

SOUTHERN CO
Form U5S
April 19, 2005

Table of Contents

SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM U5S

ANNUAL REPORT

For the Fiscal Year Ended December 31, 2004

Filed pursuant to the Public Utility Holding Company Act of 1935

by

THE SOUTHERN COMPANY

270 PEACHTREE STREET, N. W.

ATLANTA, GEORGIA 30303

THE SOUTHERN COMPANY
FORM U5S
2004

TABLE OF CONTENTS

ITEM	PAGE NUMBER
<u>1. System Companies and Investments therein as of December 31, 2004</u>	1
<u>2. Acquisitions or Sales of Utility Assets</u>	8
<u>3. Issue, Sale, Pledge, Guarantee or Assumption of System Securities</u>	8
<u>4. Acquisition, Redemption or Retirement of System Securities</u>	9
<u>5. Investments in Securities of Nonsystem Companies</u>	10
<u>6. Officers and Directors</u>	11
<u>7. Contributions and Public Relations</u>	36
<u>8. Service, Sales and Construction Contracts</u>	38
<u>9. Wholesale Generators and Foreign Utility Companies</u>	40

10. Financial Statements and Exhibits

A

i

Table of Contents**ITEMS****ITEM 1. SYSTEM COMPANIES AND INVESTMENTS THEREIN AS OF DECEMBER 31, 2004.**

Name of Company (Add abbreviation used herein)	Number of Common Shares Owned	Percentage of Voting Power	Issuer Book Value (In thousands)	Owner s Book Value	Type of Company
THE SOUTHERN COMPANY (SOUTHERN) unsecured debts	None	None	n/a	n/a	Registered holding company
ALABAMA POWER COMPANY (ALABAMA) Alabama Energy Providers, Inc.*	8,250,000	100%	\$ 118,157(a)	\$ 118,157	Electric utility company
Alabama Property Company	1,000	100%	1	1	Energy-related company
Alabama Power Capital Trust IV (ALABAMA TRUST IV) (b)	1,000	100%	\$ 10,599	\$ 10,599	Non-utility subsidiary
Alabama Power Capital Trust V (ALABAMA TRUST V) (b)	n/a	n/a	\$ 3,093	\$ 3,093	Special purpose subsidiary
Alabama Power Capital Trust VI *	n/a	n/a	\$ 6,186	\$ 6,186	Special purpose subsidiary
Alabama Power Capital Trust VII *	n/a	n/a	n/a	n/a	Special purpose subsidiary
Alabama Power Capital Trust VIII *	n/a	n/a	n/a	n/a	Special purpose subsidiary
Southern Electric Generating Company (SEGCO) (c)	164,000	50%	\$ 29,734	\$ 29,734	
GEORGIA POWER COMPANY (GEORGIA) (d) SEGCO (c)	7,761,500	100%	\$ 4,890,561	\$ 4,890,561	Electric utility company
Piedmont-Forrest Corporation (PIEDMONT)	164,000	50%	\$ 29,734	\$ 29,734	Non-utility subsidiary
Georgia Power Capital Trust IV (GEORGIA TRUST IV) (b)*	100,000	100%	\$ 5,743	\$ 5,743	
	n/a	n/a	\$ 11,499(e)	\$ 11,499(e)	Special purpose subsidiary
	n/a	n/a	\$ 0	\$ 0	

Table of Contents**ITEM 1. SYSTEM COMPANIES AND INVESTMENTS THEREIN AS OF DECEMBER 31, 2004.**

Name of Company (Add abbreviation used herein)	Number of Common Shares Owned	Percentage of Voting Power	Issuer Book Value	Owner s Book Value	Type of Company
Georgia Power Capital Trust V (GEORGIA TRUST V) (b)	n/a	n/a	\$ 13,608	\$ 13,608	Special purpose subsidiary
Georgia Power Capital Trust VI (GEORGIA TRUST VI) (b)	n/a	n/a	\$ 9,354	\$ 9,354	Special purpose subsidiary
Georgia Power Capital Trust VII (GEORGIA TRUST VII) (b)	n/a	n/a	\$ 6,261	\$ 6,261	Special purpose subsidiary
Georgia Power Capital Trust VIII *	n/a	n/a	n/a	n/a	Special purpose subsidiary
Georgia Power Capital Trust IX *	n/a	n/a	n/a	n/a	Special purpose subsidiary
Georgia Power Capital Trust X *	n/a	n/a	n/a	n/a	Special purpose subsidiary
GULF POWER COMPANY (GULF)	992,717	100%	\$ 592,172	\$ 592,172	Electric utility company
Gulf Power Capital Trust III (GULF TRUST III) (b)	n/a	n/a	\$ 928	\$ 928	Special purpose subsidiary
Gulf Power Capital Trust IV (GULF TRUST IV) (b)	n/a	n/a	\$ 1,238	\$ 1,238	Special purpose subsidiary
Gulf Power Capital Trust V *	n/a	n/a	n/a	n/a	Special purpose subsidiary
Gulf Power Capital Trust VI *	n/a	n/a	n/a	n/a	Special purpose subsidiary
MISSISSIPPI POWER COMPANY (MISSISSIPPI)	1,121,000	100%	\$ 545,837	\$ 545,837	Electric utility company
Mississippi Power Capital Trust II (MISSISSIPPI TRUST II) (b)	n/a	n/a	\$ 1,082	\$ 1,082	Special purpose subsidiary
Mississippi Power Capital Trust III *	n/a	n/a	n/a	n/a	Special purpose subsidiary

Table of Contents**ITEM 1. SYSTEM COMPANIES AND INVESTMENTS THEREIN AS OF DECEMBER 31, 2004.**

Name of Company (Add abbreviation used herein)	Number of Common Shares Owned	Percentage of Voting Power	Issuer Book Value (In thousands)	Owner s Book Value	Type of Company
Mississippi Power Capital Trust IV *	n/a	n/a	n/a	n/a	Special purpose subsidiary
Mississippi Power Services, Inc.*	100	100%	\$ 10	\$ 10	Energy-related company
SAVANNAH ELECTRIC AND POWER COMPANY (SAVANNAH) (f)	10,844,635	100%	\$ 232,156	\$ 232,156	Electric utility company
Savannah Electric Capital Trust II *	n/a	n/a	n/a	n/a	Special purpose subsidiary
CHANGE IN CONTROL TRUST (g)	n/a	n/a	\$ 30,472	\$ 30,472	
DEFERRED CASH TRUST (g)	n/a	n/a	\$ 960	\$ 960	
DEFERRED STOCK TRUST (g)	n/a	n/a	\$ 7,236	\$ 7,236	
SOUTHERN COMPANY HOLDINGS, INC. (Southern Holdings) (h)	9,111	91.11%	\$ 456,776	\$ 423,070	Non-utility subsidiary
Southern Company Capital Funding, Inc. (Capital Funding)	1,000	100%	\$ 25,216	\$ 25,216	Special purpose subsidiary
Southern Company Capital Trust I (b)	n/a	n/a	\$ 10,395	\$ 10,395	Special purpose subsidiary
Southern Company Capital Trust II (b)	n/a	n/a	\$ 2,391	\$ 2,391	Special purpose subsidiary
Southern Company Capital Trust VI (b)	n/a	n/a	\$ 6,197	\$ 6,197	Special purpose subsidiary
Southern Company Capital Trust VII *	n/a	n/a	n/a	n/a	Special purpose subsidiary
Southern Company Capital Trust VIII *	n/a	n/a	n/a	n/a	Special purpose subsidiary
Southern Company Capital Trust IX *	n/a	n/a	n/a	n/a	Special purpose subsidiary
Southern Company Energy Solutions LLC (SCES LLC)	n/a	100%	\$ 8,196	\$ 8,196	Energy-related company
Biomass Synthetic Gas Production Facility, LLC*	n/a	100%			Energy-related company
Alabama Synfuel Energy, Inc.	1,000	100%	\$ 50,800	\$ 50,800	Energy-related company
Synfuel Services, Inc. (Synfuel Services)	1,000	100%	\$ 1,275	\$ 1,275	Energy-related company

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Energy Related Activities Inc. (ERA)	1,000	100%	\$	8,925	\$	8,925	Energy-related company
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3

Table of Contents**ITEM 1. SYSTEM COMPANIES AND INVESTMENTS THEREIN AS OF DECEMBER 31, 2004.**

Name of Company (Add abbreviation used herein)	Number of Common Shares Owned	Percentage of Voting Power	Issuer Book Value (In thousands)	Owner s Book Value	Type of Company
Southern Company Electrotechnologies, Inc. (Electrotechnologies)(i)	100	100%	\$ 34,835	\$ 34,835	Energy-related company
Southern Company Rail Services, Inc. (SCRS)	1,000	100%	\$ 3,807	\$ 3,807	Energy-related company
Southern Electric Railroad Company (SERC)	5,000	100%	\$ 5	\$ 5	Non-utility subsidiary
SE Finance Capital Corporation II	1,000	100%	\$ 287,100	\$ 287,100	Non-utility subsidiary
SE Finance Capital Corporation	1,000	100%	\$ 225,484	\$ 225,484	Non-utility subsidiary
Southern Energy Finance Company, Inc.	1,000	100%	\$ 385,767	\$ 385,767	Non-utility subsidiary
Carbontronics, LLC (j)	n/a	1%	\$ 23,663	\$ 237	Energy-related company
EPZ Lease, Inc.	1,000	100%	\$ 74,236	\$ 74,236	Non-utility subsidiary
EPZ Lease, LLC	n/a	n/a	\$ 118,893	\$ 118,893	Non-utility subsidiary
EPZ Lease Holding A, LLC	n/a	n/a	\$ 36,028	\$ 36,028	Non-utility subsidiary
EPZ Lease Trust A (b)	n/a	n/a	\$ 36,027	\$ 36,027	Foreign utility company
EPZ Lease Holding B, LLC	n/a	n/a	\$ 36,028	\$ 36,028	Non-utility subsidiary
EPZ Lease Trust B (b)	n/a	n/a	\$ 36,027	\$ 36,027	Foreign utility company
EPZ Lease Holding C, LLC	n/a	n/a	\$ 48,037	\$ 48,037	Non-utility subsidiary
EPZ Lease Trust C (b)	n/a	n/a	\$ 48,036	\$ 48,036	Foreign utility company
Dutch Gas Lease, Inc.	1,000	100%	\$ 148,653	\$ 148,653	Non-utility subsidiary
Dutch Gas Lease, LLC	n/a	n/a	\$ 264,403	\$ 264,403	Non-utility subsidiary
Dutch Gas Lease Holding A, LLC	n/a	n/a	\$ 104,725	\$ 104,725	Non-utility subsidiary
Dutch Gas Lease Trust A (b)	n/a	n/a	\$ 104,725	\$ 104,725	

Dutch Gas Lease Holding B, LLC	n/a	n/a	\$ 80,567	\$ 80,567	Foreign utility company Non-utility subsidiary
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4

Table of Contents**ITEM 1. SYSTEM COMPANIES AND INVESTMENTS THEREIN AS OF DECEMBER 31, 2004.**

Name of Company (Add abbreviation used herein)	Number of Common Shares Owned	Percentage of Voting Power	Issuer Book Value (In thousands)	Owner s Book Value	Type of Company
Dutch Gas Lease Trust B (b)	n/a	n/a	\$ 80,567	\$ 80,567	Foreign utility company
Dutch Gas Lease Holding C, LLC	n/a	n/a	\$ 79,112	\$ 79,112	Non-utility subsidiary
Dutch Gas Lease Trust C (b)	n/a	n/a	\$ 79,112	\$ 79,112	Foreign utility company
NUON Lease, Inc.	1,000	100%	\$ 139,750	\$ 139,750	Non-utility subsidiary
NUON Lease Holding D, LLC	n/a	n/a	\$ 105,720	\$ 105,720	Non-utility subsidiary
NUON Lease Trust D (b)	n/a	n/a	\$ 105,720	\$ 105,720	Foreign utility company
NUON Lease Holding E, LLC	n/a	n/a	\$ 82,805	\$ 82,805	Non-utility subsidiary
NUON Lease Trust E (b)	n/a	n/a	\$ 78,182	\$ 78,182	Foreign utility company
NUON Lease Holding F, LLC	n/a	n/a	\$ 54,094	\$ 54,094	Non-utility subsidiary
NUON Lease Trust F (b)	n/a	n/a	\$ 51,562	\$ 51,562	Foreign utility company
GAMOG Lease, Inc.	1,000	100%	\$ 108,530	\$ 108,530	Non-utility subsidiary
GAMOG Lease Holding G, LLC	n/a	n/a	\$ 40,413	\$ 40,413	Non-utility subsidiary
GAMOG Lease Trust G (b)	n/a	n/a	\$ 40,413	\$ 40,413	Foreign utility company
GAMOG Lease Holding H, LLC	n/a	n/a	\$ 94,610	\$ 94,610	Non-utility subsidiary
GAMOG Lease Trust H (b)	n/a	n/a	\$ 94,610	\$ 94,610	Foreign utility company
GAMOG Lease Holding I, LLC	n/a	n/a	\$ 47,032	\$ 47,032	Non-utility subsidiary
GAMOG Lease Trust I (b)	n/a	n/a	\$ 47,032	\$ 47,032	Foreign utility company
Clairton, Inc.	1,000	100%	\$ 13,483	\$ 13,483	Non-utility subsidiary
Clairton, LLC (k)	n/a	85%	\$ 17,567	\$ 14,932	Energy-related company

Table of Contents**ITEM 1. SYSTEM COMPANIES AND INVESTMENTS THEREIN AS OF DECEMBER 31, 2004.**

Name of Company (Add abbreviation used herein)	Number of Common Shares Owned	Percentage of Voting Power	Issuer Book Value (In thousands)	Owner s Book Value	Type of Company
Clairton 2, Inc.	1,000	100%	\$ 3,348	\$ 3,348	Non-utility subsidiary
Clairton, LLC (k)	n/a	15%	\$ 17,567	\$ 2,635	Energy-related company
Carbontronics, Inc	1,000	100%	\$ 34,514	\$ 34,514	Non-utility subsidiary
Carbontronics, LLC (j)	n/a	99%	\$ 23,663	\$ 23,426	Energy-related company
SE Choctaw, Inc.	1,000	100%	\$ 14,807	\$ 14,807	Non-utility company
SE Choctaw II, LLC	n/a	100%	\$ 98,126	\$ 98,126	Non-utility subsidiary
SE Choctaw, LLC	n/a	100%	\$ 98,126	\$ 98,126	Exempt wholesale generator
SE Lease, Inc. (l)	1,000	100%	\$ 67,092	\$ 67,092	Non-utility subsidiary
SE Ravenswood Lease LLC (l)	n/a	100%	\$ 75,880	\$ 75,880	Non-utility subsidiary
SE Ravenswood Trust (l)	n/a	100%	\$ 75,880	\$ 75,880	Exempt wholesale generator
SOUTHERN COMPANY FUNDING CORPORATION (Southern Funding)	1,000	100%	\$ 10	10	Special purpose subsidiary
SOUTHERN COMPANY GAS LLC (Southern Company GAS)	n/a	100%	\$ 17,620	\$ 17,620	Energy-related company
SOUTHERN COMPANY SERVICES, INC. (SCS) (m)	14,500	100%	(\$ 24,850)	(\$ 24,850)	Service company
SOUTHERN COMMUNICATIONS SERVICES, INC. (SouthernLINC Wireless)	500	100%	\$ 122,641	\$ 122,641	Non-utility subsidiary
Reese Telecommunications, Inc.	50,000	100%	\$ 800	\$ 800	Non-utility subsidiary
SOUTHERN INFORMATION HOLDING COMPANY, INC. (Powercall)	1,000	100%	\$ 1,453	\$ 1,453	Non-utility subsidiary
Southern Information 1, Inc.*	1,000	100%	\$ 0	\$ 0	Non-utility subsidiary

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Southern Information 2, Inc.*	1,000	100%	\$	0	\$	0	Non-utility subsidiary
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6

Table of Contents**ITEM 1. SYSTEM COMPANIES AND INVESTMENTS THEREIN AS OF DECEMBER 31, 2004.**

Name of Company (Add abbreviation used herein)	Number of Common Shares Owned	Percentage of Voting Power	Issuer Book Value (In thousands)	Owner s Book Value	Type of Company
SOUTHERN NUCLEAR OPERATING COMPANY, INC. (Southern Nuclear)	1,000	100%	\$ 33,468	\$ 33,468	Service company
SOUTHERN POWER COMPANY (SOUTHERN POWER) Cherokee Falls Development of South Carolina LLC (Southern Company Cherokee)	1,000	100%	\$ 811,611	\$ 811,611	Electric utility company Non-utility subsidiary
Klondike Development LLC (Southern Company Klondike)	n/a	100%	\$ 33	\$ 33	Non-utility subsidiary
Southern Company-Florida LLC (Southern Company Florida)	n/a	100%	\$ 151,436	\$ 151,436	Exempt wholesale generator
Southern Company-Jet Port LLC (Southern Company Jet Port)	n/a	100%	\$ 3,715	\$ 3,715	Non-utility subsidiary
SPC McLeod LLC (Southern Company McLeod)	n/a	n/a	\$ 4,506	\$ 4,506	Non-utility subsidiary
St. Lucie Holdings Cana LLC (n)	n/a	n/a	\$ 4,657	\$ 4,657	Non-utility subsidiary Exempt tele-communication company
SOUTHERN TELECOM, INC. (Southern Telecom)	1,000	100%	\$ 8,177	\$ 8,177	Non-utility subsidiary
Southern Telecom 1, Inc.	1,000	100%	\$ 0	\$ 0	Non-utility subsidiary
Southern Telecom 2, Inc.	1,000	100%	\$ 0	\$ 0	Non-utility subsidiary
SOUTHERN MANAGEMENT DEVELOPMENT, INC. (Southern Management)	500	100%	\$ 35,433	\$ 35,433	Energy-related company
Southern Holdings (h)	889	8.89%	\$ 456,776	\$ 33,676	Non-utility subsidiary
NuStart Energy Development, LLC	n/a	12.5%	\$ 8,000	\$ 1,000	Energy-related company

Table of Contents**ITEM 1. SYSTEM COMPANIES AND INVESTMENTS THEREIN AS OF DECEMBER 31, 2004.**

Notes to Item 1.

