

BELLSOUTH CORPORATION BOARD OF DIRECTORS

FINANCE/STRATEGIC PLANNING COMMITTEE

CHARTER

I. Purpose

The Finance/Strategic Planning Committee shall provide assistance to the Board of Directors in fulfilling its responsibility to the shareholders with respect to its oversight of:

- Strategic Planning
- Financial Objectives and Policies

II. Committee Structure and Operations

The Finance/Strategic Planning Committee shall:

- A. Be composed of three or more members of the Board of Directors;
- 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. 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. Engage advisors as it determines is necessary to carry out its duties.

III. Duties and Responsibilities

A. Strategic Planning

1. Provide guidance to management in the development of strategic plans. Review and recommend to the Board of Directors for approval long-term business objectives and strategic plans developed by management. Review the allocations of corporate resources recommended by management, including the consistency of such activities and allocations with the long-term business objectives and strategic plans of the Company.
2. Review, approve, or recommend to the full Board of Directors, as indicated below, certain strategic decisions regarding expansion or exit from existing lines of business or countries and entry into new lines of business or countries, including acquisitions, joint ventures or dispositions of businesses and capital assets (“transactions”) and the financing of such transactions. In clarification of this item, the Committee shall:
 - a. be advised of transactions involving financial commitments of less than \$75 million;
 - b. approve transactions involving financial commitments from \$75 million to \$200 million; and
 - c. recommend and seek Board of Director approval for transactions involving financial commitments of more than \$200 million.

As further clarification of this item, with respect to any exit from a line of business, the financial commitment shall be measured by the amount of the proceeds in connection with the sale, the accounting impact from the write down or impairment of assets from any exit of a line of business or such other measures as may be appropriate.

3. On at least a semi-annual basis, but more often if deemed necessary by the Committee or requested by the Chairman of the Board of Directors, provide the full Board of Directors with a report of the transactions reviewed and approved during the previous six month period and any additional information that may be appropriate about these transactions.

B. Financial Objectives and Policies

1. Review, approve for presentation and make recommendations to the full Board of Directors with respect to financial plans and policy, including:
 - a. corporate finance and the capitalization of the Company;
 - b. the annual Consolidated Financial Commitment View;
 - c. dividend policy;

- d. equity and debt funding for the Company's subsidiaries and affiliate; and
 - e. exchange listing requirements, appointment of corporate agents and offering terms of corporate securities as appropriate.
2. Provide oversight of, review and keep informed on a timely basis with respect to the Company's policies, practices and proposals with respect to financial management and treasury operations, including:
- a. trust asset administration and actuarial matters affecting the Company's qualified benefit plans and satisfying itself that the actions of management and the Committee are in the best interest of the participants in and beneficiaries of such plans; and
 - b. financial results and other matters or events having significant financial impact.

Make such recommendations to the full Board of Directors as the Committee deems appropriate with respect to the fiscal affairs of the Company, shareholder relations and establishment of approval authority levels.

C. 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