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SOUTHERN CO  
Form U5S  
May 01, 2001

SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

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FORM U5S

ANNUAL REPORT

For the Fiscal Year Ended December 31, 2000

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  
2000

TABLE OF CONTENTS

ITEM	PAGE NUMBER
----	-----
1. System Companies and Investments therein as of December 31, 2000	1
2. Acquisitions or Sales of Utility Assets	5
3. Issue, Sale, Pledge, Guarantee or Assumptions of System Securities	5
4. Acquisition, Redemption or Retirement of System Securities	6
5. Investments in Securities of Nonsystem Companies	7

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6.	Officers and Directors	8
7.	Contributions and Public Relations	29
8.	Service, Sales and Construction Contracts	31
9.	Wholesale Generators and Foreign Utility Companies	32
10.	Financial Statements and Exhibits	A

ITEMS

ITEM 1. SYSTEM COMPANIES AND INVESTMENTS THEREIN AS OF DECEMBER 31, 2000. (a)

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Name of Company (Add abbreviation used herein)	Number of Common Shares Owned	Percentage of Voting Power	Issuer Book Value In
THE SOUTHERN COMPANY (SOUTHERN)	None	None	n
ALABAMA POWER COMPANY (ALABAMA)	5,608,955	100	\$3,195,7
Alabama Energy Providers, Inc.	1,000	100	
Alabama Property Company	1,000	100	9,9
Alabama Power Capital Trust I (ALABAMA TRUST I)	n/a	n/a	3,0
Alabama Power Capital Trust II (ALABAMA TRUST II)	n/a	n/a	6,1
Alabama Power Capital Trust III (ALABAMA TRUST III)	n/a	n/a	1,5
Southern Electric Generating Company (SEGCO) (b)	164,000	50	25,5
GEORGIA POWER COMPANY (GEORGIA)	7,761,500	100	4,249,5
SEGCO (b)	164,000	50	25,4
Piedmont-Forrest Corporation (PIEDMONT)	100,000	100	5,9 13,3
Georgia Power LP Holdings Corp. (GEORGIA POWER HOLDINGS)	500	100	

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Georgia Power Capital, L.P. (GEORGIA CAPITAL)	n/a	n/a	1,3
Georgia Power Capital Trust I (GEORGIA TRUST I)	n/a	n/a	9,2
Georgia Power Capital Trust II (GEORGIA TRUST II)	n/a	n/a	7,0
Georgia Power Capital Trust III (GEORGIA TRUST III)	n/a	n/a	7,4

1

ITEM 1. SYSTEM COMPANIES AND INVESTMENTS THEREIN AS OF DECEMBER 31, 2000.  
(Continued)

Name of Company (Add abbreviation used herein)	Number of Common Shares Owned	Percentage of Voting Power	Issu Boo Val
Georgia Power Capital Trust IV (GEORGIA TRUST IV)	n/a	n/a	6,9
GULF POWER COMPANY (GULF)	992,717	100	427,3
Gulf Power Capital Trust I (GULF TRUST I)	n/a	n/a	1,5
Gulf Power Capital Trust II (GULF TRUST II)	n/a	n/a	1,5
MISSISSIPPI POWER COMPANY (MISSISSIPPI)	1,121,000	100	404,8
Mississippi Power Capital Trust I (MISSISSIPPI TRUST I)	n/a	n/a	1,0
Mississippi Power Services, Inc.	100	100	7
MOBILE ENERGY SERVICES HOLDINGS, INC. (MESH)	1,000	100	
Mobile Energy Services Company, LLC (MESC)	n/a	99	
SAVANNAH ELECTRIC AND POWER COMPANY (SAVANNAH)	10,844,635	100	174,9
Savannah Electric and Power Capital Trust I (SAVANNAH ELECTRIC TRUST I)	n/a	n/a	1,4
CHANGE IN CONTROL TRUST	n/a	n/a	13,9
SOUTHERN COMPANY CAPITAL			

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FUNDING, INC.	n/a	100	53,4
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2

ITEM 1. SYSTEM COMPANIES AND INVESTMENTS THEREIN AS OF DECEMBER 31, 2000.  
(Continued)

Name of Company (Add abbreviation used herein)	Number of Common Shares Owned	Percentage of Voting Power	Iss Bo Va
SOUTHERN ENERGY FINANCE CAPITAL CORPORATION	1,000	100	188,6
SOUTHERN ENERGY FINANCE COMPANY, INC.	1,000	100	367,3
EPZ Lease, Inc.	1,000	100	55,7
EPZ Lease, L.L.C.	n/a	n/a	96,2
EPZ Lease Holding A, L.L.C.	n/a	n/a	29,1
EPZ Lease Trust A (d)	n/a	n/a	20,3
EPZ Lease Holding B, L.L.C.	n/a	n/a	29,1
EPZ Lease Trust B (d)	n/a	n/a	20,3
EPZ Lease Holding C, L.L.C.	n/a	n/a	38,8
EPZ Lease Trust C (d)	n/a	n/a	27,1
Dutch Gas Lease, Inc.	1,000	100	158,2
Dutch Gas Lease, L.L.C.	n/a	n/a	201,2
Dutch Gas Lease Holding A, L.L.C.	n/a	n/a	78,5
Dutch Gas Lease Trust A (d)	n/a	n/a	62,7
Dutch Gas Lease Holding B, L.L.C.	n/a	n/a	63,2
Dutch Gas Lease Trust B (d)	n/a	n/a	51,2
Dutch Gas Lease Holding C, L.L.C.	n/a	n/a	59,5
Dutch Gas Lease Trust C (d)	n/a	n/a	47,6
NUON Lease, Inc.	1,000	100	141,6
NUON Lease Holding D, L.L.C.	n/a	n/a	74,6
NUON Trust D (d)	n/a	n/a	65,0
NUON Lease Holding E, L.L.C.	n/a	n/a	56,2
NUON Trust E (d)	n/a	n/a	49,2
NUON Lease Holding F, L.L.C.	n/a	n/a	36,9
NUON Trust F (d)	n/a	n/a	32,2
GAMOG Lease, Inc.	1,000	100	110,1
GAMOG Lease Holding G, L.L.C.	n/a	n/a	27,6
GAMOG Trust G (d)	n/a	n/a	24,3
GAMOG Lease Holding H, L.L.C.	n/a	n/a	67,3
GAMOG Trust H (d)	n/a	n/a	59,4
GAMOG Lease Holding I, L.L.C.	n/a	n/a	34,5
GAMOG Trust I (d)	n/a	n/a	30,4
Southern Energy Clairton, Inc.	1,000	100	39,6
Southern Energy Clairton, L.L.C.	1,000	85	51,0
Southern Energy Clairton 2, Inc.	1,000	100	7,7
Southern Energy Carbontronics, Inc.	1,000	100	8,5
Southern Energy Carbontronics, L.L.C.	1,000	99	9,6

3

ITEM 1. SYSTEM COMPANIES AND INVESTMENTS THEREIN AS OF DECEMBER 31, 2000.  
(Continued)

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Name of Company (Add abbreviation used herein)	Number of Common Shares Owned	Percentage of Voting Power	Iss Bo Va
SOUTHERN COMPANY SERVICES, INC. (SCS)	14,500	100	8
SOUTHERN COMMUNICATIONS SERVICES, INC. (Southern LINC)	500	100	76,9 117,9
SOUTHERN ELECTRIC RAILROAD COMPANY (SERC)	5,000	100	
SOUTHERN NUCLEAR OPERATING COMPANY, INC. (Southern Nuclear)	1,000	100	4,5
SOUTHERN TELECOM, INC.	1,000	100	4,7
SOUTHERN COMPANY ENERGY SOLUTIONS, INC. (Energy Solutions)	500	100	41,9

4

ITEM 1. SYSTEM COMPANIES AND INVESTMENTS THEREIN AS OF DECEMBER 31, 2000  
(Continued)

Notes to Item 1:

- (a) Effective April 2, 2001, SOUTHERN completed a spin-off of Mirant Corporation (formerly Southern Energy, Inc.) and its subsidiaries to SOUTHERN's shareholders. Due to this event, Mirant Corporation and its subsidiaries have been excluded from Item 1.
- (b) SEGCO is 50% owned by ALABAMA and 50% owned by GEORGIA. The amounts shown reflect the respective ownership interests of each company.
- (c) Promissory note due on demand; interest rate, based on GEORGIA's embedded cost of capital was 9.82% at January 1, 2001.
- (d) A Delaware business trust. The form of equity investment is paid in capital.
- (e) Unsecured notes payable due on or before December 31, 2001 at an end-of-year interest rate

ITEM 2. ACQUISITION OR SALES OF UTILITY ASSETS.

NONE.

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

NONE.

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5

ITEM 4. ACQUISITION, REDEMPTION, OR RETIREMENT OF SYSTEM SECURITIES.

Calendar Year 2000

Name of Issuer and Title of Issue -----	Name of Company Acquiring, Redeeming or Retiring Securities -----	Number of Shares or Principal Amount			
		Acquired -----	Redeemed -----	Retired -----	Co -----
ALABAMA:					
First Mortgage Bonds					
6.00% Series due 2000	ALABAMA	None	\$100,000,000	\$100,000,000	
9.00% Series due 2024	ALABAMA	None	\$11,009,000	\$11,009,000	
GEORGIA:					
First Mortgage Bonds					
6.00% Series due 2000	GEORGIA	None	\$100,000,000	\$100,000,000	
Pollution Control Revenue Bonds					
6.625% Series due 2024	GEORGIA	None	\$28,725,000	\$28,725,000	
4.375% Series due 2000	GEORGIA	None	\$50,000,000	\$50,000,000	
Preferred Stock					
\$4.60 Series	GEORGIA	\$383,300	None	\$383,300	
GULF:					
Senior Notes					
6.70% Series due 2038	GULF	None	\$1,853,000		None
MISSISSIPPI:					
Pollution Control Bonds					
5.80% Series due 2007	MISSISSIPPI	None	\$20,000		None
Senior Notes					
6.75% Series due 2038	MISSISSIPPI	None	\$1,385,000		None

Note to Item 4: All transactions exempt pursuant to Rule 42(b)(2), (4) or (5) or authorized in File No. 70-8095 or in the respective proceedings relating to the issuance and sale of preferred stock.

6

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ITEM 5. INVESTMENTS IN SECURITIES OF NONSYSTEM COMPANIES.

Name of Owner -----	Name of Issuer -----	Number of Shares or Principal Amount Owned -----	Carryin Value to Owne -----
SOUTHERN (one item)	(1)	538,935 shares	\$4,439,2
ALABAMA (one item)	(2)	204 shares	
ALABAMA (four items)	(3)	\$2,176,514	\$2,176,5
GEORGIA (one item)	(4)	\$4,700,000	\$4,485,1
GULF (nine items)	(2)	640 shares	
Energy Solutions (one item)	(5)	130,381 shares	
SAVANNAH (one item)	(2)	285 shares	

Notes to Item 5:

(1) Represents the transfer of the investment in Pantellos from Southern Telecom to SOUTHERN. Pantellos is an independent, open marketplace for the energy and utility industries that brings together buyers and sellers to improve the way they do business.

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

(3) 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.

(4) 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.)

(5) Represents Energy Solutions' investment in Integrated Communication Systems, Inc. (ICS). ICS is engaged in providing two-way communications over local telephone lines for a wide range of energy-related services in residential and small commercial markets.

ITEM 6. OFFICERS AND DIRECTORS.  
PART I. \*

\*Effective April 2, 2001, SOUTHERN completed a spin-off of Mirant Corporation (formerly Southern Energy, Inc.) and its subsidiaries to SOUTHERN's shareholders. Due to this event, Mirant Corporation and its subsidiaries have been excluded from Item 6.

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

Principal Business Address                      Code

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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)
1130 Connecticut Ave., NW Suite 830 Washington, DC 20036	(j)
1403 Foulk Road Foulkstone Plaza Suite 102-9 Wilmington, DE 19803	(k)

Position	Code
Chairman of the Board	CH
Vice Chairman of the Board	VCH
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
Secretary	S
Treasurer	T



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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
Thomas F. Chapman 1600 Peachtree Street, NW Atlanta, GA 30309	D
A. D. Correll 133 Peachtree Street, N.E. Atlanta, GA 30303	D
A. W. Dahlberg	D, CH, CEO
H. Allen Franklin	D, P, COO
Bruce S. Gordon 1095 Avenue of the Americas New York, NY 10036	D
L. G. Hardman III P. O. Box 149 Commerce, GA 30529	D
Elmer B. Harris (b)	D, EVP
Donald M. James P. O. Box 385014 Birmingham, AL 35238-5014	D
David J. Lesar 3600 Lincoln Plaza 500 North Akard Street Dallas, TX 75201-3391	D

8

ITEM 6. OFFICERS AND DIRECTORS.  
PART I. (Continued)

SOUTHERN (continued)

Name and Principal Address (a)	Position
Zack T. Pate 700 Galleria Parkway Atlanta, GA 30339	D
Gerald J. St. Pe' P. O. Box 149 Pascagoula, MS 39568	D
W. L. Westbrook	FVP, CFO, T
S. Marce Fuller 1155 Perimeter Center West Atlanta, GA 30338	EVP
David M. Ratcliffe (c)	EVP
Warren Y. Jobe	SVP
Gale E. Klappa	SVP
Stephen A. Wakefield	SVP, L
David R. Altman	VP
Charles D. McCrary (b)	VP
Joseph A. Miller (j)	VP
Christopher C. Womack	VP
W. Dean Hudson (c)	C
Tommy Chisholm	S

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ALABAMA

Name and Principal Address (b)	Position
Whit Armstrong P. O. Box 900 Enterprise, AL 36331	D
David J. Cooper 118 N. Royal Street Mobile, AL 36602	D
H. Allen Franklin (a)	D
Elmer B. Harris	D,P,CEO
R. Kent Henslee 754 Chestnut Street Gadsden, AL 35901	D
Carl E. Jones, Jr. P. O. Box 1024 Birmingham, AL 35202	D
Patricia M. King 1501 South Quintard Avenue Anniston, AL 36201	D
James K. Lowder 2000 Interstate Park Drive Suite 400 Montgomery, AL 36109	D
Wallace D. Malone, Jr. P. O. Box 2554 Birmingham, AL 35290	D
Thomas C. Meredith 401 Queen City Avenue Tuscaloosa, AL 35401	D
Mayer Mitchell 3800 Airport Boulevard, Suite 301 Mobile, AL 36608	D
William V. Muse 107 Samford Hall Auburn, AL 36849	D
John T. Porter 1101 Martin L. King, Jr. Dr. S.W. Birmingham, AL 35211	D
Robert D. Powers 202 East Broad Street Eufaula, AL 36027	D
Andreas Renschler Dornierstrasse 6 Renningen, Germany	D
C. Dowd Ritter P. O. Box 11007 Birmingham, AL 35288	D
James H. Sanford 1001 McQueen Smith Road South Prattville, AL 36066	D
John C. Webb, IV 125 W. Washington Street Demopolis, AL 36732	D
James W. Wright 100 Commerce Street Montgomery, AL 36104	D
Michael D. Garrett	EVP
William B. Hutchins, III	EVP,CFO,T
C. Alan Martin	EVP
Robin A. Hurst	SVP

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James H. Miller, III	SVP
Rodney O. Mundy	SVP,L
Michael L. Scott	SVP
Steven R. Spencer	SVP
Jerry L. Stewart	SVP
Christopher C. Womack (a)	SVP
Art P. Beattie	VP,C
William W. Cooper	VP
W. Roy Crow	VP
C. Stephen Fant	VP
Robert Holmes, Jr.	VP
Marsha S. Johnson	VP
J. Bruce Jones	VP
William B. Keller	VP
Jacki Lowe	VP,CIO
Donald W. Reese	VP
Julian H. Smith, Jr.	VP
William R. Smith	VP
Cheryl A. Thompson	VP
Terry H. Waters	VP
William E. Zales, Jr.	VP,S

9

ITEM 6. OFFICERS AND DIRECTORS  
PART I. (Continued)

ALABAMA PROPERTY COMPANY

Name and Principal Address (b)	Position
Elmer B. Harris	D,P
William B. Hutchins, III	D,VP
C. Alan Martin	D,VP
James L. Scott	AVP
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
Michael D. Garrett	D
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
Daniel P. Amos	D
1932 Wynnton Road	
Columbus, GA 31999	
Juanita Baranco	D
7060 Jonesboro Road	
Morrow, GA 30260	
William A. Fickling, Jr.	D

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P. O. Box 1976 Macon, GA 31202-1976	
H. Allen Franklin (a)	D
L. G. Hardman III	D
P. O. Box 149 Commerce, GA 30529	
James R. Lientz, Jr.	D
P. O. Box 4899 Mail Code GAI-006-55-05 Atlanta, GA 30302-4899	
G. Joseph Prendergast	D
100 North Main Street Winston-Salem, NC 27101	
David M. Ratcliffe	D,P,CEO
William Jerry Vereen	D
P. O. Box 1663 Moultrie, GA 31776-1663	
Carl Ware	D
P. O. Box Drawer 1734, Nat 25 Atlanta, GA 30301	
William C. Archer, III	EVP
Thomas A. Fanning	EVP,T,CFO
Gene R. Hodges	EVP
Warren Y. Jobe (a)	EVP
Charles D. McCrary (b)	EVP
James K. Davis	SVP
Robert H. Haubein, Jr. (b)	SVP
Leonard J. Haynes	SVP
Fred D. Williams	SVP
David R. Altman	VP
Judy M. Anderson	VP,S
Ronnie L. Bates	VP
Robert S. Beason	VP
Rebecca A. Blalock	VP
Robert L. Boyer	VP
M. A. Brown	VP
A. Bryan Fletcher	VP
J. Kevin Fletcher	VP
O. Ben Harris	VP
Richard L. Holmes	VP
E. Lamont Houston	VP
J. B. Manley	VP
Frank J. McCloskey	VP
Cliff S. Thrasher	VP,C,CAO
Jeffrey L. Wallace	VP
Christopher C. Womack (a)	VP

PIEDMONT

Name and Principal Address (c)	Position
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David M. Ratcliffe	D,P
Thomas A. Fanning	D,EVP,T
Judy M. Anderson	D,VP,S

GEORGIA POWER HOLDINGS

Name and Principal Address (c)	Position
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Thomas A. Fanning	D, P,T
Judy M. Anderson	VP,S

SEGCO

Name and Principal Address (b)	Position
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Robert L. Boyer (c)	D
Thomas A. Fanning (c)	D
Michael D. Garrett	D
Elmer B. Harris	D,P
Robert H. Haubein, Jr.	D
William B. Hutchins, III	D,VP
Charles D. McCrary	D,VP
David M. Ratcliffe (c)	D,VP
Jerry L. Stewart	D
Art P. Beattie	C
William E. Zales, Jr.	S
J. Randy DeRieux	T

10

ITEM 6. OFFICERS AND DIRECTORS  
PART I. (Continued)

GULF

Name and Principal Address (d)	Position
Travis J. Bowden	D,P,CEO
Fred C. Donovan, Sr. P. O. Box 13370 Pensacola, FL 32591	D
H. Allen Franklin (a)	D
W. Deck Hull, Jr. P. O. Box 2266 Panama City, FL 32402	D
Joseph K. Tannehill (inactive) 10 Arthur Drive Lynn Haven, FL 32444	D
Barbara H. Thames 4654 Carlyn Drive Pace, FL 32571	D
F. M. Fisher, Jr.	VP
J. E. Hodges, Jr.	VP
Robert G. Moore	VP
Michael L. Scott (b)	VP
Christopher C. Womack (a)	VP
Ronnie R. Labrato	CFO,C
Warren E. Tate	S,T

MISSISSIPPI

Name and Principal Address (e)	Position
Dwight H. Evans	D,P,CEO
Robert S. Gaddis P. O. Box 168 Laurel, MS 39440	D
Linda T. Howard P.O. Box 1588 Laurel, MS 39401	D
Aubrey K. Lucas Box 5164 Hattiesburg, MS 39406	D
Malcolm Portera 610 Allen Hall Mississippi State, MS 39762	D

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George A. Schloegel Hancock Bank P. O. Box 4019 Gulfport, MS 39502	D
Philip J. Terrell 701 West North Street Pass Christian, MS 39571	D
Gene Warr 2600 Beach Boulevard Biloxi, MS 39531	D
H. Ed Blakeslee	VP
Don E. Mason	VP
Michael W. Southern	VP, CFO, S, T
Gene L. Ussery, Jr.	VP
Christopher C. Womack (a)	VP
Frances V. Turnage	C
MISSISSIPPI POWER SERVICES, INC.	
Name and Principal Address (e)	Position
H. Ed Blakeslee	D, P, CEO
Dwight H. Evans	D, CH
Don E. Mason	D, VP
Michael W. Southern	D, VP, T, CFO
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 P. O. Box 334 Springfield, GA 31329	D
G. Edison Holland, Jr.	D, P, CEO
Robert B. Miller, III P. O. Box 8003 Savannah, GA 31412	D
Arnold M. Tenenbaum P. O. Box 2567 Savannah, GA 31498	D
W. Miles Greer	VP
Leonard J. Haynes (c)	VP
Anthony R. James	VP
Kirby R. Willis	VP, T, CFO
Christopher C. Womack (a)	VP
Nancy Frankenhauser	S, C
SCS	
Name and Principal Address (c)	Position
A. W. Dahlberg (a)	D
H. Allen Franklin (a)	D, P, CEO
Elmer B. Harris (b)	D
David M. Ratcliffe	D
Gale E. Klappa (a)	EVP

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Charles D. McCrary (b)	EVP
Stephen A. Wakefield (a)	EVP
W. L. Westbrook (a)	EVP
Robert S. Beason	SVP
W. Paul Bowers (a)	SVP
Andrew J. Dearman, III (b)	SVP
Robert H. Haubein (b)	SVP
Leonard J. Haynes	SVP
W. Dean Hudson	SVP, C, CFO
William K. Newman (b)	SVP

11

ITEM 6. OFFICERS AND DIRECTORS  
PART I. (Continued)

SCS (continued)

Name and Principal Address (c)	Position
Michael L. Scott	SVP
Jerry L. Stewart (b)	SVP
Christopher C. Womack (a)	SVP
David R. Altman (a)	VP
Robert A. Bell (a)	VP
Robert L. Boyer	VP
Ronald R. Campbell	VP
Tommy Chisholm (a)	VP, S, L
David L. Coker	VP
James M. Corbitt (b)	VP
James C. Fleming (a)	VP
Barbara S. Hingst (a)	VP
Douglas E. Jones (a)	VP
Allen L. Leverett (a)	VP, T
Charles D. Long, IV (b)	VP
Jacquelyn Lowe	VP
William L. Marshall, Jr. (b)	VP
Joseph A. Miller (j)	VP
Karl R. Moor (j)	VP
Robert G. Moore (d)	VP
Rodney O. Mundy (b)	VP
Earl B. Parsons, III (a)	VP
James P. Sale (a)	VP
Bertram E. Sears	VP
Anthony J. Topazi (b)	VP

Southern LINC

Name and Principal Address (g)	Position
Robert G. Dawson	D, P, CEO
H. Allen Franklin (a)	D
Elmer B. Harris (b)	D
David M. Ratcliffe (c)	D
W. L. Westbrook (a)	D
R. Craig Elder	VP, T, CFO
Rodney H. Johnson	VP
Julie T. Pigott	VP
Tommy Chisholm (a)	S
Carmine A. Reppucci	C

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Name and Principal Address (h)	Position
Charles D. McCrary (b)	D,P
T. Roy Harrell (b)	VP
Larry M. Porter (e)	VP
Jerry L. Stewart (b)	VP
Tommy Chisholm (a)	S,T

Southern Nuclear Name and Principal Address (i)	Position
H. Allen Franklin (a)	D
William G. Hairston, III	D,P,CEO
Elmer B. Harris (b)	D
David M. Ratcliffe (c)	D
Jackie D. Woodard	EVP
James W. Averett	VP
James B. Beasley	VP
Kathleen S. King	VP,CFO,C,T
Louis B. Long	VP
John O. Meier	VP,L
D. N. Morey, III	VP
H. Lewis Sumner, Jr.	VP
Christopher C. Womack (a)	VP
Sherry A. Mitchell	S

Energy Solutions Name and Principal Address (c)	Position
Bertram Sears	P
Michael E. Ellis	VP
Allen L. Leverett (a)	T
Tommy Chisholm (a)	S

Southern Energy Finance Capital Corporation Name and Principal Address (a)	Position
H. Allen Franklin	D
W. L. Westbrook	D
Gale E. Klappa	D
Allen L. Leverett	D,P
James C. Fleming	VP
Christopher J. Kysar	VP,T
Tommy Chisholm	S

Southern Energy Finance Company Inc. Name and Principal Address (a)	Position
H. Allen Franklin	D
W. L. Westbrook	D
Gale E. Klappa	D
Allen L. Leverett	D,P
James C. Fleming	VP
Christopher J. Kysar	VP,T
Tommy Chisholm	S



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ITEM 6. OFFICERS AND DIRECTORS  
PART I. (Continued)

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)	D, VP, T, CFO
Allen Leverett (a)	D, P, CEO
Daniel P. McCollum Morris, James, Hitchens & Williams LLP 222 Delaware Avenue Wilmington, DE 19899	D, S
James C. Fleming (a)	VP
Judith A. Rosenberg (a) C	
EPZ Lease, L.L.C.	
Name and Principal Address (k)	Position
Southern Energy Finance Company Inc.	Member
EPZ Lease, Inc.	Member
EPZ Lease Holding A, L.L.C.	
Name and Principal Address (k)	Position
EPZ Lease, Inc.	Member
EPZ Lease, L.L.C.	Member
EPZ LeaseHolding B, L.L.C.	
Name and Principal Address (k)	Position
EPZ Lease, Inc.	Member
EPZ Lease, L.L.C.	Member
EPZ Lease Holding C, L.L.C.	
Name and Principal Address (k)	Position
EPZ Lease, Inc.	Member
EPZ Lease, L.L.C.	Member
Dutch Gas 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)	D, VP, T, CFO
Allen Leverett (a)	D, P, CEO
Daniel P. McCollum Morris, James, Hitchens & Williams LLP 222 Delaware Avenue Wilmington, DE 19899	D, S
James C. Fleming (a)	VP
Judith A. Rosenberg (a)	C

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Dutch Gas Lease, L.L.C. Name and Principal Address (k)	Position
Dutch Gas Lease, Inc.	Member
Dutch Gas Lease Holding A, L.L.C. Name and Principal Address (k)	Position
Dutch Gas Lease, L.L.C.	Member
Dutch Gas Lease Holding B, L.L.C. Name and Principal Address (k)	Position
Dutch Gas Lease, L.L.C.	Member
Dutch Gas Lease Holding C, L.L.C. Name and Principal Address (k)	Position
Dutch Gas Lease, L.L.C.	Member
GAMOG 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)	D, VP, T, CFO
Allen Leverett (a)	D, P, CEO
Daniel P. McCollum Morris, James, Hitchens & Williams LLP 222 Delaware Avenue Wilmington, DE 19899	D, S
James C. Fleming (a)	VP
Judith A. Rosenberg (a)	C
GAMOG Lease Holding G, L.L.C. Name and Principal Address (k)	Position
GAMOG Lease, Inc.	Member
GAMOG Lease Holding H, L.L.C. Name and Principal Address (k)	Position
GAMOG Lease, Inc.	Member
GAMOG Lease Holding I, L.L.C. Name and Principal Address (k)	Position
GAMOG Lease, Inc.	Member

ITEM 6. OFFICERS AND DIRECTORS  
PART I. (Continued)

NUON Lease, Inc.