* Inactive companies.

(a) Unsecured debt

Company Name	Amount (in thousands)	Interest Rate
SouthernLINC Wireless	\$ 40,341	5.50%
Southern Holdings	\$ 22,400	5.50%
Southern Company GAS	\$ 50,690	5.29%
SCRS	\$ 4,726	5.50%

(b) A Delaware statutory trust. The form of equity investment is paid in capital.

(c) SEGCO is 50% owned by ALABAMA and 50% owned by GEORGIA. The amounts shown reflect the respective ownership of each company.

(d) GEORGIA has an investment in Alliance Technology Ventures which is consolidated with the accounts of GEORGIA in accordance with generally accepted accounting principles, but does not represent a subsidiary of GEORGIA in accordance with the Public Utility Holding Company Act, as amended.

(e) Promissory note due on demand; interest rate, based on GEORGIA's embedded cost of capital, was 8.80% at January 1, 2005.

(f) Savannah Electric Capital Trust I was dissolved in 2004.

(g) Trusts established to fund certain deferred compensation arrangements for SOUTHERN's management and directors. These trusts are consolidated with the accounts of SOUTHERN in accordance with generally accepted accounting principles, but do not represent subsidiaries of SOUTHERN.

(h) Southern Holdings is partially owned by Southern Management.

(i) Electrotechnologies has an investment in Advent Energy II LP which is consolidated with the accounts of Electrotechnologies in accordance with generally accepted accounting principles, but does not represent a subsidiary of Electrotechnologies in accordance with the Public Utility Holding Company Act of 1935, as amended.

(j) Carbontronics, LLC is 1% owned by Southern Energy Finance Company, Inc. and 99% owned by Carbontronics, Inc.

(k) Clairton, LLC is 85% owned by Clairton, Inc. and 15% owned by Clairton 2, Inc.

- (l) SE Lease, Inc. was incorporated in Delaware on May 3, 2004, SE Ravenswood Lease, LLC is a limited liability company organized in Delaware on May 25, 2004 and the SE Ravenswood Trust is a Delaware statutory trust formed on May 17, 2004. These companies were organized for the purpose of completing the purchase from Keyspan Corporation and subsequent leaseback of the Ravenswood Expansion Facility, a 250 megawatt combined cycle gas turbine facility in New York, NY.
- (m) See Consolidating Statements of Comprehensive Income on page A-15 herein for information regarding SCS negative book value.
- (n) St. Lucie Holdings Cana, LLC is a limited liability company organized in Delaware on June 4, 2004 for the purpose of holding potential generating facility sites.

ITEM 2. ACQUISITION OR SALES OF UTILITY ASSETS.

NONE.

ITEM 3. ISSUE, SALE, PLEDGE, GUARANTEE OR ASSUMPTION OF SYSTEM SECURITIES.

NONE.

Table of Contents**ITEM 4. ACQUISITION, REDEMPTION OR RETIREMENT OF SYSTEM SECURITIES.****Calendar Year 2004**

Name of Issuer and Title of Issue	Name of Company Acquiring, Redeeming or Retiring Securities	Number of Shares or Principal Amount			Consideration	Indicate Commission Authorization (See Note)
		Acquired	Redeemed	Retired		
ALABAMA:						
Senior Notes						
Series J 6.75% due 2039	ALABAMA	None	\$ 200,000,000	None	\$ 200,000,000	
Series K 7.125% due 2004	ALABAMA	None	\$ 250,000,000	None	\$ 250,000,000	
Series N 4.875% due 2004	ALABAMA	None	\$ 275,000,000	None	\$ 275,000,000	
GEORGIA:						
Senior Notes						
Series D 6.625% due 2039	GEORGIA	\$ 100,000,000	None	\$ 100,000,000	\$ 100,000,000	
Series H 6.70% due 2011	GEORGIA	\$ 100,000,000	None	\$ 100,000,000	\$ 100,000,000	
Trust Preferred Securities						
6.85% due 2029	GEORGIA	\$ 200,000,000	None	\$ 200,000,000	\$ 200,000,000	
GULF:						
Senior Notes						
Series B 7.05% due 2004	GULF	None	\$ 50,000,000	None	\$ 50,000,000	
Series D 6.10% due 2016	GULF	None	\$ 75,000,000	None	\$ 75,000,000	
MISSISSIPPI:						
Preferred Stock						
7% Series	MISSISSIPPI	None	\$ 4,984,000	None	\$ 4,984,000	
6.32% Series	MISSISSIPPI	None	\$ 15,000,000	None	\$ 15,000,000	
6.65% Series	MISSISSIPPI	None	\$ 8,404,000	None	\$ 8,404,000	
5.25% Series	MISSISSIPPI	\$ 30,000,000	None	None	\$ 30,000,000	
Senior Notes						
Series D Floating Rate due 2004	MISSISSIPPI	None	\$ 80,000,000	None	\$ 80,000,000	
	MISSISSIPPI	\$ 40,000,000	None	None	\$ 40,000,000	

Series F Floating Rate due
2009

SAVANNAH:

Trust Preferred Securities

Series A 6.85% due 2028	SAVANNAH	None	\$ 40,000,000	None	\$ 40,000,000
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Note to Item 4: All transactions exempt pursuant to Rule 42(b)(2), (4) or (5).

Table of Contents**ITEM 5. INVESTMENTS IN SECURITIES OF NONSYSTEM COMPANIES.**

Name of Owner	Name of Issuer	Number of Shares or Principal Amount Owned	Carrying Value to Owner
SOUTHERN (one item)	(1)	2,132,669 shares	\$ 1,119,635
ALABAMA (four items)	(2)	1,972,386 shares	\$ 1,972,386
GEORGIA (one item)	(3)	\$ 3,500,538	\$ 1,350,425
GULF (20 items)	(4)	1,012 shares	\$ 0
Southern Management (one item)	(5)	10.351%	\$ 1,026,671
SAVANNAH (15 items)	(4)	385 shares	\$ 1
Electrotechnologies (one item)	(6)	85.2%	\$ 21,958,226
Alabama Synfuel Energy, Inc. (one item)	(7)	60.6%	\$ 17,048,818
Carbontronics, LLC (one item)	(7)	24.975%	\$ 11,859,341
Clairton, LLC (one item)	(8)	14.67%	\$ 17,490,933

Notes to Item 5:

(1) Represents SOUTHERN's participation in Perfect Commerce, Inc. (Perfect Commerce). Prior to November 2004, SOUTHERN's participation was in Pantellos Corporation (Pantellos). In November 2004, Perfect Commerce completed its merger with Pantellos. Perfect Commerce is focused on helping participants reduce the cost and complexity of their purchasing processes.

(2) Debt securities issued by instrumentalities of political subdivisions within ALABAMA's service area to build promotional industrial buildings that will assist in advancing business and industrial development.

(3) Investment made in a private venture capital fund for the purpose of assisting early-stage and high technology companies located principally in the Southeast, with a focus on Georgia-based firms. (See File No. 70-8085.)

(4) Securities representing bankruptcy distributions applicable to obligations of customers incurred in the ordinary course of business.

(5) Investment in a limited partnership that consists of energy related companies.

(6) Investment in a limited partnership that provides risk capital for, and makes investments in, the securities of companies engaged in the development and commercialization of electrotechnologies.

(7) Investment in an entity that converts coal into synthetic fuel.

(8) Investment in a limited partnership that produces alternative fuel.

Table of Contents

ITEM 6. OFFICERS AND DIRECTORS.

PART I.

The following are the abbreviations to be used for principal business address and positions.

Principal Business Address	Code
270 Peachtree Street Atlanta, GA 30303	(a)
600 North 18th Street Birmingham, AL 35291	(b)
241 Ralph McGill Boulevard, N.E. Atlanta, GA 30308-3374	(c)
One Energy Place Pensacola, FL 32520	(d)
2992 West Beach Boulevard Gulfport, MS 39501	(e)
600 East Bay Street Savannah, GA 31401	(f)
5555 Glenridge Connector Atlanta, GA 30342	(g)
42 Inverness Center Parkway Birmingham, AL 35242	(h)
40 Inverness Center Parkway Birmingham, AL 35242	(i)
601 Pennsylvania Ave., NW Suite 800 South Washington, DC 20004	(j)
1403 Foulk Road Foulkstone Plaza Suite 102-9 Wilmington, DE 19803	(k)
4000 DeKalb Technology Parkway Suite 100 Atlanta, GA 30340	(l)
3003 Summit Boulevard	(m)

Suite 700
Atlanta, GA 30319

Position	Code
Chairman of the Board	CH
Director	D
President	P
Chief Executive Officer	CEO
Chief Financial Officer	CFO
Chief Accounting Officer	CAO
Chief Information Officer	CIO
Chief Operating Officer	COO
Chief Production Officer	CPO
Senior Executive Vice President	SEVP
Executive Vice President	EVP
Senior Vice President	SVP
Financial Vice President	FVP
Vice President	VP
Controller/Comptroller	C
Counsel	L
Manager	M
Secretary	S
Treasurer	T

SOUTHERN

Name and Principal Address (a)	Position
Daniel P. Amos 1932 Wynnton Road Columbus, GA 31999	D
Dorrit J. Bern 450 Winks Lane Bensalem, PA 19020	D
Francis S. Blake 2455 Paces Ferry Road Atlanta, GA 30329	D
Thomas F. Chapman 1550 Peachtree Street, NW Atlanta, GA 30309	D
Bruce S. Gordon 166 Duane Street Apt. 7B New York, NY 10013	D
Donald M. James 1200 Urban Center Drive Liberty Park Office Complex Birmingham, AL 35242	D
Zack T. Pate 806 Kinloch N.W. Atlanta, GA 30327	D

J. Neal Purcell
590 Marsh Park Drive
Duluth, GA 30097
David M. Ratcliffe

D

D,P, CEO,CH

Table of Contents**ITEM 6. OFFICERS AND DIRECTORS.****PART I. (Continued)****SOUTHERN (continued)**

Name and Principal Address (a)	Position
Gerald J. St. Pé 1020 Eastwood Drive Pascagoula, MS 39567	D
Dwight H. Evans	EVP
Thomas A. Fanning	EVP
Michael D. Garrett (c)	EVP
Leonard J. Haynes	EVP
G. Edison Holland	EVP,L
Charles D. McCrary (b)	EVP
David R. Altman	VP
Rebecca A. Blalock (c)	VP
Jackie J. Collins	VP
Ellen N. Lindemann	VP
Joseph A. Miller (j)	VP
W. Dean Hudson (c)	CAO,C
Tommy Chisholm	S

ALABAMA

Name and Principal Address (b)	Position
Whit Armstrong P. O. Box 310900 Enterprise, AL 36331	D
David J. Cooper, Sr. 118 N. Royal Street Mobile, AL 36602	D
R. Kent Henslee 754 Chestnut Street Gadsden, AL 35901	D
John D. Johns 2801 Highway 280 South Birmingham, AL 35223	D
Carl E. Jones, Jr. P. O. Box 10247 Birmingham, AL 35202	D
Patricia M. King 2548 US Highway 78 Anniston, AL 36207	D
James K. Lowder 2000 Interstate Park Drive Suite 400	D

Table of Contents**ITEM 6. OFFICERS AND DIRECTORS****PART I. (Continued)****ALABAMA PROPERTY COMPANY**

Name and Principal Address (b)	Position
Charles D. McCrary	D,P
William B. Hutchins, III	D,VP
C. Alan Martin	D,VP
Larry Grill	VP
Art P. Beattie	C
William E. Zales, Jr.	S
J. Randy DeRieux	T

ALABAMA ENERGY PROVIDERS, INC.

Name and Principal Address (b)	Position
Rodney O. Mundy	D
William B. Hutchins, III	D,VP
C. Alan Martin	D
Michael L. Scott	D,P
William E. Zales, Jr.	S
J. Randy DeRieux	T

GEORGIA

Name and Principal Address (c)	Position
Juanita Powell Baranco 4355 Highway 78 Lilburn, GA 30047	D
Robert L. Brown, Jr. 250 East Ponce de Leon Avenue Eighth Floor Decatur, GA 30030	D
Ronald D. Brown 100 Auburn Avenue Atlanta, GA 30303	D
Anna R. Cablik 1513 Johnson Ferry Road Suite T-20 Marietta, GA 30062	D
Michael D. Garrett	D,P,CEO
David M. Ratcliffe (a)	D
D. Gary Thompson 1384 Wesley Circle Atlanta, GA 30327	D
Richard W. Ussery	D

Charles D. McCrary
Jerry L. Stewart
Christopher C. Womack (c)
William E. Zales, Jr.
J. Randy DeRieux

D,P
D
D
S
T

Table of Contents**ITEM 6. OFFICERS AND DIRECTORS****PART I. (Continued)****GULF****Name and Principal Address (d)****Position**

C. LeDon Anchors
909 Mar Walt Drive
Suite 1014
Fort Walton Beach, FL 32547

D

William C. Cramer
2251 West 23rd Street
Panama City, FL 32405

D

Fred C. Donovan, Sr.
449 W. Main Street
Pensacola, FL 32502

D

William A. Pullum
8494 Navarre Parkway
Navarre, FL 32566

D

Winston E. Scott
100 Spaceport Way
Cape Canaveral, FL 32920-4003

D

Susan N. Story
F. M. Fisher, Jr.

D,P,CEO
VP

P. Bernard Jacob
Ronnie R. Labrato

VP

VP,CFO,CAO,C

Ellen N. Lindemann (a)
Gene L. Ussery, Jr. (e)

VP

VP

Susan D. Ritenour

S,T

MISSISSIPPI**Name and Principal Address (e)****Position**

Tommy E. Dulaney
P. O. Box 2929
Meridian, MS 39302

D

Warren A. Hood, Jr.
P.O. Box 682

D

Hattiesburg, MS 39402
Robert C. Khayat

D

P. O. Box 1848
123 Lyceum Building
University, MS 38677

George A. Schloegel
Hancock Bank
P. O. Box 4019

D

Gulfport, MS 39502

Philip J. Terrell 799 East Second Street Pass Christian, MS 39571	D
Anthony J. Topazi	D,P,CEO
Gene Warr 767 16 th Street Gulfport, MS 39507	D
Bobby J. Kerley	VP
Ellen N. Lindemann (a)	VP
Don E. Mason	VP
Michael W. Southern	VP,CFO,CAO,T
Gene L. Ussery, Jr.	VP
Frances V. Turnage	C
Vicki L. Pierce	S

MISSISSIPPI POWER SERVICES, INC.

