7. Prepare and approve the Committee's Report on Executive Compensation as required by the rules of the Securities and Exchange Commission to be included in the Company's annual Proxy Statement.

C. Employee Benefits

1. Provide oversight of the Company's qualified employee benefit plans, including:
 - a. Recommendations to the full Board or the shareholders of the Company, as appropriate, regarding the establishment of new plans or the termination of existing plans.
 - b. Approval of material amendments to the terms and matching contribution levels of the Company's employee savings plans.
 - c. Oversight (except as to asset management) and approval of the terms of the Company's pension plans, including benefit levels, eligibility requirements and material plan amendments.
 - d. Delegation to management of the authority to make non-material changes to such plans or changes required or made possible by changes in applicable laws or regulations.

E. Strategic Human Resources Issues

1. Annually review the Company's strategic human resources issues to ensure that they are addressed in a manner that is in keeping with the Company's objectives.

F. General

1. The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee, including compliance with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board of Directors any improvements to this Charter that the Committee considers necessary or advisable.
2. Undertake from time to time such additional activities within the scope of the Committee's primary functions as it may deem appropriate and/or as assigned by the Board of Directors, the Chairman of the Board or the Chief Executive Officer.

As amended, effective 01-01-2005