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Name and Principal Address (k)	Position
William R. Bechstein 1105 N. Market Street Suite 1300 Wilmington, DE 19801	D,VP
Christopher J. Kysar (a)	D,VP,T,CFO
Allen Leverett (a)	D,P,CEO
Daniel P. McCollum Morris, James, Hitchens & Williams LLP 222 Delaware Avenue Wilmington, DE 19899	D,S
James C. Fleming (a)	VP
Judith A. Rosenberg (a) C	
NUON Lease Holding D, L.L.C.	
Name and Principal Address (k)	Position
NUON Lease, Inc.	Member
NUON Lease Holding E, L.L.C.	
Name and Principal Address (k)	Position
NUON Lease, Inc.	Member
NUON Lease Holding F, L.L.C.	
Name and Principal Address (k)	Position
NUON Lease, Inc.	Member
Southern Company Capital Funding, Inc.	
Name and Principal Address (k)	Position
William R. Bechstein 1105 N. Market Street Suite 1300 Wilmington, DE 19801	D,VP
James J. Coppola, Jr. 1155 Perimeter Center West Atlanta, GA 30338	D,C
L. Terry Turner 1155 Perimeter Center West Atlanta, GA 30338	D
William L. Westbrook (a)	D, P
Southern Energy Clairton, 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)	D,VP,T,CFO
Allen L. Leverett (a)	D
Daniel P. McCollum Morris, James, Hitchens & Williams LLP 222 Delaware Avenue Wilmington, DE 19899	D,S
Judith A. Rosenberg (a)	D,C
James C. Fleming (a)	VP

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Southern Energy Clairton 2, Inc.	
Name and Principal Address (k)	Position
William R. Bechstein	D,VP
1105 N. Market Street	
Suite 1300	
Wilmington, DE 19801	
Christopher J. Kysar (a)	D,VP,T,CFO
Allen L. Leverett (a)	D
Daniel P. McCollum	D,S
Morris, James, Hitchens &	
Williams LLP	
222 Delaware Avenue	
Wilmington, DE 19899	
James C. Fleming (a)	VP
Judith A. Rosenberg (a)	D,C
Southern Energy Clairton, L.L.C.	
Name and Principal Address (k)	Position
Southern Energy Clairton, Inc.	Member
Southern Energy Clairton 2, Inc.	Member
Southern Energy Carbontronics, Inc.	
Name and Principal Address (a)	Position
Christopher J. Kysar	D,VP,T,CFO
Allen L. Leverett	DP,CEO,P
Judith A. Rosenberg	D
James C. Fleming	VP
Tommy Chisholm	S
Southern Energy Carbontronics, LLC	
Name and Principal Address (k)	Position
Southern Energy	
Carbontronics, Inc.	Member
Southern Energy Finance	
Company, Inc.	Member
Southern Telecom, Inc.	
Name and Principal Address (g)	Position
Robert G. Dawson	D,P,CEO
H. Allen Franklin (a)	D
Elmer B. Harris (b)	D
Gale E. Klappa (a)	D
Tommy Chisholm (a)	S
R. Craig Elder	T

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16

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	Appl Exempt Rule N Subdiv
Daniel P. Amos	CIT Group, Livingston, NJ	Director	
Whit Armstrong	The Citizens Bank Enterprise, AL	Chief Executive Officer, Chairman of the Board of Directors and Preside	
	Enterprise Capital Corporation Enterprise, AL	Chairman of the Board of Directors, President	
Gus H. Bell, III	SunTrust Bank, Savannah, GA	Director	
David J. Cooper	SouthTrust Bank, Birmingham, AL	Director	
A. D. Correll	SunTrust Bank of Georgia, Atlanta, GA	Director	
	SunTrust Banks Inc., Atlanta, GA	Director	
W. Roy Crow	Barbour County Bank, Eufaula, AL	Director	
A. W. Dahlberg	SunTrust Bank of Georgia, Atlanta, GA	Director	
	SunTrust Banks, Inc., Atlanta, GA	Director	
Archie H. Davis	The Savannah Bancorp, Savannah, GA	President, Chief Executive Officer	
	The Savannah Bank N.A., Savannah, GA	President, Chief Executive Officer	
	Bryan Bank & Trust, Richmond Hill, GA	Director	
H. Allen Franklin	SouthTrust Corporation, Birmingham, AL	Director	
L. G. Hardman III	nBank.Corp., Commerce, GA	Chairman of the Board of Directors and Chief Executive Officer	
	First National Bank of Commerce, Commerce, GA	Chairman of the Board of Directors	
Elmer B. Harris	AmSouth Bancorporation, Birmingham, AL	Director	
	AmSouth Bank, Birmingham, AL	Director	
Richard K. Henslee	Regions Bank, Gadsden, AL	Chairman of the Board of Directors	
G. Edison Holland, Jr.	SunTrust Bank, Savannah, GA	Director	
Donald M. James	SouthTrust Corporation, Birmingham, AL	Director	
Carl E. Jones, Jr.	Regions Financial Corporation, Birmingham, AL	President, Chief Executive Officer and Director	
James R. Lientz, Jr.	Bank of America, Mid-South Banking Group Atlanta, GA	President	
Wallace D. Malone, Jr.	SouthTrust Corporation, Birmingham, AL	Chairman of the Board of Directors and Chief Executive Officer	
Mayer Mitchell	The Banc Corporation, Birmingham, AL	Director	
William V. Muse	SouthTrust Bank, Birmingham, AL	Director	
John T. Porter	Citizens Federal Bank, Birmingham, AL	Director	

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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	Applica Exempti Rule N Subdiv
G. Joseph Prendergast	Wachovia Bank, N.A., Winston-Salem, NC	Director, President and Chief Operating Officer	(c)
	Wachovia Corporation, Winston-Salem, NC	Director, President and Chief Operating Officer	(c)
C. Dowd Ritter, III	AmSouth Bancorporation, Birmingham, AL	Chairman, Chief Executive Officer	(c)
	AmSouth Bank, Birmingham, AL	Chairman, Chief Executive Officer	(c)
George A. Schloegel	Hancock Bank - Mississippi, Gulfport, MS	Director and President	(c)
	Hancock Holding Company, Gulfport, MS	Vice Chairman of the Board of Directors	(c)
	Hancock Bank - Louisiana, Baton Rouge Louisiana	Director	(d)
William R. Smith	SouthTrust Bank of Calhoun County, N.A. Anniston, AL	Director	(f)
Gerald St. Pe' Arnold M. Tenenbaum	Merchants & Marine Bank, Pascagoula, MS	Director	(a)
Gene Warr	First Union National Bank of Georgia, Atlanta, GA	Director	(c)
	First Union National Bank of Savannah, Savannah, GA	Director	(c)
James W. Wright	Coast Community Bank, Biloxi, MS	Director	(c)
	First Tuskegee Bank, Montgomery, AL	Chairman of the Board of Directors and Chief Executive Officer	(c)

ITEM 6. EXECUTIVE COMPENSATION. PART III.

- (a) Summary Compensation Tables. The following tables set forth information concerning any Chief Executive Officer and the four most highly compensated executive officers for SCS, Southern LINC, Energy Solutions and Southern Nuclear serving as of December 31, 2000, 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 2001 Annual Meeting of Shareholders. SAVANNAH is

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incorporated by reference to page number III-3 in the SOUTHERN system's combined Form 10-K for the year ended December 31, 2000. SOUTHERN is incorporated by reference to "Summary Compensation Table" in SOUTHERN's definitive Proxy Statement relating to the 2001 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

17

SCS  
 SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	ANNUAL COMPENSATION			LONG-TERM COMPE Number of Securities Lo Underlying Te Stock In Options Pa (Shares)
		Salary (\$)	Bonus (\$)	Other Annual Compensation (\$) <sup>1</sup>	
A. W. Dahlberg	2000	939,287	2,318,377	272,551	215,616
Director, Executive Committee Chairman	1999	903,426	181,896	23,755	201,196
	1998	897,820	218,625	11,067	161,757
H. Allen Franklin	2000	655,806	1,014,696	8,305	83,354
President, Chief Executive Officer, Director	1999	603,658	126,000	31,023	71,153
	1998	564,329	237,502	7,078	30,521
Charles D. McCrary	2000	335,995	335,247	8,515	29,201
Executive Vice President	1999	317,616	57,646	10,701	13,865
	1998	293,816	53,376	955	12,976
Stephen Wakefield	2000	345,985	322,056		29,970
Executive Vice President	1999	332,654	53,601	15,294	14,504
	1998	328,080	104,401	3,279	13,614
William L. Westbrook	2000	330,208	455,552	13,611	28,603
Executive Vice President	1999	316,975	51,156	2,272	13,842
	1998	290,464	103,288	16,479	11,700

1 Tax reimbursements by SCS on certain personal benefits.

2 Payouts made in 1999, 2000 and 2001 for the four-year performance periods ending December 31, 1998, 1999 and 2000.

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3 SCS contributions to the ESP, ESOP, and non-pension related accruals under the SBP (ERISA excess plan under which accruals are made to offset Internal Revenue Code imposed limitations under the ESP and ESOP) are provided in the following table:

	ESP ---	ESOP ----	SBP ---
A. W. Dahlberg	\$7,650	\$810	\$43,807
H. Allen Franklin	6,853	810	27,239
Charles D. McCrary	5,958	810	9,574
Stephen Wakefield	5,958	810	9,841
William L. Westbrook	6,853	810	9,659

18

Southern LINC  
and  
Energy Solutions  
SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	ANNUAL COMPENSATION			Other Annual Compensation (\$) <sup>1</sup>	LONG-TERM Number of Securities Underlying Stock Options (Shares)	LONG-TERM Lo Te In Pa
		Salary (\$)	Bonus (\$)				
SOUTHERN LINC							
Robert G. Dawson	2000	235,091	118,760	9,297	20,431	78	
President, Chief	1999	222,232	204,473	5,840	8,014	94	
Executive Officer, Director	1998	203,882	186,384	5,710	6,816	94	
R. Craig Elder	2000	139,789	68,562	-	5,809	16	
Vice President,	1999	126,247	93,996	-	3,596	20	
Treasurer	1998	123,933	94,933	-	3,354	20	
Rodney H. Johnson 4	2000	113,927	40,799	2,310	3,971	9	
Vice President	1999	100,894	75,115	1,934	-	10	
	1998	-	-	-	-	-	
Julie T. Pigott 4	2000	101,081	40,799	-	3,971	9	
Vice President	1999	100,796	74,831	-	-	10	
	1998	-	-	-	-	-	
ENERGY SOLUTIONS							
Bertram E. Sears 5	2000	145,934	102,648	1,777	7,640		
President, Director	1999	132,648	22,791	2,638	3,785	67	
	1998	-	-	-	-	-	
Thomas R. Thames	2000	119,923	102,384	533	5,211		
Vice President, General Manager	1999	113,417	71,093	1,270	3,227		
	1998	112,018	15,834	-	2,424	38	



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 1 Tax reimbursement by Energy Solutions and Southern LINC on certain personal benefits.  
 2 Payouts made in 1999, 2000 and 2001 for the four-year performance periods  
 ending December 31, 1998, 1999 and 2000.

3 Southern LINC's and Energy Solutions' contributions to the ESP, ESOP, and non-pension related accruals under the SBP (ERISA excess plan under which accruals are made to offset Internal Revenue Code imposed limitations under the ESP and ESOP), for the following:

	ESP	ESOP	SBP
	---	----	---
Robert G. Dawson	\$7,331	\$810	\$5,047
R. Craig Elder	6,289	810	339
Rodney H. Johnson	1,808	810	61
Julie T. Pigott	4,696	890	36
Bertram E. Sears	6,244	810	563
Thomas R. Thames	5,403	810	42

4 Ms. Pigott and Mr. Johnson became executive officers effective December 8, 1999.

5 Mr. Sears became an executive officer in 1999.

19

Southern Nuclear  
 SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	ANNUAL COMPENSATION			LONG-TERM Number of Securities Underlying Stock Options (Shares)	LONG-TERM Termination Inc Pay (
		Salary (\$)	Bonus (\$)	Other Annual Compensation (\$) <sup>1</sup>		
W. G. Hairston, III President and Chief Executive Officer	2000	388,195	366,074	11,581	42,172	
	1999	366,897	66,601	1,615	20,895	3
	1998	358,650	70,001	13,983	14,890	2
Jack D. Woodard Executive Vice President	2000	309,806	267,952	1,783	27,076	
	1999	280,528	62,951	1,756	12,388	1
	1998	259,009	55,511	3,156	10,735	1
David N. Morey Vice President	2000	200,626	140,717	1,104	17,379	
	1999	193,000	32,045	1,316	6,948	1
	1998	185,754	28,675	356	6,202	
H. L. Sumner, Jr. Vice President	2000	190,529	137,676	117	14,453	
	1999	182,244	29,401	90	6,572	
	1998	169,794	28,876	1,386	4,897	
James B. Beasley, Jr. Vice President	2000	185,071	136,214	7,802	14,074	
	1999	175,740	28,667	11,643	6,309	
	1998	155,469	26,878	1,919	3,830	

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1 Tax reimbursement by Southern Nuclear on certain personal benefits.  
 2 Payouts made in 1999 and 2000 for the four-year performance periods ending December 31, 1998 and 1999, respectively.  
 3 Southern Nuclear contributions to the ESP, ESOP, non-pension related accruals under the SBP (ERISA excess plan under which accruals are made to offset Internal Revenue Code imposed limitations under the ESP and ESOP), and tax sharing benefits paid to participants who elected receipt of dividends on SOUTHERN's common stock held in the ESP are provided in the following table:

	ESP ---	ESOP ----	SBP ---	ESP Tax Shari -----
William G. Hairston, III	\$7,491	\$810	\$12,878	\$ -
Jack D. Woodard	5,958	810	8,160	-
David N. Morey	6,853	810	3,032	-
H. L. Sumner, Jr.	319	810	707	-
James B. Beasley, Jr.	6,647	810	2,245	933

20

### STOCK OPTION GRANTS IN 2000

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, 2000. ALABAMA, GEORGIA, GULF and MISSISSIPPI are incorporated by reference to the Information Statements relating to each of their respective 2001 Annual Meeting of Shareholders. SAVANNAH is incorporated by reference to page number III-4 in the SOUTHERN system's combined Form 10-K for the year ended December 31, 2000. SOUTHERN is incorporated by reference to "Option Grants in 2000" under STOCK OPTIONS in SOUTHERN's definitive Proxy Statement relating to the 2001 annual meeting of stockholders.

Name	Individual Grants		Exercise or Base Price (\$/Sh) <sup>3</sup>	Expiration Date <sup>3</sup>	Grant Date <sup>3</sup>
	Number of Securities Underlying Share Options Granted <sup>1</sup>	% of Total Options Granted to Employees in Fiscal Year 2			
-----					
SCS					
A. W. Dahlberg	215,616	3.1	23.25	04/01/2006	1,
H. Allen Franklin	85,354	1.2	23.25	02/18/2010	
Charles D. McCrary	29,201	0.4	23.25	02/18/2010	
Stephen Wakefield	29,970	0.4	23.25	02/18/2010	
William L. Westbrook	28,603	0.4	23.25	04/01/2006	
Southern LINC					
Robert G. Dawson	20,431	0.3	23.25	02/18/2010	
R. Craig Elder	5,809	0.1	23.25	02/18/2010	
Rodney H. Johnson	3,971	-	23.25	02/18/2010	
Julie T. Pigott	3,971	-	23.25	02/18/2010	
Energy Solutions					
Bertram E. Sears	7,640	0.1	23.25	02/18/2010	
Thomas R. Thames	5,211	0.1	23.25	02/18/2010	
Southern Nuclear					
William G. Hairston, III	42,172	0.6	23.25	02/18/2010	
Jack D. Woodard	27,076	0.4	23.25	02/18/2010	

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David N. Morey	17,379	0.2	23.25	02/18/2010
H. L. Sumner, Jr.	14,453	0.2	23.25	02/18/2010
James B. Beasley, Jr.	14,074	0.2	23.25	02/18/2010

1 Performance Stock Plan grants were made on February 18, 2000 and vest annually at a rate of one-third on the anniversary date of the grant. Grants fully vest upon termination incident to 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 fair market value of SOUTHERN's common stock on the date granted. Options may be transferred to family members, family trusts and family limited partnerships.

2 A total of 6,977,038 stock options were granted in 2000.

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's common stock at a future date. Significant assumptions are shown below:

	Volatility	Risk-free rate of return	Dividend opportunity	Term	Disc b ve
Mr. Dahlberg	22.14%	6.52%	100%	10 years	
Others	22.14%	6.52%	50%	10 years	

These assumptions reflect the effects of cash dividend equivalents paid to participants under the Performance Dividend Plan assuming targets are met.

21

### AGGREGATED STOCK OPTION EXERCISES IN 2000 AND YEAR-END OPTION VALUES

Aggregated Stock Option Exercises. The following table sets forth information concerning options exercised during the year ending December 31, 2000 by the named executive officers and value of unexercised options held by them as of December 31, 2000. ALABAMA, GEORGIA, GULF and MISSISSIPPI are incorporated by reference to the Information Statements relating to each of their respective 2001 Annual Meeting of Shareholders. SAVANNAH is incorporated by reference to page number III-5 in the SOUTHERN system's combined Form 10-K for the year ended December 31, 2000. SOUTHERN is incorporated by reference to "Aggregated Stock Option Exercises in 2000 and Year-End Option Values" under OPTION EXERCISES in SOUTHERN's definitive Proxy Statement relating to the 2001 annual meeting of stockholders.

Name	Shares Acquired on Exercise (#)	Value Realized(\$) <sup>2</sup>	Number of Unexercised Options at Fiscal Year-End (#)	Exercisable/Unexercisable	Ex Un
SCS					
A. W. Dahlberg	10,718	122,253	646,241/403,665	6,849,	
H. Allen Franklin	10,728	125,721	234,422/142,963	2,755,	
Charles D. McCrary	-	-	60,726/42,769	67	

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Stephen Wakefield	-	-	29,981/44,177	27
William L. Westbrook	-	-	60,770/41,731	68
Southern LINC				
Robert G. Dawson	-	-	26,916/28,045	25
R. Craig Elder	-	-	7,434/9,324	
Rodney H. Johnson	-	-	0/3,971	
Julie T. Pigott	-	-	0/3,971	
Energy Solutions				
Bertram E. Sears	6,108	50,373	0/11,202	
Thomas R. Thames	-	-	2,692/8,170	
Southern Nuclear				
William G. Hairston, III	74,757	716,693	16,892/61,065	10
Jack D. Woodard	-	-	53,852/38,912	58
David N. Morey	-	-	26,660/24,078	26
H. L. Sumner, Jr.	-	-	19,729/20,466	19
James B. Beasley, Jr.	-	-	17,874/19,557	17

1 This represents the excess of the fair market value of SOUTHERN's common stock of \$33.25 per share, as of December 31, 2000, 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, 2000.

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 or rights at the time of exercise over the exercise price.

22

LONG-TERM INCENTIVE PLANS - AWARDS IN 2000

Long-Term Incentive Awards. The following table sets forth the long-term incentive plan awards made to the named executive officers for the performance period January 1, 2000 through December 31, 2003. Long-Term Incentive Plans- Awards information for SOUTHERN is incorporated by reference to Long-Term Incentive Awards Table in SOUTHERN's definitive Proxy Statement relating to the 2001 annual meeting of stockholders.

Name	Number of Units (#) <sup>1</sup>	Performance or Other Period Until Maturity or Payout	Estimated Future Payouts u Non-Stock Price-Based	
			Threshold (\$) <sup>2</sup>	Target (\$) <sup>2</sup>
PRODUCTIVITY IMPROVEMENT PLAN				
SCS				
A. W. Dahlberg	6,366	4 years	3,183	6,366
H. Allen Franklin	4,244	4 years	2,122	4,244

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LONG-TERM INCENTIVE PLAN19  
Southern LINC

Robert G. Dawson	49,405	3 years	24,703	49,405
R. Craig Elder	15,514	3 years	7,757	15,514
Rodney H. Johnson	9,131	3 years	4,566	9,131
Julie T. Pigott	9,131	3 years	4,566	9,131

1 Each unit is equal to the value of one share of SOUTHERN's common stock. Under SOUTHERN's Executive Productivity Improvement Plan, the number of units granted to Messrs. Dahlberg and Franklin had a value based on the fair market value of common stock at the beginning of the performance period of \$150,000 and \$100,000, respectively. No awards are paid unless the participant remains employed by the Company through the end of the performance period.