Name and Principal Address (e)

Position

Bobby J. Kerley	D,P,CEO
Don E. Mason	D,VP
Michael W. Southern	D,VP,T,CFO
Anthony J. Topazi	D, CH
Gene L. Ussery, Jr.	D,VP
Frances V. Turnage	C
Vicki L. Pierce	S

SAVANNAH

Name and Principal Address (f)

Position

Gus H. Bell, III P. O. Box 14247 Savannah, GA 31416	D
Archie H. Davis P. O. Box 188 Savannah, GA 31402	D
Walter D. Gnann 234 Sienes Landing Drive Springfield, GA 31329	D
Anthony R. James	D,P,CEO
Robert B. Miller, III P. O. Box 8003 Savannah, GA 31412	D
Arnold M. Tenenbaum 300 Bull Street Savannah, GA 31401	D
W. Miles Greer	VP
Ellen N. Lindemann (a)	VP
Kirby R. Willis	VP,T,CFO
Nancy Frankenhauser	C,S

Table of Contents**ITEM 6. OFFICERS AND DIRECTORS****PART I. (Continued)**

SCS		
Name and Principal Address (c)		Position
Michael D. Garrett		D
Charles D. McCrary (b)		D
David M. Ratcliffe (a)		D,P,CEO
W. Paul Bowers (b)		EVP
Dwight H. Evans (a)		EVP
Thomas A. Fanning (a)		EVP
Leonard J. Haynes (a)		EVP
G. Edison Holland, Jr. (a)		EVP,L
William O. Ball		SVP
Rebecca A. Blalock		SVP
Ed Day (h)		SVP
Andrew J. Dearman, III (b)		SVP
Charles H. Goodman (b)		SVP
Kimberly S. Greene (a)		SVP,T
Chris M. Hobson (b)		SVP
W. Dean Hudson		SVP,C,CFO
Ellen N. Lindemann (a)		SVP
C. Philip Saunders (a)		SVP
Michael L. Scott		SVP
Jerry L. Stewart (b)		SVP
Christopher C. Womack		SVP
David R. Altman (a)		VP
Curtis Ashley Baker (h)		VP
Robert A. Bell (a)		VP
Ronald P. Bertasi (l)		VP
Thomas P. Bishop (a)		VP
Ronald R. Campbell (h)		VP
Tommy Chisholm (a)		VP,S
David L. Coker		VP
Jackie J. Collins (a)		VP
Mark A. Crosswhite (b)		VP
James C. Fleming (a)		VP
Barbara S. Hingst		VP
Mark S. Lantrip (a)		VP
Charles D. Long, IV (b)		VP
Jacquelyn Lowe		VP
William L. Marshall, Jr. (b)		VP
William N. McKenzie (a)		VP
Christopher S. Miller (a)		VP
Joseph A. Miller (j)		VP
Sandra R. Miller (f)		VP

Karl R. Moor (j)	VP
Robert G. Moore (b)	VP
Marie D. Mouchet (b)	VP
Rodney O. Mundy (b)	VP
Earl B. Parsons, III (b)	VP
Cliff S. Thrasher (a)	VP
Gene L. Ussery, Jr. (e)	VP
Stephen A. Wakefield (a)	VP

SouthernLINC Wireless

Name and Principal Address (g)

Position

Robert G. Dawson	D,P,CEO
Thomas A. Fanning (a)	D
Michael D. Garrett (c)	D
Charles D. McCrary (b)	D
David M. Ratcliffe (a)	D
R. Craig Elder	VP,T,CFO
Rodney H. Johnson	VP
Julie T. Pigott	VP
Tommy Chisholm (a)	S
Carmine A. Reppucci	C

SERC

Name and Principal Address (h)

Position

W. Paul Bowers (b)	D,P
T. Roy Harrell (b)	VP
Jerry L. Stewart (b)	VP
Tommy Chisholm (a)	S,T

Southern Nuclear

Name and Principal Address (i)

Position

J. Bernie Beasley	D,P,CEO
Michael D. Garrett (c)	D
William G. Hairston, III	D
Charles D. McCrary (b)	D
David M. Ratcliffe (a)	D
Jeffrey T. Gasser	EVP
John E. Garlington	VP
Don E. Grissette	VP
Kathleen S. King	VP,CFO
Ellen N. Lindemann (a)	VP
Louis B. Long	VP
John O. Meier	VP,L
Lawrence M. Stinson	VP
H. Lewis Sumner, Jr.	VP
Sherry A. Mitchell	S
Mark K. Tate	C,T

Southern Holdings

Name and Principal Address (a)

Position

W. Paul Bowers (b)	D,EVP
Thomas A. Fanning	D
Michael D. Garrett (c)	D,EVP
Kimberly S. Greene	D,EVP
Leonard J. Haynes	D,EVP
Charles D. McCrary (b)	D
David M. Ratcliffe	D,P,CEO
Tommy Chisholm	S
Laura I. Patterson	C
Earl S. Long	T

Table of Contents**ITEM 6. OFFICERS AND DIRECTORS****PART I. (Continued)****SCES LLC****Name and Principal Address (l)****Position**

Ronald P. Bertasi	P,CEO
Thomas A. Fanning (a)	M
Michael D. Garrett (c)	M
Robert M. Gilbert	VP,CFO
C. B. Harreld (c)	M
Leonard J. Haynes (a)	M
Timothy S. Marvin	T
Charles D. McCrary (b)	M
David M. Ratcliffe (a)	M
Tommy Chisholm (a)	S

SE Finance Capital Corporation**Name and Principal Address (a)****Position**

Thomas A. Fanning	D
Kimberly S. Greene	D,P,CEO
James C. Fleming	VP
Christopher J. Kysar	VP,T,CFO
Tommy Chisholm	S
Judith A. Rosenberg	C

SE Finance Capital Corporation II**Name and Principal Address (a)****Position**

Kimberly S. Greene	D,P,CEO
Thomas A. Fanning	D
James C. Fleming	VP
Christopher J. Kysar	VP,T,CFO
Tommy Chisholm	S
Judith A. Rosenberg	C

SE Choctaw Inc.**Name and Principal Address (a)****Position**

Kimberly S. Greene	D,P,CEO
Thomas A. Fanning	D
James C. Fleming	VP
Christopher J. Kysar	VP,T,CFO
Tommy Chisholm	S
Judith A. Rosenberg	C

Southern Energy Finance Company Inc.**Name and Principal Address (a)**

	Position
Kimberly S. Greene	D,P,CEO
Thomas A. Fanning	D
James C. Fleming	VP
Christopher J. Kysar	VP,T,CFO
Tommy Chisholm	S
Judith A. Rosenberg	C

SOUTHERN POWER**Name and Principal Address (a)**

	Position
W. Paul Bowers (b)	D,P,CEO
Thomas A. Fanning	D
Michael D. Garrett (c)	D
Charles D. McCrary (b)	D
David M. Ratcliffe	D
Douglas E. Jones	EVP
Ed Day (h)	SVP
Mark A. Crosswhite (b)	SVP,L
Robert G. Moore (b)	SVP
Christopher C. Womack (c)	SVP
Cliff S. Thrasher	SVP,C,CFO
William N. McKenzie	VP
Christopher Kysar	T
Tommy Chisholm	S

Southern Company Florida**Name and Principal Address (a)**

	Position
W. Paul Bowers (b)	P,CEO
Mark A. Crosswhite (b)	VP
Cliff S. Thrasher	VP,T
Tommy Chisholm	S

Southern Company Jet Port**Name and Principal Address (a)**

	Position
W. Paul Bowers (b)	P,CEO
Mark A. Crosswhite (b)	VP
Cliff S. Thrasher	CFO,T
Tommy Chisholm	S

Southern Company Funding Corporation**Name and Principal Address (a)**

	Position
Thomas A. Fanning	D
Kimberly S. Greene	D,P,CEO
Earl C. Long	D,VP,CFO,T
Sam H. Dabbs	S

EPZ Lease, Inc.

Name and Principal Address (k)

Position

William R. Bechstein
1105 N. Market Street
Suite 1300
Wilmington, DE 19801

D,VP

Christopher J. Kysar (a)
Kimberly S. Greene (a)
Daniel P. McCollum

D,VP,T,CFO

D,P,CEO

D,S

Morris, James, Hitchens &
Williams LLP
222 Delaware Avenue
Wilmington, DE 19899

Judith A. Rosenberg (a)

D,C

James C. Fleming (a)

VP

Table of Contents

ITEM 6. OFFICERS AND DIRECTORS

PART I. (Continued)

EPZ Lease, LLC

Name and Principal Address (k)

Position

Southern Energy Finance
Company Inc.
EPZ Lease, Inc.

Member
Member

EPZ Lease Holding A, LLC

Name and Principal Address (k)

Position

EPZ Lease, Inc.
EPZ Lease, LLC

Member
Member

EPZ LeaseHolding B, LLC

Name and Principal Address (k)

Position

EPZ Lease, Inc.
EPZ Lease, LLC

Member
Member

EPZ Lease Holding C, LLC

Name and Principal Address (k)

Position

EPZ Lease, Inc.
EPZ Lease, LLC

Member
Member

Dutch Gas Lease, Inc.

Name and Principal Address (k)

Position

William R. Bechstein
1105 N. Market Street
Suite 1300
Wilmington, DE 19801
Christopher J. Kysar (a)
Kimberly S. Greene (a)
Daniel P. McCollum
Morris, James, Hitchens &
Williams LLP
222 Delaware Avenue
Wilmington, DE 19899
Judith A. Rosenberg (a)
James C. Fleming (a)

D,VP
D,VP,T,CFO
D,P,CEO
D,S
D,C
VP

Dutch Gas Lease, LLC

Name and Principal Address (k)

Position

Dutch Gas Lease, Inc.	Member
Dutch Gas Lease Holding A, LLC Name and Principal Address (k)	Position
Dutch Gas Lease, LLC	Member
Dutch Gas Lease Holding B, LLC Name and Principal Address (k)	Position
Dutch Gas Lease, LLC	Member
Dutch Gas Lease Holding C, LLC Name and Principal Address (k)	Position
Dutch Gas Lease, LLC	Member
GAMOG Lease, Inc. Name and Principal Address (k)	Position
William R. Bechstein	D,VP
1105 N. Market Street	
Suite 1300	
Wilmington, DE 19801	
Kimberly S. Greene (a)	D,P,CEO
Christopher J. Kysar (a)	D,VP,T,CFO
Daniel P. McCollum	D,S
Morris, James, Hitchens & Williams LLP	
222 Delaware Avenue	
Wilmington, DE 19899	
Judith A. Rosenberg (a)	D,C
James C. Fleming (a)	VP
GAMOG Lease Holding G, LLC Name and Principal Address (k)	Position
GAMOG Lease, Inc.	Member
GAMOG Lease Holding H, LLC Name and Principal Address (k)	Position
GAMOG Lease, Inc.	Member
GAMOG Lease Holding I, LLC Name and Principal Address (k)	Position
GAMOG Lease, Inc.	Member
NUON Lease, Inc.	

Name and Principal Address (k)

Position

William R. Bechstein
1105 N. Market Street
Suite 1300
Wilmington, DE 19801

D,VP

Kimberly S. Greene (a)
Christopher J. Kysar (a)

D,P,CEO
D,VP,T,CFO

Daniel P. McCollum
Morris, James, Hitchens &
Williams LLP

D,S

222 Delaware Avenue
Wilmington, DE 19899

Judith A. Rosenberg (a)
James C. Fleming (a)

D,C
VP

Table of Contents

ITEM 6. OFFICERS AND DIRECTORS

PART I. (Continued)

NUON Lease Holding D, LLC Name and Principal Address (k)	Position
NUON Lease, Inc.	Member
NUON Lease Holding E, LLC Name and Principal Address (k)	Position
NUON Lease, Inc.	Member
NUON Lease Holding F, LLC Name and Principal Address (k)	Position
NUON Lease, Inc.	Member
Capital Funding Name and Principal Address (k)	Position
William R. Bechstein 1105 N. Market Street Suite 1300 Wilmington, DE 19801	D,VP
Kimberly S. Greene (a)	D,P,CEO
Christopher J. Kysar (a)	D,VP,CFO,T
Daniel P. McCollom	D,S
Morris, James, Hitchens & Williams LLP 222 Delaware Avenue Wilmington, DE 19899	
Judith A. Rosenberg (a)	D,C
James C. Fleming (a)	VP
Clairton, Inc. Name and Principal Address (k)	Position
William R. Bechstein 1105 N. Market Street Suite 1300 Wilmington, DE 19801	D,VP
Kimberly S. Greene (a)	D,P,CEO
Christopher J. Kysar (a)	D,VP,T,CFO
Daniel P. McCollum	D,S
Morris, James, Hitchens & Williams LLP	

222 Delaware Avenue	
Wilmington, DE 19899	
Judith A. Rosenberg (a)	D,C
James C. Fleming (a)	VP

Clairton 2, Inc.

Name and Principal Address (k)	Position
William R. Bechstein	D,VP
1105 N. Market Street	
Suite 1300	
Wilmington, DE 19801	
Kimberly S. Greene (a)	D,P,CEO
Christopher J. Kysar (a)	D,VP,T,CFO
Daniel P. McCollum	D,S
Morris, James, Hitchens & Williams LLP	
222 Delaware Avenue	
Wilmington, DE 19899	
Judith A. Rosenberg (a)	D,C
James C. Fleming (a)	VP

Clairton, LLC

Name and Principal Address (k)	Position
Clairton, Inc.	M
Clairton 2, Inc.	M

Carbontronics, Inc.

Name and Principal Address (a)	Position
Kimberly S. Greene	D,CEO,P
Christopher J. Kysar	D,VP,T,CFO
Judith A. Rosenberg	D,C
James C. Fleming	VP
Tommy Chisholm	S

Carbontronics, LLC

Name and Principal Address (k)	Position
Carbontronics, Inc.	M
SE Finance Company, Inc.	M

Southern Telecom, Inc.

Name and Principal Address (m)	Position
Robert G. Dawson (g)	D,P,CEO
Thomas A. Fanning (a)	D
Michael D. Garrett (c)	D
Charles D. McCrary (b)	D
David M. Ratcliffe (a)	D

R. Craig Elder (g)	VP,CFO,T
Tommy Chisholm (a)	S
Carmine A. Reppucci (g)	C

Southern Telecom 1, Inc.

Name and Principal Address (m)

Position

Robert G. Dawson (g)	D,P,CEO
Tommy Chisholm (a)	S
R. Craig Elder (g)	T

Southern Telecom 2, Inc.

Name and Principal Address (m)

Position

Robert G. Dawson (g)	D,P,CEO
Tommy Chisholm (a)	S
R. Craig Elder (g)	T

Table of Contents**ITEM 6. OFFICERS AND DIRECTORS PART I. (Continued)****Southern Management****Name and Principal Address (l)****Position**

Ronald P. Bertasi	D,P,CEO
Thomas A. Fanning (a)	D
Michael D. Garrett (c)	D
Leonard J. Haynes (a)	D
Charles D. McCrary (b)	D
David M. Ratcliffe (a)	D
Robert M. Gilbert	VP,CFO
Tommy Chisholm (a)	S
Timothy S. Marvin	T

Synfuel Services**Name and Principal Address (b)****Position**

W. Paul Bowers	D
Jerry L. Stewart	D,P
Douglas E. Jones	D,VP
Art P. Beattie	VP
Earl B. Parsons, III	VP
Tommy Chisholm (a)	S
Cliff S. Thrasher (a)	T

ERA**Name and Principal Address (b)****Position**

W. Paul Bowers	D
Douglas E. Jones	D,P
Jerry L. Stewart	D,VP
Art P. Beattie	VP
Earl B. Parsons, III	VP
Tommy Chisholm (a)	S
Cliff S. Thrasher (a)	T

Alabama Synfuel Energy, Inc.**Name and Principal Address (b)****Position**

W. Paul Bowers	D
Douglas E. Jones	D,P
Jerry L. Stewart	D,VP
Art P. Beattie	VP
Earl B. Parsons, III	VP
Tommy Chisholm (a)	S
Cliff S. Thrasher (a)	T

Southern Company Klondike	
Name and Principal Address (a)	Position
W. Paul Bowers (b)	P,CEO
Cliff S. Thrasher	CFO, T
Tommy Chisholm	S
SOUTHERN POWER	Member
Electrotechnologies	
Name and Principal Address (a)	Position
Kimberly S. Greene	D,P,CEO
Thomas A. Fanning	D
James C. Fleming	VP
Christopher J. Kysar	VP,T
Tommy Chisholm	S
Southern Company Cherokee	
Name and Principal Address (a)	Position
W. Paul Bowers (b)	P,CEO
Mark A. Crosswhite (b)	VP
Douglas E. Jones	VP
Cliff S. Thrasher	CFO,T
Tommy Chisholm	S
Southern Company McLeod	
Name and Principal Address (a)	Position
W. Paul Bowers (b)	P,CEO
Mark A. Crosswhite (b)	SVP,L
Ed Day (h)	SVP
Douglas E. Jones	SVP
Robert G. Moore (b)	SVP
Cliff S. Thrasher	SVP,CFO,C
Tommy Chisholm	S
Christopher J. Kysar	T
Southern Company GAS	
Name and Principal Address (a)	Position
Thomas A. Fanning	M
Michael D. Garrett (c)	M
Leonard J. Haynes	M
Anthony R. James (f)	M
David M. Ratcliffe	M
C. Philip Saunders	P,CEO,M
Sandra R. Miller	C
Tommy Chisholm	S
Kimberly S. Greene	T

Reese Telecommunications, Inc.
Name and Principal Address (c)

Position

Robert G. Dawson (g)	D,P
R. Craig Elder (g)	D,T
Rodney H. Johnson (g)	D
Julie T. Pigott (g)	D
Michael D. Rosenthal (g)	S

Table of Contents**ITEM 6. OFFICERS AND DIRECTORS PART I. (Continued)****St. Lucie Holdings Cana, LLC
Name and Principal Address (a)**

	Position
W. Paul Bowers (b)	P,CEO
Mark A. Crosswhite (b)	SVP,L
Ed Day (h)	SVP
Douglas E. Jones	SVP
Robert G. Moore (b)	SVP
Cliff S. Thrasher	SVP,C,CFO
Christopher J. Kysar	T

**Southern Information Holding Company, Inc.
Name and Principal Address (c)**

	Position
Leonard J. Haynes (a)	D,P
Tommy Chisholm (a)	S
Kimberly Greene (a)	T

**Southern Information 1, Inc.
Name and Principal Address (c)**

	Position
Leonard J. Haynes (a)	D,P
Tommy Chisholm (a)	S
Kimberly Greene (a)	T

**Southern Information 2, Inc.
Name and Principal Address (c)**

	Position
Leonard J. Haynes (a)	D,P
Tommy Chisholm (a)	S
Kimberly Greene (a)	T

**SE Lease, Inc.
Name and Principal Address (a)**

	Position
Thomas A. Fanning	D
Kimberly S. Greene	D,P,CEO
James C. Fleming	VP
Christopher J. Kysar	VP,T,CFO
Tommy Chisholm	S
Judith A. Rosenberg	C

**SE Ravenswood Lease, LLC
Name and Principal Address (a)**

	Position
Kimberly S. Greene	P,CEO

James C. Fleming
Christopher J. Kysar
Judith A. Rosenberg
Tommy Chisholm

VP
VP,T, CFO
C
S

SCRS

Name and Principal Address (a)

