

SOUTHERN COMPANY

Governance Committee Charter

Function

The Governance Committee of the Board of Directors (the “Committee”) is charged with the responsibility of the oversight of the composition of the Board and its committees, identification and recommendation of individuals to become Board members, determination of non-employee director’s compensation, maintenance of a statement of corporate governance guidelines, and coordination of performance evaluations of the Board and its committees.

This charter will be published on the Company’s website, made available in written form upon request and referenced in the Company’s Annual Proxy Statement.

Duties and Responsibilities

The Committee shall:

- Develop and revise, as appropriate, Board membership criteria. Primary consideration is to be given to the then current needs of the Board that are present at that time.
- Recommend the number of directors to comprise the Board at any given time.
- Evaluate and recommend nominees for election to the Board at annual meetings of stockholders and persons to fill vacancies that may occur between annual meetings of stockholders. The Committee will review its recommendation with the Chief Executive Officer. The Committee shall have:
 - the sole authority to retain and terminate any search firm to be used to identify director candidates, and
 - the sole authority to approve the search firm’s fees and other retention terms.
- Determine the independence of directors pursuant to rules and guidelines as set forth in applicable exchange listing agreements, SEC rules and regulations, and federal or state legislation. The Committee will review with the Board for its consideration the relations and transactions considered by the Committee and the reasons for its decisions in the determination of director independence.
- Review annually the stock ownership of the independent directors to determine compliance with the stock ownership requirements set forth in the governance guidelines and address any deficiencies.

- Direct the Committee Chairman, or the Chairman's designee, along with the Chief Executive Officer, to extend invitations for Board membership to prospective directors.
- With respect to the standing committees of the Board, the Committee shall: (i) review annually the Committee assignments and make recommendations to the Board for any changes to the Board; and (ii) review from time to time the stated responsibilities of the Board's committees and make recommendations to the Board for any changes, including the creation and elimination of committees.
- Review annually outside board memberships of all directors, including the Chief Executive Officer.
- Review the Company's corporate governance guidelines as needed and recommend any changes to the Board.
- Review and make recommendations regarding corporate governance issues that may arise from time to time.
- Review total compensation for non-employee directors at least annually and recommend any changes to the Board.
- Establish and review appropriate director education and new director orientation programs.
- Review risks and associated risk management activities related to certain regulatory and corporate image issues.

Membership

The Committee shall consist of at least three members, and shall be composed entirely of independent directors. Each member of the Committee shall be qualified to serve on the Committee pursuant to the requirements of the New York Stock Exchange and any additional requirements that the Board deems appropriate.

The members of the Committee and its Chairman shall be appointed annually by the Board. Any vacancy on the Committee shall be filled by a majority vote of the Board. No member of the Committee shall be removed except by majority vote of the Board.

Evaluations

The Committee will set evaluation criteria for its performance and conduct, at least annually, a performance evaluation of its activities. The Committee is responsible for coordinating an annual performance evaluation of the Board and for assuring that at least annually the Audit, Compensation and Management Succession, Finance and Nuclear/Operations committees perform a self-evaluation and report that evaluation to the Committee.

Investigations and Studies; Outside Advisors

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Company's expense, such independent counsel or other consultants or advisors as it deems necessary.

Meetings

The Committee shall meet at such times as deemed appropriate by the Chairman of the Committee or any two of the members of the Committee. A quorum for the transaction of any business by the Committee shall be a majority of the members of the Committee. The act of a majority of the directors serving at any meeting of the Committee at which a quorum is present shall be the act of the Committee. Meetings of the Committee may utilize conference call, Internet, or other similar electronic communication technology. The Committee shall meet in executive session as it deems appropriate.

The Committee shall maintain minutes of its meetings and records relating to those meetings.

The Committee shall make regular reports to the Board of Directors.

April 21, 2008