2 The threshold, target, and maximum value of a unit under the plan is 50%, 100% and 200%, respectively, and can vary based on the Company's total shareholder return relative to selected groups of electric utilities. If certain minimum performance relative to the selected groups is not achieved, there will be no payout; nor is there a payout if the current earnings of the Company are not sufficient to fund the dividend rate paid in the last calendar year. The plan provides that in the discretion of the Compensation & Management Succession Committee, extraordinary income may be excluded for purposes of calculating the amount available for the payment of awards. All awards are payable in cash at the end of the performance period.

The threshold, target and maximum value of a unit under Southern LINC's Long-Term Incentive Plan is 50%, 100% and 300%, respectively.

3 Under Southern LINC's Long-Term Incentive Plan, annual target awards range from 5 to 40 percent of base salary as of the end of the plan period, depending upon the grade of the participant at the beginning of the performance period. Performance is measured based on Southern LINC's net income. Incentives are earned based on the achievement of the overlapping three-year net income targets.

23

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, 2000. 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, 2000. SOUTHERN is incorporated by reference to the Stock Ownership Table in SOUTHERN's definitive Proxy Statement relating to the 2001 annual meeting of stockholders. ALABAMA, GEORGIA, GULF and MISSISSIPPI are incorporated by reference to the Information Statements relating to each of their respective 2001 Annual Meeting of Shareholders. SAVANNAH is incorporated by reference to page number III-9 in the SOUTHERN system's combined Form 10-K for the year ended December 31, 2000.

Name of Directors or Nominees and Executive Officers	Title of Class	Number of Shares Beneficially Owned (1) (2)
-----	-----	-----

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SCS

A. W. Dahlberg	SOUTHERN Common	776,714	
H. Allen Franklin	SOUTHERN Common	298,828	
Elmer B. Harris	SOUTHERN Common	316,409	
David M. Ratcliffe	SOUTHERN Common	132,683	
Charles D. McCrary	SOUTHERN Common	72,676	
Stephen Wakefield	SOUTHERN Common	40,649	
William L. Westbrook	SOUTHERN Common	146,129	
The directors, nominees and executive officers of SCS as a Group	SOUTHERN Common	2,112,673	shares

SEGCO

Robert L. Boyer	SOUTHERN Common	74,654	
Thomas A. Fanning	SOUTHERN Common	42,712	
Michael Garrett	SOUTHERN Common	35,549	
Elmer B. Harris	SOUTHERN Common	316,409	
Robert H. Haubein, Jr.	SOUTHERN Common	60,454	
William B. Hutchins, III	SOUTHERN Common	74,364	

24

ITEM 6. OFFICERS AND DIRECTORS.  
PART III.

Name of Directors or Nominees and Executive Officers -----	Title of Class -----	Number of Shares Beneficially Owned (1) (2) -----
SEGCO (continued)		
Charles D. McCrary	SOUTHERN Common	72,676
David M. Ratcliffe	SOUTHERN Common	132,683
Jerry L. Stewart	SOUTHERN Common	38,927
The directors, nominees and executive officers of SEGCO as a Group	SOUTHERN Common	848,428 shares

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Southern LINC

A. W. Dahlberg	SOUTHERN Common	776,714
Robert G. Dawson	SOUTHERN Common	58,632
R. Craig Elder	SOUTHERN Common	20,476
H. Allen Franklin	SOUTHERN Common	298,828
Elmer B. Harris	SOUTHERN Common	316,409
Rodney H. Johnson	SOUTHERN Common	4,220
Julie T. Pigott	SOUTHERN Common	2,328
David M. Ratcliffe	SOUTHERN Common	132,683
W. L. Westbrook	SOUTHERN Common	146,129

The directors, nominees and executive officers of Southern LINC as a Group	SOUTHERN Common	979,705 shares
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25

ITEM 6. OFFICERS AND DIRECTORS.  
PART III.

Name of Directors or Nominees and Executive Officers -----	Title of Class -----	Number of Shares Beneficially Owned (1) (2) -----
---	-------------------------	---

Energy Solutions

Bertram Sears	SOUTHERN Common	4,583
The directors, nominees and executive officers of Energy Solutions as a Group	SOUTHERN Common	4,583 shares

Southern Nuclear

A. W. Dahlberg	SOUTHERN Common	776,714
H. Allen Franklin	SOUTHERN Common	298,828
William G. Hairston, III	SOUTHERN Common	53,919
Elmer B. Harris	SOUTHERN Common	316,409
David M. Ratcliffe	SOUTHERN Common	132,683

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James B. Beasley, Jr.	SOUTHERN Common	37,916
David N. Morey	SOUTHERN Common	52,527
H. L. Sumner, Jr.	SOUTHERN Common	27,275
Jack D. Woodard	SOUTHERN Common	86,693
The directors, nominees and executive officers of Southern Nuclear as a Group		
	SOUTHERN Common	1,782,964 shares

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 and/or investment power with respect to a security (i.e., the power to dispose of, or to direct the disposition of, a security).
- (2) The shares shown include shares of common stock of which certain directors and officers have the right to acquire beneficial ownership within 60 days pursuant to the Executive Stock Option Plan, as follows: Mr. Beasley, 22,566 shares; Mr. Boyer, 26,548 shares; Mr. Dahlberg, 718,113 shares; Mr. Dawson, 33,727 shares; Mr. Elder, 9,371 shares; Mr. Fanning, 34,695 shares; Mr. Franklin, 262,874 shares; Mr. Garrett, 30,473 shares; Mr. Hairston, 30,950 shares; Mr. Harris, 266,053 shares; Mr. Haubein, 57,830 shares; Mr. Hutchins 58,002 shares; Mr. Johnson, 1,324 shares; Mr. McCrary, 70,460 shares; Mr. Morey, 32,453 shares; Ms. Pigott, 1,324 shares; Mr. Ratcliffe 121,589 shares; Mr. Stewart, 30,554 shares; Mr. Sumner, 24,547 shares; Mr. Wakefield, 39,971 shares; Mr. Westbrook, 74,919 shares; and Mr. Woodard, 62,878 shares. Also included are shares of SOUTHERN common stock held by the spouse of Mr. Harris, 310 shares.

26

ITEM 6. OFFICERS AND DIRECTORS.  
PART III.

- (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 2001 Annual Meeting of Shareholders. SAVANNAH is incorporated by reference to page number III-10 in the SOUTHERN system's combined Form 10-K for the year ended December 31, 2000.

- (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 2001 annual meeting of stockholders. Also, ALABAMA, GEORGIA, GULF, and MISSISSIPPI are incorporated by reference to the Information Statements relating to each of their respective 2001 Annual Meeting of Shareholders. SAVANNAH is incorporated by reference to page number III-8 in the SOUTHERN system's combined Form 10-K for the year ended December 31, 2000.



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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, SEGCO, and Southern LINC, 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:

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

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

- o acquisition of at least 20 percent of the SOUTHERN's stock,
- o a change in the majority of the members of the SOUTHERN's board of directors,
- o 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
- o a sale of substantially all the assets of SOUTHERN.

A change in control of a subsidiary is defined under the agreements as: o acquisition of at least 50 percent of the subsidiary's stock, o a merger or other business combination unless SOUTHERN controls the surviving entity or o a sale of substantially all the assets of the subsidiary.

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 has amended its short- and long-term incentive plans to provide 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 February 28, 1998, SOUTHERN and GEORGIA entered into a Deferred Compensation Agreement with Mr. Franklin. On the fifth anniversary of the Agreement, if still employed by SOUTHERN or one of its subsidiaries, Mr. Franklin will receive the cash value of the number of shares of SOUTHERN common stock that could have been purchased for \$500,000 on February 28, 1998, and on which dividends were reinvested throughout the five-year period. If certain performance goals are met, Mr. Franklin also will receive the estimated income tax expense on the compensation. Mr. Franklin may elect to defer receipt of the award until termination of employment. GEORGIA assigned this agreement to SCS effective July 8, 1999.

On February 23, 1998, SOUTHERN and Southern Nuclear entered into a Deferred Compensation Agreement with Mr. Woodard. On the fifth anniversary of the Agreement, if still employed by SOUTHERN or one of its subsidiaries, Mr. Woodard will receive the cash value of the number of shares of SOUTHERN common stock that could have been purchased for \$200,000 on February 23, 1998, and on which dividends were reinvested throughout the five-year period. If certain performance goals are met, Mr. Woodard also will receive the estimated income tax expense on the

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compensation. Mr. Woodard may elect to defer receipt of the award until termination of employment.

On February 23, 1998, SOUTHERN and Southern Nuclear entered into a Deferred Compensation Agreement with Mr. Hairston. On the fifth anniversary of the Agreement, if still employed by SOUTHERN or one of its subsidiaries, Mr. Hairston will receive the cash value of the number of shares of SOUTHERN common stock that could have been purchased for \$250,000 on February 23, 1998, and on which dividends were reinvested throughout the five-year period. If certain performance goals are met, Mr. Hairston also will receive the estimated income tax expense on the compensation. Mr. Hairston may elect to defer receipt of the award until termination of employment.

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

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
None		

None

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
SOUTHERN	Southern Company Charitable Foundation, Inc.	Funding

SOUTHERN Southern Company Charitable Foundation, Inc. Funding

Accounts C  
if any, pe  
of Disbur  
Compa

Accounts Char  
if any, per B  
of Disbursing

426

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ALABAMA	Business Council of Alabama	Dues & Support	930,426
	Cahaba River Society	Support	506,520
			563,588
	Edison Electric Institute	Dues	908,921
	National Association of Manufacturers	Dues	930
	Nature Conservancy of Alabama	Dues & Support	506,520
			563,588
	Nuclear Energy Institute	Dues	524,426
	Public Affairs Research Council of Alabama	Dues & Support	921,426
GEORGIA	Atlanta Convention and Visitors Bureau	Dues	930
	Central Atlanta Progress	Dues	930
	Cobb County Convention and Visitors Bureau	Dues	930
	Council for Quality Growth	Dues	930
	Edison Electric Institute	Dues	426,930
	Forward Atlanta	Dues	930
	Georgia Agribusiness Council	Dues	930
	Georgia Conservancy	Support	426
			n/a
	Georgia Council on Economic Education	Dues	n/a
	National Association of Manufacturers	Dues	930
	National Food and Energy Council	Dues	930
	Nature Conservancy	Support	426
			n/a
	Nuclear Energy Institute	Dues	524,426
Regional Business Coalition	Dues	930	

\* 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.

29

### ITEM 7. CONTRIBUTIONS AND PUBLIC RELATIONS. (Continued)

Name of Company -----	Name of Recipient or Beneficiary -----	Purpose -----	Account if any, of Dis Com ---
GULF	Associated Industries of Florida	Dues	930
	Economic Development Council - Bay County	Dues & Support	912
	Economic Development Council - Okaloosa County	Dues & Support	912
	Economic Development Council - Walton County	Support	912
	Edison Electric Institute	Dues	426,930
	Enterprise Florida	Support	912
	Florida Chamber of Commerce	Dues	912
	Florida Public Relations Association	Dues	921
	Florida TaxWatch, Inc.	Dues	426
	Foundation for the Future	Support	912
	Haas Center - University of West Florida	Support	912
	Northwest Florida Regional Economic Development Coalition	Support	912
	T.E.A.M. Santa Rosa - Council of Economic Activity	Dues & Support	912
	Washington County Chamber of Commerce	Support	912

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	Other Economic Development Councils/ Activity Groups (6 Beneficiaries)	Dues & Support	426,912
MISSISSIPPI	East Mississippi Business Development Corporation	Dues	930
	Edison Electric Institute	Dues	930
	Mississippi Economic Council	Dues	426,930
	Mississippi Gulf Coast Chamber of Commerce	Dues	930
	Mississippi Gulf Coast Economic	Dues	930
	Mississippi Manufacturers Association	Dues	426,930
	Mississippi Wildlife Federation	Dues	426,930
	Retail Association of Mississippi	Dues	426,930
	Wolf River Conservation	Dues	426
SAVANNAH	Business, Education and Technology Alliance of Southeast Georgia	Dues	930
	Edison Electric Institute	Dues	426,930
	Georgia Conservancy	Support	426
	Georgia Council on Economic Education	Dues	426
	Georgia Economic Developers Association	Dues	930
	Nature Conservancy	Support	426
	Savannah Development & Renewal Authority	Support	426
	Savannah Tree Foundation	Support	426
	Other Economic Development Councils/ Activity Groups (8 Beneficiaries)	Membership & Dues	930

30

ITEM 8. SERVICE, SALES AND CONSTRUCTION CONTRACTS.

PART I.

Transactions (1)	Serving Company (2)	Receiving Company (3)	Compensation (4)	Contract (5)
(Note)	(Note)	Southern LINC	(Note)	(Note)
(Note)	(Note)	Energy Solutions	(Note)	(Note)
Sublease of railcars	ALABAMA	MISSISSIPPI	\$362,892	
Sublease of railcars	ALABAMA	SAVANNAH	\$1,497	
Sublease of railcars	GEORGIA	MISSISSIPPI	\$476,123	
Sublease of railcars	GEORGIA	SAVANNAH	\$67,197	
Sublease of railcars	MISSISSIPPI	ALABAMA	\$1,888,376	
Sublease of railcars	MISSISSIPPI	GEORGIA	\$1,322,723	
Sublease of railcars	MISSISSIPPI	SAVANNAH	\$1,046	
Sublease of railcars	SAVANNAH	ALABAMA	\$286	
Sublease of railcars	SAVANNAH	GEORGIA	\$399,924	
Sublease of railcars	SAVANNAH	GULF	\$739	
Sublease of railcars	SAVANNAH	MISSISSIPPI	\$168	

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Note:

Southern LINC and Energy Solutions have agreements with SCS, ALABAMA, GEORGIA, GULF, MISSISSIPPI and SAVANNAH pursuant to which Southern LINC and Energy Solutions reimburse each of such companies for the full cost of services, personnel and facilities provided to Southern LINC and Energy Solutions.

Pursuant to such agreements, during 2000 the total reimbursements to SCS, ALABAMA, GEORGIA, GULF, MISSISSIPPI and SAVANNAH from Southern LINC were \$38,678,839; \$1,198,341; \$825,038; \$204,411; \$95,416; and \$42,352, respectively; and from Energy Solutions were \$7,290,857; \$1,231,996; \$1,590,359; \$62,689; \$2,346; and \$25,300, respectively.

Part II.

None.

Part III.

None.

31

ITEM 9. WHOLESALE GENERATORS AND FOREIGN UTILITY COMPANIES  
Part I(a)

Key terms: FUCO means Foreign Utility Company  
EWG means Exempt Wholesale Generator  
SPS means Special Purpose Subsidiary  
IS means Intermediate Subsidiary

COMPANY, LOCATION AND ADDRESS	FUCO, EWG, IS	OWNERSHIP	% OWNED
Southern Energy Finance Capital Corporation	SPS	SOUTHERN	100%
Southern Energy Finance Company, Inc.	IS	Southern Energy Finance Capital Corporation	100%
EPZ Lease, Inc. 1403 Foulk Road, Foulkstone Plaza Suite 102-9 Wilmington, DE 19803	IS	Southern Energy Finance Company, Inc.	100%
EPZ Lease, LLC 1403 Foulk Road, Foulkstone Plaza Suite 102-9 Wilmington, DE 19803	IS	EPZ Lease, Inc. Southern Energy Finance Company, Inc.	99% 1%
EPZ Lease Holding A, LLC 1403 Foulk Road,	IS	EPZ Lease, LLC EPZ Lease, Inc.	99% 1%

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Foulkstone Plaza Suite 102-9  
Wilmington, DE 19803

EPZ Lease Holding B, LLC 1403 Foulk Road, Foulkstone Plaza Suite 102-9 Wilmington, DE 19803	IS	EPZ Lease, LLC EPZ Lease, Inc.	99% 1%
EPZ Lease Holding C, LLC 1403 Foulk Road, Foulkstone Plaza Suite 102-9 Wilmington, DE 19803	IS	EPZ Lease, LLC EPZ Lease, Inc.	99% 1%
EPZ Lease Trust A c/o Wilmington Trust Company 1100 North Market Street Rodney Square North Wilmington, DE 19890	FUCO	EPZ Lease Holding A, LLC	100%
EPZ Lease Trust B c/o Wilmington Trust Company 1100 North Market Street Rodney Square North Wilmington, DE 19890	FUCO	EPZ Lease Holding B, LLC	100%
EPZ Lease Trust C c/o Wilmington Trust Company 1100 North Market Street Rodney Square North Wilmington, DE 19890	FUCO	EPZ Lease Holding C, LLC	100%
Southern Energy Clairton, Inc. 1403 Foulk Road, Foulkstone Plaza Suite 102-9 Wilmington, DE 19803	IS	Southern Energy Finance Company, Inc.	100%

32

COMPANY, LOCATION AND ADDRESS	FUCO, EWG, IS	OWNERSHIP	% OWNED
Southern Energy Clairton, L.L.C 1403 Foulk Road, Foulkstone Plaza Suite 102-9 Wilmington, DE 19803	IS	Southern Energy Clairton, Inc. Southern Energy Clairton2, Inc.	85% 15%
Southern Energy Clairton2, Inc. 1403 Foulk Road, Foulkstone Plaza Suite 102-9 Wilmington, DE 19803	IS	Southern Energy Finance Company, Inc.	100%
Southern Company Capital Funding, Inc. 1403 Foulk Road,	IS	SOUTHERN	100%

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Foulkstone Plaza Suite 102-9  
Wilmington, DE 19803

Southern Company Capital Trust I 1403 Foulk Road, Foulkstone Plaza Suite 102-9 Wilmington, DE 19803	SPS	Southern Company Capital Funding, Inc.	100%
Southern Company Capital Trust II 1403 Foulk Road, Foulkstone Plaza Suite 102-9 Wilmington, DE 19803	SPS	Southern Company Capital Funding, Inc.	100%
Southern Company Capital Trust III 1403 Foulk Road, Foulkstone Plaza Suite 102-9 Wilmington, DE 19803	SPS	Southern Company Capital Funding, Inc.	100%
Southern Company Capital Trust IV 1403 Foulk Road, Foulkstone Plaza Suite 102-9 Wilmington, DE 19803	IS	Southern Company Capital Funding, Inc.	100%
Southern Company Capital Trust V 1403 Foulk Road, Foulkstone Plaza Suite 102-9 Wilmington, DE 19803	IS	Southern Company Capital Funding, Inc.	100%
Mobile Energy Services Holdings, Inc. 1155 Perimeter Center West Atlanta, GA 30338	IS	Southern Company	100%
Mobile Energy Services, L.L.C. 1155 Perimeter Center West Atlanta, GA 30338	IS	Mobile Energy Services Holdings, Inc.	100%

33

COMPANY, LOCATION AND ADDRESS	FUCO, EWG, IS	OWNERSHIP	% OWNED
Southern Energy Carbontronics, Inc. 270 Peachtree Street Atlanta, GA 30303	IS	Southern Energy Finance Company, Inc.	100%
Southern Energy Carbontronics, L.L.C. 1403 Foulk Road, Foulkstone Plaza Suite 102-9 Wilmington, DE 19803	IS	Southern Energy Carbontronics, Inc. Southern Energy Finance Company, Inc.	99% 1%
Dutch Gas Lease, Inc. 1403 Foulk Road,	IS	Southern Energy Finance Company,	100%

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Foulkstone Plaza Suite 102-9 Wilmington, DE 19803		Inc.	
Dutch Gas Lease, LLC 1403 Foulk Road, Foulkstone Plaza Suite 102-9 Wilmington, DE 19803	IS	Dutch Gas Lease, Inc. Southern Energy Finance Company, Inc.	99%  1%
Dutch Gas Lease Holding A, L.L.C. 1403 Foulk Road, Foulkstone Plaza Suite 102-9 Wilmington, DE 19803	IS	Dutch Gas Lease, L.L.C.	100%
Dutch Gas Lease Trust A 1403 Foulk Road, Foulkstone Plaza Suite 102-9 Wilmington, DE 19803	FUCO	Dutch Gas Lease Holding A, L.L.C.	100%
Dutch Gas Lease Holding B, L.L.C. 1403 Foulk Road, Foulkstone Plaza Suite 102-9 Wilmington, DE 19803	IS	Dutch Gas Lease, L.L.C.	100%
Dutch Gas Lease Trust B 1403 Foulk Road, Foulkstone Plaza Suite 102-9 Wilmington, DE 19803	FUCO	Dutch Gas Lease Holding B, L.L.C.	100%
Dutch Gas Lease Holding C, L.L.C. 1403 Foulk Road, Foulkstone Plaza Suite 102-9 Wilmington, DE 19803	IS	Dutch Gas Lease, L.L.C.	100%
Dutch Gas Lease Trust C 1403 Foulk Road, Foulkstone Plaza Suite 102-9 Wilmington, DE 19803	FUCO	Dutch Gas Lease Holding C, L.L.C.	100%
NUON Lease, Inc. 1403 Foulk Road, Foulkstone Plaza Suite 102-9 Wilmington, DE 19803	IS	Southern Energy Finance Company, Inc.	100%
NUON Lease Holding D, L.L.C. 1403 Foulk Road, Foulkstone Plaza Suite 102-9 Wilmington, DE 19803	IS	NUON Lease, Inc.	100%
NUON Lease Trust D 1403 Foulk Road, Foulkstone Plaza Suite 102-9 Wilmington, DE 19803	FUCO	NUON Lease Holding D, L.L.C.	100%
NUON Lease Holding E, L.L.C. 1403 Foulk Road, Foulkstone Plaza Suite 102-9 Wilmington, DE 19803	IS	NUON Lease, Inc.	100%
NUON Lease Trust E 1403 Foulk Road, Foulkstone Plaza Suite 102-9	FUCO	NUON Lease Holding E, L.L.C.	100%



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Wilmington, DE 19803			
NUON Lease Holding F, L.L.C. 1403 Foulk Road, Foulkstone Plaza Suite 102-9 Wilmington, DE 19803	IS	NUON Lease, Inc.	100%
NUON Lease Trust F 1403 Foulk Road, Foulkstone Plaza Suite 102-9 Wilmington, DE 19803	FUCO	NUON Lease Holding F, L.L.C.	100%
GAMOG Lease, Inc. 1403 Foulk Road, Foulkstone Plaza Suite 102-9 Wilmington, DE 19803	IS	Southern Energy Finance Company, Inc.	100%
GAMOG Lease Holding G, L.L.C. 1403 Foulk Road, Foulkstone Plaza Suite 102-9 Wilmington, DE 19803	IS	Gamog Lease, Inc.	100%
GAMOG Lease Trust G 1403 Foulk Road, Foulkstone Plaza Suite 102-9 Wilmington, DE 19803	FUCO	Gamog Lease Holding G, L.L.C.	100%
GAMOG Lease Holding H, L.L.C. 1403 Foulk Road, Foulkstone Plaza Suite 102-9 Wilmington, DE 19803	IS	Gamog Lease, Inc.	100%
GAMOG Lease Trust H 1403 Foulk Road, Foulkstone Plaza Suite 102-9 Wilmington, DE 19803	FUCO	Gamog Lease Holding H, L.L.C.	100%
GAMOG Lease Holding I, L.L.C. 1403 Foulk Road, Foulkstone Plaza Suite 102-9 Wilmington, DE 19803	IS	Gamog Lease, Inc.	100%
GAMOG Lease Trust I 1403 Foulk Road, Foulkstone Plaza Suite 102-9 Wilmington, DE 19803	FUCO	Gamog Lease Holding I, L.L.C.	100%

35

EM 9. WHOLESALE GENERATORS AND FOREIGN UTILITY COMPANIES  
PART I(b)

As discussed in SOUTHERN's Application on Form U-1 (File No. 70-9727) relating to the spin-off of Mirant Corporation (Mirant), SOUTHERN and Mirant reorganized certain energy-related and FUCO activities and Mirant completed a tax-free distribution to SOUTHERN of these activities on March 5, 2001 (the "Mini-Spin"). On April 2, 2001, SOUTHERN completed the spin-off of its remaining ownership interest in Mirant to SOUTHERN's shareholders. Therefore, the four indirect

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subsidiaries (EPZ Lease, Inc., Dutch Gas Lease, Inc., GAMOG Lease, Inc. and NUON Lease, Inc.) obtained through the Mini-Spin are the only remaining FUCO or EWG investments held by SOUTHERN. Although it now owns all of the equity in these companies as a result of the Mini-Spin, SOUTHERN has no direct or indirect investment or any aggregate investment within the meaning of Rule 53 in these FUCOs. SOUTHERN has executed limited keep-well commitments whereby SOUTHERN would be required to make capital contributions to Southern Energy Finance Capital Corp. or to Southern Energy Finance Company, Inc. in the event of a shortfall in the scheduled debt service resulting from certain changes in the payments due from SOUTHERN under the Southern Company Income Tax Allocation Agreement. The maximum potential capital contribution required under these commitments is the unamortized balance of the related loans, which totaled approximately \$414 million as of December 31, 2000.