Position

W. Paul Bowers (b)
Douglas E. Jones
Earl B. Parsons, III (b)
Tommy Chisholm
Cliff S. Thrasher

D,P
D,EVP
D,VP
S
T

Table of Contents**ITEM 6. OFFICERS AND DIRECTORS. Part II. Financial Connections.**

Name of Officer or Director	Name and Location of Financial Institution	Position Held in Financial Institution	Applicable Exemption Rule No. 70 Subdivision
Daniel P. Amos	Synovus Financial Corporation, Columbus, GA	Director	(a)
Whit Armstrong	The Citizens Bank Enterprise, AL	Chief Executive Officer, Chairman of the Board of Directors and President	(c)
	Enterprise Capital Corporation Enterprise, AL	Chairman of the Board of Directors, Chief Executive Officer, President	(c)
Robert L. Brown, Jr.	Citizens Trust Bank, Atlanta, GA	Director	(c)
Anna R. Cablik	Branch Banking and Trust, Winston Salem, NC	Director	(d)
	The Savannah Bancorp, Savannah, GA	Director Emeritus	(c)
Archie H. Davis	The Savannah Bank N.A., Savannah, GA	Director	(c)
	FCB Financial Corporation, Savannah, GA	Director	(e)
G. Edison Holland	AmSouth Bancorporation, Birmingham, AL	Director	(c);(e);(f)
Charles D. McCrary	Wachovia Corporation, Charlotte, NC	Director	(b)
Donald M. James	Alabama National Bancorporation Birmingham, Alabama	Director	(c)
John D. Johns	Regions Financial Corporation, Birmingham, AL	Chairman of the Board of Directors, Chief Executive Officer	(c)
Carl E. Jones, Jr.	Regions Financial Corporation, Birmingham, AL	Chairman of the Board of Directors, Chief Executive Officer	(c)
Wallace D. Malone, Jr.	Wachovia Corporation, Charlotte, NC	Vice Chairman of the Board of Directors	(d)
Malcolm Portera	Regions Financial Corporation, Birmingham, AL	Director	(c)
J. Neal Purcell	Synovus Financial Corporation, Columbus, GA	Director	(a)

Table of Contents**ITEM 6. OFFICERS AND DIRECTORS. Part II. Financial Connections. (Continued)**

Name of Officer or Director	Name and Location of Financial Institution	Position Held in Financial Institution	Applicable Exemption Rule No. 70 Subdivision
C. Dowd Ritter	AmSouth Bancorporation, Birmingham, AL	Chairman, Chief	(c)
		Executive Officer, President	
George A. Schloegel	AmSouth Bank, Birmingham, AL	Chairman, Chief	(c)
		Executive Officer	
	Hancock Bank - Mississippi, Gulfport, MS	Director, Chief	(c)
		Executive Officer and President	
Gerald St. Pé	Hancock Holding Company, Gulfport, MS	Vice Chairman, Chief	
		Executive Officer	(c)
	Hancock Bank - Louisiana, Baton Rouge, LA	Director	(d)
Arnold M. Tenenbaum	Merchants & Marine Bank, Pascagoula, MS	Director	(a)
	First Chatham Bank Holding Company, Savannah, GA	Chairman of the Board of Directors	(c)
D. Gary Thompson	Wachovia Bank, Georgia Banking, Atlanta, GA	Chief Executive Officer	(c)
	Wachovia Corporation, Charlotte, NC	Executive Officer	(c)
Gene Warr	Coast Community Bank, Gulfport, MS	Director	(c)
E. Jenner Wood, III	SunTrust Bank Central Group, Atlanta, GA	Chairman, President	(c)
		and Chief Executive Officer	
James W. Wright	SunTrust Banks Inc., Atlanta, GA	Executive Officer	(c)
	First Tuskegee Bank, Montgomery, AL	Chairman of the Board of Directors, President and Chief Executive Officer	(c)

Table of Contents

ITEM 6. EXECUTIVE COMPENSATION. PART III.

- (a) **Summary Compensation Tables.** The following tables set forth information concerning any Chief Executive Officer and the most highly compensated executive officers for SCS, SouthernLINC Wireless, Southern Telecom, Southern Management and Southern Nuclear serving as of December 31, 2004, as defined by the Securities and Exchange Commission. ALABAMA, GEORGIA, GULF and MISSISSIPPI are incorporated by reference to the Information Statements relating to each of their respective 2005 Annual Meetings of Shareholders. SAVANNAH is incorporated by reference to page number III-3 in the SOUTHERN system's combined Form 10-K for the year ended December 31, 2004 (the Form 10-K). SOUTHERN POWER's information was omitted pursuant to General Instruction I(2)(c) of the Form 10-K. SOUTHERN is incorporated by reference to Summary Compensation Table in SOUTHERN's definitive Proxy Statement relating to the 2005 Annual Meeting of Stockholders.

Key terms used in this Item will have the following meanings:

ESP	Employee Savings Plan
ESOP	Employee Stock Ownership Plan
SBP	Supplemental Benefit Plan
ERISA	Employee Retirement Income Security Act of 1973, as amended

Table of Contents

**SCS
SUMMARY COMPENSATION TABLE**

Name And Principal Position	Year	ANNUAL COMPENSATION			LONG-TERM COMPENSATION		
		Salary (\$)	Bonus (\$)	Other Annual Compensation (\$) ¹	Number of Securities Underlying Long-Term Stock Options (Shares)	Incentive Payouts (\$) ²	All Other Compensation (\$) ³
H. Allen Franklin⁴ President, Chief Executive Officer, Director	2004	525,662	1,034,918	17,010	519,115	2,319,320	125,905
	2003	966,240	2,083,162	5,940	501,935	2,404,720	59,881
	2002	929,215	1,984,320	7,080	382,242	1,672,510	61,822
David M. Ratcliffe⁵ President, Chief Executive Officer, Director	2004	802,372	1,723,874	6,521	355,296	838,495	39,317
Thomas A. Fanning⁶ Executive Vice President	2004	506,327	770,721	561	63,215	239,155	24,977
	2003	375,820	522,396	110,691	42,314	223,482	156,405
G. Edison Holland Executive Vice President	2004	478,642	525,042	7,629	58,072	239,852	24,563
	2003	380,716	421,131	7,796	48,992	207,170	19,583
	2002	364,868	416,003	69,102	54,624	219,677	90,046

(SCS Summary Compensation Table continued on the next page.)

¹ Tax reimbursements on certain perquisites. In 2002, Mr. Holland's amount includes \$59,548 in tax assistance associated with relocation.

² Payout of performance dividend equivalents on most stock options granted after 1996 that were held by the executive at the end of the performance periods under the Southern Company Omnibus Incentive Compensation Plan for the four-year performance periods ended December 31, 2002, 2003 and 2004, respectively. Dividend equivalents can range from 25 percent of the common stock dividend paid during the last year of the performance period if total shareholder return over the four-year period, compared to a group of other large utility companies, is at the 30th percentile to 100 percent of the dividend paid if it reaches the 90th percentile. If the total shareholder return is below the 30th percentile, no dividend equivalents are paid. For eligible stock options held on December 31, 2002, 2003 and 2004, all named executives received a payout of \$1.355, \$1.385 and \$1.22 per option, respectively.

³ Contributions in 2004 to the ESP, ESOP and non-pension related accruals under SBP are as follows:

Name	ESP	ESOP	SBP
H. Allen Franklin	\$ 8,634	\$ 740	\$ 31,916
David M. Ratcliffe	8,567	740	30,010
Thomas A. Fanning	8,309	740	15,928
G. Edison Holland	8,333	740	15,490

In 2004, Mr. Franklin's amount includes payment for unused vacation of \$84,615 in connection with his retirement. In 2003, the amount for Mr. Fanning also included \$138,149 of additional relocation assistance. In 2002, Mr. Holland's amount included \$70,307 of additional relocation expenses.

⁴ Mr. Franklin retired as Chairman and Chief Executive Officer effective July 2004.

⁵ Mr. Ratcliffe became Chairman and Chief Executive Officer effective July 2004.

⁶ Mr. Fanning became an executive officer on April 11, 2003.

Table of Contents

SCS (continued)
SUMMARY COMPENSATION TABLE

Name And Principal Position	Year	ANNUAL COMPENSATION			LONG-TERM COMPENSATION		
		Salary (\$)	Bonus (\$)	Other Annual Compensation (\$) ¹	Number of Securities Underlying Stock Options (Shares)	Incentive Payouts (\$) ²	All Other Compensation (\$) ³
W. Paul Bowers⁴	2004	429,704	509,828	9,166	52,052	244,023	22,945
Executive Vice	2003	356,994	431,675	6,257	46,181	234,253	18,063
President	2002	329,570	403,433	12,337	50,046	214,133	16,802
Dwight H. Evans	2004	383,102	416,833	13,445	46,103	249,640	21,176
Executive Vice	2003	368,369	407,481	5,190	47,404	407,250	20,183
President	2002	353,038	402,519	10,365	52,854	352,667	23,685

¹ Tax reimbursements on certain perquisites.

² Payout of performance dividend equivalents on most stock options granted after 1996 that were held by the executive at the end of the performance periods under the Omnibus Incentive Compensation Plan for the four-year performance periods ended December 31, 2002, 2003 and 2004, respectively. Dividend equivalents can range from 25 percent of the common stock dividend paid during the last year of the performance period if total shareholder return over the four-year period, compared to a group of other large utility companies, is at the 30th percentile to 100 percent of the dividend paid if it reaches the 90th percentile. If the total shareholder return is below the 30th percentile, no dividend equivalents are paid. For eligible stock options held on December 31, 2002, 2003 and 2004, all named executives received a payout of \$1.355, \$1.385 and \$1.22 per option, respectively.

³ Contributions in 2004 to the ESP, ESOP and non-pension related accruals under SBP are as follows:

Name	ESP	ESOP	SBP
W. Paul Bowers	\$9,225	\$740	\$12,980
Dwight H. Evans	9,108	740	11,328

⁴ Mr. Bowers is also President and Chief Executive Officer of Southern Power.

Table of Contents

**SouthernLINC Wireless
SUMMARY COMPENSATION TABLE**

Name And Principal Position	Year	ANNUAL COMPENSATION			LONG-TERM COMPENSATION		
		Salary (\$)	Bonus (\$)	Other Annual Compensation (\$) ¹	Number of Securities Underlying Stock Options (Shares)	Incentive Payouts (\$) ²	All Other Compensation (\$) ³
Robert G. Dawson⁴	2004	295,175	291,427	2,900	27,910	175,076	16,510
President, Chief	2003	283,824	331,668	2,397	28,698	237,489	16,760
Executive Officer, Director	2002	269,682	310,687	5,798	31,997	215,936	19,345
R. Craig Elder⁴	2004	180,528	144,041	719	10,862	42,077	8,941
Vice President,	2003	173,606	148,994	1,973	11,169	49,662	8,663
Chief Financial Officer, Treasurer	2002	165,763	187,069	1,664	12,458	49,365	8,500
Rodney H. Johnson	2004	150,783	105,669	2,259	6,472	16,343	8,002
Vice President	2003	145,433	107,434		6,700	35,661	6,878
	2002	136,075	135,639	206	7,374	25,810	4,458
Julie T. Pigott	2004	147,078	105,520	719	6,272	33,805	7,720
Vice President	2003	141,276	104,107	1,438	6,492	35,190	5,426
	2002	134,060	133,223		7,242	25,631	6,745

¹ Tax reimbursements on certain perquisites.

² Payout of performance dividend equivalents on most stock options granted after 1996 that were held by the executive at the end of the performance periods under the Omnibus Incentive Compensation Plan for the four-year performance periods ended December 31, 2002, 2003 and 2004, respectively. Dividend equivalents can range from 25 percent of the common stock dividend paid during the last year of the performance period if total shareholder return over the four-year period, compared to a group of other large utility companies, is at the 30th percentile to 100 percent of the dividend paid if it reaches the 90th percentile. If the total shareholder return is below the 30th percentile, no dividend equivalents are paid. For eligible stock options held on December 31, 2002, 2003 and 2004, all named executives received a payout of \$1.355, \$1.385 and \$1.22 per option, respectively.

³ Contributions in 2004 to the ESP, ESOP and non-pension related accruals under the SBP are as follows:

Name	ESP	ESOP	SBP
Robert G. Dawson	\$ 9,225	\$ 740	\$ 6,545
R. Craig Elder	7,357	740	844

Rodney H. Johnson	6,785	740	477
Julie T. Pigott	6,572	740	408

⁴ Messrs. Dawson and Elder are also chief executive officer and chief financial officer, respectively, of Southern Telecom.

Table of Contents

**Southern Management
and
Southern Company GAS**

SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	ANNUAL COMPENSATION			LONG-TERM COMPENSATION		
		Salary(\$)	Bonus(\$)	Other Annual Compensation (\$) ¹	Number of Securities Underlying Stock Options (Shares)	Long- Term Incentive Payouts (\$) ²	All Other Compensation (\$) ³
Southern Management							
Ronald P. Bertasi President, Chief Executive Officer, Director	2004	199,588	146,868	4,867	11,983	46,541	9,981
	2003	190,959	155,210	7,700	12,465	36,239	9,382
	2002	185,000	48,100	18,395	13,700	18,564	7,001
Southern Company GAS							
C. Philip Saunders⁴ President, Chief Executive Officer	2004	244,994	244,787	4,720	23,207	88,988	13,116
	2003	233,323	94,194	7,144	23,634	126,649	12,332
	2002	221,321	210,821		26,100	91,881	11,554

¹ Tax reimbursements on certain perquisites.

² Payout of performance dividend equivalents on most stock options granted after 1996 that were held by the executive at the end of the performance periods under the Omnibus Incentive Compensation Plan for the four-year performance periods ended December 31, 2002, 2003 and 2004, respectively. Dividend equivalents can range from 25 percent of the common stock dividend paid during the last year of the performance period if total shareholder return over the four-year period, compared to a group of other large utility companies, is at the 30th percentile to 100 percent of the dividend paid if it reaches the 90th percentile. If the total shareholder return is below the 30th percentile, no dividend equivalents are paid. For eligible stock options held on December 31, 2002, 2003 and 2004, all named executives received a payout of \$1.355, \$1.385 and \$1.22 per option, respectively.

³ Contributions in 2004 to the ESP, ESOP and non-pension related accruals under the SBP are as follows:-

Name	ESP	ESOP	SBP
Ronald P. Bertasi	\$ 8,982	\$ 740	\$ 259
C. Philip Saunders	5,512	740	6,864

⁴ Mr. Saunders became the President and Chief Executive Officer of Southern Company GAS on July 15, 2002.

Table of Contents

**Southern Nuclear
SUMMARY COMPENSATION TABLE**

Name and Principal Position	Year	ANNUAL COMPENSATION			LONG-TERM COMPENSATION		
		Salary(\$)	Bonus(\$)	Other Annual Compensation (\$) ¹	Number of Securities Underlying Stock Options (Shares)	Long- Term Incentive Payouts (\$) ²	All Other Compensation (\$) ³
William G. Hairston, III ⁴	2004	481,573	518,813	25,387	58,028	169,687	29,651
President and Chief Executive Officer	2003	459,231	499,660	9,296	59,097	217,489	24,353
	2002	440,104	507,131	11,485	65,890	239,842	27,969
J. Bernie Beasley ⁵	2004	314,408	403,305	3,577	31,523	130,683	16,116
President and Chief Executive Officer	2003	220,077	179,723	4,415	18,220	126,949	12,326
	2002	206,286	181,714	3,798	19,647	129,732	13,819
Jeffrey T. Gasser ⁶	2004	226,393	234,750	7,217	16,045	72,246	11,560
Executive Vice President	2003	198,894	162,742	263	16,498	59,795	7,929
	2002	164,378	162,826		8,195	51,634	8,339
H. Lewis Sumner, Jr.	2004	224,674	181,142	563	17,365	119,022	12,096
Vice President	2003	215,888	176,981	3,016	17,942	142,789	11,553
	2002	208,321	179,632	5,931	20,004	140,011	10,864
Lawrence M. Stinson ⁷	2004	200,132	162,191	3,892	15,558	94,362	10,383
Vice President							
Kathleen S. King ⁸	2004	182,328	146,688	7,339	10,300	59,443	9,088
Vice President and Chief Financial Officer							

¹ Tax reimbursements on certain perquisites.

² Payout of performance dividend equivalents on most stock options granted after 1996 that were held by the executive at the end of the performance periods under the Omnibus Incentive Compensation Plan for the four-year performance periods ended December 31, 2001, 2002 and 2003, respectively. Dividend equivalents can range from 25 percent of the common stock dividend paid during the last year of the performance period if total shareholder return over the four-year period, compared to a group of other large utility companies, is at the 30th percentile to 100 percent of the dividend paid if it reaches the 90th percentile. If the total shareholder return is below the 30th percentile, no dividend equivalents are paid. For eligible stock options held on December 31, 2002, 2003 and 2004, all named executives received a payout of \$1.355, \$1.385 and \$1.22 per option, respectively.

³ Southern Nuclear contributions to the ESP, ESOP and non-pension related accruals under the SBP are provided in the following table:

Name	ESP	ESOP	SBP
William G. Hairston, III	\$ 8,296	\$ 740	\$ 20,615
J. Bernie Beasley	9,225	740	6,151
Jeffrey T. Gasser	8,603	740	2,217
H. Lewis Sumner, Jr.	9,225	740	2,131
Lawrence M. Stinson	8,105	740	1,538
Kathleen S. King	7,839	740	509

⁴ Mr. Hairston resigned as President and Chief Executive Officer effective September 1, 2004.

