SouthernLINC Wireless

A Southern Company

JAS

January 19, 2009

Ron Hinson, SVP Comptroller & CAO SCS
Southern Company
241 Ralph McGill Boulevard
Bin 10137
Atlanta, Georgia 30308

Ron,

Attached is the revised Exhibit B related to billings by SouthernLINC to the affiliates for 2008 and 2009, which you signed in mid-December.

I was holding the exhibit to determine if the implications of David Ratcliffe's December 18 email would reduce our costs and our billings to affiliates. There seem to be so many moving parts at the moment with regard to our 2009 costs that my preference would be to wait until later in the year to sign another revised exhibit if a lower 2009 billing amount is anticipated.

If you wish to pursue another approach, please let me know.

Craig Elder

cc: Mac Beale
Karen Dowdle

R. Craig Elder
Chief Financial Officer
Vice President and Treasurer

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EXHIBIT B

Pricing
(Revised as of December 1, 2008)

I. Service Fees

SCS will pay SouthernLINC an annual service fee for 2008 of $34.0 million, in 10 equal monthly payments of $3.183 million, then one net payment of $2.183 million for November and no payment for December. SCS will pay SouthernLINC an annual service fee for 2009 of $48.2 million, in 12 equal monthly payments of $4.017 million. These aforementioned service fees include the following:

(i) 30,000 total lines of service (voice or data);

(ii) 5,000 Blackberry lines of service (include din total (i) above; and

(iii) 3,155 toll free numbers (physical switch limitation).

If monthly service lines exceed these aforementioned limits, then SCS will pay SouthernLINC the following additional monthly fees:

(i) $100 per voice or data service line per month for each line that exceeds 30,000 plus an additional;

(ii) $11 per Blackberry line of service per month for each Blackberry line that exceeds 5,000.

SCS will pay SouthernLINC additional fees for any purchases of digital content and Java application downloads (i.e., ringtones, wallpaper, ringback tones, etc.), as well as iTRAK services, based on web store prices and/or subscription rates. SouthernLINC will bill these fees, as necessary, on a periodic basis.

II. Equipment Purchases

SCS and its client companies may purchase phones and other equipment form SouthernLINC at SouthernLINC's then current cost (i.e., wholesale price plus associated overhead, shipping and handling fees). SouthernLINC will bill SCS or its client companies separately at SouthernLINC's cost for any equipment installation in vehicles or premises.