36

ITEM 9. WHOLESALE GENERATORS AND FOREIGN UTILITY COMPANIES  
PART I(c)

COMPANIES	DEBT TO EQUITY
Southern Energy Finance Capital Corporation	2.06
Southern Energy Finance Company, Inc.	.53
EPZ Lease, Inc.	
EPZ Lease, L.L.C.	
EPZ Lease Holdings A, L.L.C.	
EPZ Lease Trust A	
EPZ Lease Holdings B L.L.C.	
EPZ Lease Trust B	
EPZ Lease Holdings C L.L.C.	
EPZ Lease Trust C	
Dutch Gas Lease, Inc.	
Dutch Gas Lease, L.L.C.	
Dutch Gas Lease Holdings A, L.L.C.	
Dutch Gas Lease Trust A	
Dutch Gas Lease Holdings B L.L.C.	
Dutch Gas Lease Trust B	
Dutch Gas Lease Holdings C L.L.C.	
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	

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Nuon Lease Holdings F, LLC  
Nuon Lease Trust F

Southern Energy Clairton, Inc.  
Southern Energy Clairton 2, Inc.  
Southern Energy Clairton, LLC  
Clairton 1314 B Partnership, L.P.

Southern Energy Carbontronics, Inc.  
Southern Energy Carbontronics, LLC

PART I(d)

None.

PART II

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

37

ITEM 9. WHOLESALE GENERATORS AND FOREIGN UTILITY COMPANIES  
PART III

SOUTHERN's aggregate investment in EWGs and FUCOs at December 31, 2000 is as follows:

	Total1	Equity(1)	Debt
Investment In EWGs & FUCOs (A)	\$-	\$-	\$-

Investment in	SOUTHERN's Investment		
	Total	Equity	Debt
Domestic Public-Utility Subs			
ALABAMA.....	\$1,967,720,884	\$1,967,720,884	\$-
GEORGIA.....	\$2,461,747,804	\$2,461,747,804	-
GULF.....	\$271,535,856	\$271,535,856	-
MISSISSIPPI.....	\$231,851,082	\$231,851,082	-
SAVANNAH.....	\$65,489,177	\$65,489,177	-
MESCO.....	\$0	\$0	-
(B) Total Domestic Public - Utility Subsidiaries	\$4,998,344,803	\$4,998,344,803	\$-

RATIO A/B.....n/a 1

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- (1) At December 31, 2000, SOUTHERN's aggregate investment in EWGs and FUCOs under Rule 53 totaled approximately \$2.420 billion (File No. 70-9869). However, following the completion of the spin-off of Mirant on April 2, 2001 and as discussed in SOUTHERN's Application on Form U-1 (File No. 70-9727) relating to the spin-off, SOUTHERN retained only four indirect subsidiaries (EPZ Lease, Inc., Dutch Gas Lease, Inc., GAMOG Lease, Inc. and NUON Lease, Inc.) that qualify as FUCOs and none that qualify as EWGs. SOUTHERN has no equity or debt investment within the meaning of Rule 53 in these four FUCO subsidiaries. SOUTHERN has executed limited keep-well commitments whereby SOUTHERN would be required to make capital contributions to Southern Energy Finance Capital Corp. or to Southern Energy Finance Company, Inc. in the event of a shortfall in the scheduled debt service resulting from certain changes in the payments due from SOUTHERN under the Southern Company Income Tax Allocation Agreement. The maximum potential capital contribution required under these commitments is the unamortized balance of the related loans, which totaled approximately \$414 million as of December 31, 2000.
- (2) Following the completion of the Mirant spin off , SOUTHERN continues to guarantee certain foreign currency swap transactions for Mirant entities with EWG subsidiaries. At December 31, 2000, notional amounts under these swaps were the differences between (pound)44 million and \$68 million and between DM370 million and \$206 million; however, due to favorable exchange rates SOUTHERN had no exposure under these guarantees. The sterling and deutsche mark swaps expire in 2002 and 2003, respectively. After the spin off, Mirant will pay SOUTHERN a monthly fee of 1 percent on the average aggregate maximum principal amount of all guarantees outstanding until they are replaced or expire. Mirant must use reasonable efforts to release SOUTHERN from all such support arrangements and will indemnify SOUTHERN for any obligations incurred.

38

ITEM 10 - FINANCIAL STATEMENTS AND EXHIBITS

SOUTHERN AND SUBSIDIARY COMPANIES

INDEX TO FINANCIAL STATEMENTS

DECEMBER 31, 2000

REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS

FINANCIAL STATEMENTS:

Consolidating Statement of Income for the Year Ended

## Edgar Filing: SOUTHERN CO - Form U5S

December 31, 2000  
Consolidating Statement of Cash Flows for the Year Ended  
December 31, 2000  
Consolidating Balance Sheet at December 31, 2000  
Consolidating Statement of Capitalization at December 31, 2000  
Consolidating Statement of Retained Earnings for the Year Ended  
December 31, 2000  
Consolidating Statement of Paid-in Capital for the Year  
Ended December 31, 2000  
Notes to Financial Statements at December 31, 2000

### OTHER FINANCIAL STATEMENTS:

ALABAMA consolidated with ALABAMA TRUST I, ALABAMA TRUST II and  
ALABAMA TRUST III  
Alabama Property Company (Unaudited; Not consolidated in Parent, ALABAMA)  
GEORGIA consolidated with PIEDMONT, GEORGIA CAPITAL, GEORGIA TRUST I,  
GEORGIA TRUST II, GEORGIA TRUST III and GEORGIA TRUST IV  
GULF consolidated with GULF TRUST I and GULF TRUST II  
MISSISSIPPI consolidated with MISSISSIPPI TRUST I  
SAVANNAH consolidated with SAVANNAH ELECTRIC TRUST I

### EXHIBITS

### 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, 2000, as filed with the Federal Energy Regulatory Commission.

A

ARTHUR ANDERSEN

### REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS

To The Southern Company:

We have audited the consolidated balance sheet and consolidated statement of capitalization of THE SOUTHERN COMPANY (a Delaware corporation) and subsidiary companies as of December 31, 2000, and the related consolidated statements of income, comprehensive income, retained earnings, paid-in capital, accumulated other comprehensive income, and cash flows for the year then ended (included in the 2000 annual report on Form 10-K, which is Exhibit A-1 to this Form U5S). These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the

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amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of The Southern Company and subsidiary companies as of December 31, 2000, and the results of their operations and their cash flows for the year then ended, in conformity with accounting principles generally accepted in the United States.

/s/ Arthur Andersen LLP  
Atlanta, Georgia  
February 28, 2001

THE SOUTHERN COMPANY AND SUBSIDIARY COMPANIES  
CONSOLIDATING STATEMENT OF INCOME  
FOR THE YEAR ENDED DECEMBER 31, 2000  
(Stated in Thousands of Dollars)

	Consolidated	Interco Elimina and Tran Add (De
-----		
Operating Revenues:		
Retail sales	\$8,613,380	\$ -
Sales for resale -- Non-affiliates	976,942	-
Affiliates	-	(573,460)
Other revenues	475,794	(13,566)
Southern, equity in earnings of subsidiary companies	-	(1,432,472)
-----		
Total operating revenues	10,066,116	(2,019,498)
-----		
Operating Expenses:		
Operation -- Fuel	2,563,822	-
Purchased power -- Non-affiliates	676,581	354
Affiliates	-	(533,641)
Other	1,864,088	(56,170)
Maintenance	852,159	-
Depreciation and amortization	1,170,342	-
Taxes other than income taxes	535,580	-
-----		
Total operating expenses	7,662,572	(589,457)
-----		
Operating Income	2,403,544	(1,430,041)
Other Income (Expense):		
Interest income	50,842	(91,143)
Equity in earnings of unconsolidated subsidiaries	(21,342)	(6,193)
Other, net	(3,869)	(1,128)
-----		

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Earnings Before Interest and Income Taxes	2,429,175	(1,528,505)
-----		
Interest Charges and Other:		
Interest expense, net	659,016	(79,875)
Distributions on preferred securities of subsidiary	169,090	-
-----		
Total interest charges and other, net	828,106	(79,875)
-----		
Earnings Before Income Taxes	1,601,069	(1,448,630)
Income taxes	588,164	558
-----		
Net Income Before Dividends on Preferred Stock	1,012,905	(1,449,188)
Dividends on Preferred Stock	19,193	-
-----		
Earnings from Continuing Operations	993,712	(1,449,188)
Earnings from Discontinued Operations(1)	319,280	(11,820)
-----		
Net Income	\$1,312,992	\$ (1,461,008)
=====		
Average number of shares of common stock outstanding		653,087
Basic and diluted earnings per share of common stock		\$2.01
Cash dividends paid per share of common stock		\$1.34

(Continued on following page)  
A-2a

THE SOUTHERN COMPANY AND SUBSIDIARY COMPANIES  
CONSOLIDATING STATEMENT OF INCOME  
FOR THE YEAR ENDED DECEMBER 31, 2000  
(Stated in Thousands of Dollars)

	Georgia	Gulf
Operating Revenues:		
Retail sales	\$ 4,317,338	\$ 562,162
Sales for resale --		
Non-affiliates	297,643	66,890
Affiliates	96,150	66,995
Other revenues	159,487	18,272
Southern, equity in earnings of subsidiary companies	-	-
-----		
Total operating revenues	4,870,618	714,319
-----		
Operating Expenses:		
Operation --		
Fuel	1,017,878	215,744
Purchased power --		
Non-affiliates	356,189	73,846
Affiliates	239,815	8,644
Other	795,458	117,146
Maintenance	404,189	56,281

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Depreciation and amortization	619,094	66,873
Taxes other than income taxes	204,527	55,904
-----		
Total operating expenses	3,637,150	594,438
-----		
Operating Income	1,233,468	119,881
Other Income (Expense):		
Interest income	2,629	1,137
Equity in earnings of unconsolidated subsidiaries	3,051	26
Other, net	(50,495)	(4,152)
-----		
Earnings Before Interest and Income Taxes	1,188,653	116,892
-----		
Interest Charges and Other:		
Interest expense, net	208,868	28,085
Distributions on preferred securities of subsidiary	59,104	6,200
-----		
Total interest charges and other, net	267,972	34,285
-----		
Earnings Before Income Taxes	920,681	82,607
Income taxes	360,587	30,530
-----		
Net Income Before Dividends on Preferred Stock	560,094	52,077
Dividends on Preferred Stock	674	234
-----		
Earnings from Continuing Operations	559,420	51,843
Earnings from Discontinued Operations(1)	-	-
-----		
Net Income	\$ 559,420	\$ 51,843
=====		

(Continued on following page)

A-2b

THE SOUTHERN COMPANY AND SUBSIDIARY COMPANIES  
CONSOLIDATING STATEMENT OF INCOME  
FOR THE YEAR ENDED DECEMBER 31, 2000  
(Stated in Thousands of Dollars)  
(Continued)

	SEGCO	Mirant (2)
Operating Revenues:		
Retail sales	\$ -	\$ -
Sales for resale --		
Non-affiliates	-	-
Affiliates	170,291	-
Other revenues	1,486	-
Southern, equity in earnings of subsidiary companies	-	-
-----		
Total operating revenues	171,777	-



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-----		
Operating Expenses:		
Operation --		
Fuel	118,621	-
Purchased power --		
Non-affiliates	-	-
Affiliates	-	-
Other	15,882	165
Maintenance	15,876	-
Depreciation and amortization	8,470	1,266
Taxes other than income taxes	875	-
-----		
Total operating expenses	159,724	1,431
-----		
Operating Income	12,053	(1,431)
Other Income (Expense):		
Interest income	-	79,559
Equity in earnings of unconsolidated subsidiaries	-	(21,570)
Other, net	1,286	59,447
-----		
Earnings Before Interest and Income Taxes	13,339	116,005
-----		
Interest Charges and Other:		
Interest expense, net	5,083	34,417
Distributions on preferred securities of subsidiary	-	72,785
-----		
Total interest charges and other, net	5,083	107,202
-----		
Earnings Before Income Taxes	8,256	8,803
Income taxes	2,350	(19,496)
-----		
Net Income Before Dividends on Preferred Stock	5,906	28,299
Dividends on Preferred Stock	-	-
-----		
Earnings from Continuing Operations	5,906	28,299
Earnings from Discontinued Operations(1)	-	331,100
-----		
Net Income	\$ 5,906	\$ 359,399
=====		

(1) Effective April 2, 2001, SOUTHERN completed a spin off of Mirant (formerly Southern Energy). As a result of the spin off, the financial statements for the year 2000 have been prepared with Mirant reflected as discontinued operations. For further details, see note 11 in the Annual Report of SOUTHERN on Form 10-K.

(2) Includes only consolidated financial information for Southern Energy Finance Capital Corporation and Southern Company Capital Funding, which were retained by SOUTHERN through a tax-free distribution from Mirant as discussed in SOUTHERN's Application on Form U-1 (File No. 70-9727). All other Mirant information is reflected as discontinued operations.

The notes to the financial statements (herein incorporated by reference as part of exhibit numbers A-1 through A-6 inclusive) are an integral part of this statement.

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THE SOUTHERN COMPANY AND SUBSIDIARY COMPANIES  
 CONSOLIDATING STATEMENT OF INCOME  
 FOR THE YEAR ENDED DECEMBER 31, 2000  
 (Stated in Thousands of Dollars)  
 (Continued)

	Powercall	So
Operating Revenues:		
Retail sales	\$ -	
Sales for resale --		
Non-affiliates	-	
Affiliates	-	
Other revenues	12,607	9
Southern, equity in earnings of subsidiary companies	-	
<hr/>		
Total operating revenues	12,607	9
Operating Expenses:		
Operation --		
Fuel	-	
Purchased power --		
Non-affiliates	-	
Affiliates	-	
Other	20,800	7
Maintenance	-	
Depreciation and amortization	936	
Taxes other than income taxes	144	
<hr/>		
Total operating expenses	21,880	7
<hr/>		
Operating Income	(9,273)	1
Other Income (Expense):		
Interest income	61	
Equity in earnings of unconsolidated subsidiaries	-	
Other, net	1,388	
<hr/>		
Earnings Before Interest and Income Taxes	(7,824)	2
<hr/>		
Interest Charges and Other:		
Interest expense, net	-	
Distributions on preferred securities of subsidiary	-	
<hr/>		
Total interest charges and other, net	-	
<hr/>		
Earnings Before Income Taxes	(7,824)	2
Income taxes	(1,671)	1
<hr/>		
Net Income Before Dividends on Preferred Stock	(6,153)	1
Dividends on Preferred Stock	-	
<hr/>		
Earnings from Continuing Operations	(6,153)	1
Earnings from Discontinued Operations(1)	-	
<hr/>		
Net Income	\$ (6,153)	\$ 1
<hr/>		

(1) Effective April 2, 2001, SOUTHERN completed a spin off of Mirant (formerly Southern Energy). As a result of the spin off, the financial

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statements for the year 2000 have been prepared with Mirant reflected as discontinued operations. For further details, see note 11 in the Annual Report of SOUTHERN on Form 10-K.

(2) Includes only consolidated financial information for Southern Energy Finance Capital Corporation and Southern Company Capital Funding, which were retained by SOUTHERN through a tax-free distribution from Mirant as discussed in SOUTHERN's Application on Form U-1 (File No. 70-9727). All other Mirant information is reflected as discontinued operations.

The notes to the financial statements (herein incorporated by reference as part of exhibit numbers A-1 through A-6 inclusive) are an integral part of this statement.

A-3b

THE SOUTHERN COMPANY AND SUBSIDIARY COMPANIES  
CONSOLIDATING STATEMENT OF CASH FLOWS  
FOR THE YEAR ENDED DECEMBER 31, 2000  
(Stated in Thousands of Dollars)

	Consolidated	Intercompany Eliminations and Transfers Add (Deduct)	Sout
<hr/>			
Operating Activities:			
Net income	\$1,312,992	\$ (1,480,201)	\$1,312,9
Adjustments to reconcile net income			
to net cash provided from operating activities --			
Less income from discontinued operations(1)	319,280	(11,820)	
Depreciation and amortization	1,336,624	-	
Deferred income taxes and investment tax credits, net	96,508	-	
Other, net	462,127	800,164	(322,7
Changes in certain current assets and liabilities --			
Receivables, net	(378,852)	(46,208)	(10,9
Fossil fuel stock	78,449	-	
Materials and supplies	(14,526)	-	
Accounts payable	179,917	(121,649)	(5,1
Energy cost recovery, retail	-	164,425	
Other	65,073	11,641	(3,4
<hr/>			
Net cash provided from (used for) operating activities	2,819,032	(660,008)	970,6
<hr/>			
Investing Activities:			
Gross property additions	(2,224,522)	-	
Other	(81,965)	763,607	(759,5
<hr/>			
Net cash provided from (used for) investing activities	(2,306,487)	763,607	(759,5
<hr/>			
Financing Activities:			
Increase (decrease) in notes payable, net	(274,886)	17,252	(524,6
Proceeds --			
Other long-term debt	742,850	(33,128)	
Capital contributions from parent company	-	(1,222,558)	673,6
Common Stock	910,018	-	910,0
Redemptions --			

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First mortgage bonds	(211,009)	-	
Other long-term debt	(203,682)	5,000	
Preferred stock	(383)	-	
Capital distribution to parent company	-	488	
Common Stock Repurchased	(414,643)	-	(414,643)
Payment of preferred stock dividends	-	19,224	
Payment of common stock dividends	(873,233)	1,150,952	(873,233)
Other	(53,886)	(40,829)	(9,715)
-----			
Net cash provided from (used for) financing activities	(378,854)	(103,599)	(238,553)
-----			
Cash Used for Discontinued Operations(1)	(88,455)	-	
Net Change in Cash and Cash Equivalents	45,236	-	(27,311)
Cash and Cash Equivalents at Beginning of Period	153,955	-	27,422
-----			
Cash and Cash Equivalents at End of Period	\$ 199,191	\$ -	\$ -
=====			
Supplemental Cash Flow Information:			
Cash paid during the period for --			
Interest (net of amount capitalized)	\$801,503	(\$76,250)	\$178,103
Income taxes (net of refunds)	660,647	-	
-----			

(Continued on following page)

A-4a

THE SOUTHERN COMPANY AND SUBSIDIARY COMPANIES  
CONSOLIDATING STATEMENT OF CASH FLOWS  
FOR THE YEAR ENDED DECEMBER 31, 2000  
(Stated in Thousands of Dollars)

	Gulf	Mississippi	
-----			
Operating Activities:			
Net income	\$ 52,077	\$ 57,101	\$ -
Adjustments to reconcile net income			
to net cash provided from operating activities --			
Less income from discontinued operations(1)	-	-	
Depreciation and amortization	69,915	54,638	
Deferred income taxes and investment tax credits, net	(12,516)	752	
Other, net	10,686	(1,747)	
Changes in certain current assets and liabilities --			
Receivables, net	(20,184)	(3,231)	
Fossil fuel stock	13,101	14,577	
Materials and supplies	1,055	(1,056)	
Accounts payable	23,127	1,309	
Energy cost recovery, retail	-	-	
Other	12,493	2,952	
-----			
Net cash provided from (used for) operating activities	149,754	125,295	
-----			
Investing Activities:			
Gross property additions	(95,807)	(81,211)	

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Other	(4,432)	(9,153)
Net cash provided from (used for) investing activities	(100,239)	(90,364)
Financing Activities:		
Increase (decrease) in notes payable, net Proceeds --	(12,000)	(1,500)
Other long-term debt	-	100,000
Capital contributions from parent company	12,222	12,659
Common Stock	-	-
Redemptions --	-	-
First mortgage bonds	-	-
Other long-term debt	(1,853)	(81,405)
Preferred stock	-	-
Capital distribution to parent company	-	-
Common Stock Repurchased	-	-
Payment of preferred stock dividends	(234)	(2,129)
Payment of common stock dividends	(59,000)	(54,700)
Other	(22)	(498)
Net cash provided from (used for) financing activities	(60,887)	(27,573)
Cash Used for Discontinued Operations(1)	-	-
Net Change in Cash and Cash Equivalents	(11,372)	7,358
Cash and Cash Equivalents at Beginning of Period	15,753	173
Cash and Cash Equivalents at End of Period	\$ 4,381	\$ 7,531
Supplemental Cash Flow Information:		
Cash paid during the period for --		
Interest (net of amount capitalized)	\$32,277	\$30,570
Income taxes (net of refunds)	42,252	28,418

(Continued on following page)

A-4b

THE SOUTHERN COMPANY AND SUBSIDIARY COMPANIES  
CONSOLIDATING STATEMENT OF CASH FLOWS  
FOR THE YEAR ENDED DECEMBER 31, 2000  
(Stated in Thousands of Dollars)  
(Continued)

	SCS	Southern Nuclear	Miran
Operating Activities:			
Net income	\$ -	\$ -	\$ 359,3
Adjustments to reconcile net income to net cash provided from operating activities --			
Less income from discontinued operations(1)	-	-	331,1

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Depreciation and amortization	20,399	516	1,7
Deferred income taxes and investment tax credits, net	-	-	70,4
Other, net	37,153	8,275	64,3
Changes in certain current assets and liabilities --			
Receivables, net	(85,803)	(8,996)	68,7
Fossil fuel stock	-	-	
Materials and supplies	1,239	-	
Accounts payable	95,447	(2,844)	1,9
Energy cost recovery, retail	-	-	
Other	6,976	8,078	(4,7
-----			
Net cash provided from (used for) operating activities	75,411	5,029	230,7
-----			
Investing Activities:			
Gross property additions	(32,023)	(262)	
Other	(2,098)	(429)	
-----			
Net cash provided from (used for) investing activities	(34,121)	(691)	
-----			
Financing Activities:			
Increase (decrease) in notes payable, net	(17,000)	-	
Proceeds --			
Other long-term debt	7,782	-	
Capital contributions from parent company	-	1,601	1,7
Common Stock	-	-	
Redemptions --			
First mortgage bonds	-	-	
Other long-term debt	-	(5,000)	(35,2
Preferred stock	-	-	
Capital distribution to parent company	-	-	(4
Common Stock Repurchased	-	-	
Payment of preferred stock dividends	-	-	
Payment of common stock dividends	-	-	(41,1
Other	-	-	(6
-----			
Net cash provided from (used for) financing activities	(9,218)	(3,399)	(75,7
-----			
Cash Used for Discontinued Operations(1)	-	-	(88,4
Net Change in Cash and Cash Equivalents	32,072	939	66,6
Cash and Cash Equivalents at Beginning of Period	-	1,631	10,4
-----			
Cash and Cash Equivalents at End of Period	\$ 32,072	\$ 2,570	\$ 77,0
=====			
Supplemental Cash Flow Information:			
Cash paid during the period for --			
Interest (net of amount capitalized)	\$5,758	\$304	\$108,5
Income taxes (net of refunds)	-	1,200	
-----			

(1) Effective April 2, 2001, SOUTHERN completed a spin off of Mirant (formerly Southern Energy). As a result of the spin off, the financial statements for the year 2000 have been prepared with Mirant reflected as discontinued operations. For further details, see note 11 in the Annual Report of SOUTHERN on Form 10-K.