⁵ Mr. Beasley became President and Chief Executive Officer effective September 1, 2004.

⁶ Mr. Gasser became an executive officer effective September 1, 2002

⁷ Mr. Stinson became an executive officer effective January 1, 2004.

⁸ Ms. King became an executive officer effective April 26, 2004.

Table of Contents**STOCK OPTION GRANTS IN 2004**

Stock Option Grants. The following table sets forth all stock option grants to the named executive officers of each operating subsidiary during the year ending December 31, 2004. ALABAMA, GEORGIA, GULF and MISSISSIPPI are incorporated by reference to the Information Statements relating to each of their respective 2005 Annual Meetings of Shareholders. SAVANNAH is incorporated by reference to page number III-4 in the Form 10-K. SOUTHERN POWER's information was omitted pursuant to General Instruction I(2)(c) of Form 10-K. SOUTHERN is incorporated by reference to "Option Grants in 2004" under STOCK OPTIONS in SOUTHERN's definitive Proxy Statement relating to the 2005 Annual Meeting of Stockholders.

Name	Individual Grants			Grant Date Value	
	Number of Securities Granted ¹	% of Total Options Granted ²	Exercise Price (\$/Sh) ³	Expiration Date ³	Grant Date Present Value(\$) ³
SCS					
H. Allen Franklin	519,115	7.2	29.50	7/1/2009	1,707,888
David M. Ratcliffe	82,265	1.1	29.50	2/13/2014	270,652
	273,031	3.8	29.3150	8/2/2014	911,924
Thomas A. Fanning	63,215	0.9	29.50	2/13/2014	207,977
G. Edison Holland, Jr.	58,072	0.8	29.50	2/13/2014	191,057
W. Paul Bowers	52,052	0.7	29.50	2/13/2014	171,251
Dwight H. Evans	46,103	0.6	29.50	2/13/2014	151,679
SouthernLINC Wireless					
Robert G. Dawson	27,910	0.4	29.50	2/13/2014	91,824
R. Craig Elder	10,862	0.2	29.50	2/13/2014	35,736
Rodney H. Johnson	6,472	0.1	29.50	2/13/2014	21,293
Julie T. Pigott	6,272	0.1	29.50	2/13/2014	20,635

¹ Under the terms of the Southern Company Omnibus Incentive Compensation Plan, stock option grants were made on February 13, 2004 and for Mr. Ratcliffe, also on August 2, 2004, following his promotion to Chief Executive Officer. The options vest annually at a rate of one-third on the anniversary date of the grant. Grants fully vest upon termination as a result of death, total disability or retirement and expire five years after retirement, three years after death or total disability or their normal expiration date if earlier. The exercise price is the average of the high and low price of Southern Company's common stock on the date granted. Options may be transferred to a revocable trust and, for the named executives, also may be transferred to certain family members, family trusts and family limited partnerships.

² A total of 7,231,703 stock options were granted in 2004.

³ Value was calculated using the Black-Scholes option valuation model. The actual value, if any, ultimately realized depends on the market value of Southern Company's common stock at a future date. Significant assumptions for the February 13, 2004 grant are shown below:

Volatility	Risk-free rate of return	Dividend Yield	Expected Term
19.65%	3.08%	4.75%	5 years

The assumptions for the August 2, 2004 grant to Mr. Ratcliffe were:

Volatility	Risk-free rate of return	Dividend Yield	Expected Term
19.00%	3.75%	4.88%	5 years

Table of Contents**STOCK OPTION GRANTS IN 2004 (continued)**

Name	Individual Grants			Grant Date Value	
	Number of Securities Granted ¹	% of Total Options Granted ²	Exercise Price (\$/Sh) ³	Expiration Date ³	Grant Date Present Value(\$) ³
Southern Management					
Ronald P. Bertasi	11,983	0.2	29.50	2/13/2014	39,424
Southern Company GAS					
C. Philip Saunders	23,207	0.3	29.50	2/13/2014	76,351
Southern Nuclear					
William G. Hairston, III	58,028	0.8	29.50	2/13/2014	190,912
J. Bernie Beasley	31,523	0.4	29.50	2/13/2014	103,711
Jeffrey T. Gasser	16,045	0.2	29.50	2/13/2014	52,788
H. Lewis Sumner, Jr.	17,365	0.2	29.50	2/13/2014	57,131
Lawrence M. Stinson	15,558	0.2	29.50	2/13/2014	51,186
Kathleen S. King	10,300	0.1	29.50	2/13/2014	33,887

¹ Under the terms of the Omnibus Incentive Compensation Plan, stock option grants were made on February 13, 2004 and vest annually at a rate of one-third on the anniversary date of the grant. Grants fully vest upon termination as a result of death, total disability or retirement and expire five years after retirement, three years after death or total disability or their normal expiration date if earlier. The exercise price is the average of the high and low price of Southern Company's common stock on the date granted. Options may be transferred to a revocable trust and for Mr. Hairston, options also may be transferred to certain family members, family trusts and family limited partnerships.

² A total of 7,231,703 stock options were granted in 2004.

³ Value was calculated using the Black-Scholes option valuation model. The actual value, if any, ultimately realized depends on the market value of Southern Company's common stock at a future date. Significant assumptions are shown below:

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Volatility	Risk-free rate of return	Dividend Yield	Expected Term
19.65%	3.08%	4.75%	5 years

Table of Contents**AGGREGATED STOCK OPTION EXERCISES IN 2004 AND YEAR-END OPTION VALUES**

Aggregated Stock Option Exercises. The following table sets forth information concerning options exercised during the year ending December 31, 2004 by the named executive officers and value of unexercised options held by them as of December 31, 2004. ALABAMA, GEORGIA, GULF and MISSISSIPPI are incorporated by reference to the Information Statements relating to each of their respective 2005 Annual Meetings of Shareholders. SAVANNAH is incorporated by reference to page number III-5 in the Form 10-K. SOUTHERN POWER's information was omitted pursuant to General Instruction I(2)(c) of Form 10-K. SOUTHERN is incorporated by reference to Aggregated Stock Option Exercises in 2004 and Year-End Option Values under OPTION EXERCISES in SOUTHERN's definitive Proxy Statement relating to the 2005 Annual Meeting of Stockholders.

Name	Shares Acquired on Exercise (#)	Value Realized(\$) ²	Number of Unexercised Options at Fiscal Year-End (#)		Value of Unexercised In-the-Money Options at Fiscal Year-End(\$) ¹	
			Exercisable	Unexercisable	Exercisable	Unexercisable
SCS						
H. Allen Franklin	Not exercised	0	1,901,082	0	14,550,470	0
David M. Ratcliffe	Not exercised	0	245,302	441,989	2,604,287	2,043,244
Thomas A. Fanning	28,545	364,036	93,963	102,066	996,511	498,446
G. Edison Holland	11,053	125,498	87,659	108,941	778,700	564,953
W. Paul Bowers	21,169	256,162	100,498	99,521	1,020,600	517,756
Dwight H. Evans	135,523	1,874,454	109,300	95,323	1,025,088	506,092
SouthernLINC Wireless						
Robert G. Dawson	55,877	811,705	85,797	57,708	925,080	306,386
R. Craig Elder	12,230	146,793	12,028	22,461	89,243	119,257
Rodney H. Johnson	18,824	168,414	0	13,396	0	71,084
Julie T. Pigott	3,971	61,650	14,695	13,014	158,712	69,152
Southern Management						
Ronald P. Bertasi	Not exercised	0	13,288	24,860	98,478	131,974
Southern Company GAS						
C. Philip Saunders	41,709	401,200	25,278	47,663	187,407	252,521
Southern Nuclear						
William G. Hairston, III	75,972	631,479	19,699	119,389	109,231	633,149
J. Bernie Beasley	16,066	212,496	56,899	50,218	620,649	248,167
Jeffrey T. Gasser	Not exercised	0	29,443	29,775	311,724	148,051
H. Lewis Sumner, Jr.	22,903	350,671	61,565	35,994	682,514	191,209

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	Not					
Lawrence M. Stinson	exercised	0	51,479	25,867	569,563	127,686
Kathleen S. King	10,784	148,843	27,588	21,136	297,706	111,925

¹ This represents the excess of the fair market value of SOUTHERN's common stock of \$33.52 per share, as of December 31, 2004, above the exercise price of the options. The Exercisable column reports the value of options that are vested and therefore could be exercised. The Unexercisable column reports the value of options that are not vested and therefore could not be exercised as of December 31, 2004.

² The Value Realized is ordinary income, before taxes, and represents the amount equal to the excess of the fair market value of the shares at the time of exercise above the exercise price.

Table of Contents**ITEM 6. OFFICERS AND DIRECTORS.****PART III.**

(b) **Stock Ownership.** The following tables show the number of shares of SOUTHERN common stock and preferred stock owned by the directors, nominees and executive officers as of December 31, 2004. It is based on information furnished to SOUTHERN by the directors, nominees and executive officers. The shares owned by all directors, nominees and executive officers of each company as a group constitute less than one percent of the total number of shares of the respective classes outstanding on December 31, 2004. SOUTHERN is incorporated by reference to the Stock Ownership Table in SOUTHERN's definitive Proxy Statement relating to the 2005 Annual Meeting of Stockholders. ALABAMA, GEORGIA, GULF and MISSISSIPPI are incorporated by reference to the Information Statements relating to each of their respective 2005 Annual Meetings of Shareholders. SAVANNAH is incorporated by reference to page number III-9 in the Form 10-K. SOUTHERN POWER's information was omitted pursuant to General Instruction I(2)(c) of Form 10-K.

Name of Directors or Nominees and Executive Officers SCS		Title of Class	Shares Beneficially Owned (1)	Shares Beneficially Owned Include: Shares Individuals Have Rights To Acquire Within 60 Days(2)
Michael D. Garrett	SOUTHERN Common	139,986	138,885	
David M. Ratcliffe	SOUTHERN Common	345,682	331,490	
Charles D. McCrary	SOUTHERN Common	247,659	243,753	
W. Paul Bowers	SOUTHERN Common	157,864	149,924	
Dwight H. Evans	SOUTHERN Common	173,419	158,087	
Thomas A. Fanning	SOUTHERN Common	141,941	139,781	
G. Edison Holland, Jr.	SOUTHERN Common	146,393	141,555	
The directors, nominees and executive officers of SCS as a Group	SOUTHERN Common	1,563,971 shares	1,497,122 shares	
SouthernLINC Wireless				
Robert G. Dawson	SOUTHERN Common	145,166	115,333	
Thomas A. Fanning	SOUTHERN Common	141,941	139,781	
Michael D. Garrett	SOUTHERN Common	139,986	138,885	
Charles D. McCrary	SOUTHERN Common	247,659	243,753	
David M. Ratcliffe	SOUTHERN Common	345,682	331,490	
R. Craig Elder	SOUTHERN Common	27,518	23,525	
Rodney H. Johnson	SOUTHERN Common	7,637	6,849	
Julie T. Pigott	SOUTHERN Common	23,568	21,364	
The directors, nominees and executive officers of SouthernLINC Wireless as	SOUTHERN Common	1,079,157 shares	1,020,980 shares	

a Group

Table of Contents**ITEM 6.OFFICERS AND DIRECTORS.**
PART III.

Name of Directors or Nominees and Executive Officers Southern Telecom	Title of Class	Shares Beneficially Owned (1)	Shares Beneficially Owned Include: Shares Individuals Have Rights To Acquire Within 60 Days(2)
Robert G. Dawson	SOUTHERN Common	145,166	115,333
Thomas A. Fanning	SOUTHERN Common	141,941	139,781
Michael D. Garrett	SOUTHERN Common	139,986	138,885
Charles D. McCrary	SOUTHERN Common	247,659	243,753
David M. Ratcliffe	SOUTHERN Common	345,682	331,490
R. Craig Elder	SOUTHERN Common	27,518	23,525
The directors, nominees and executive officers of Southern Telecom as a Group	SOUTHERN Common	1,047,952 shares	992,767 shares
Southern Management			
Ronald P. Bertasi	SOUTHERN Common	13,429	13,288
Thomas A. Fanning	SOUTHERN Common	141,941	139,781
Michael D. Garrett	SOUTHERN Common	139,986	138,885
Leonard J. Haynes	SOUTHERN Common	103,169	96,000
Charles D. McCrary	SOUTHERN Common	247,659	243,753
David M. Ratcliffe	SOUTHERN Common	345,682	331,490
Robert M. Gilbert	SOUTHERN Common	2,885	2,720
The directors, nominees and executive officers of Southern Management as a Group	SOUTHERN Common	1,013,190 shares	983,521 shares
Southern Company GAS			
C. Philip Saunders	SOUTHERN Common	50,804	49,592
Southern Nuclear			
J. Bernie Beasley	SOUTHERN Common	89,450	80,029
Michael D. Garrett	SOUTHERN Common	139,986	138,885
William G. Hairston, III	SOUTHERN Common	85,459	80,704
Charles D. McCrary	SOUTHERN Common	247,659	243,753

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David M. Ratcliffe	SOUTHERN Common	345,682		331,490
Jeffrey T. Gasser	SOUTHERN Common	48,762		43,023
Kathleen King	SOUTHERN Common	40,164		38,361
Lawrence Stinson	SOUTHERN Common	88,022		63,289
H. L. Sumner, Jr.	SOUTHERN Common	84,739		80,002
The directors, nominees and executive officers of Southern Nuclear as a Group				
	SOUTHERN Common	1,169,924	shares	1,099,536 shares

Table of Contents

ITEM 6. OFFICERS AND DIRECTORS.

PART III.

Notes to Item 6, Part III(b):

- (1) As used in these tables, beneficial ownership means the sole or shared power to vote, or to direct the voting of, a security, or investment power with respect to a security, or any combination thereof.
- (2) Indicates shares of SOUTHERN's common stock that directors and executive officers have the right to acquire within 60 days.

(c) Contracts and transactions with system companies.

ALABAMA, GEORGIA, GULF and MISSISSIPPI are incorporated by reference to the Information Statements relating to each of their respective 2005 Annual Meetings of Shareholders. SAVANNAH is incorporated by reference to page number III-8 in the Form 10-K. SOUTHERN POWER's information was omitted pursuant to General Instruction I(2)(c) of Form 10-K.

(d) Indebtedness to system companies. None.

(e) Participation in bonus and profit sharing arrangements and other benefits.

SOUTHERN is incorporated by reference to Executive Compensation in SOUTHERN's definitive Proxy Statement relating to the 2005 Annual Meeting of Stockholders. Also, ALABAMA, GEORGIA, GULF and MISSISSIPPI are incorporated by reference to the Information Statements relating to each of their respective 2005 Annual Meetings of Shareholders. SAVANNAH is incorporated by reference to page numbers III-6 and III-7 in the Form 10-K. SOUTHERN POWER's information was omitted pursuant to General Instruction I(2)(c) of Form 10-K.

SOUTHERN's Change in Control Plan is applicable to certain of its officers, and individual change in control agreements have been entered into with some of the most highly compensated executive officers of SCS, SouthernLINC Wireless, Southern Telecom, Southern Management, Southern Company GAS and Southern Nuclear. If an executive is involuntarily terminated, other than for cause, within two years following a change in control of SOUTHERN the agreements provide for:

- lump sum payment of two or three times annual compensation,
- up to five years coverage under group health and life insurance plans,
- immediate vesting of all stock options, stock appreciation rights and restricted stock previously granted,
- payment of any accrued long-term and short-term bonuses and dividend equivalents, and
- payment of any excise tax liability incurred as a result of payments made under any individual agreements.

A SOUTHERN change in control is defined under the agreements as:

- acquisition of at least 20 percent of SOUTHERN's stock,
- a change in the majority of the members of SOUTHERN's board of directors,

a merger or other business combination that results in SOUTHERN's shareholders immediately before the merger owning less than 65 percent of the voting power after the merger, or

a sale of substantially all the assets of SOUTHERN.

If a change in control affects only a subsidiary of SOUTHERN, these payments would only be made to executives of the affected subsidiary who are involuntarily terminated as a result of that change in control.

SOUTHERN also provides in its incentive plans for pro-rata payments at not less than target-level performance if a change in control occurs and the plans are not continued or replaced with comparable plans.

On December 22, 2004, Southern Nuclear entered into an employment agreement with William G. Hairston III. Under the agreement, Mr. Hairston will continue his employment as Chairman of Southern Nuclear, a position he has held since September 1, 2004. Prior to September 1, 2004, Mr. Hairston served as President and Chief Executive Officer of Southern Nuclear. The agreement will terminate on July 1, 2005, unless earlier terminated by either Southern Nuclear or Mr. Hairston in accordance with its terms. Under the agreement, Mr. Hairston received a base salary of \$40,482 per month until March 1, 2005, when it was increased under SOUTHERN's base salary program to \$42,101. He also receives benefits under various Southern Nuclear and SOUTHERN benefit plans generally provided to similarly situated employees, including pension, capital accumulation and welfare benefit plans. The agreement also

Table of Contents

includes confidentiality and non-disclosure provisions that apply during the term of the agreement and for periods of time following Mr. Hairston's termination of employment.

Southern Nuclear and Mr. Hairston also entered into a Release and Restrictive Covenant Agreement on December 22, 2004, under which Mr. Hairston would receive a lump sum payment of approximately \$1.3 million by February 28, 2005, which has been paid. Under the Release, Mr. Hairston released SOUTHERN and its subsidiaries from any claims relating to his prior service with SOUTHERN and its subsidiaries and agreed to comply with confidentiality and non-disclosure provisions consistent with those included in the Employment Agreement, as well as non-competition provisions, for periods of time following his termination of employment.

