

BELLSOUTH CORPORATION BOARD OF DIRECTORS

DIRECTOR NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

CHARTER

I. Purpose

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

- Corporate governance;
- Recommendation of nominees for election as members of the Board of Directors;
- Annual review of the qualifications and independence of current directors;
- Director compensation; and
- Annual assessment of the performance of the Board and Committees.

II. Committee Structure and Operations

The Director Nominating and Corporate Governance Committee shall:

- A. Be composed of three or more members of the Board of Directors, each of whom is independent under the definitions set forth in the New York Stock Exchange listing standards, federal laws and regulations, and the Company's governance principles, as they may be in effect from time to time;
- B. Be appointed by, and its members shall be subject to removal by, the Board of Directors;
- C. Meet as often as necessary to fulfill the responsibilities delegated to it by the full Board of Directors, but not less than two times per year;
- D. 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;
- E. Report Committee actions to the Board of Directors with such recommendations as the Committee may deem appropriate; and

- F. Have the sole authority to retain and terminate any search firm to be used to identify director candidates and to approve the search firm's fees and other engagement terms.

III. Duties and Responsibilities

A. Corporate Governance

1. Recommend to the Board of Directors amendments to the Articles of Incorporation and By-laws.
2. Recommend to the Board of Directors a set of corporate governance principles. The Committee shall review the principles on an annual basis, or more frequently if appropriate, and recommend changes as necessary.
3. Make recommendations to the Board of Directors regarding governance policies and practices, including:
 - a. size of the Board;
 - b. schedule of meetings and review of agenda;
 - c. criteria for membership;
 - d. retirement policy;
 - e. new director orientation; and
 - f. director stock ownership guidelines.
4. Recommend to the Board matters regarding Board Committees, such as assignment and rotation of Committee members and chairs, and changes to Committee charters.
5. Ensure that processes are in place for the annual CEO performance appraisal and for succession planning.

B. Recommendation of Nominees for Election as Members of the Board of Directors

1. Recommend criteria for membership on the Board of Directors, including expertise, business experience, character, and other board memberships of the candidate.
2. Identify and recommend to the Board of Directors, for election or re-election, individuals qualified to be Directors.

3. Review, at least annually, any change in professional affiliations or status of the Directors.

C. Annual Review of the Qualifications and Independence of Current Directors

1. Determine the independence of each non-management director as under the definitions set forth in the New York Stock Exchange listing standards, federal laws and regulations, and the Company's governance principles, as they may be in effect from time to time. Recommend the ratification by the Board of Directors of this determination.
2. Annually review any potential conflict of interest issues and other affiliations of the Board members.

D. Director Compensation

1. Recommend to the Board of Directors the program of compensation and benefits offered to non-management Directors.
2. Provide oversight of and monitor the Company's program of Director compensation and benefits.

E. Annual Assessment of Performance of the Board and Committees

1. Develop and recommend to the Board of Directors for its approval an annual self-evaluation process of the Board and its Committees. The Committee shall oversee the annual self-evaluations.

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