(2) Includes only consolidated financial information for Southern Energy Finance Capital Corporation and Southern Company Capital Funding, which were retained by SOUTHERN through a tax-free distribution from Mirant as discussed in SOUTHERN's Application on Form U-1 (File No. 70-9727). All other Mirant information is reflected as discontinued operations.

The notes to the financial statements (herein incorporated by reference as part of exhibit numbers A-1 through A-6

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inclusive) are an integral part of this statement.

A-5a

THE SOUTHERN COMPANY AND SUBSIDIARY COMPANIES  
CONSOLIDATING STATEMENT OF CASH FLOWS  
FOR THE YEAR ENDED DECEMBER 31, 2000  
(Stated in Thousands of Dollars)  
(Continued)

	Powercall	Change In Control Trust	Sou Tel
Operating Activities:			
Net income	\$ (6,153)	\$ 573	\$ 1
Adjustments to reconcile net income			
to net cash provided from operating activities --			
Less income from discontinued operations(1)	-	-	
Depreciation and amortization	936	-	
Deferred income taxes and investment tax credits, net	(1)	-	
Other, net	4,399	249	(7)
Changes in certain current assets and liabilities --			
Receivables, net	3,811	(138)	(4)
Fossil fuel stock	-	-	
Materials and supplies	497	-	
Accounts payable	1,662	-	3
Energy cost recovery, retail	-	-	
Other	(55)	1	3
-----			
Net cash provided from (used for) operating activities	5,096	685	(3)
-----			
Investing Activities:			
Gross property additions	-	-	(10)
Other	(1)	(13,848)	
-----			
Net cash provided from (used for) investing activities	(1)	(13,848)	(9)
-----			
Financing Activities:			
Increase (decrease) in notes payable, net	-	-	
Proceeds --			
Other long-term debt	-	-	
Capital contributions from parent company	(25)	13,165	
Common Stock	-	-	
Redemptions --			
First mortgage bonds	-	-	
Other long-term debt	-	-	
Preferred stock	-	-	
Capital distribution to parent company	-	-	
Common Stock Repurchased	-	-	
Payment of preferred stock dividends	-	-	
Payment of common stock dividends	-	-	
Other	-	-	
-----			
Net cash provided from (used for) financing activities	(25)	13,165	
-----			

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Cash Used for Discontinued Operations(1)	-	-	
Net Change in Cash and Cash Equivalents	5,070	2	(12)
Cash and Cash Equivalents at Beginning of Period	1,600	-	17
-----			
Cash and Cash Equivalents at End of Period	\$ 6,670	\$ 2	\$ 5
=====			
Supplemental Cash Flow Information:			
Cash paid during the period for --			
Interest (net of amount capitalized)	-	-	
Income taxes (net of refunds)	-	-	
-----			

(1) Effective April 2, 2001, SOUTHERN completed a spin off of Mirant (formerly Southern Energy). As a result of the spin off, the financial statements for the year 2000 have been prepared with Mirant reflected as discontinued operations. For further details, see note 11 in the Annual Report of SOUTHERN on Form 10-K.

(2) Includes only consolidated financial information for Southern Energy Finance Capital Corporation and Southern Company Capital Funding, which were retained by SOUTHERN through a tax-free distribution from Mirant as discussed in SOUTHERN's Application on Form U-1 (File No. 70-9727). All other Mirant information is reflected as discontinued operations.

The notes to the financial statements (herein incorporated by reference as part of exhibit numbers A-1 through A-6 inclusive) are an integral part of this statement.

A-5b

THE SOUTHERN COMPANY AND SUBSIDIARY COMPANIES  
CONSOLIDATING BALANCE SHEET -- DECEMBER 31, 2000  
(Stated in Thousands of Dollars)

ASSETS	Consolidated	Intercompany Eliminations and Transfers Add (Deduct)	Southe
Current Assets:			
Cash and cash equivalents	\$ 199,191	\$ -	\$
Receivables --			
Customer accounts receivable	995,549	1,432	
Other accounts and notes receivable	343,439	2,578	1
Affiliated companies	163	(624,010)	118,7
Accumulated provision for uncollectible accounts	(21,799)	-	
Unrecovered retail fuel clause revenue	418,077	-	
Refundable income taxes	-	(15,781)	
Fossil fuel stock, at average cost	195,206	-	
Materials and supplies, at average cost	507,425	-	
Other	187,948	(19,629)	6,2
-----			
Total current assets	2,825,199	(655,410)	125,1
-----			
Property, Plant, and Equipment:			
In service	34,187,808	-	



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Less accumulated provision for depreciation	14,348,763	-	
	19,839,045	-	
Nuclear fuel, at amortized cost	214,620	-	
Construction work in progress	1,568,737	-	
Total property, plant, and equipment	21,622,402	-	
Other Property and Investments:			
Equity investments in unconsolidated subsidiaries	72,003	(12,305,909)	12,247,3
Nuclear decommissioning trusts, at fair value	689,561	-	
Net Assets - Discontinued Operations(1)	3,320,497	(814,740)	
Leveraged Leases	595,951	-	
Other	93,330	(981,961)	21,8
Total other property and investments	4,771,342	(14,102,610)	12,269,1
Deferred Charges and Other Assets:			
Deferred charges related to income taxes	956,673	-	
Prepaid pension costs	498,279	(28,899)	
Debt expense, being amortized	99,442	-	
Premium on reacquired debt, being amortized	280,239	-	
Department of Energy assessments	45,930	-	
Other	262,152	(56,741)	5,8
Total deferred charges and other assets	2,142,715	(85,640)	5,8
Total Assets	\$ 31,361,658	\$ (14,843,660)	\$ 12,400,1

(Continued on following page)

A-6a

THE SOUTHERN COMPANY AND SUBSIDIARY COMPANIES  
CONSOLIDATING BALANCE SHEET -- DECEMBER 31, 2000  
(Stated in Thousands of Dollars)

ASSETS	Gulf	Mississippi	Savanna
Current Assets:			
Cash and cash equivalents	\$ 4,381	\$ 7,531	\$ -
Receivables --			
Customer accounts receivable	71,932	63,059	28,189
Other accounts and notes receivable	2,179	21,843	1,412
Affiliated companies	15,026	10,071	738
Accumulated provision for uncollectible accounts	(1,302)	(571)	(407)
Unrecovered retail fuel clause revenue	-	9,005	39,632
Refundable income taxes	-	-	-
Fossil fuel stock, at average cost	16,768	11,220	7,140
Materials and supplies, at average cost	29,033	21,694	8,944
Other	6,543	8,320	9,028

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Total current assets	144,560	152,172	94,676
Property, Plant, and Equipment:			
In service	1,892,023	1,665,879	829,270
Less accumulated provision for depreciation	867,260	652,891	382,030
	1,024,763	1,012,988	447,240
Nuclear fuel, at amortized cost	-	-	-
Construction work in progress	71,008	60,951	6,782
Total property, plant, and equipment	1,095,771	1,073,939	454,022
Other Property and Investments:			
Equity investments in unconsolidated subsidiaries	629	1,628	470
Nuclear decommissioning trusts, at fair value	-	-	-
Net Assets - Discontinued Operations(1)	-	-	-
Leveraged Leases	-	-	-
Other	3,881	640	1,596
Total other property and investments	4,510	2,268	2,066
Deferred Charges and Other Assets:			
Deferred charges related to income taxes	15,963	13,860	12,404
Prepaid pension costs	23,491	6,724	-
Debt expense, being amortized	2,392	4,628	3,003
Premium on reacquired debt, being amortized	15,866	7,168	7,575
Department of Energy assessments	-	-	-
Other	12,943	14,312	20,481
Total deferred charges and other assets	70,655	46,692	43,463
Total Assets	\$ 1,315,496	\$ 1,275,071	\$594,227

(Continued on following page)

A-6b

THE SOUTHERN COMPANY AND SUBSIDIARY COMPANIES  
CONSOLIDATING BALANCE SHEET -- DECEMBER 31, 2000  
(Stated in Thousands of Dollars)  
(Continued)

ASSETS	SCS	Southern Nuclear	Miran
Current Assets:			
Cash and cash equivalents	\$ 32,072	\$ 2,570	\$ 77,0

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Receivables --			
Customer accounts receivable	-	-	
Other accounts and notes receivable	52,534	165	8
Affiliated companies	179,835	130,082	13,7
Accumulated provision for uncollectible accounts	-	-	
Unrecovered retail fuel clause revenue	-	-	
Refundable income taxes	-	-	2,8
Fossil fuel stock, at average cost	-	-	
Materials and supplies, at average cost	1,406	-	
Other	20,923	3,272	
-----			
Total current assets	286,770	136,089	94,4
-----			
Property, Plant, and Equipment:			
In service	243,481	5,547	
Less accumulated provision for depreciation	131,131	4,562	
-----			
	112,350	985	
Nuclear fuel, at amortized cost	-	-	
Construction work in progress	6,451	-	
-----			
Total property, plant, and equipment	118,801	985	
-----			
Other Property and Investments:			
Equity investments in unconsolidated subsidiaries	2,633	365	60,7
Nuclear decommissioning trusts, at fair value	-	-	
Net Assets - Discontinued Operations(1)	-	-	4,135,2
Leveraged Leases	-	-	595,9
Other	1,401	1,240	979,3
-----			
Total other property and investments	4,034	1,605	5,771,2
-----			
Deferred Charges and Other Assets:			
Deferred charges related to income taxes	-	-	
Prepaid pension costs	23,591	-	
Debt expense, being amortized	286	-	26,5
Premium on reacquired debt, being amortized	-	-	
Department of Energy assessments	-	-	
Other	11,647	40,096	1,8
-----			
Total deferred charges and other assets	35,524	40,096	28,3
-----			
Total Assets	\$ 445,129	\$ 178,775	\$ 5,894,0
=====			

(Continued on following page)

A-7a

THE SOUTHERN COMPANY AND SUBSIDIARY COMPANIES  
CONSOLIDATING BALANCE SHEET -- DECEMBER 31, 2000  
(Stated in Thousands of Dollars)  
(Continued)

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ASSETS	Powercall	Southern Telecom	Change I Control Trust
Current Assets:			
Cash and cash equivalents	\$ 6,670	\$ 5,257	\$ 2
Receivables --			
Customer accounts receivable	4,264	5,431	-
Other accounts and notes receivable	-	-	138
Affiliated companies	1,342	81	-
Accumulated provision for uncollectible accounts	(1,382)	(150)	-
Unrecovered retail fuel clause revenue	-	-	-
Refundable income taxes	-	-	-
Fossil fuel stock, at average cost	-	-	-
Materials and supplies, at average cost	-	-	-
Other	3	2,013	(1)
<b>Total current assets</b>	<b>10,897</b>	<b>12,632</b>	<b>139</b>
Property, Plant, and Equipment:			
In service	-	4,262	-
Less accumulated provision for depreciation	-	242	-
		4,020	-
Nuclear fuel, at amortized cost	-	-	-
Construction work in progress	-	9,083	-
<b>Total property, plant, and equipment</b>	<b>-</b>	<b>13,103</b>	<b>-</b>
Other Property and Investments:			
Equity investments in unconsolidated subsidiaries	-	-	-
Nuclear decommissioning trusts, at fair value	-	-	-
Net Assets - Discontinued Operations(1)	-	-	-
Leveraged Leases	-	-	-
Other	-	1,707	13,848
<b>Total other property and investments</b>	<b>-</b>	<b>1,707</b>	<b>13,848</b>
Deferred Charges and Other Assets:			
Deferred charges related to income taxes	-	-	-
Prepaid pension costs	-	-	-
Debt expense, being amortized	-	-	-
Premium on reacquired debt, being amortized	-	-	-
Department of Energy assessments	-	-	-
Other	297	14,342	-
<b>Total deferred charges and other assets</b>	<b>297</b>	<b>14,342</b>	<b>-</b>
<b>Total Assets</b>	<b>\$ 11,194</b>	<b>\$ 41,784</b>	<b>\$ 13,987</b>

(Continued on following page)

A-7b

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THE SOUTHERN COMPANY AND SUBSIDIARY COMPANIES  
CONSOLIDATING BALANCE SHEET -- DECEMBER 31, 2000  
(Stated in Thousands of Dollars)  
(Continued)

LIABILITIES AND STOCKHOLDERS' EQUITY	Consolidated	Intercompany Eliminations and Transfers Add (Deduct)	S
<b>Current Liabilities:</b>			
Securities due within one year	\$ 67,324	\$ -	\$
Notes payable	1,679,643	-	5
Accounts payable --			
Affiliated	43	(384,162)	
Other	869,989	-	
Customer deposits	139,798	-	
Taxes accrued --			
Income taxes	87,731	(34,852)	
Other	208,143	-	
Interest accrued	120,770	(13,794)	
Vacation pay accrued	118,710	-	
Other	444,600	-	
<b>Total current liabilities</b>	<b>3,736,751</b>	<b>(432,808)</b>	<b>6</b>
Long-term debt (See accompanying statements)	7,842,491	(1,097,367)	9
<b>Deferred Credits and Other Liabilities:</b>			
Accumulated deferred income taxes	4,074,265	(54,179)	
Deferred credits related to income taxes	551,259	-	
Accumulated deferred investment tax credits	663,579	-	
Employee benefits provisions(3)	478,414	(48,755)	
Prepaid capacity revenues	58,377	-	
Other	651,805	(83,530)	
<b>Total deferred credits and other liabilities</b>	<b>6,477,699</b>	<b>(186,464)</b>	
Company obligated mandatorily redeemable preferred securities of subsidiary trusts holding company junior subordinated notes (See accompanying statements)	2,246,250	-	
Cumulative preferred stock of subsidiaries (See accompanying statements)	368,126	(242,157)	
Common stockholders' equity (See accompanying statements)	10,690,341	(12,884,864)	10,
<b>Total Liabilities and Stockholders' Equity</b>	<b>\$ 31,361,658</b>	<b>\$(14,843,660)</b>	<b>\$ 12,</b>

(Continued on following page)  
A-8a

THE SOUTHERN COMPANY AND SUBSIDIARY COMPANIES

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CONSOLIDATING BALANCE SHEET -- DECEMBER 31, 2000  
(Stated in Thousands of Dollars)  
(Continued)

LIABILITIES AND STOCKHOLDERS' EQUITY	Gulf	Mississippi	Sa
Current Liabilities:			
Securities due within one year	\$ -	\$ 20	\$ 30
Notes payable	43,000	56,000	45
Accounts payable --			
Affiliated	17,558	10,715	16
Other	45,356	48,146	7
Customer deposits	13,474	5,274	5
Taxes accrued --			
Income taxes	3,864	8,769	3
Other	8,749	36,799	1
Interest accrued	8,324	4,482	4
Vacation pay accrued	4,512	5,701	2
Other	8,432	7,003	7
-----			
Total current liabilities	153,269	182,909	125
-----			
Long-term debt (See accompanying statements)	365,993	370,511	116
-----			
Deferred Credits and Other Liabilities:			
Accumulated deferred income taxes	155,074	139,909	79
Deferred credits related to income taxes	38,255	25,603	16
Accumulated deferred investment tax credits	25,792	23,481	10
Employee benefits provisions(3)	34,507	44,405	8
Prepaid capacity revenues	-	-	
Other	25,992	16,546	22
-----			
Total deferred credits and other liabilities	279,620	249,944	136
-----			
Company obligated mandatorily redeemable preferred securities of subsidiary trusts holding company junior subordinated notes (See accompanying statements)	85,000	35,000	40
-----			
Cumulative preferred stock of subsidiaries (See accompanying statements)	4,236	31,809	
-----			
Common stockholders' equity (See accompanying statements)	427,378	404,898	174
-----			
Total Liabilities and Stockholders' Equity	\$ 1,315,496	\$ 1,275,071	\$594
=====			

(Continued on following page)

A-8b

THE SOUTHERN COMPANY AND SUBSIDIARY COMPANIES  
CONSOLIDATING BALANCE SHEET -- DECEMBER 31, 2000

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(Stated in Thousands of Dollars)

(Continued)

LIABILITIES AND STOCKHOLDERS' EQUITY	SCS	Southern Nuclear	Mir
Current Liabilities:			
Securities due within one year	\$ 8,685	\$ -	
Notes payable	-	-	
Accounts payable --			
Affiliated	50,142	16,404	
Other	88,259	12,074	
Customer deposits	-	-	
Taxes accrued --			
Income taxes	-	1,013	
Other	1,410	1,298	
Interest accrued	127	-	
Vacation pay accrued	19,369	14,706	
Other	96,584	33,846	
-----			
Total current liabilities	264,576	79,341	
-----			
Long-term debt (See accompanying statements)	52,697	-	
-----			
Deferred Credits and Other Liabilities:			
Accumulated deferred income taxes	-	-	
Deferred credits related to income taxes	-	-	
Accumulated deferred investment tax credits	-	-	
Employee benefits provisions(3)	82,718	92,017	
Prepaid capacity revenues	-	-	
Other	44,263	2,864	
-----			
Total deferred credits and other liabilities	126,981	94,881	
-----			
Company obligated mandatorily redeemable preferred securities of subsidiary trusts holding company junior subordinated notes (See accompanying statements)	-	-	
-----			
Cumulative preferred stock of subsidiaries (See accompanying statements)	-	-	
-----			
Common stockholders' equity (See accompanying statements)	875	4,553	
-----			
Total Liabilities and Stockholders' Equity	\$ 445,129	\$ 178,775	\$
=====			

(1) Effective April 2, 2001, SOUTHERN completed a spin off of Mirant (formerly Southern Energy). As a result of the spin off, the financial statements for the year 2000 have been prepared with Mirant reflected as discontinued operations. For further details, see note 11 in the Annual Report of SOUTHERN on Form 10-K.

(2) Includes only consolidated financial information for Southern Energy Finance Capital Corporation and Southern Company Capital Funding, which were retained by SOUTHERN through a tax-free distribution from Mirant as discussed in SOUTHERN's Application on Form U-1 (File No. 70-9727). All other Mirant information is reflected as discontinued operations. (3) Includes Post Retirement Life & Medical Provisions, Supplemental and Other Pension Accruals, Early Retirement Incentive Program Costs and Other Work Force Reduction Costs, and Miscellaneous

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Post Employment Benefits.

The notes to the financial statements (herein incorporated by reference as part of exhibit numbers A-1 through A-6 inclusive) are an integral part of this statement.

A-9a

THE SOUTHERN COMPANY AND SUBSIDIARY COMPANIES  
CONSOLIDATING BALANCE SHEET -- DECEMBER 31, 2000  
(Stated in Thousands of Dollars)  
(Continued)

LIABILITIES AND STOCKHOLDERS' EQUITY	Southern LINC	Powercall
<b>Current Liabilities:</b>		
Securities due within one year	\$ 19	\$ -
Notes payable	-	-
Accounts payable --		
Affiliated	3,359	87
Other	14,285	3,759
Customer deposits	-	-
Taxes accrued --		
Income taxes	-	-
Other	1,104	14
Interest accrued	3,008	-
Vacation pay accrued	1,072	-
Other	6,142	2
<hr style="border-top: 1px dashed black;"/>		
Total current liabilities	28,989	3,862
<hr style="border-top: 1px dashed black;"/>		
Long-term debt (See accompanying statements)	118,351	-
<hr style="border-top: 1px dashed black;"/>		
<b>Deferred Credits and Other Liabilities:</b>		
Accumulated deferred income taxes	25,142	-
Deferred credits related to income taxes	-	-
Accumulated deferred investment tax credits	-	-
Employee benefits provisions(3)	1,644	-
Prepaid capacity revenues	-	-
Other	24,853	-
<hr style="border-top: 1px dashed black;"/>		
Total deferred credits and other liabilities	51,639	-
<hr style="border-top: 1px dashed black;"/>		
Company obligated mandatorily redeemable preferred securities of subsidiary trusts holding company junior subordinated notes (See accompanying statements)	-	-
<hr style="border-top: 1px dashed black;"/>		
Cumulative preferred stock of subsidiaries (See accompanying statements)	-	-



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Common stockholders' equity (See accompanying statements)	76,926	7,332
Total Liabilities and Stockholders' Equity	\$ 275,905	\$ 11,194

(1) Effective April 2, 2001, SOUTHERN completed a spin off of Mirant (formerly Southern Energy). As a result of the spin off, the financial statements for the year 2000 have been prepared with Mirant reflected as discontinued operations. For further details, see note 11 in the Annual Report of SOUTHERN on Form 10-K.

(2) Includes only consolidated financial information for Southern Energy Finance Capital Corporation and Southern Company Capital Funding, which were retained by SOUTHERN through a tax-free distribution from Mirant as discussed in SOUTHERN's Application on Form U-1 (File No. 70-9727). All other Mirant information is reflected as discontinued operations. (3) 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 exhibit numbers A-1 through A-6 inclusive) are an integral part of this statement.