On February 22, 2002, SOUTHERN, SAVANNAH, SCS and GULF entered into a Supplemental Pension Agreement with Mr. Holland. The agreement provides that upon the retirement of Mr. Holland, he will be paid a monthly amount equal to the difference in the amount he receives from the Southern Company Pension Plan and the amount he would have received had he been employed by a subsidiary or affiliate of SOUTHERN since January 1, 1980. The agreement also provides for lump sum payments upon Mr. Holland's retirement equal to the amount he would have received under the Southern Company Employee Savings Plan and Employee Stock Ownership Plan had he participated in such plans in 1992.

Under the terms of the offer of employment extended to Kathleen King, Southern Nuclear agreed that upon her retirement she will receive supplemental retirement payments calculated as if she had an additional eight years of accredited service under the Southern Company Pension Plan.

(f) Rights to indemnity. Incorporated by reference are the by-laws for the companies of the SOUTHERN system, contained herein as Exhibits.

Table of Contents**ITEM 7. CONTRIBUTIONS AND PUBLIC RELATIONS.**

(1) Expenditures, disbursements or payments, directly or indirectly, in money, goods or services, to or for the account of any political party, candidate for public office or holder of such office, or any committee or agent thereof.

Name of Company	Name of Recipient or Beneficiary	Purpose	Accounts Charged, if any, per Books of Disbursing Company	Amount(\$)
------------------------	---	----------------	--	-------------------

None

SOUTHERN, ALABAMA, GEORGIA, GULF, MISSISSIPPI and SAVANNAH have established political action committees and have incurred certain costs in the administration of these committees in accordance with the provisions of the Federal Election Campaign Act and the Public Utility Holding Company Act.

(2) Expenditures, disbursements or payments, directly or indirectly, in money, goods or services, to or for the account of any citizens group or public relations counsel.

The information called for by this item was compiled, and memoranda from each company in the system were received and are being preserved by SOUTHERN, in accordance with the instructions to this item.

Name of Company	Name of Recipient or Beneficiary	Purpose	Accounts Charged, if any, per Books of Disbursing Company	Amount(\$)
ALABAMA	Business Council of Alabama	Dues & Support	426	236,030
	Edison Electric Institute	Dues	921	1,344
	Nature Conservancy of Alabama	Dues & Support	426,921	300,100
	Nuclear Energy Institute	Dues	524	520,420*
	Public Affairs Research Council of Alabama	Dues	426,921,930	12,580
GEORGIA	Atlanta Committee for Progress	Dues	930	40,000
	Buckhead Coalition	Dues	930	5,000
	Central Atlanta Progress	Dues	930	53,750
	Edison Electric Institute	Dues	426,930	774,262
	Forward Atlanta	Support	930	250,000
	Georgia Conservancy	Support	426	36,511
	Georgians for Better Transportation	Dues	n/a	25,000**
Nature Conservancy	Support	930	10,000	
			426	15,000

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Nuclear Energy Institute	Dues	n/a	50,000**
		524,426	608,865***

* This amount was paid by Southern Nuclear and billed to ALABAMA.

** Georgia Power Foundation.

*** This amount, which excludes dues billed to joint owners of Plants Hatch and Vogtle, was paid by Southern Nuclear and billed to GEORGIA.

Table of Contents**ITEM 7. CONTRIBUTIONS AND PUBLIC RELATIONS. (Continued)**

Name of Company	Name of Recipient or Beneficiary	Purpose	Accounts Charged, if any, per Books of Disbursing Company	Amount(\$)	
GULF	Economic Development Council - Bay County	Support	912	20,000	
	Economic Development Council - Holmes County	Support	912	10,000	
	Chamber of Commerce Florida	Support & Dues	912,921	31,640	
	Chamber of Commerce Pensacola	Support & Dues	909,921,930	39,904	
	Chamber of Commerce Washington County	Support	426,912	11,500	
	Edison Electric Institute	Dues	426,921,930	195,842	
	Enterprise Florida	Support	912,921,930	61,000	
	Florida's Great Northwest	Support & Dues	912	110,000	
	University of West Florida HAAS Center	Support	912	35,000	
	Other Economic Development Councils/ Activity Groups (13 Beneficiaries)	Support & Dues	426,909,912,921,930	39,175	
	MISSISSIPPI	American Association of Blacks in Energy	Dues	921	3,000
		Area Development Partnership	Dues	426	8,000
		Business & Industry Political Education Committee	Dues	426	4,000
Coastal Conservation Association		Dues	921	1,200	
East Mississippi Business Development Authority		Dues	426	10,000	
Economic Development Authority		Dues	426	2,750	
Edison Electric Institute		Dues	426,930	177,275	
Mississippi Economic Council		Dues	426,930	65,000	
Mississippi Gulf Coast Economic Development Council		Dues	426,930	2,750	
Mississippi Manufacturers Association		Dues	426,930	3,350	
Mississippi Minority Business Alliance		Dues	426	1,500	
Mississippi Municipal Association		Dues	426,930	4,200	
Mississippi Partnership for Economic Development		Support	921	20,000	
Mississippi Wildlife Federation		Dues	426,930	5,000	
Mississippi World Trade Center		Dues	921	5,000	
North American Association for Environmental Education		Dues	930	3,000	
Partners for Stennis Space Center		Dues	921	2,500	
Retail Association of Mississippi	Dues	426,930	2,000		

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SAVANNAH	Association of Edison Illuminating Companies, Inc.	Dues	930	346
	Clean Coast	Support	426	5,000
	Edison Electric Institute	Dues	426,930	81,751
	Georgia Conservancy	Support	426	1,500
	Georgians for Better Transportation	Dues	930	1,000
	Nature Conservancy	Support	426	5,000
	North American Energy Standards Board	Membership	930	5,000
	Southeastern Electric Reliability Council	Membership	930	30,688
	Southeastern Electrification Council	Membership	930	3,200
	Southeastern Electric Exchange	Membership	930	5,488

Table of ContentsITEM 8. SERVICE, SALES AND CONSTRUCTION CONTRACTS.PART I.

Transactions	Serving Company	Receiving Company	Compensation
(Note 1)	(Note 1)	SouthernLINC Wireless	(Note 1)
(Note 1)	(Note 1)	Southern Management	(Note 1)
(Note 1)	(Note 1)	Southern Company GAS	(Note 1)
(Note 1)	(Note 1)	Synfuel Services	(Note 1)
(Note 1)	(Note 1)	ERA	(Note 1)
(Note 1)	(Note 1)	Alabama Synfuel Services, Inc.	(Note 1)
(Note 1)	(Note 1)	SCES LLC	(Note 1)
Sublease of railcars (Note 2)	ALABAMA	GEORGIA	\$ 891,039
Sublease of railcars (Note 2)	ALABAMA	GULF	\$ 200
Sublease of railcars (Note 2)	ALABAMA	MISSISSIPPI	\$ 720,287
Sublease of railcars (Note 2)	ALABAMA	SAVANNAH	\$ 45,159
Sublease of railcars (Note 2)	GEORGIA	ALABAMA	\$ 215,790
Sublease of railcars (Note 2)	GEORGIA	GULF	\$ 305,394
Sublease of railcars (Note 2)	GEORGIA	MISSISSIPPI	\$ 447,152
Sublease of railcars (Note 2)	GEORGIA	SAVANNAH	\$ 334,013
Sublease of railcars (Note 2)	MISSISSIPPI	ALABAMA	\$ 163,114
Sublease of railcars (Note 2)	MISSISSIPPI	GEORGIA	\$ 941,848
Sublease of railcars (Note 2)	MISSISSIPPI	GULF	\$ 104,390
Sublease of railcars (Note 2)	MISSISSIPPI	SAVANNAH	\$ 10,477
Sublease of railcars (Note 2)	SAVANNAH	GEORGIA	\$ 143,167
Sublease of railcars (Note 2)	GEORGIA	SCRS	\$ 384,119
Sublease of railcars (Note 2)	SCRS	ALABAMA	\$ 11,241
Sublease of railcars (Note 2)	SCRS	GEORGIA	\$ 2,471,015
Sublease of railcars (Note 2)	ALABAMA	SCRS	\$ 91,583
Sublease of railcars (Note 2)	GEORGIA	SCRS	\$ 499,454
Sublease of railcars (Note 2)	MISSISSIPPI	SCRS	\$ 49,300

Note 1: SouthernLINC Wireless and Southern Management have agreements with SCS, ALABAMA, GEORGIA, GULF, MISSISSIPPI, SAVANNAH and Southern Nuclear pursuant to which SouthernLINC Wireless and Southern Management reimburse each of such companies for the full cost of services, personnel and facilities provided to SouthernLINC Wireless and Southern Management.

Pursuant to such agreements, during 2004 the total reimbursements to SCS, ALABAMA, GEORGIA, GULF, MISSISSIPPI, SAVANNAH and Southern Nuclear from SouthernLINC Wireless were \$35,036,642; \$1,169,839; \$997,967; \$118,729; \$140,119; \$23,923 and none, respectively; and from Southern Management were \$962,626; none; \$160,180; \$22,350; none; \$6,201 and \$4,933, respectively. Southern Management in 2004 also reimbursed SCES LLC \$287,795 for the full cost of services, personnel and facilities.

Southern Company GAS during 2004 also reimbursed GEORGIA and SCS for certain services which were furnished, at cost in the amounts of \$363,724 and \$12,444,777, respectively.

Synfuel Services has agreements with SCS, ALABAMA and GEORGIA pursuant to which Synfuel Services reimburses each of these companies for full cost of services, personnel and facilities. Pursuant to these agreements, during 2004 Synfuel Services' reimbursements to SCS, ALABAMA and GEORGIA were \$66,534, \$28,539,290 and \$53,340,084, respectively.

ERA has an agreement with SCS pursuant to which ERA reimburses SCS for the full cost of services, personnel and facilities. Pursuant to this agreement, during 2004 ERA's reimbursement to SCS was \$111,048.

Alabama Synfuel Energy, Inc. has an agreement with SCS pursuant to which reimburses SCS for the full cost of services, personnel and facilities. Pursuant to this agreement, during 2004 Alabama Synfuel Energy, Inc.'s reimbursement to SCS was \$642,374.

Table of Contents

ITEM 8. SERVICE, SALES AND CONSTRUCTION CONTRACTS. (Continued)

SCES LLC has agreements with SCS, ALABAMA, GEORGIA, GULF, MISSISSIPPI, SAVANNAH and Southern Nuclear for services, personnel and facilities. During 2004, SCES LLC reimbursed to SCS, ALABAMA, GEORGIA, GULF, MISSISSIPPI, SAVANNAH and Southern Nuclear \$1,727,963; \$113,114; \$140,230; \$20,211; \$461; none and \$780, respectively. During 2004, SCES LLC reimbursed SouthernLINC Wireless \$340 for the full cost of services, personnel and facilities.

Note 2: The Serving Company owns or leases the railcars; the Receiving Company subleases the railcars and the Compensation is the amount paid to the Serving Company for use of the railcars. From time to time, on an as-needed, as-available basis, an affiliate may sublease its railcars, at cost, to other affiliates.

PART II.

Transactions	Serving Company	Receiving Company	Compensation
Surveyor Services	Baskerville-Donovan, Inc.	GULF	\$ 9,507

Mr. Fred C. Donovan, a director of GULF, is the Chairman and Chief Executive Officer Baskerville-Donovan, Inc. (an architectural and engineering firm) in Pensacola, Florida.

PART III. None.

Table of Contents**ITEM 9. WHOLESALE GENERATORS AND FOREIGN UTILITY COMPANIES**

Part I (a) See Item 1 for the names of the companies and Item 6 Part I for its location and business address.

Part I (b) Information for this item was filed confidentially under a Rule 24 Certificate of Notification for File No. 70-9727 for the year ended December 31, 2004 as Exhibit B.

Part I (c)

COMPANIES	DEBT TO EQUITY	EARNINGS
SE Finance Capital Corporation II	1.5	\$ 65,934,302
SE Choctaw LLC	0	\$ 9,596,993
SE Finance Capital Corporation	1.5	\$ 59,279,777
Southern Energy Finance Company, Inc.	0.4	\$ 63,026,023
EPZ Lease, Inc.		
EPZ Lease, LLC		
EPZ Lease Holdings A, LLC		
EPZ Lease Trust A		
EPZ Lease Holdings B LLC		
EPZ Lease Trust B		
EPZ Lease Holdings C LLC		
EPZ Lease Trust C		
Dutch Gas Lease, Inc.		
Dutch Gas Lease, LLC		
Dutch Gas Lease Holdings A, LLC		
Dutch Gas Lease Trust A		
Dutch Gas Lease Holdings B LLC		
Dutch Gas Lease Trust B		
Dutch Gas Lease Holdings C LLC		
Dutch Gas Lease Trust C		
GAMOG Lease, Inc.		
GAMOG Lease Holdings A, LLC		
GAMOG Lease Trust A		
GAMOG Lease Holdings B, LLC		
GAMOG Lease Trust B		
GAMOG Lease Holdings C, LLC		
GAMOG Lease Trust C		
Nuon Lease, Inc.		
Nuon Lease Holdings D, LLC		
Nuon Lease Trust D		
Nuon Lease Holdings E, LLC		
Nuon Lease Trust E		

Nuon Lease Holdings F, LLC
Nuon Lease Trust F

Southern Company-Florida LLC 0 \$ 15,382,000

SE Ravenswood Trust 0 \$ 7,442,996

PART I(d)L

None.

PART II

Exhibits G and H, submitted with this filing, are being incorporated by reference.

Table of Contents**ITEM 9. WHOLESALE GENERATORS AND FOREIGN UTILITY COMPANIES
PART III**

SOUTHERN's aggregate investment in EWGs and FUCOs at December 31, 2004 is as follows:

	Total	Equity ¹ (in thousands)	Debt ²	Guarantees ³
Investment In EWGs & FUCOs (A)	\$ 264,793	\$ 264,793	\$	\$

	Investment in Domestic Public-Utility Subs	SOUTHERN's Investment (in thousands)			
		Total	Equity	Debt	Guarantees
ALABAMA		\$ 2,285,183	\$ 2,285,183	\$	\$
GEORGIA		2,822,518	2,822,518		
GULF		435,455	435,455		
MISSISSIPPI		333,528	333,528		
SAVANNAH		126,756	126,756		
SOUTHERN POWER ⁴		602,228	602,228		
SEGCO		34,432	34,432		
(B) Total Domestic Public Utility Subsidiaries		\$ 6,640,100	\$ 6,640,100	\$	\$

RATIO A÷B 0.04¹

- (1) Included Common Stock held by SOUTHERN and Paid-in-Capital by SOUTHERN.
- (2) Long-term debt owed to SOUTHERN.
- (3) Direct or indirect guarantees of securities of EWGs and FUCOs by SOUTHERN.
- (4) SOUTHERN's investment in SOUTHERN POWER less SOUTHERN's investment in EWGs at SOUTHERN POWER.

41

ITEM 10 - FINANCIAL STATEMENTS AND EXHIBITS**SOUTHERN AND SUBSIDIARY COMPANIES****INDEX TO FINANCIAL STATEMENTS**

December 31, 2004

	Number
FINANCIAL STATEMENTS:	
<u>Consolidating Statement of Income for the Year Ended December 31, 2004</u>	A-1
<u>Consolidating Statement of Cash Flows for the Year Ended December 31, 2004</u>	A-3
<u>Consolidating Balance Sheet at December 31, 2004</u>	A-5
<u>Consolidating Statement of Capitalization at December 31, 2004</u>	A-9
<u>Consolidating Statement of Retained Earnings for the Year Ended December 31, 2004</u>	A-13
<u>Consolidating Statement of Paid-in Capital for the Year Ended December 31, 2004</u>	A-14
<u>Consolidating Statements of Comprehensive Income for the Year Ended December 31, 2004</u>	A-15
<u>Consolidating Statements of Accumulated Other Comprehensive Income for the Year Ended December 31, 2004</u>	A-15
<u>Notes to Financial Statements at December 31, 2004</u>	A-16
OTHER FINANCIAL STATEMENTS:	
<u>ALABAMA consolidated with ALABAMA PROPERTY COMPANY, ALABAMA TRUST IV and ALABAMA TRUST V</u>	A-17
<u>GEORGIA consolidated with PIEDMONT, ATV, GEORGIA TRUST IV, GEORGIA TRUST V, GEORGIA TRUST VI and GEORGIA TRUST VII</u>	A-22
<u>GULF consolidated with GULF TRUST III and GULF TRUST IV</u>	A-27
<u>MISSISSIPPI consolidated with MISSISSIPPI TRUST II</u>	A-30
<u>SAVANNAH consolidated with SAVANNAH TRUST I</u>	A-33
<u>SOUTHERN POWER consolidated with SOUTHERN COMPANY FLORIDA, SOUTHERN COMPANY JET PORT, KLONDIKE, McLEOD, CHEROKEE and ST. LUCIE HOLDINGS CANA LLC</u>	A-36
<u>SOUTHERN HOLDINGS consolidated with SE FINANCE CAPITAL CORP II, CAPITAL FUNDING, SCES LLC, ALABAMA SYNFUEL ENERGY, SYNFUEL SERVICES, ERA, ELECTROTECHNOLOGIES, SCRS and SERC</u>	A-41
EXHIBITS	A-45
SCHEDULES:	

Schedules supporting financial statements of ALABAMA, GEORGIA, GULF, MISSISSIPPI, SAVANNAH and SEGCO are incorporated by reference to those companies' annual reports on Federal Energy Regulatory Commission Form 1 for the year ended December 31, 2004, as filed with the Federal Energy Regulatory Commission.