A-9b

THE SOUTHERN COMPANY AND SUBSIDIARY COMPANIES  
 NSOLIDATING STATEMENT OF CAPITALIZATION -- DECEMBER 31, 2000  
 (Stated in Thousands of Dollars)

	Consolidated	Intercompany Eliminations and Transfers Add (Deduct)	Sou
Long-Term Debt of Subsidiaries:			
First mortgage bonds --			
Maturity	Interest Rates		
2003	6.13% to 6.63%	\$ 325,000	\$ -
2004	6.60%	35,000	-
2005	6.07%	10,000	-
2006 through 2010	6.50% to 6.90%	95,000	-
2021 through 2025	6.88% to 9.00%	635,191	-
2026 through 2030	6.88%	30,000	-
Total first mortgage bonds		1,130,191	-

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Long-term notes payable --			
5.35% to 9.75% due 2001-2004	765,514	-	
5.38% to 8.58% due 2005-2008	744,165	-	
6.25% to 7.63% due 2009-2017	170,179	-	
6.38% to 8.12% due 2018-2038	793,240	-	
6.63% to 7.13% due 2039-2048	1,028,800	-	
Adjustable rates (6.70% to 7.75% at 1/1/01) due 2001-2005	734,422	-	
Long-term notes payable to affiliates	1	(1,097,367)	9
<b>Total long-term notes payable</b>	<b>4,236,321</b>	<b>(1,097,367)</b>	<b>9</b>
Other long-term debt -- Pollution control revenue bonds -- Collateralized:			
5.00% to 6.75% due 2005-2026	538,625	-	
Variable rates (4.73% to 5.05% at 1/1/01) due 2015-2017	89,800	-	
Non-collateralized:			
4.53% to 6.75% due 2015-2034	406,225	-	
Variable rates (3.50% to 5.35% at 1/1/01) due 2011-2037	1,475,350	-	
<b>Total other long-term debt</b>	<b>2,510,000</b>	<b>-</b>	<b>-</b>
Capitalized lease obligations	94,789	-	
Unamortized debt premium (discount), net	(61,486)	-	
<b>Total long-term debt (annual interest requirement -- \$509 million)</b>	<b>7,909,815</b>	<b>(1,097,367)</b>	<b>9</b>
Less amount due within one year	67,324	-	
<b>Long-term debt excluding amount due within one year</b>	<b>\$ 7,842,491</b>	<b>\$ (1,097,367)</b>	<b>\$ 9</b>

(Continued on following page)  
A-10a

THE SOUTHERN COMPANY AND SUBSIDIARY COMPANIES  
NSOLIDATING STATEMENT OF CAPITALIZATION -- DECEMBER 31, 2000  
(Stated in Thousands of Dollars)

	Gulf	Mississippi	Savannah
Long-Term Debt of Subsidiaries:			
First mortgage bonds --			
Maturity			
Interest Rates			

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2003	6.13% to 6.63%	\$30,000	\$ -	\$20,000
2004	6.60%	-	35,000	-
2005	6.07%	-	-	-
2006 through 2010	6.50% to 6.90%	25,000	-	20,000
2021 through 2025	6.88% to 9.00%	-	65,000	24,200
2026 through 2030	6.88%	30,000	-	-
-----				
Total first mortgage bonds		85,000	100,000	64,200
-----				
Long-term notes payable --				
5.35% to 9.75% due 2001-2004		50,000	35,000	10,000
5.38% to 8.58% due 2005-2008		-	-	-
6.25% to 7.63% due 2009-2017		-	-	30,000
6.38% to 8.12% due 2018-2038		68,073	53,179	-
6.63% to 7.13% due 2039-2048		-	-	-
Adjustable rates (6.70% to 7.75% at 1/1/01) due 2001-2005		-	100,000	20,000
Long-term notes payable to affiliates		-	-	-
-----				
Total long-term notes payable		118,073	188,179	60,000
-----				
Other long-term debt -- Pollution control revenue bonds -- Collateralized:				
5.00% to 6.75% due 2005-2026		108,700	26,765	-
Variable rates (4.73% to 5.05% at 1/1/01) due 2015-2017		-	-	-
Non-collateralized:				
4.53% to 6.75% due 2015-2034		-	-	-
Variable rates (3.50% to 5.35% at 1/1/01) due 2011-2037		60,930	56,820	17,955
-----				
Total other long-term debt		169,630	83,585	17,955
-----				
Capitalized lease obligations		-	-	5,445
-----				
Unamortized debt premium (discount), net		(6,710)	(1,233)	-
-----				
Total long-term debt (annual interest requirement -- \$509 million)		365,993	370,531	147,600
Less amount due within one year		-	20	30,698
-----				
Long-term debt excluding amount due within one year		\$ 365,993	\$ 370,511	\$ 116,902
-----				

(Continued on following page)  
A-10b

THE SOUTHERN COMPANY AND SUBSIDIARY COMPANIES  
CONSOLIDATING STATEMENT OF CAPITALIZATION -- DECEMBER 31, 2000  
(Stated in Thousands of Dollars)  
(Continued)

SCS Southern Nuclear Mir

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Long-Term Debt of Subsidiaries:

First mortgage bonds --

Maturity	Interest Rates			
2003	6.13% to 6.63%	\$ -	\$ -	
2004	6.60%	-	-	
2005	6.07%	-	-	
2006 through 2010	6.50% to 6.90%	-	-	
2021 through 2025	6.88% to 9.00%	-	-	
2026 through 2030	6.88%	-	-	

-----  
Total first mortgage bonds - - - - -

Long-term notes payable --

5.35% to 9.75% due 2001-2004	14,314	-	
5.38% to 8.58% due 2005-2008	7,068	-	
6.25% to 7.63% due 2009-2017	40,000	-	
6.38% to 8.12% due 2018-2038	-	-	153
6.63% to 7.13% due 2039-2048	-	-	
Adjustable rates (6.70% to 7.75% at 1/1/01) due 2001-2005	-	-	260
Long-term notes payable to affiliates	-	-	

-----  
Total long-term notes payable 61,382 - 413

Other long-term debt -- Pollution control revenue bonds -- Collateralized:

5.00% to 6.75% due 2005-2026	-	-	
Variable rates (4.73% to 5.05% at 1/1/01) due 2015-2017	-	-	
Non-collateralized:			
4.53% to 6.75% due 2015-2034	-	-	
Variable rates (3.50% to 5.35% at 1/1/01) due 2011-2037	-	-	

-----  
Total other long-term debt - - - - -

-----  
Capitalized lease obligations - - - - -

-----  
Unamortized debt premium (discount), net - - - - -

-----  
Total long-term debt (annual interest  
requirement -- \$509 million) 61,382 - 413  
Less amount due within one year 8,685 - 25

-----  
Long-term debt excluding amount due within one year \$ 52,697 \$ - \$ 388

(Continued on following page)

A-11a

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(Stated in Thousands of Dollars)

(Continued)

	Powercall	Southern Telecom
Long-Term Debt of Subsidiaries:		
First mortgage bonds --		
Maturity	Interest Rates	
2003	6.13% to 6.63%	\$ -
2004	6.60%	-
2005	6.07%	-
2006 through 2010	6.50% to 6.90%	-
2021 through 2025	6.88% to 9.00%	-
2026 through 2030	6.88%	-
<hr style="border-top: 1px dashed black;"/>		
Total first mortgage bonds	-	-
<hr style="border-top: 1px dashed black;"/>		
Long-term notes payable --		
5.35% to 9.75% due 2001-2004	-	-
5.38% to 8.58% due 2005-2008	-	-
6.25% to 7.63% due 2009-2017	-	-
6.38% to 8.12% due 2018-2038	-	-
6.63% to 7.13% due 2039-2048	-	-
Adjustable rates (6.70% to 7.75% at 1/1/01) due 2001-2005	-	-
Long-term notes payable to affiliates	-	-
<hr style="border-top: 1px dashed black;"/>		
Total long-term notes payable	-	-
<hr style="border-top: 1px dashed black;"/>		
Other long-term debt -- Pollution control revenue bonds -- Collateralized:		
5.00% to 6.75% due 2005-2026	-	-
Variable rates (4.73% to 5.05% at 1/1/01) due 2015-2017	-	-
Non-collateralized:		
4.53% to 6.75% due 2015-2034	-	-
Variable rates (3.50% to 5.35% at 1/1/01) due 2011-2037	-	-
<hr style="border-top: 1px dashed black;"/>		
Total other long-term debt	-	-
<hr style="border-top: 1px dashed black;"/>		
Capitalized lease obligations	-	-
<hr style="border-top: 1px dashed black;"/>		
Unamortized debt premium (discount), net	-	-
<hr style="border-top: 1px dashed black;"/>		
Total long-term debt (annual interest requirement -- \$509 million)	-	-
Less amount due within one year	-	-
<hr style="border-top: 1px dashed black;"/>		
Long-term debt excluding amount due within one year	\$ -	\$ -
<hr style="border-top: 1px dashed black;"/>		

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A-11b

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THE SOUTHERN COMPANY AND SUBSIDIARY COMPANIES  
CONSOLIDATING STATEMENT OF CAPITALIZATION -- DECEMBER 31, 2000  
(Stated in Thousands of Dollars)  
(Continued)

	Consolidated	Intercompany Eliminations and Transfers Add (Deduct)	Sou
Company or Subsidiary Obligated Mandatorily Redeemable Capital and Preferred Securities:			
\$25 liquidation value --			
6.85% to 7.00%	\$ 435,000	\$ -	\$
7.13% to 7.38%	297,000	-	
7.60% to 7.63%	415,000	-	
7.75%	649,250	-	
8.14% to 8.19%	400,000	-	
Auction rate (6.52% at 1/1/01)	50,000	-	
-----			
Total (annual distribution requirement -- \$169 million)	2,246,250	-	
-----			
Cumulative Preferred Stock of Subsidiaries:			
\$100 par or stated value --			
4.20% to 7.00%	98,126	(242,157)	
\$25 par or stated value --			
5.20% to 5.83%	200,000	-	
Adjustable and auction rates -- at 1/1/01			
5.14% to 5.25%	70,000	-	
-----			
Total (annual dividend requirement -- \$19 million)	368,126	(242,157)	
Less amount due within one year	-	-	
-----			
Total excluding amount due within one year	368,126	(242,157)	
-----			
Common Stockholders' Equity:			
Common stock, par value \$5 per share --			
Authorized - 1 billion shares			
Issued: 701 million shares			
Treasury: 19 million shares			
Par value	3,503,112	(703,042)	3,503,1
Paid-in capital	3,153,461	(8,700,933)	3,153,4
Treasury, at cost	(544,515)	-	(544,5
Retained earnings	4,671,881	(3,503,902)	4,671,8
Accumulated other comprehensive income	(93,598)	23,013	
-----			
Total common stockholders' equity	10,690,341	(12,884,864)	10,783,9
-----			
Total Capitalization	\$ 21,147,208	\$ (14,224,388)	\$ 11,763,3
=====			

(Continued on following page)

A-12a

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(Continued)

	Gulf	Mississippi	Savannah
Company or Subsidiary Obligated Mandatorily Redeemable Capital and Preferred Securities:			
\$25 liquidation value --			
6.85% to 7.00%	\$45,000	\$ -	\$40,000
7.13% to 7.38%	-	-	-
7.60% to 7.63%	40,000	-	-
7.75%	-	35,000	-
8.14% to 8.19%	-	-	-
Auction rate (6.52% at 1/1/01)	-	-	-
-----			
Total (annual distribution requirement -- \$169 million)	85,000	35,000	40,000
-----			
Cumulative Preferred Stock of Subsidiaries:			
\$100 par or stated value --			
4.20% to 7.00%	4,236	31,809	-
\$25 par or stated value --			
5.20% to 5.83%	-	-	-
Adjustable and auction rates -- at 1/1/01			
5.14% to 5.25%	-	-	-
-----			
Total (annual dividend requirement -- \$19 million)	4,236	31,809	-
Less amount due within one year	-	-	-
-----			
Total excluding amount due within one year	4,236	31,809	-
-----			
Common Stockholders' Equity:			
Common stock, par value \$5 per share --			
Authorized - 1 billion shares			
Issued: 701 million shares			
Treasury: 19 million shares			
Par value	38,060	37,691	54,223
Paid-in capital	233,488	194,487	11,265
Treasury, at cost	-	-	-
Retained earnings	155,830	172,720	109,506
Accumulated other comprehensive income	-	-	-
-----			
Total common stockholders' equity	427,378	404,898	174,994
-----			
Total Capitalization	\$ 882,607	\$ 842,218	\$ 331,896
=====			

(Continued on following page)

A-12b

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	SCS	Southern Nuclear	Mirant
Company or Subsidiary Obligated Mandatorily Redeemable Capital and Preferred Securities:			
\$25 liquidation value --			
6.85% to 7.00%	\$ -	\$ -	\$ 150,000
7.13% to 7.38%	-	-	200,000
7.60% to 7.63%	-	-	-
7.75%	-	-	200,000
8.14% to 8.19%	-	-	400,000
Auction rate (6.52% at 1/1/01)	-	-	-
-----			
Total (annual distribution requirement -- \$169 million)	-	-	950,000
-----			
Cumulative Preferred Stock of Subsidiaries:			
\$100 par or stated value --			
4.20% to 7.00%	-	-	242,150
\$25 par or stated value --			
5.20% to 5.83%	-	-	-
Adjustable and auction rates -- at 1/1/01			
5.14% to 5.25%	-	-	-
-----			
Total (annual dividend requirement -- \$19 million)	-	-	242,150
Less amount due within one year	-	-	-
-----			
Total excluding amount due within one year	-	-	242,150
-----			
Common Stockholders' Equity:			
Common stock, par value \$5 per share --			
Authorized - 1 billion shares			
Issued: 701 million shares			
Treasury: 19 million shares			
Par value	725	10	3,380
Paid-in capital	150	4,543	4,084,400
Treasury, at cost	-	-	-
Retained earnings	-	-	166,280
Accumulated other comprehensive income	-	-	(116,860)
-----			
Total common stockholders' equity	875	4,553	4,137,210
-----			
Total Capitalization	\$ 53,572	\$ 4,553	\$ 5,717,750
=====			

(1) Includes only consolidated financial information for Southern Energy Finance Capital Corporation and Southern Company Capital Funding, which were retained by SOUTHERN through a tax-free distribution from Mirant as discussed in SOUTHERN's Application on Form U-1 (File No. 70-9727). All other Mirant information is reflected as discontinued operations.

The notes to the financial statements (herein incorporated by reference as part of exhibit numbers A-1 through A-6 inclusive) are an integral part of this statement.



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THE SOUTHERN COMPANY AND SUBSIDIARY COMPANIES  
CONSOLIDATING STATEMENT OF CAPITALIZATION -- DECEMBER 31, 2000  
(Stated in Thousands of Dollars)  
(Continued)

	Powercall	Southern Telecom
Company or Subsidiary Obligated Mandatorily Redeemable Capital and Preferred Securities: \$25 liquidation value --		
6.85% to 7.00%	\$ -	\$ -
7.13% to 7.38%	-	-
7.60% to 7.63%	-	-
7.75%	-	-
8.14% to 8.19%	-	-
Auction rate (6.52% at 1/1/01)	-	-
-----		
Total (annual distribution requirement -- \$169 million)	-	-
-----		
Cumulative Preferred Stock of Subsidiaries: \$100 par or stated value --		
4.20% to 7.00%	-	-
\$25 par or stated value --		
5.20% to 5.83%	-	-
Adjustable and auction rates -- at 1/1/01		
5.14% to 5.25%	-	-
-----		
Total (annual dividend requirement -- \$19 million)	-	-
Less amount due within one year	-	-
-----		
Total excluding amount due within one year	-	-
-----		
Common Stockholders' Equity:		
Common stock, par value \$5 per share --		
Authorized - 1 billion shares		
Issued: 701 million shares		
Treasury: 19 million shares		
Par value	1	1
Paid-in capital	21,994	1,373
Treasury, at cost	-	-
Retained earnings	(14,663)	3,335
Accumulated other comprehensive income	-	-
-----		
Total common stockholders' equity	7,332	4,709
-----		
Total Capitalization	\$ 7,332	\$ 4,709
=====		

(1) Includes only consolidated financial information for Southern Energy Finance Capital Corporation and Southern Company Capital Funding, which were retained by SOUTHERN through a tax-free distribution from Mirant as discussed in SOUTHERN's

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Application on Form U-1 (File No. 70-9727). All other Mirant information is reflected as discontinued operations.

The notes to the financial statements (herein incorporated by reference as part of exhibit numbers A-1 through A-6 inclusive) are an integral part of this statement.

A-13b

THE SOUTHERN COMPANY AND SUBSIDIARY COMPANIES  
 CONSOLIDATING STATEMENT OF PAID IN CAPITAL  
 FOR THE YEAR ENDED DECEMBER 31, 2000  
 (Stated in Thousands of Dollars)

	Consolidated	Intercompany Eliminations and Transfers Add (Deduct)	Southern
Balance, December 31, 1999	\$2,479,721	\$(7,056,654)	\$ 2,480,1
ADD (DEDUCT):			
Proceeds from issuance of common stock over the par value thereof	32	-	
Contributions & adjustments to capital for the twelve month period	-	(1,643,353)	
Capital distribution to SOUTHERN for the twelve month period	-	1,573	
Other	673,231	(2,499)	673,2
----- Balance, December 31, 2000 =====	\$ 3,152,984	\$(8,700,933)	\$ 3,153,4

A-15a

THE SOUTHERN COMPANY AND SUBSIDIARY COMPANIES  
 CONSOLIDATING STATEMENT OF PAID IN CAPITAL  
 FOR THE YEAR ENDED DECEMBER 31, 2000  
 (Stated in Thousands of Dollars)  
 (Continued)

	Gulf	Mississippi	Savannah
Balance, December 31, 1999	\$ 221,254	\$ 181,502	\$ 9,787

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ADD (DEDUCT):

Proceeds from issuance of common stock over the par value thereof	-	-	-
Contributions & adjustments to capital for the twelve month period	11,981	12,659	1,478
Capital distribution to SOUTHERN for the twelve month period	-	-	-
Other	241	-	-
-----			
Balance, December 31, 2000	\$ 233,476	\$ 194,161	\$ 11,265
=====			

A-15b

THE SOUTHERN COMPANY AND SUBSIDIARY COMPANIES  
CONSOLIDATING STATEMENT OF PAID IN CAPITAL  
FOR THE YEAR ENDED DECEMBER 31, 2000  
(Stated in Thousands of Dollars)  
(Continued)

	SEGCO	SCS	Southern Nuclear
Balance, December 31, 1999	\$ 32,670	\$ 150	\$ 2,942
ADD (DEDUCT):			
Proceeds from issuance of common stock over the par value thereof	-	-	-
Contributions & adjustments to capital for the twelve month period	303	-	1,093
Capital distribution to SOUTHERN for the twelve month period	-	-	-
Other	-	-	508
-----			
Balance, December 31, 2000	\$ 32,973	\$ 150	\$ 4,543
=====			

A-15c

THE SOUTHERN COMPANY AND SUBSIDIARY COMPANIES  
CONSOLIDATING STATEMENT OF PAID IN CAPITAL  
FOR THE YEAR ENDED DECEMBER 31, 2000  
(Stated in Thousands of Dollars)

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	Southern LINC	Powercall	Southern Telecom	Ch Co
Balance, December 31, 1999	\$ 157,518	\$ 22,019	\$ 588	
ADD (DEDUCT):				
Proceeds from issuance of common stock over the par value thereof	-	-	-	
Contributions & adjustments to capital for the twelve month period	21	-	587	1
Capital distribution to SOUTHERN for the twelve month period	-	(25)	(587)	
Other	-	-	785	
-----				
Balance, December 31, 2000	\$ 157,539	\$ 21,994	\$ 1,373	\$1
=====				

(1) Includes only consolidated financial information for Southern Energy Finance Capital Corporation and Southern Company Capital Funding, which were retained by SOUTHERN through a tax-free distribution from Mirant as discussed in SOUTHERN's Application on Form U-1 (File No. 70-9727). All other Mirant information is reflected as discontinued operations.

The notes to the financial statements (herein incorporated by reference as part of exhibit numbers A-1 through A-6 inclusive) are an integral part of this statement.

A-15d

Notes to Financial Statements  
at December 31, 2000

The notes to the financial statements are herein incorporated by reference as part of exhibit numbers A-1 through A-6 inclusive and are an integral part of the financial statements.

A-16

ALABAMA POWER COMPANY AND SUBSIDIARIES  
CONSOLIDATED STATEMENT OF INCOME  
FOR THE YEAR ENDED DECEMBER 31, 2000  
(in thousands)

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	ALABAMA Consolidated	Eliminations	ALABAMA CORPORATE
Total Operating Revenues	\$ 3,667,461	\$ -	\$ -
OPERATING EXPENSES:			
Operation --			
Fuel	963,275	-	-
Purchased power from non-affiliates	164,881	-	-
Purchase power from affiliates	184,014	-	-
Other	538,529	-	-
Maintenance	301,046	-	-
Depreciation and amortization	364,618	-	-
Taxes other than income taxes	209,673	-	-
Total operating expenses	2,726,036	-	-
Operating Income	941,425		
Other Income (Expense):			
Interest income	38,167	(27,153)	38,969
Equity in earnings of unconsolidated subsidiaries	3,156	-	-
Other, net	(7,909)	-	-
INCOME BEFORE INTEREST CHARGES	974,839	(27,153)	975,641
Interest and Other:			
Interest expense, net	251,663	(26,351)	278,014
Distributions on preferred securities of subsidiaries	25,549	(802)	-
Total interest charges and other, net	277,212	(27,153)	278,014
Earnings Before Income Taxes	697,627	-	-
Income taxes	261,555	-	-
Net Income	436,072	-	-
Dividends on Preferred Stock	16,156	-	-
NET INCOME AFTER DIVIDENDS ON PREFERRED STOCK	\$ 419,916	\$ -	\$ -

A-17

ALABAMA POWER COMPANY AND SUBSIDIARIES  
CONSOLIDATED STATEMENT OF CASH FLOWS  
FOR THE YEAR ENDED DECEMBER 31, 2000  
(in thousands)

	ALABAMA Consolidated	Eliminations	ALABAMA CORPORATE
Operating Activities:			

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Net Income	\$ 436,072	\$ -	\$ 436,072
Adjustments to reconcile consolidated net income to net cash provided by operating activities -			
Depreciation and amortization	412,998	-	412,998
Deferred income taxes and investment tax credits, net	66,166	-	66,166
Other, net	(37,703)	-	(37,703)
Change in current assets and liabilities -			
Receivables, net	(125,652)	-	(125,652)
Fossil fuel stock	23,967	-	23,967
Materials and supplies	(10,662)	-	(10,662)
Accounts payable	107,702	-	107,702
Energy cost recovery, retail	(69,190)	-	(69,190)
Other	23,336	-	23,336
Net cash provided from operating activities	827,034	-	827,034
Investing Activities:			
Gross property additions	(870,581)	-	(870,581)
Other	(49,414)	-	(49,414)
Net cash used for investing activities	(919,995)	-	(919,995)
Financing Activities:			
Increase (decrease) in notes payable, net	184,519	-	184,519
Proceeds--			
Other long-term debt	250,000	-	250,000
Capital contributions from parent company	204,371	-	204,371
Retirements--			
First mortgage bonds	(111,009)	-	(111,009)
Other long term debt	(5,987)	-	(5,987)
Payment of preferred stock dividends	(16,110)	-	(16,110)
Payment of common stock dividends	(417,100)	-	(417,100)
Other--	(951)	-	(951)
Net cash provided from (used for) financing activities	87,733	-	87,733
Net Change in Cash and Cash Equivalents	(5,228)	-	(5,228)
Cash and Cash Equivalents at Beginning of Period	19,475	-	19,475
Cash and Cash Equivalents at End of Period	\$ 14,247	\$ -	\$ 14,247

A-18

ALABAMA POWER COMPANY AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEET  
AT DECEMBER 31, 2000  
(in thousands)

	ALABAMA Consolidated	Eliminations	ALABAMA CORPORATE
Current Assets:			

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Cash and cash equivalents	\$ 14,247	\$ -	\$ 14,247	\$
Receivables -				
Customer accounts receivable	337,870	-	337,870	
Unrecovered retail fuel clause revenue	237,817	-	237,817	
Other accounts and notes receivable	60,315	-	60,315	
Affiliated companies	95,704	-	95,704	
Accumulated provision for uncollectible accts	(6,237)	-	(6,237)	
Refundable income taxes	-	-	-	
Fossil fuel stock, at average cost	60,615	-	60,615	
Materials and supplies, at average cost	178,299	-	178,299	
Other	52,624	-	52,624	
<b>Total current assets</b>	<b>1,031,254</b>	<b>-</b>	<b>1,031,254</b>	
Property, Plant and Equipment	8,162,777	-	8,162,777	
Other Property and Investments	366,130	(368,472)	376,866	
Deferred Charges and Other Assets:				
Deferred charges related to income taxes	345,550	-	345,550	
Debt expense, being amortized	8,758	-	8,758	
Premium on reacquired debt, being amortized	76,020	-	76,020	
Prepaid pension Costs	268,259	-	268,259	
Department of Energy assessments	24,588	-	24,588	
Other	95,772	-	95,772	
<b>Total deferred charges and other assets</b>	<b>818,947</b>	<b>-</b>	<b>818,947</b>	
<b>Total Assets</b>	<b>\$ 10,379,108</b>	<b>\$ (368,472)</b>	<b>\$ 10,389,844</b>	

A-19

ALABAMA POWER COMPANY AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEET  
AT DECEMBER 31, 2000  
(in thousands)

	ALABAMA Consolidated	Eliminations	ALABAMA CORPORATE
<b>Current Liabilities:</b>			
Securities due within one year	\$ 844	\$ -	\$ 844
Notes payable	281,343	-	281,343
Accounts payable -			
Affiliated	124,534	-	124,534
Other	209,205	-	209,205
Customer deposits	36,814	-	36,814
Taxes accrued	84,976	-	84,976
Interest accrued	33,186	-	33,186
Vacation pay accrued	31,711	-	31,711
Other	97,743	-	97,743

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Total current liabilities	900,356	-	900,356
Long-term debt	3,425,527	(357,736)	3,783,263
Deferred Credits and Other Liabilities:			
Accumulated deferred income taxes	1,401,424	-	1,401,424
Deferred credits related to income taxes	222,485	-	222,485
Accumulated deferred investment tax credits	249,280	-	249,280
Employee benefits provisions	84,816	-	84,816
Prepaid capacity revenues, net	58,377	-	58,377
Miscellaneous	176,559	-	176,559
Total deferred credits and other liabilities	2,192,941	-	2,192,941
Company obligated mandatorily redeemable preferred securities	347,000	(10,736)	-
Cumulative preferred stock	317,512	-	-
Common stock equity	3,195,772	-	-
Total Liabilities and Stockholder's Equity	\$ 10,379,108	\$ (368,472)	\$ 10,389,844

A-20

Notes to ALABAMA's Consolidated  
Financial Statements

- (A) Represents equity in earnings of SEGCO, a non-consolidated subsidiary in which ALABAMA has 50% ownership, which is accounted for on the equity basis. See pages A-2 through A-16 for SEGCO's financial statements consolidated for SOUTHERN.
- (B) Includes \$78,331 in earnings of Alabama Property Company, a non-consolidated subsidiary, which is accounted for on the equity basis. See pages A-24 through A-26 for Alabama Property Company's financial statements.
- (C) Represents ALABAMA's investment in SEGCO.
- (D) Includes \$9,943,075 of investments in Alabama Property Company.

A-21

ALABAMA PROPERTY COMPANY  
STATEMENT OF INCOME  
FOR THE YEAR ENDED DECEMBER 31, 2000  
(Unaudited; Not Consolidated in Parent, ALABAMA)

REVENUES:

Sales of recreational lots	\$ 148,669
Rentals	146,752
Interest on securities owned	310,351



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Total Revenues	605,773
COSTS AND EXPENSES:	
Operating expenses	206,957
Taxes, net	320,485
Total costs and expenses	527,442
NET INCOME	\$ 78,331

ALABAMA PROPERTY COMPANY  
 STATEMENT OF RETAINED EARNINGS  
 FOR THE YEAR ENDED DECEMBER 31, 2000  
 (Unaudited; Not Consolidated in Parent, ALABAMA)

RETAINED EARNINGS AT DECEMBER 31, 1999	\$9,414,741
Net Income	78,331
RETAINED EARNINGS AT DECEMBER 31, 2000	\$9,493,072

A-22

ALABAMA PROPERTY COMPANY  
 BALANCE SHEET AT DECEMBER 31, 2000  
 (Unaudited; Not Consolidated in Parent, ALABAMA)

ASSETS

CURRENT ASSETS:	
Cash	\$ 91,159
Temporary cash investments	5,240,347
Accounts receivable	
Other	2,500
Associated Companies	(37,169)
Total current assets	5,296,837
PROPERTY AND MINERAL RIGHTS HELD FOR FUTURE DEVELOPMENT	4,528,583
Total Assets	\$9,825,420

LIABILITIES AND CAPITALIZATION

CURRENT LIABILITIES:	
Accounts payable to associated companies	\$ 27,290
Accrued income taxes	(144,945)

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Total current liabilities	(117,655)	-----
SHAREHOLDER'S INVESTMENT:		
Common stock, \$150 par value; 1,000 shares authorized, issued and outstanding	150,000	
Additional paid-in capital	300,000	
Retained earnings	9,493,072	-----
Total shareholder's investment	9,943,075	-----
Total liabilities and capitalization	\$ 9,825,420	=====

A-23

GEORGIA POWER COMPANY AND SUBSIDIARIES  
CONSOLIDATED STATEMENT OF INCOME  
FOR THE YEAR ENDED DECEMBER 31, 2000  
(in thousands)

	GEORGIA Consolidated	Eliminations	C
TOTAL OPERATING REVENUES	\$ 4,870,618	\$ (839)	\$
OPERATING EXPENSES:			
Operation --			
Fuel	1,017,878	-	
Purchased and interchanged, net	356,189	-	
Purchase power from affiliates	239,815	-	
Other	795,458	(839)	
Maintenance	404,189	-	
Depreciation and amortization	619,094	-	
Taxes other than income taxes	204,527	-	
Total operating expenses	3,637,150	(839)	
Operating Income	1,233,468	-	
Other Income (Expense):			
Interest income	2,629	(61,897)	
Equity in earnings of unconsolidated subsidiaries	3,051	-	
Other, net	(50,495)	-	
Earnings Before Interest and Income Taxes	1,188,653	(61,897)	
Interest Charges and Other:			
Interest on long-term debt	169,298	(61,897)	
Interest on notes payable	28,262	-	
Amortization of debt discount, premium and expense, net	14,245	-	
Other interest charges, net	(2,937)	-	
Distributions on preferred securities of subsidiary companies	59,104	-	
Total interest charges and other, net	267,972	(61,897)	

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Earnings Before Income Taxes	920,681	-
Income taxes	360,587	-
Net Income	560,094	-
Dividends on Preferred Stock	674	-
NET INCOME AFTER DIVIDENDS ON PREFERRED STOCK	\$ 559,420	\$ -

A-24a

GEORGIA POWER COMPANY AND SUBSIDIARIES  
CONSOLIDATED STATEMENT OF INCOME  
FOR THE YEAR ENDED DECEMBER 31, 2000  
(in thousands)

	GEORGIA TRUST I	GEORGIA TRUST II	T
TOTAL OPERATING REVENUES	\$ -	\$ -	
OPERATING EXPENSES:			
Operation --			
Fuel	-	-	
Purchased and interchanged, net	-	-	
Purchase power from affiliates	-	-	
Other	-	-	
Maintenance	-	-	
Depreciation and amortization	-	-	
Taxes other than income taxes	-	-	
Total operating expenses	-	-	
Operating Income	-	-	
Other Income (Expense):			
Interest income	17,977	13,711	
Equity in earnings of unconsolidated subsidiaries	-	-	
Other, net	-	-	
Earnings Before Interest and Income Taxes	17,977	13,711	
Interest Charges and Other:			
Interest on long-term debt	-	-	
Interest on notes payable	-	-	
Amortization of debt discount, premium and expense, net	-	-	
Other interest charges, net	-	-	
Distributions on preferred securities of subsidiary companies	17,437	13,300	
Total interest charges and other, net	17,437	13,300	
Earnings Before Income Taxes	540	411	
Income taxes	-	-	

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Net Income	540	411
Dividends on Preferred Stock	-	-
NET INCOME AFTER DIVIDENDS ON PREFERRED STOCK	\$ 540	\$ 411

A-24b

GEORGIA POWER COMPANY AND SUBSIDIARIES  
CONSOLIDATED STATEMENT OF CASH FLOWS  
FOR THE YEAR ENDED DECEMBER 31, 2000  
(in thousands)

	GEORGIA Consolidated	Eliminations	GEO CORP
<b>Operating Activities:</b>			
Net Income	\$ 560,094	\$ -	\$ 558,
Adjustments to reconcile consolidated net income to net cash provided by operating activities -			
Depreciation and amortization	712,960	-	711,
Deferred income taxes and investment tax credits, net	(28,961)	-	(29,
Allowance for equity funds used during construction	(2,901)	-	(2,
Other, net	(48,600)	-	(48,
Change in current assets and liabilities -			
Receivables, net	(108,621)	1,330	(108,
Inventories	17,120	-	17,
Payables	64,412	(1,330)	65,
Taxes accrued	7,335	-	8,
Energy cost recovery, retail	(95,235)	-	(95,
Other	(16,427)	-	(16,
Net cash provided from operating activities	1,061,176	-	1,060,
<b>Investing Activities:</b>			
Gross property additions	(1,078,163)	-	(1,078,
Other	(5,450)	-	(5,
Net cash used for investing activities	(1,083,613)	-	(1,083,
<b>Financing Activities:</b>			
Increase (decrease) in notes payable, net	67,598	-	67,
Proceeds--			
Senior notes and other long-term debt	300,000	-	299,
Pollution control bonds	78,725	-	78,
Capital contributions from parent company	301,514	-	301,
Retirements--			
First mortgage bonds	(100,000)	-	(100,
Pollution control bonds	(78,725)	-	(78,
Preferred stock	(383)	-	(
Payment of preferred stock dividends	(751)	-	(
Payment of common stock dividends	(549,600)	-	(549,
Other--	(1,231)	-	(
Net cash used for financing activities	17,147	-	17,

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Net Change in Cash and Cash Equivalents	(5,290)	-	(5,
Cash and Cash Equivalents at Beginning of Year	34,660	-	34,
Cash and Cash Equivalents at End of Year	\$ 29,370	\$ -	\$ 29,

A-25a

GEORGIA POWER COMPANY AND SUBSIDIARIES  
CONSOLIDATED STATEMENT OF CASH FLOWS  
FOR THE YEAR ENDED DECEMBER 31, 2000  
(in thousands)

	GEORGIA TRUST I	GEORGIA TRUST II	GEOR TRUST
<b>Operating Activities:</b>			
Net Income	\$ 540	\$ 411	\$
Adjustments to reconcile consolidated net income to net cash provided by operating activities -			
Depreciation and amortization	-	-	
Deferred income taxes and investment tax credits, net	-	-	
Allowance for equity funds used during construction	-	-	
Other, net	-	-	
Change in current assets and liabilities -			
Receivables, net	(540)	(411)	(
Inventories	-	-	
Payables	-	-	
Taxes accrued	-	-	
Energy cost recovery, retail	-	-	
Other	-	-	
Net cash provided from operating activities	-	-	
<b>Investing Activities:</b>			
Gross property additions	-	-	
Other	-	-	
Net cash used for investing activities	-	-	
<b>Financing Activities:</b>			
Increase (decrease) in notes payable, net	-	-	
Proceeds--			
Senior notes and other long-term debt	-	-	
Pollution control bonds	-	-	
Capital contributions from parent company	-	-	
Retirements--			
First mortgage bonds	-	-	
Pollution control bonds	-	-	
Preferred stock	-	-	
Payment of preferred stock dividends	-	-	
Payment of common stock dividends	-	-	
Other--	-	-	
Net cash used for financing activities	-	-	

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Net Change in Cash and Cash Equivalents	-	-
Cash and Cash Equivalents at Beginning of Year	-	-
-----		
Cash and Cash Equivalents at End of Year	\$ -	\$ -
=====		

A-25b

GEORGIA POWER COMPANY AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEET  
AT DECEMBER 31, 2000  
(in thousands)

	GEORGIA Consolidated	Eliminations	GEORGIA CORPORATE
-----			
Current Assets:			
Cash and cash equivalents	\$ 29,370	\$ -	\$ 29,370
Receivables -			
Customer accounts receivable	596,872	-	596,872
Other accounts and notes receivable	156,143	(7,664)	156,143
Affiliated companies	13,312	-	13,312
Accumulated provision for uncollectible accts	(5,100)	-	(5,100)
Fossil fuel stock, at average cost	99,463	-	99,463
Materials and supplies, at average cost	263,609	-	263,609
Other	97,515	-	97,515
-----			
Total current assets	1,251,184	(7,664)	1,251,184
-----			
Utility Plant	10,328,028	-	10,309,760
-----			
Other Property and Investments	434,980	(865,046)	485,350
-----			
Deferred Charges and Other Assets:			
Deferred charges related to income taxes	565,982	-	565,982
Prepaid pension costs	205,113	-	205,113
Debt expense, being amortized	53,748	-	53,748
Premium on reacquired debt, being amortized	173,610	-	173,610
Other	120,964	-	120,964
-----			
Total deferred charges and other assets	1,119,417	-	1,119,417
-----			
Total Assets	\$ 13,133,609	\$ (872,710)	\$ 13,165,710
=====			

A-26a

GEORGIA POWER COMPANY AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEET  
AT DECEMBER 31, 2000  
(in thousands)

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	GEORGIA TRUST I	GEORGIA TRUST II	GEORGIA TRUST III	GEORGIA TRUST IV
<b>Current Assets:</b>				
Cash and cash equivalents	\$ -	\$ -	\$ -	\$ -
Receivables -				
Customer accounts receivable	-	-	-	-
Other accounts and notes receivable	2,291	1,628	1,612	-
Affiliated companies	-	-	-	-
Accumulated provision for uncollectible accts	-	-	-	-
Fossil fuel stock, at average cost	-	-	-	-
Materials and supplies, at average cost	-	-	-	-
Other	-	-	-	-
<b>Total current assets</b>	<b>2,291</b>	<b>1,628</b>	<b>1,612</b>	<b>-</b>
Utility Plant	-	-	-	-
Other Property and Investments	231,959	180,412	195,103	20,000
<b>Deferred Charges and Other Assets:</b>				
Deferred charges related to income taxes	-	-	-	-
Prepaid pension costs	-	-	-	-
Debt expense, being amortized	-	-	-	-
Premium on reacquired debt, being amortized	-	-	-	-
Other	-	-	-	-
<b>Total deferred charges and other assets</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Assets</b>	<b>\$234,250</b>	<b>\$ 182,040</b>	<b>\$ 196,715</b>	<b>\$ 20,000</b>

A-26b

GEORGIA POWER COMPANY AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEET  
AT DECEMBER 31, 2000  
(in thousands)

	GEORGIA Consolidated	Eliminations	GEORGIA CORPORATE
<b>Current Liabilities:</b>			
Securities due within one year	\$ 1,808	\$ -	\$ 1,808
Notes payable to banks	703,839	-	703,839
Accounts payable -			
Affiliated	117,168	-	117,168
Other	397,550	-	397,550
Customer deposits	78,540	-	78,540
Taxes accrued	142,662	-	142,731

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Interest accrued	47,244	(7,664)	54,908
Vacation pay accrued	38,865	-	38,865
Other	153,400	-	153,400
<b>Total current liabilities</b>	<b>1,681,076</b>	<b>(7,664)</b>	<b>1,688,809</b>
Long-Term Debt	3,041,939	(827,017)	3,855,598
Deferred Credits and Other Liabilities:			
Accumulated deferred income taxes	2,182,783	-	2,182,744
Accumulated deferred investment tax credits	247,067	-	247,067
Deferred credits related to income taxes	352,282	-	352,282
Employee benefits provisions	177,444	-	177,444
Other	397,655	-	397,655
<b>Total deferred credits and other liabilities</b>	<b>3,357,231</b>	<b>-</b>	<b>3,357,192</b>
Company obligated mandatorily redeemable preferred securities	789,250	-	-
Cumulative Preferred Stock	14,569	-	14,569
Common Stockholder's Equity	4,249,544	(38,029)	4,249,544
<b>Total Liabilities and Stockholder's Equity</b>	<b>\$ 13,133,609</b>	<b>\$ (872,710)</b>	<b>\$ 13,165,712</b>

A-27a

GEORGIA POWER COMPANY AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEET  
AT DECEMBER 31, 2000  
(in thousands)

	GEORGIA TRUST I	GEORGIA TRUST II
<b>Current Liabilities:</b>		
Securities due within one year	\$ -	\$ -
Notes payable to banks	-	-
Accounts payable -		
Affiliated	-	-
Other	-	-
Customer deposits	-	-
Taxes accrued	-	-
Interest accrued	-	-
Vacation pay accrued	-	-
Other	-	-
<b>Total current liabilities</b>	<b>-</b>	<b>-</b>
Long-Term Debt	-	-
Deferred Credits and Other Liabilities:		
Accumulated deferred income taxes	-	-
Accumulated deferred investment tax credits	-	-
Deferred credits related to income taxes	-	-
Employee benefits provisions	-	-
Other	-	-



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Total deferred credits and other liabilities	-	-
Company obligated mandatorily redeemable preferred securities	225,000	175,000
Cumulative Preferred Stock	-	-
Common Stockholder's Equity	9,250	7,040
Total Liabilities and Stockholder's Equity	\$234,250	\$182,040

A-27b

Notes to GEORGIA's Consolidated  
Financial Statements

(A) Includes \$2,953,000 equity in earnings for SEGCO, a non-consolidated subsidiary in which GEORGIA has 50% ownership. SEGCO is accounted for on the equity basis. See pages A-2 through A-14 for SEGCO's financial statements consolidated for SOUTHERN.

(B) Includes \$25,485,000 of investments in SEGCO.

A-28

GULF POWER COMPANY AND SUBSIDIARIES  
CONSOLIDATED STATEMENT OF INCOME  
FOR THE YEAR ENDED DECEMBER 31, 2000  
(in thousands)

	GULF Consolidated	Eliminations	GULF CORP
Total operating revenues	\$ 714,319	\$ -	\$ 714,319
Operating Expenses:			
Operation --			
Fuel	215,744	-	215,744
Purchased power from non-affiliates	73,846	-	73,846
Purchased power from affiliates	8,644	-	8,644
Other	117,146	-	117,146
Maintenance	56,281	-	56,281
Depreciation and amortization	66,873	-	66,873
Taxes other than income taxes	55,904	-	55,904

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Total operating expenses	594,438	-	59
Operating income	119,881	-	11
Other Income (Expense):			
Interest income	1,137	(6,391)	
Other, net	(4,126)	-	
Earnings Before Interest and Income Taxes	116,892	(6,391)	11
Interest and Other:			
Interest expense, net	28,085	(6,391)	3
Distributions on preferred securities of subsidiary	6,200	-	
Total interest charges and other, net	34,285	(6,391)	3
Earnings Before Income Taxes	82,607	-	8
Income taxes	30,530	-	3
Net Income	52,077	-	5
Dividends on Preferred Stock	234	-	
Net Income After Dividends on Preferred Stock	\$ 51,843	\$ -	\$ 5

A-29

GULF POWER COMPANY AND SUBSIDIARIES  
CONSOLIDATED STATEMENT OF CASH FLOWS  
FOR THE YEAR ENDED DECEMBER 31, 2000  
(in thousands)

	GULF Consolidated	Eliminations	C
OPERATING ACTIVITIES			
Net Income	\$ 52,077	\$ -	\$
Adjustments to reconcile consolidated net income to net cash provided by operating activities -			
Depreciation and amortization	69,915	-	
Deferred income taxes and investment tax credits, net	(12,516)	-	
Other, net	10,686	-	
Change in current assets and liabilities -			
Receivables, net	(20,212)	191	
Fossil fuel stock	13,101	-	
Materials and supplies	1,055	-	
Accounts payable	15,924	(191)	
Provision for rate refund	7,203	-	
Other	12,521	-	
NET CASH PROVIDED FROM OPERATING ACTIVITIES	149,754	-	
INVESTING ACTIVITIES			
Gross property additions	(95,807)	-	
Other	(4,432)	-	
NET CASH USED FOR INVESTING ACTIVITIES	(100,239)	-	

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FINANCING ACTIVITIES AND CAPITAL CONTRIBUTIONS		
Increase (decrease) in notes payable, net	(12,000)	-
Proceeds--		
Capital contributions from parent company	12,222	-
Retirements--		
Other long-term debt	(1,853)	-
Payment of preferred stock dividends	(234)	-
Payment of common stock dividends	(59,000)	-
Other	(22)	-
NET CASH USED FOR FINANCINGS	(60,887)	-
Net Change in Cash and Cash Equivalents	(11,372)	-
Cash and Cash Equivalents at Beginning of Period	15,753	-
Cash and Cash Equivalents at End of Period	\$ 4,381	\$ -

A-30

GULF POWER COMPANY AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEET  
AT DECEMBER 31, 2000  
(in thousands)

	GULF Consolidated	Eliminations	GU CORP
Current Assets:			
Cash and cash equivalents	\$ 4,381	\$ -	\$ 4,
Receivables -			
Customer accounts receivable	69,820	-	69,
Other accounts and notes receivable	2,179	(665)	2,
Affiliated companies	15,026	-	15,
Accumulated provision for uncollectible accts	(1,302)	-	(1,
Fossil fuel stock, at average cost	16,768	-	16,
Materials and supplies, at average cost	29,033	-	29,
Regulatory clauses under recovery	2,112	-	2,
Other	6,543	-	6,
Total current assets	144,560	(665)	144,
Property, Plant and Equipment	1,095,771	-	1,095,
Other Property and Investments	4,510	(90,258)	7,
Deferred Charges and Other Assets:			
Deferred charges related to income taxes	15,963	-	15,
Prepaid pension costs	23,491	-	23,
Debt expense, being amortized	2,392	-	2,
Premium on reacquired debt, being amortized	15,866	-	15,
Other	12,943	-	12,
Total deferred charges and other assets	70,655	-	70,

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-----  
 -----  
 Total Assets \$ 1,315,496 \$ (90,923) \$ 1,318,  
 =====

A-31

GULF POWER COMPANY AND SUBSIDIARIES  
 CONSOLIDATED BALANCE SHEET  
 AT DECEMBER 31, 2000  
 (in thousands)

	GULF Consolidated	Eliminations	GULF CORPORATE
-----			
Current Liabilities:			
Notes payable	\$ 43,000	\$ -	\$ 43,000
Accounts payable			
Affiliated companies	17,558	-	17,558
Other	38,153	-	38,153
Customer deposits	13,474	-	13,474
Taxes accrued	12,613	-	12,613
Interest accrued	8,324	(665)	8,989
Provision for rate refund	7,203	-	7,203
Vacation pay accrued	4,512	-	4,512
Regulatory clauses over recovery	6,848	-	6,848
Other	1,584	-	1,584
-----			
Total current liabilities	153,269	(665)	153,934
-----			
Long-term debt	365,993	(87,629)	453,622
Deferred Credits and Other Liabilities:			
Accumulated deferred income taxes	155,074	-	155,074
Accumulated deferred investment tax credits	25,792	-	25,792
Deferred credits related to income taxes	38,255	-	38,255
Employee benefits provisions	34,507	-	34,507
Other	25,992	-	25,992
-----			
Total deferred credits and other liabilities	279,620	-	279,620
-----			
Company obligated mandatorily redeemable preferred securities	85,000	-	-
Preferred stock	4,236	-	4,236
Common stockholder's equity	427,378	(2,629)	426,713
-----			
Total Liabilities and Stockholder's Equity	\$ 1,315,496	\$ (90,923)	\$ 1,318,125
=====			

A-32

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MISSISSIPPI POWER COMPANY AND SUBSIDIARY  
CONSOLIDATED STATEMENT OF INCOME  
FOR THE YEAR ENDED DECEMBER 31, 2000  
(in thousands)

	MISSISSIPPI Consolidated	Eliminations
TOTAL OPERATING REVENUES	\$ 687,602	\$ -
OPERATING EXPENSES:		
Operation --		
Fuel	191,127	-
Purchased power from non-affiliates	56,082	-
Purchased power from affiliates	51,057	-
Other	115,055	-
Maintenance	52,750	-
Depreciation and amortization	50,275	-
Taxes other than income taxes	48,686	-
Total operating expenses	565,032	
Operating Income	122,570	
Other Income:		
Interest income	347	(2,712)
Other, net	(647)	-
Earnings Before Interest and Income Taxes	122,270	(2,712)
Interest Charges and Other:		
Interest on long-term debt	24,595	(2,712)
Interest on notes payable	2,450	-
Amortization of debt discount, premium and expense, net	1,313	-
Other interest charges	(257)	-
Distributions on preferred securities of subsidiary trust	2,712	-
Net interest charges	30,813	(2,712)
Earnings Before Income Taxes	91,457	-
Income taxes	34,356	-
Net Income	57,101	-
Dividends on Preferred Stock	2,129	-
NET INCOME AFTER DIVIDENDS ON PREFERRED STOCK	\$ 54,972	\$ -

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MISSISSIPPI POWER COMPANY AND SUBSIDIARY  
CONSOLIDATED STATEMENT OF CASH FLOWS  
FOR THE YEAR ENDED DECEMBER 31, 2000  
(in thousands)

	MISSISSIPPI Consolidated	Eliminations	M C
<hr/>			
Operating Activities:			
Net Income	\$ 57,101	\$ -	\$
Adjustments to reconcile consolidated net income to net cash provided by operating activities -			
Depreciation and amortization	54,638	-	
Deferred income taxes and investment tax credits, net	752	-	
Other, net	(1,747)	-	
Change in current assets and liabilities -			
Receivables, net	(3,231)	-	
Fossil fuel stock	14,577	-	
Materials and supplies	(1,056)	-	
Accounts payable	1,309	-	
Other	2,952	-	
<hr/>			
Net cash provided from operating activities	125,295	-	
<hr/>			
Investing Activities:			
Gross property additions	(81,211)	-	
Other	(9,153)	-	
<hr/>			
Net cash used for investing activities	(90,364)	-	
<hr/>			
Financing Activities and Capital Contributions			
Increase (decrease) in notes payable, net	(1,500)	-	
Proceeds--			
Other long-term debt	100,000	-	
Capital contributions from parent company	12,659	-	
Retirements--			
First mortgage bonds	(81,405)	-	
Payment of preferred stock dividends	(2,129)	-	
Payment of common stock dividends	(54,700)	-	
Other	(498)	-	
<hr/>			
Net cash used for financing activities	(27,573)	-	
<hr/>			
Net Change in Cash and Cash Equivalents	7,358	-	
Cash and Cash Equivalents at the Beginning of Period	173	-	
<hr/>			
Cash and Cash Equivalents at End of Period	\$ 7,531	\$ -	
<hr/>			

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MISSISSIPPI POWER COMPANY AND SUBSIDIARY  
CONSOLIDATED BALANCE SHEET  
AT DECEMBER 31, 2000  
(in thousands)