Table of Contents**THE SOUTHERN COMPANY AND SUBSIDIARY COMPANIES**

CONSOLIDATING STATEMENT OF INCOME
FOR THE YEAR ENDED DECEMBER 31, 2004
(Stated in Thousands of Dollars)

	Consolidated	Intercompany Eliminations and Transfers Add (Deduct)	Southern	Alabama	Georgia	Gulf	Mississippi	Savannah	SEGCO	South Comp Fund
Operating Revenues:										
Mail sales	\$ 9,732,131	\$ (631)	\$	\$ 3,292,828	\$ 4,776,985	\$ 736,870	\$ 584,313	\$ 341,766	\$	\$
Revenues for resale										
to non-affiliates	1,341,282			483,839	246,545	73,537	265,863	5,035		
to affiliates		(1,251,828)		308,312	166,245	110,264	44,371	6,130	172,642	
Power electric										
revenues	391,430	(11,433)		151,012	181,033	39,460	15,779	4,029	1,767	
Other revenues	437,249	(92,670)								
Total operating revenues	11,902,092	(1,356,562)		4,235,991	5,370,808	960,131	910,326	356,960	174,409	
Operating Expenses:										
Depreciation	3,521,425	(81,720)		1,186,472	1,232,496	367,155	320,997	55,721	105,114	
Expenses										
to non-affiliates	642,721	(757)		186,187	304,978	30,720	33,528	11,413		
to affiliates		(1,232,272)		226,697	671,098	35,177	73,235	114,261		
Other										
operations	2,301,644	(43,258)	70,758	634,030	902,167	160,635	164,362	61,134	22,090	
Maintenance	1,027,067			313,407	498,114	69,077	77,001	24,831	20,090	
Amortization										
of other	955,435			425,906	275,488	82,799	39,390	21,252	11,734	
income										
taxes	626,866		198	242,809	227,806	69,856	55,572	15,245	1,307	
Total operating expenses	9,075,158	(1,358,007)	70,956	3,215,508	4,112,147	815,419	764,085	303,857	160,335	
Operating Income	2,826,934	1,445	(70,956)	1,020,483	1,258,661	144,712	146,241	53,103	14,074	

allowance for										
equity funds										
held during										
construction	47,198			16,141	26,659	1,855		2,379	164	
interest income	27,090	(75,327)	6,468	15,677	6,657	1,224	777	208		2,5
equity in										
investments										
(expenses) of										
consolidated										
subsidiaries	(94,786)	(1,598,399)	1,578,302	4,322	4,898	26	89	35		
depreciated										
asset income	70,170									
interest										
expense, net of										
amortization										
capitalized	(540,523)	74,873	(66,469)	(193,590)	(182,370)	(31,482)	(11,776)	(12,047)	(3,185)	(2,5
interest										
expense to										
affiliate trusts	(99,736)			(16,191)	(44,565)	(3,443)	(1,948)			
distributions										
mandatorily										
removable										
preferred										
equities	(27,230)				(15,839)	(1,113)	(630)	(109)		
preferred										
dividends of										
subsidiaries	(29,816)			(23,597)	(670)	(217)	(3,832)	(1,500)		
interest income										
expense), net	(60,273)	(480)	(8,698)	(29,050)	(16,260)	(3,644)	(1,454)	(3,459)	661	
all other										
income and										
expense)	(707,906)	(1,599,333)	1,509,603	(226,288)	(221,490)	(36,794)	(18,774)	(14,493)	(2,360)	
Earnings										
Before Income										
Taxes	2,119,028	(1,597,888)	1,438,647	794,195	1,037,171	107,918	127,467	38,610	11,714	
income taxes	586,771	559	(93,098)	313,024	379,170	39,695	50,666	14,378	4,326	
Consolidated										
Income	\$ 1,532,257	\$ (1,598,447)	\$ 1,531,745	\$ 481,171	\$ 658,001	\$ 68,223	\$ 76,801	\$ 24,232	\$ 7,388	\$

Common Stock Data:**Earnings Per Share -**Basic **\$ 2.07**Diluted **\$ 2.06****Average number of shares of common stock outstanding (stated in thousands)**Basic **738,879**Diluted **743,076**

Cash dividends paid per share of common stock

\$ 1.415

(Continued on following page)

A-1

Table of Contents

THE SOUTHERN COMPANY AND SUBSIDIARY COMPANIES
CONSOLIDATING STATEMENT OF INCOME
FOR THE YEAR ENDED DECEMBER 31, 2004
(Stated in Thousands of Dollars)
(Continued)

	Southern Power	Southern Holdings	Southern Management	Southern LINC Wireless	Southern Power Call	Southern Telecom	Southern Company Gas	Deferred Cash Trust	Deferred Stock Trust	Change in Control Trust
Operating Revenues:										
Retail sales	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
Sales for resale										
Non-affiliates	266,463									
Affiliates	425,065	2,707		16,092						
Other electric revenues	9,783									
Other revenues		155,960	2,803	188,251		9,417	173,488			
Total operating revenues	701,311	158,667	2,803	204,343		9,417	173,488			
Operating Expenses:										
Fuel Purchased power	127,103	81,719					126,368			
Non-affiliates	76,652									
Affiliates	111,804									
Other operations	58,111	87,756	3,659	137,567		7,214	35,307	10		102
Maintenance	17,084	4		7,459						
Depreciation and amortization	51,161	9,480	133	30,577		1,560	5,955			
Taxes other than income taxes	11,273		5	2,375		390	30			
Total operating expenses	453,188	178,959	3,797	177,978		9,164	167,660	10		102
Operating Income	248,123	(20,292)	(994)	26,365		253	5,828	(10)		(102)
Other Income and (Expense):										
Allowance for equity funds used during construction										

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Interest income	736	66,971	86	86	22	118		20	287	542
Equity in earnings (losses) of unconsolidated subsidiaries		(96,736)	12,677							
Leveraged lease income		70,170								
Interest expense, net of amounts capitalized	(66,088)	(41,121)	(97)	(2,486)		(458)	(1,689)			
Interest expense to affiliate trusts		(33,589)								
Distributions on mandatorily redeemable preferred securities		(9,539)								
Preferred dividends of subsidiaries										
Other income (expense), net	1,672	1,667	(1,054)	(242)		445	(496)		119	
Total other income and (expense)	(63,680)	(42,177)	11,612	(2,642)	22	105	(2,185)	20	406	542
Earnings Before Income Taxes										
Taxes	184,443	(62,469)	10,618	23,723	22	358	3,643	10	406	440
Income taxes	72,935	(205,507)	(734)	9,715	8	227	1,407			
Consolidated Net Income	\$ 111,508	\$ 143,038	\$ 11,352	\$ 14,008	\$ 14	\$ 131	\$ 2,236	\$ 10	\$ 406	\$ 440

The notes to the financial statements (herein incorporated by reference as part of exhibit numbers A-1 through A-7 inclusive) are an integral part of this statement.

A-2

Table of Contents**THE SOUTHERN COMPANY AND SUBSIDIARY COMPANIES**

CONSOLIDATING STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED DECEMBER 31, 2004
(Stated in Thousands of Dollars)

	Intercompany Eliminations and Transfers Add (Deduct)	Southern	Alabama	Georgia	Gulf	Mississippi	Savannah	SEGCO	SCS
net									
\$ 1,532,257	\$ (1,627,994)	\$ 1,531,476	\$ 504,768	\$ 658,671	\$ 68,440	\$ 80,633	\$ 25,732	\$ 7,388	\$
net									
cash									
n (used									
and									
1,177,991		647	497,010	361,958	88,772	60,260	23,710	12,783	19,8
me									
vestment									
558,802		(21)	252,858	251,623	46,255	44,424	13,441	(2,143)	
(16,508)						(16,508)			
r									
used									
uction									
es									
(47,199)			(16,141)	(26,659)	(1,855)		(2,379)	(165)	
d									
94,786	1,598,287	(1,578,033)	(4,322)	(4,898)	(26)	(88)	(35)		(1
se									
(70,170)									
t, and									
ee									
(470)		(190)	(29,362)	2,636	(895)	(1,084)	6,114		19,6
F stock									
31,344	(31,040)	31,344	10,672	9,701	3,063	1,532	861		
(9,686)			2,241	(12,394)			467		
(21,267)	(12,041)	(988)	1,388	(33,289)	11,982	(1,612)	(7,658)	9,579	1,4
ertain									
and									

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net ck	(369,061) (8,320)	73,512	16,520	(144,256)	(225,454)	1,741	(26,373)	(26,371)	4,593	(31,6
				30,130	(46,730)	2,355	5,528	(1,938)		
	(31,477)			(26,229)	618	(831)	(3,768)	(842)		(7
assets	13,991	31,967	(3,325)	19,131	(9,314)	(29,622)	1,401	(5,324)	(234)	(6,7
table	28,967	(69,446)	6,931	(12,778)	132,001	(51,876)	(5,555)	5,035	(1,534)	24,5
s	(108,867)	(32,141)	(3,662)	(24,568)	(64,563)	629	151	3,352	1,115	14,6
	(15,803)	(193)		(7,041)	(6,664)	1,946	82	(40)		(3,2
	(47,189)	(2,297)	2,636	(42,544)	5,836	3,111	(19,709)	(911)	(301)	7,8
ided (r) ivities	2,692,121	(71,386)	3,335	1,010,957	993,079	143,189	119,314	33,214	31,081	45,5
y to (om)	(2,109,995)			(797,014)	(786,314)	(161,205)	(70,063)	(51,301)	(11,974)	(23,0
					(339,750)			(74,832)		
d	(96,536)	464,638	(457,517)	(242)	1,058	(79)	(1,816)	(41)		(2,5
ral net	(74,817)			(37,369)	(21,756)	(10,259)	(3,189)	(885)	(1,975)	
ayable,	24,570	14,074		7,941	413	13,682	1,243	1,566		
	4,914	(1,460,966)	1,497,358	3,876	30,445	22,788	(2,253)	291	164	(7,9
ided (r) ivities	(2,251,864)	(982,254)	1,039,841	(822,808)	(1,115,904)	(135,073)	(76,078)	(125,202)	(13,785)	(33,5
notes	(141,228)	(42,803)	(124,980)		70,956	12,334		20,567	(5,907)	
bt	1,861,711		4,414	900,000	600,000	210,000	40,000	45,376		5,5
urities	200,000				200,000					
k	175,000			100,000			30,000	45,000		
ck	123,571	(40,000)	123,571	40,000						
		(394,905)		17,541	260,068	29,481	1,791	47,255	583	

Contributions																				
Debt	(1,245,796)			(726,445)	(200,000)	(125,000)	(80,000)	(30,000)												(1,500,000)
Equities	(240,000)				(200,000)			(40,000)												
Stock	(28,388)						(28,388)													
Contributions		113,000																		
Company																				
Stock		27,164		(23,639)	(654)	(217)	(1,829)	(825)												
Common																				
Stocks	(1,044,734)	1,391,189	(1,044,734)	(437,300)	(565,500)	(70,000)	(66,200)	(23,200)	(11,989)											
	(38,467)	(5)	1	(16,597)	(17,247)	(2,433)	(785)	(1,266)	(123)											
Divided																				
(r)																				
Activities	(378,331)	1,053,640	(1,041,728)	(146,440)	147,623	54,165	(105,411)	62,907	(17,436)	4,000										
Share																				
Share	61,926		1,448	41,709	24,798	62,281	(62,175)	(29,081)	(140)	16,000										
Share																				
at	311,273		278	42,752	8,699	2,548	69,120	37,943	698	4,800										
Share																				
at End	\$ 373,199	\$	\$ 1,726	\$ 84,461	\$ 33,497	\$ 64,829	\$ 6,945	\$ 8,862	\$ 558	\$ 20,900										
Net Cash																				
Position:																				
During the																				
Period																				
(Period)	\$ 550,782	\$ (68,594)	\$ 69,066	\$ 188,556	\$ 228,190	\$ 28,796	\$ 12,084	\$ 10,080	\$ 3,446	\$ 4,100										
	78,486		(70,723)	69,068	127,115	24,130	6,654	4,581	5,627	6,000										

(Continued on following page)

Table of Contents

THE SOUTHERN COMPANY AND SUBSIDIARY COMPANIES
CONSOLIDATING STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED DECEMBER 31, 2004
(Stated in Thousands of Dollars)
(Continued)

	Southern Company Funding	Southern Power	Southern Holdings	Southern Management	Southern LINC Wireless	Southern Powercall	Southern Telecom	Southern Company Gas	Deferred Cash Trust	Deferred Stock Trust	Change in Control Trust
Operating activities:											
Consolidated net income	\$	\$ 111,508	\$ 143,038	\$ 11,352	\$ 14,008	\$ 14	\$ 131	\$ 2,236	\$ 10	\$ 406	\$ 440
Adjustments to reconcile consolidated net income to net cash provided from (used for) operating activities											
Depreciation and amortization		65,838	8,248	(148)	30,832		1,560	5,955			
Deferred income taxes and investment tax credits		23,510	(70,886)		1,082		(616)	(725)			
Plant Daniel capacity allowance for equity funds used during construction											
Equity in losses (earnings) of unconsolidated subsidiaries			96,736	(12,676)	11						
Leveraged lease income			(70,170)								
Pension, postretirement, and other employee benefits			305		2,785		129				
Tax benefit of stock options		415	45		1,041		18				
Debt settlements											
Other, net		20,021	5,672	1	(1,452)		(2,913)	(4,332)	(10)		(704)
Changes in certain current assets and liabilities											

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Receivables, net	(14,009)	6,294	193	(631)	(3)	(94)	(984)		218
Fossil fuel stock	2,894						(559)		
Materials and supplies	(1,715)	1,310	1,352	(657)					
Other current assets	4,144	15,868	407	(2,586)		(390)	25		
Accounts payable	(13,844)	8,003	(2,287)	3,462	(249)	(336)	(150)		
Accrued taxes	32,330	(35,198)	(580)	(299)	44	8	648		
Accrued compensation		413		512		(253)	(175)		
Other current liabilities	(1,692)	4,633	(107)	(3,611)		6	128		
Net cash provided from (used for) operating activities	229,400	114,311	(2,493)	44,497	(194)	(2,750)	2,067	406	(46)
Investing activities:									
Gross property additions	(115,606)	(71,606)		(18,942)		(225)	(646)		
Property sales to (purchases from) affiliates	414,582								
Investment in unconsolidated subsidiaries		(97,759)	(1,162)	(222)					
Cost of removal net of salvage			344	(36)			308		
Construction receivables/payable, net	(14,349)								
Other	(48,100)	(10,043)	(12,970)	(719)	148	855		(1,570)	(6,451)
Net cash provided from (used for) investing activities	(48,100)	274,584	(182,335)	(1,537)	(19,052)	630	(338)	(1,570)	(6,451)
Financing activities:									
Increase (decrease) in notes payable, net	48,100	(114,349)	23,876	(850)	(24,862)		(3,310)		
Proceeds from long-term debt		56,400							
Mandatorily redeemable preferred securities									
Preferred stock									
Common Stock									
Capital contributions from parent	2,808	14,576	4,300	911		2,448		1,218	6,451

Company										
Redemptions										
Long-term debt		(50,000)	(31,499)		(1,340)					
Mandatorily										
redeemable										
Preferred securities										
Preferred stock										
Capital distributions										
to parent company		(113,000)								
Payment of										
Preferred stock										
Dividends										
Payment of common										
Stock dividends		(207,000)					(10,000)			
Other							(12)			
Net cash provided										
from (used for)										
Financing activities	48,100	(481,541)	63,353	3,450	(25,291)		(7,564)	(3,310)	1,218	6,451
Net Change in										
Cash and Cash										
Equivalents		22,443	(4,671)	(580)	154	(194)	(9,684)	(1,581)	54	(46)
Cash and Cash										
Equivalents at										
beginning of										
period	10	2,798	115,418	1,113	6,839	1,813	11,452	3,088	233	46
Cash and Cash										
Equivalents at End										
of Period	\$ 10	\$ 25,241	\$ 110,747	\$ 533	\$ 6,993	\$ 1,619	\$ 1,768	\$ 1,507	\$ 287	\$
Supplemental Cash										
Flow Information:										
Cash paid during the										
period for										
Interest (net of										
amount capitalized)	\$	\$ 52,146	\$ 19,946	\$	\$ 1,247	\$	\$	\$ 1,689	\$	\$
Income taxes		13,313	(116,236)	(702)	7,680	(39)	860	1,733		

The notes to the financial statements (herein incorporated by reference as part of exhibit numbers A-1 through A-7 inclusive) are an integral part of this statement.

Table of Contents**THE SOUTHERN COMPANY AND SUBSIDIARY COMPANIES**

CONSOLIDATING BALANCE SHEET DECEMBER 31, 2004

(Stated in Thousands of Dollars)

Consolidated	Intercompany Eliminations and Transfers Add (Deduct)	Southern	Alabama	Georgia	Gulf	Mississippi	Savannah	SEGCO	SCS
\$ 373,199	\$	\$ 1,726	\$ 84,461	\$ 33,497	\$ 64,829	\$ 6,945	\$ 8,862	\$ 558	\$ 20,
755,436			235,221	317,937	44,255	32,978	22,875		
304,479	4,593		96,486	140,027	35,889	20,803	6,681		
530,897			119,773	345,542	9,283	32,499	23,800		
320,106	2	43,056	52,145	94,377	7,177	8,883	1,608	29	74,
	(950,405)	119,452	61,149	17,042	16,218	15,769	3,392	32,471	309,
(46,100)		(13,220)	(5,404)	(7,100)	(2,144)	(774)	(878)		
325,369			57,787	184,267	32,999	19,704	10,590		
105,437			36,494	57,372	5,446	6,125			
601,820			237,919	270,422	36,761	27,438	9,913	223	1,
126,061	(107,770)	16,053	61,896	32,696	38,375	9,237	23,030	591	15,
66,401	2		11,269	25,260	8,732	7,662	2,174		7,
3,463,105	(1,053,578)	167,067	1,049,196	1,511,339	297,820	187,269	112,047	33,872	430,
41,437,588			14,636,168	18,681,533	2,367,189	1,882,542	945,359	379,810	279,
14,951,009			5,097,930	7,217,607	844,617	697,862	408,415	225,106	153,

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26,486,579			9,538,238	11,463,926	1,522,572	1,184,680	536,944	154,704	126,
218,133			93,388	124,745					
1,656,772			470,844	766,140	74,004	27,961	91,275	10,662	3,
28,361,484			10,102,470	12,354,811	1,596,576	1,212,641	628,219	165,366	130,
904,828			445,634	459,194					
976,000									
107,232	(11,564,121)	11,438,402	45,455	66,192	3,674	3,265	1,963		11,
284,876	(979,686)	22,675	44,322	66,775	2,751	4,007	1,962	7	15,
2,272,936	(12,543,807)	11,461,077	535,411	592,161	6,425	7,272	3,925	7	26,
864,476			316,528	505,664	17,566	10,668	10,588	3,462	
985,633	(71,046)	681	489,193	450,270	45,384	19,158			51,
153,352		1,348	28,392	77,925	6,615	6,955	5,303	680	
323,395			109,403	176,825	19,197	9,437	7,935	598	
248,953			46,603	72,639	107,994	5,610	16,107		
288,752	(492,360)	18,260	106,263	80,704	13,086	20,103	28,467	5,164	36,
2,864,561	(563,406)	20,289	1,096,382	1,364,027	209,842	71,931	68,400	9,904	88,
\$ 36,962,086	\$ (14,160,791)	\$ 11,648,433	\$ 12,783,459	\$ 15,822,338	\$ 2,110,663	\$ 1,479,113	\$ 812,591	\$ 209,149	\$ 676,

(Continued on following page)

A-5

Table of Contents

THE SOUTHERN COMPANY AND SUBSIDIARY COMPANIES
CONSOLIDATING BALANCE SHEET DECEMBER 31, 2004
(Stated in Thousands of Dollars)
(Continued)

	Southern Company Funding	Southern Power	Southern Holdings	Southern Management	Southern LINC Wireless	Southern Powercall	Southern Telecom	Southern Company Gas	Deferred Cash Trust	Deferred Stock Trust	Change in Control Trust
ASSETS											
Current Assets:											
Cash and cash equivalents	\$ 10	\$ 25,241	\$ 110,747	\$ 533	\$ 6,993	\$ 1,619	\$ 1,768	\$ 1,507	\$	\$ 287	\$
Receivables											
Customer accounts receivable		12,865	11,372	75	21,168		822	55,868			
Unbilled revenues											
Under recovered regulatory clause revenues											
Other accounts and notes receivable		893	34,832		22			1,416			205
Affiliated companies	243,022	25,423	23,078	251	1,366	3	72	351			
Accumulated provision for uncollectible accounts		(350)	(66)	(71)	(3,352)		(40)	(12,701)			
Fossil fuel stock, at average cost		2,904						17,118			
Vacation pay											
Materials and supplies, at average cost		9,839	517		6,881						
Prepaid expenses		12,704	(2,590)	(380)	13,687		748	991			
Other		112	2,806		(3)		3	777			
Total current assets	243,032	89,631	180,696	408	46,762	1,622	3,373	65,327		287	205
Property, Plant, and Equipment:											
In service		1,821,434	22,117		370,819		33,091	8,467			
Less accumulated depreciation		111,200	4,875		176,093		5,690	3,638			

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Nuclear fuel, at amortized cost	1,710,234	17,242		194,726		27,401	4,829				
Construction work in progress	200,903			10,351		57					
Total property, plant, and equipment	1,911,137	17,242		205,077		27,458	4,829				
Other Property and Investments:											
Nuclear decommissioning trusts, at fair value											
Leveraged leases		976,000									
Equity investments in unconsolidated subsidiaries		65,382	33,125	296							
Other		1,045,453	2,027	35		339	19,901	960	6,949	30,267	
Total other property and investments		2,086,835	35,152	331		339	19,901	960	6,949	30,267	
Deferred Charges and Other Assets:											
Deferred charges related to income taxes											
Prepaid pension costs											
Unamortized debt issuance expense	14,078	11,897									
Unamortized loss on reacquired debt											
Other regulatory assets											
Other	52,167	187,143	1,088	1,353	336	19,711	10,807				
Total deferred charges and other assets	66,245	199,040	1,088	1,353	336	19,711	10,807				
Total Assets	\$ 243,032	\$ 2,067,013	\$ 2,483,813	\$ 36,648	\$ 253,523	\$ 1,958	\$ 50,881	\$ 100,864	\$ 960	\$ 7,236	\$ 30,472

(Continued on following page)

A-6

Table of Contents

THE SOUTHERN COMPANY AND SUBSIDIARY COMPANIES
CONSOLIDATING BALANCE SHEET DECEMBER 31, 2004
(Stated in Thousands of Dollars)
(Continued)

	Intercompany Eliminations and Transfers Add									
Consolidated	(Deduct)	Southern	Alabama	Georgia	Gulf	Mississippi	Savannah	SEGCO	SC	
\$ 983,282		\$	\$ 225,005	\$ 452,498	\$ 100,000		\$ 1,010		\$ 8,	
426,394	(360,932)	133,617		208,233	50,000		20,567	13,976		
12,668	(560,675)	13,694	141,096	194,253	35,359	19,568	17,379	10,947	68,	
871,572		5,347	198,834	310,763	77,452	52,688	16,166		164,	
200,454			49,598	115,661	18,470	9,053	6,973			
47,237	(105,190)	43,801	28,498	78,269	1,927	396	148	506		
243,200			29,688	129,520	9,250	44,285	5,390	418	15,	
179,301	(22,385)	21,337	40,029	74,529	7,665	1,731	3,050	376		
137,452			36,494	44,894	5,446	6,125	2,661		21,	
431,023	(193)		76,858	127,340	16,989	23,913	5,612		112,	
258,356	(1,879)	22,269	26,365	75,699	12,988	48,677	5,248	59	33,	
3,790,939	(1,051,254)	240,065	852,465	1,811,659	335,546	206,436	84,204	26,282	423,	
10,488,076	(974,043)	988,956	3,855,257	3,709,852	550,989	242,498	237,769	74,333	54,	
1,960,644			309,279	969,073	72,166	36,082				
5,237,160	(290,790)	1,209	1,885,120	2,556,040	229,909	167,345	90,079	24,137		

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e	372,528			148,395	170,973	23,354	20,261	8,738	807	
ent	552,109			205,353	300,018	18,489	18,654	7,961	1,634	
it	864,216	(220,120)	8,117	194,837	331,002	54,869	57,275	46,580		209,
y	71,452	(30,775)		25,056		160				
	903,385			383,621	504,515	5,789	5,532	3,870	58	
ons	1,295,871			597,147	411,692	155,831	76,228	41,890	13,083	
ities	350,168			214,689	92,611	2,048	28,189	12,631		
	237,379	(30,020)	16	36,989	59,733	65,243	41,996	2,775	9,346	13,
	9,884,268	(571,705)	9,342	3,691,207	4,426,584	555,692	415,480	214,524	49,065	222,
s	26,123,927	(2,597,002)	1,238,363	8,708,208	10,917,168	1,514,393	900,496	536,497	149,680	701,
k of ee	560,472			465,047	14,609	4,098	32,780	43,938		
	10,277,687	(11,563,789)	10,410,070	3,610,204	4,890,561	592,172	545,837	232,156	59,469	(24,
s rs	\$ 36,962,086	\$ (14,160,791)	\$ 11,648,433	\$ 12,783,459	\$ 15,822,338	\$ 2,110,663	\$ 1,479,113	\$ 812,591	\$ 209,149	\$ 676,

(Continued on following page)

Table of Contents

THE SOUTHERN COMPANY AND SUBSIDIARY COMPANIES
CONSOLIDATING BALANCE SHEET DECEMBER 31, 2004
(Stated in Thousands of Dollars)
(Continued)

	Southern Company Funding	Southern Power	Southern Holdings	Southern Management	Southern LINC Wireless	Southern Powercall Telecom	Southern Company Gas	Deferred Cash Trust	Deferred Stock Trust	Change in Control Trust
LIABILITIES AND STOCKHOLDERS EQUITY										
Current liabilities:										
Securities due within one year	\$	\$ 200	\$ 195,004	\$	\$ 1,099	\$	\$	\$	\$	\$
Notes payable	242,776		27,126		40,341			50,690		
Accounts payable										
Affiliated		19,265	22,533	162	2,613		336	16,455		
Other		11,024	6,885	489	9,046	263	433	7,933		
Customer deposits					699					
Accrued taxes										
Income taxes			(2,361)	564		153		359		
Other		4,104	108		1,685		25	1,425		
Accrued interest	246	28,626	23,006		199			357		
Accrued vacation pay					1,489		79			
Accrued compensation			2,703		7,033		635			
Other		83	21,233		5,711	(1)	5,140	2,824		
Total current liabilities	243,022	63,302	296,237	1,215	69,915	415	6,648	80,043		
Long-term Debt										
(See accompanying statements)		1,099,435	645,161		3,301					
Long-term Debt payable to Affiliated Trusts			574,044							
Deferred Credits and Other liabilities:										
Accumulated deferred income taxes		40,212	496,345		34,263	89		3,202		

ferred credits lated to income xes ccumulated ferred investment x credits mployee benefit bligations			2,347		9,416		317				
ferred capacity venues		30,775			10,497		35,739				
ssert retirement bligations ther cost of removal obligations miscellaneous egulatory liabilities ther		21,678	12,903		3,490	1				(1)	
total deferred redits and other abilities		92,665	511,595		57,666	90	36,056		3,201		
Total Liabilities	243,022	1,255,402	2,027,037	1,215	130,882	505	42,704		83,244		
ferred Stock of ubsidiaries (See ccompanying atements)											
ommon tockholders quity (See ccompanying atements)	10	811,611	456,776	35,433	122,641	1,453	8,177	17,620	960	7,236	30,477
Total Liabilities and Stockholders quity	\$ 243,032	\$ 2,067,013	\$ 2,483,813	\$ 36,648	\$ 253,523	\$ 1,958	\$ 50,881	\$ 100,864	\$ 960	\$ 7,236	\$ 30,477

¹ Includes Post Retirement Life & Medical Provisions, Supplemental and other Pension Accruals , Early Retirement Incentive Program Costs and other Work Force Reduction Costs, and Miscellaneous Post Employment Benefits.

The notes to the financial statements (herein incorporated by reference as part of exhibits numbers A-1 through A-7 inclusive) are an integral part of this statement.

Table of Contents

THE SOUTHERN COMPANY AND SUBSIDIARY COMPANIES

CONSOLIDATING STATEMENT OF CAPITALIZATION DECEMBER 31,2004

(Stated in Thousands of Dollars)

	Consolidated	Intercompany Eliminations and Transfers Add (Deduct)	Southern	Alabama	Georgia	Gulf	Mississippi	Savannah	SEGCO	SC
Term Debt										
Liabilities:										
Mortgage										
Interest Rates										
6.50%	45,000					25,000		20,000		
to										
6.90%										
Through 2026	60,000					30,000	30,000			
6.88%										
Total	105,000					55,000	30,000	20,000		
bonds										
Term senior										
debt										
Interest Rates										
5.49%	379,187			225,000	150,000					
to										
5.50%										
2.65%	674,075			520,000	150,000					
to										
6.20%										
2.79%	1,220,016		14,913	500,000	300,000					
to										
7.13%										
3.13%	462,422			410,000				45,000		
to										
6.55%										
4.10%	168,586				125,000					40,000
to										
7.00%										
4.00%	4,534,901			1,425,000	1,225,000	335,000	90,000	150,000	50,000	
to										
Through 2044										
Variable rates (at										
8.12%										

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	1.66%	563,253			300,000	100,000				
	to									
	3.63%									
	2.09%	195,000		195,000						
	3.76%	89,563								
	2.48%	440,000		250,000	150,000		40,000			
	to									
	2.76%									
Notes payable to			(974,043)	974,043						
Long-term		8,727,003	(974,043)	988,956	3,525,000	2,400,000	435,000	130,000	195,000	50,000
debt and										40,000
Long-term										
control										
bonds										
Interest										
Rates										
Fixed:										
	5.25%	12,075					12,075			
	5.50%	24,400		24,400						
rates (at										
	2.01%	89,800		89,800						
to										
through 2017	2.16%									
Variable:										
	1.08%	850,060			812,560	13,000				24,500
to										
through 2034	5.45%									
rates (at										
	1.24%	1,564,475		445,940	873,330	144,555	82,695	17,955		
to										
through 2038	2.65%									
Senior		2,540,810		560,140	1,685,890	169,630	82,695	17,955	24,500	
debt										
Fixed lease		115,052		52	76,982			5,824		22,000
debt										
Variable debt		(16,507)		(4,930)	(522)	(8,641)	(197)			(167)
(including										
Long-term		11,471,358	(974,043)	988,956	4,080,262	4,162,350	650,989	242,498	238,779	74,333
debt										63,000

ent lion) unt due e year	983,282		225,005	452,498	100,000		1,010		8	
m debt excluding ue within one	\$ 10,488,076	\$ (974,043)	\$ 988,956	\$ 3,855,257	\$ 3,709,852	\$ 550,989	\$ 242,498	\$ 237,769	\$ 74,333	\$ 54

(Continued on following page)

A-9

Table of Contents

THE SOUTHERN COMPANY AND SUBSIDIARY COMPANIES
CONSOLIDATING STATEMENT OF CAPITALIZATION DECEMBER 31, 2004
(Stated in Thousands of Dollars)
(Continued)

		Southern Company Funding	Southern Power	Southern Holding	Southern Management	Southern LINC Wireless	Southern Power Cellular	Southern Company Telecom	Southern Company Gas	Deferred Cash Trust	Deferred Stock Trust	Change Control Trust
Long-Term Debt of Subsidiaries:												
First mortgage bonds	Interest Rates											
Maturity	6.50%											
	to											
2006	6.90%											
2025 through 2026	6.88%											
Total first mortgage bonds												
Long-term senior notes and debt												
Maturity	Interest Rates											
	5.49%			4,187								
	to											
2005	5.50%											
	2.65%			4,075								
	to											
2006	6.20%											
	2.79%		1,685	403,418								
	to											
2007	7.13%											
	3.13%			3,302		4,120						
	to											
2008	6.55%											
	4.10%			2,566		280						
	to											
2009	7.00%											
	4.00%		1,100,000	159,901								
	to											
2010 through 2044	8.12%											
Adjustable rates (at 1/1/05):												
2005				163,253								

	1.66%			
	to			
	3.63%			
2006	2.09%			
2007	3.76%	89,563		
	2.48%			
	to			
2009	2.76%			
Long-term notes payable to affiliates				
Total long-term senior notes and debt		1,101,685	830,265	4,400
Other long-term debt				
Pollution control revenue bonds				
	Interest Rates			
Maturity				
Collateralized:				
2006	5.25%			
2024	5.50%			
Variable rates (at 1/1/05):				
	2.01%			
	to			
2015 through 2017	2.16%			
Non-collateralized:				
	1.08%			
	to			
2012 through 2034	5.45%			
Variable rates (at 1/1/05):				
	1.24%			
	to			
2011 through 2038	2.65%			
Total other long-term debt				
Capitalized lease obligations			9,900	
Unamortized debt (discount), net		(2,050)		
Total long-term debt (annual interest requirement)		1,099,635	840,165	4,400

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\$496 million)

Less amount due
within one year

200 195,004 1,099

Long-term debt excluding \$ \$ 1,099,435 \$ 645,161 \$ \$ 3,301 \$ \$ \$ \$ \$
amount due within one year

(Continued on following page)

A-10

Table of Contents

THE SOUTHERN COMPANY AND SUBSIDIARY COMPANIES
CONSOLIDATING STATEMENT OF CAPITALIZATION DECEMBER 31, 2004
 (Stated in Thousands of Dollars)
 (Continued)

		Intercompany Eliminations and Transfers Add						Southern				
		Consolidated	(Deduct)	Southern	Alabama	Georgia	Gulf	Mississippi	Savannah	SICCS	SCSN	Nuclear
Long-term Debt Payable to Affiliated Trusts:												
Maturity	Interest Rates											
	7.20%	435,368					30,928	36,082				
2027 through	to											
2041	8.19%											
	4.75%	1,319,090		309,279	762,887	41,238						
	to											
2042	7.13%											
2044												