	MISSISSIPPI Consolidated	Eliminations	MI CO
-----			
Current Assets:			
Cash and cash equivalents	\$ 7,531	\$ -	
Receivables -			
Customer accounts receivable	72,064	-	
Other accounts and notes receivable	21,843	-	
Affiliated companies	10,071	-	
Accumulated provision for uncollectible accts	(571)	-	
Fossil fuel stock, at average cost	11,220	-	
Materials and supplies, at average cost	21,694	-	
Other	8,320	-	
-----			
Total current assets	152,172	-	
-----			
Property, Plant and Equipment	1,073,939	-	1
-----			
Other Property and Investments	2,268	(37,164)	
-----			
Deferred Charges and Other Assets:			
Deferred charges related to income taxes	13,860	-	
Prepaid pension costs	6,724	-	
Debt expense, being amortized	4,628	-	
Premium on reacquired debt, being amortized	7,168	-	
Other	14,312	-	
-----			
Total deferred charges and other assets	46,692	-	
-----			
Total Assets	\$ 1,275,071	\$ (37,164)	\$ 1
=====			

A-35

MISSISSIPPI POWER COMPANY AND SUBSIDIARY  
CONSOLIDATED BALANCE SHEET  
AT DECEMBER 31, 2000  
(in thousands)

	MISSISSIPPI Consolidated	Eliminations	MI C
-----			
Current Liabilities			
Securities due within one year	\$ 20	\$ -	
Notes payable	56,000	-	
Accounts payable	58,861	-	

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Customer deposits	5,274	-
Taxes accrued	45,568	-
Interest accrued	4,482	-
Vacation pay accrued	5,701	-
Other	7,003	-
-----		
Total current liabilities	182,909	-
-----		
Long-term debt	370,511	-
-----		
Deferred Credits and Other Liabilities:		
Accumulated deferred income taxes	139,909	-
Deferred credits related to income taxes	25,603	-
Accumulated deferred investment tax credits	23,481	-
Employee benefits provisions	34,671	-
Workforce reduction plan	9,734	-
Other	16,546	-
-----		
Total deferred credits and other liabilities	249,944	-
-----		
Company obligated mandatorily redeemable preferred securities of subsidiary trust holding company junior subordinated notes	35,000	-
Preferred stock	31,809	-
Common stockholder's equity	404,898	(1,082)
-----		
Total Liabilities and Stockholder's Equity	\$ 1,275,071	\$ (1,082)
=====		

A-36

SAVANNAH ELECTRIC AND POWER COMPANY AND SUBS  
CONSOLIDATED STATEMENT OF INCOME  
FOR THE YEAR ENDED DECEMBER 31, 2000  
(in thousands)

	SAVANNAH Consolidated	Eliminations
-----		
Total Operating Revenues	\$ 295,718	\$ -
-----		
Operating Expenses:		
Operation --		
Fuel	57,177	-
Purchased power from non-affiliates	25,229	-
Purchase power from affiliates	50,111	-
Other	54,829	-
Maintenance	19,334	-
Depreciation and amortization	25,240	-
Taxes other than income taxes	13,116	-
-----		
Total operating expenses	245,036	-
-----		
Operating Income	50,682	-



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Other Income (Expense):		
Interest income	252	(2,825)
Other, net	1,086	-
-----		
Earnings Before Interest and Income Taxes	52,020	(2,825)
-----		
Interest and Other:		
Interest expense, net	12,737	(2,825)
Distributions on preferred securities of subsidiary trust	2,740	-
-----		
Total interest charges and other, net	15,477	(2,825)
-----		
Earnings Before Income Taxes	36,543	-
Income taxes	13,574	-
-----		
Net Income	22,969	-
-----		
Dividends on Preferred Stock	-	-
-----		
Net Income After Dividends on Preferred Stock	\$ 22,969	\$ -
=====		

A-37

SAVANNAH ELECTRIC AND POWER COMPANY AND  
CONSOLIDATED STATEMENT OF CASH F  
FOR THE YEAR ENDED DECEMBER 31,  
(in thousands)

	SAVANNAH Consolidated	Eliminations
-----		
Operating Activities:		
Net Income	\$ 22,969	\$ -
Adjustments to reconcile consolidated net income to net cash provided by operating activities -		
Depreciation and amortization	26,639	-
Deferred income taxes and investment tax credits, net	728	-
Other, net	3,835	-
Change in certain current assets and liabilities -		
Receivables, net	(23,260)	85
Fossil fuel stock	(31)	-
Material and supplies	(542)	-
Accounts payable	8,881	(85)
Other	(4,674)	-
-----		
Net cash provided from operating activities	34,545	-
-----		
Investing Activities:		
Gross property additions	(27,290)	-
Other	(1,835)	-
-----		
Net cash used for investing activities	(29,125)	-
-----		
Financing Activities:		
Increase in notes payable, net	11,100	-

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Proceeds--		
Capital contribution from parent company	1,478	-
Retirements--		
Other long-term debt	(251)	-
Payment of common stock dividends	(24,300)	-
-----		
Net cash used for financing activities	(11,973)	-
-----		
Net Change in Cash and Cash Equivalents	(6,553)	-
Cash and Cash Equivalents at Beginning of Period	6,553	-
-----		
Cash and Cash Equivalents at End of Period	\$ -	\$ -
=====		

A-38

SAVANNAH ELECTRIC AND POWER COMPANY AND SUBSIDIARY  
CONSOLIDATED BALANCE SHEET  
AT DECEMBER 31, 2000  
(in thousands)

	SAVANNAH Consolidated	Elimination
-----		
Current Assets:		
Cash and cash equivalents	\$ -	\$ -
Receivables -		
Customer accounts receivable	28,189	-
Unrecovered retail fuel clause revenue	39,632	-
Other accounts and notes receivable	1,412	(175)
Affiliated companies	738	-
Accumulated provision for uncollectible accts	(407)	-
Fossil fuel stock, at average cost	7,140	-
Materials and supplies, at average cost	8,944	-
Prepaid taxes	8,651	-
Other	377	-
-----		
Total current assets	94,676	(175)
-----		
Property, Plant, and Equipment	454,022	-
-----		
Other Property and Investments	2,066	(42,474)
-----		
Deferred Charges and Other Assets:		
Deferred charges related to income taxes	12,404	-
Cash surrender value of life insurance for deferred compensation plans	17,954	-
Debt expense, being amortized	3,003	-
Premium on reacquired debt, being amortized	7,575	-
Other	2,527	-
-----		
Total deferred charges and other assets	43,463	-
-----		
Total Assets	\$ 594,227	\$ (42,649)
=====		

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A-39

SAVANNAH ELECTRIC AND POWER COMPANY AND SUBSIDIARY  
CONSOLIDATED BALANCE SHEET  
AT DECEMBER 31, 2000  
(in thousands)

	SAVANNAH Consolidated	Eliminations	SAVA CORP
-----			
Current Liabilities:			
Securities due within one year	\$ 30,698	\$ -	
Notes payable	45,400	-	
Accounts payable	23,891	-	
Customer deposits	5,696	-	
Taxes accrued	4,885	-	
Interest accrued	4,541	(175)	
Vacation pay accrued	2,276	-	
Other	7,973	-	
-----			
Total current liabilities	125,360	(175)	
-----			
Long-term debt	116,902	(41,237)	
-----			
Deferred Credits and Other Liabilities:			
Accumulated deferred income taxes	79,756	-	
Deferred credits related to income taxes	16,038	-	
Accumulated deferred investment tax credits	10,616	-	
Deferred compensation plans	11,968	-	
Employee benefits provisions	8,127	-	
Other	10,466	-	
-----			
Total deferred credits and other liabilities	136,971	-	
-----			
Company obligated mandatorily redeemable preferred securities	40,000	-	
-----			
Common stockholder's equity	174,994	(1,237)	
-----			
TOTAL CAPITALIZATION AND LIABILITIES	\$ 594,227	\$ (42,649)	
=====			

A-40

EXHIBITS.

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Exhibits (including reference to previous filings):

Exhibit Number	Description of Exhibit
A-1	Annual Report of SOUTHERN on Form 10-K for the year ended December
A-2	Annual Report of ALABAMA on Form 10-K for the year ended December
A-3	Annual Report of GEORGIA on Form 10-K for the year ended December
A-4	Annual Report of GULF on Form 10-K for the year ended December 31,
A-5	Annual Report of MISSISSIPPI on Form 10-K for the year ended Decem 0-6849.)
A-6	Annual Report of SAVANNAH on Form 10-K for the year ended December
B-1	Composite Certificate of Incorporation of SOUTHERN, reflecting all January 5, 1994. (Designated in Registration No. 33-3546, as Exhi Notification, File No. 70-7341, as Exhibit A and in Certificate of 70-8181, as Exhibit A.)
B-2	By-laws of SOUTHERN as amended effective October 21, 1991, and as (Designated in Form U-1, File No. 70-8181, as Exhibit A-2.)
B-3	Charter of ALABAMA and amendments thereto through January 10, 2001 No. 2-59634 as Exhibit 2(b), in Registration No. 2-60209 as Exhibi 2-60484 as Exhibit 2(b), in Registration No. 2-70838 as Exhibit 4 (2- 2-85987 as Exhibit 4(a)-2, in Registration No. 33-25539 as Exhibit 33-43917 as Exhibit 4(a)-2, in Form 8-K dated February 5, 1992, Fi 4(b)-3, in Form 8-K dated July 8, 1992, File No. 1-3164, as Exhibi October 27, 1993, File No. 1-3164, as Exhibits 4(a) and 4(b), in F 1993, File No. 1-3164, as Exhibit 4(a), in Certificate of Notifica Exhibit A, in Form 10-K for the year ended December 31, 1997, File in Form 8-K dated August 10, 1998, File No. 1-3164, as Exhibit 4.4 ended December 31, 2000, File No. 1-3164, as Exhibit 3(b)2.)
B-4	By-laws of ALABAMA as amended effective July 23, 1993, and as pres in Form U-1, File No. 70-8191, as Exhibit A-2.)

A-41

EXHIBITS.

Exhibits (including reference to previous filings): (Continued)

Exhibit Number	Description of Exhibit
B-5	Charter of GEORGIA and amendments thereto through February 16, 200 Registration No. 2-63392 as Exhibit 2(a)-2, in Registration No. 2- 4(a)-(3), in Registration No. 2-93039 as Exhibit 4(a)-(2), in Regi Exhibit 4(a)(2), in Registration No. 33-141 as Exhibit 4(a)(2), in Exhibit 4(a)(2), in Registration No. 33-5405 as Exhibit 4(b)(2), i Exhibits 4(b)-2 and 4(b)-3, in Registration No. 33-22504 as Exhibi



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	First Certificate of Notification, File No. 70-3945, as Exhibit A.
B-14	SEGCO By-laws as amended to date, last amended July 10, 1986. (Designated in Form U5S for the year ended December 31, 1990, as Exhibit B-14.)
B-15	SCS Certificate of Incorporation as amended. (Designated in Form Exhibit A-1; in Form U-1, File No. 70-3833, as Exhibit A-2; Form U 30-222-2, as Exhibit A-17; and Form U5S for 1985, File No. 30-222-
B-16	SCS By-laws as amended to date, last amended October 19, 1998. (D 1998, File No. 30-222-2, as Exhibit B-16.)
B-17	Alabama Property Company Certificate of Incorporation. (Designate 30-115, as Exhibit B-29.)
B-18	Alabama Property Company By-laws. (Designated in Form U-5B, File
B-19	Piedmont-Forrest Corporation Articles of Incorporation and amendme 1987. (Designated in Form U-1, File No. 70-6135, as Exhibit A-1 a No. 30-222-2, as Exhibit B-21.)
B-20	Piedmont-Forrest Corporation By-laws as presently in effect. (Des 70-6135, as Exhibit A-2.)
B-21	Articles of Incorporation of MESH and amendments thereto. (Designa No. 30-222-2, as Exhibit B-23.)
B-22	By-laws of MESH. (Designated in Form U5S for 1995, File No. 30-222
B-23	Articles of Incorporation of Energy Solutions and amendments there (Designated in Form U5S for 1985, File No. 30-222-2, as

A-43

### EXHIBITS.

Exhibits (including reference to previous filings): (Continued)

Exhibit Number	Description of Exhibit
	Exhibit B-23 , in Form U5S for 1987, File No. 30-222-2, as Exhibit 1993, File No. 30-222-2, as Exhibit B-25.)
B-24	By-laws of Energy Solutions.
B-25	By-laws of SOUTHERN NUCLEAR as amended to date, last amended May 2 U5S for 1991, File No. 30-222-2, as Exhibit B-27 and in Form U5S f Exhibit B-28.)
B-26	Articles of Incorporation of SOUTHERN NUCLEAR and amendment theret (Designated in Form U5S for 1991, File No. 30-222-2, as Exhibit B-
B-27	Certificate of Incorporation of SERC. (Designated in Form U5S for Exhibit B-30.)
B-28	By-laws of SERC. (Designated in Form U5S for 1993, File No. 30-22
B-29	Certificate of Incorporation of SOUTHERN COMMUNICATIONS. (Designa

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	No. 30-222-2, as Exhibit B-31)
B-30	By-laws of SOUTHERN COMMUNICATIONS. (Designated in Form U5S for 1995, File No. 30-222-2, as Exhibit B-32)
B-31	Articles of Organization of MESCO and amendments thereto. (Designated in Form U5S for 1995, File No. 30-222-2, as Exhibit B-49.)
B-32	Operating Agreement of MESCO. (Designated in Form U5S for 1995, File No. 30-222-2, as Exhibit B-50.)
B-33	Certificate of Incorporation of GEORGIA POWER HOLDINGS. (Designated in Form U5S for 1995, File No. 30-222-2, as Exhibit B-53)
B-34	By-laws of GEORGIA POWER HOLDINGS. (Designated in Form U5S for 1995, File No. 30-222-2, as Exhibit B-54)
B-35	Certificate of Limited Partnership of GEORGIA CAPITAL. (Designated in Form U5S for 1995, File No. 30-222-2, as Exhibit B-55)
B-36	Amended and Restated Agreement of Limited Partnership of GEORGIA CAPITAL. (Designated in Form U5S for 1994, File No. 30-222-2, as Exhibit B-56)
B-37	Action of General Partner of GEORGIA CAPITAL dated December 9, 1994. (Designated in Form U5S for 1994, File No. 30-222-2, as Exhibit B-57)
B-38	By-Laws of Southern Energy Finance Company, Inc. (Designated in Form U5S for 1995, File No. 30-222-2, as Exhibit B-57.)

A-44

### EXHIBITS.

Exhibits (including reference to previous filings): (Continued)

Exhibit Number	Description of Exhibit
B-39	Certificate of Incorporation of EPZ Lease, Inc. (Designated in Form U5S for 1998, File No. 30-222-2, as Exhibit B-67.)
B-40	By-laws of EPZ Lease, Inc. (Designated in Form U5S for 1998, File No. 30-222-2, as Exhibit B-68.)
B-41	Certificate of Formation of EPZ Lease, L.L.C. (Designated in Form U5S for 1998, File No. 30-222-2, as Exhibit B-69.)
B-42	Certificate of Formation of EPZ Lease Holding A, L.L.C. (Designated in Form U5S for 1998, File No. 30-222-2, as Exhibit B-70.)
B-43	Articles of Organization of EPZ Lease Holding A, L.L.C. (Designated in Form U5S for 1998, File No. 30-222-2, as Exhibit B-71.)
B-44	Certificate of Formation of EPZ Lease Holding B, L.L.C. (Designated in Form U5S for 1998, File No. 30-222-2, as Exhibit B-72.)
B-45	Articles of Organization of EPZ Lease Holding B, L.L.C. (Designated in Form U5S for 1998, File No. 30-222-2, as Exhibit B-73.)
B-46	Certificate of Formation of EPZ Lease Holding C, L.L.C. (Designated in Form U5S for 1998, File No. 30-222-2, as Exhibit B-74.)

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	No. 30-222-2, as Exhibit B-74.)
B-47	Articles of Organization of EPZ Lease Holding C, L.L.C. (Designated in Form 30-222-2, as Exhibit B-75.)
B-48	By-Laws of Southern Energy Finance Company, Inc. (Designated in Form 30-222-2, as Exhibit B-57.)
B-49	Certificate of Incorporation of EPZ Lease, Inc. (Designated in Form 30-222-2, as Exhibit B-67.)
B-50	By-Laws of Southern Telecom, Inc.
C-1	Subordinated Note Indenture dated as of February 1, 1997, among SO Capital Funding, Inc. and Bankers Trust Company, as Trustee, and i dated as of February 4, 1997. (Designated in Registration Nos. 33 4.2 and 333-28355 as Exhibit 4.2.)
C-2	Subordinated Note Indenture dated as of June 1, 1997, among SOUTHERN, Southern Company Capital Funding, Inc. and Bankers Trust Company, as Trustee, and indentures supplemental thereto through of December 23, 1998. (Designated in Form 10-K for the year ended December 31, 1997, File No. 1-3526, as Exhibit 4(a)2, in Form 8-K dated June 18, 1998, File No. 1-3526, as Exhibit 4.2 and in Form 8-K dated December 18, 1998, File No. 1-3526, as Exhibit 4.4.)

A-45

### EXHIBITS.

Exhibits (including reference to previous filings): (Continued)

Exhibit Number	Description of Exhibit
C-3	Indenture dated as of January 1, 1942, between ALABAMA and The Cha Chemical Bank), as Trustee, and indentures supplemental thereto th (Designated in Registration Nos. 2-59843 as Exhibit 2(a)-2, 2-6048 2(a)-4, 2-60716 as Exhibit 2(c), 2-67574 as Exhibit 2(c), 2-68687 Exhibit 4(a)-2, 2-71364 as Exhibit 4(a)-2, 2-73727 as Exhibit 4(a) 33-17083 as Exhibit 4(a)-2, 33-22090 as Exhibit 4(a)-2, in ALABAMA ended December 31, 1990, File No. 1-3164, as Exhibit 4(c), in Regi Exhibit 4(a)-2, 33-45492 as Exhibit 4(a)-2, 33-48885 as Exhibit 4( 4(a)-2, in Form 8-K dated January 20, 1993, File No. 1-3436, as Ex dated February 17, 1993, File No. 1-3436, as Exhibit 4(a)-3, in Fo File No. 1-3436, as Exhibit 4(a)-3, in Certificate of Notification Exhibits A and B, in Form 8-K dated June 24, 1993, File No. 1-3436 of Notification, File No. 70-8069, as Exhibit A, in Form 8-K dated 1-3436, as Exhibit 4(b), in Certificate of Notification, File No. in Certificate of Notification, File No. 70-8069, as Exhibit A, in File No. 70-8069, as Exhibit A and in Form 8-K dated November 30, Exhibit 4.)
C-4	Subordinated Note Indenture dated as of January 1, 1996, between ALABAMA and The Chase Manhattan Bank (formerly Chemical Bank), as Trustee, and indenture supplemental thereto dated as of



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January 1, 1996. (Designated in Certificate of Notification, File No. 70-8461, as Exhibits E and F.)

C-5 Subordinated Note Indenture dated as of January 1, 1997, between ALABAMA and The Chase Manhattan Bank, as Trustee, and indentures supplemental thereto through February 25, 1999. (Designated in Form 8-K dated January 9, 1997, File No. 1-3164, as Exhibits 4.1 and 4.2 and in Form 8-K dated February 18, 1999, File No. 1-3164, as Exhibit 4.2.)

C-6 Senior Note Indenture dated as of December 1, 1997, between ALABAMA Bank, as Trustee, and indentures supplemental thereto through May 8-K dated December 4, 1997, File No. 1-3164, as Exhibits 4.1 and 4.2, 1998, File No. 1-3164, as Exhibit 4.2, in Form 8-K dated April Exhibit 4.2, in Form 8-K dated August 11, 1998, File No. 1-3164, a dated September 8, 1998, File No. 1-3164, as Exhibit 4.2, in Form File No. 1-3164, as Exhibit 4.2, in Form 8-K dated October 7, 1998 4.2, in Form 8-K dated October 28, 1998, File No. 1-3164, as Exhib November 12, 1998, File No. 1-3164, as Exhibit 4.2, in Form 8-K da 1-3164, as Exhibit 4.2, in Form 8-K dated August 13, 1999, File No Form 8-K dated September 21, 1999, File No. 1-3164, as Exhibit 4.2 2000, File No. 1-3164, as Exhibit 4.2.)

A-46

### EXHIBITS.

Exhibits (including reference to previous filings): (Continued)

Exhibit Number	Description of Exhibit
C-7	Indenture dated as of March 1, 1941, between GEORGIA and The Chase Chemical Bank), as Trustee, and indentures supplemental thereto da 3, 1941 (3 indentures), March 6, 1941 (139 indentures), March 1, 1 December 1, 1947, through October 15, 1995. (Designated in Regist B-3 and B-3(a), 2-7299 as Exhibit 7(a)-2, 2-61116 as Exhibit 2(a)- Exhibit 2(a)-3, 2-63393 as Exhibit 2(a)-4, 2-63705 as Exhibit 2(a) 2-70679 as Exhibit 4(a)-(2), 2-72324 as Exhibit 4(a)-2, 2-73987 as Exhibits 4(a)-(2) and 4(a)-(3), 2-79336 as Exhibit 4(a)-(2), 2-813 2-90105 as Exhibit 4(a)-(2), 33-5405 as Exhibit 4(a)-(2), 33-14367 4(a)-(3), 33-22504 as Exhibits 4(a)-(2), 4(a)-(3) and 4(a)-(4), 33 33-35683 as Exhibit 4(a)-(2), in GEORGIA's Form 10-K for the year No. 1-6468, as Exhibit 4(a)(3), in Form 10-K for the year ended De 1-6468, as Exhibit 4(a)(5), in Registration No. 33-48895 as Exhibi August 26, 1992, File No. 1-6468, as Exhibit 4(a)-(3), in Form 8-K No. 1-6468, as Exhibits 4(a)-(3) and 4(a)-(4), in Form 8-K dated S 1-6468, as Exhibit 4(a)-(3), in Form 8-A dated October 12, 1992, a dated January 27, 1993, File No. 1-6468, as Exhibit 4(a)-(3), in R Exhibit 4(a)-(2), in Form 8-K dated July 26, 1993, File No. 1-6468 of Notification, File No. 70-7832, as Exhibit M, in Certificate of 70-7832, as Exhibit C, in Certificate of Notification, File No. 70 Certificate of Notification, File No. 70-8443, as Exhibit C, in Ce File No. 70-8443, as Exhibit C, in Certificate of Notification, Fi in Certificate of Notification, File No. 70-8443, as Exhibit E, in File No. 70-8443, as Exhibit E, in GEORGIA's Form 10-K for the year

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File No. 1-6468, as Exhibits 4(c)2 and 4(c)3, in Certificate of Notification, File No. 70-8443, as Exhibit C, in Certificate of Notification, File No. 70-8443, as May 17, 1995, File No. 1-6468, as Exhibit 4 and in GEORGIA's Form December 31, 1995, File No. 1-6468, as Exhibits 4(c)2, 4(c)3, 4(c)

C-8 Subordinated Note Indenture dated as of August 1, 1996, between GEORGIA and The Chase Manhattan Bank, as Trustee, and indentures supplemental thereto through January 1, 1997. (Designated in Form 8-K dated August 21, 1996, File No. 1-6468, as Exhibits 4.1 and 4.2 and in Form 8-K dated January 9, 1997, File No. 1-6468, as Exhibit 4.2.)

C-9 Subordinated Note Indenture dated as of June 1, 1997, between GEORGIA and The Chase Manhattan Bank, as Trustee, and indentures supplemental thereto through February 25, 1999. (Designated in Certificate of Notification, File No. 70-8461, as Exhibits D and E and in Form 8-K dated February 17, 1999, File No. 1-6468, as Exhibit 4.4.)

A-47

### EXHIBITS.

Exhibits (including reference to previous filings): (Continued)

Exhibit Number	Description of Exhibit
C-10	Senior Note Indenture dated as of January 1, 1998, between GEORGIA as Trustee, and indentures supplemental thereto through February 28-K dated January 21, 1998, File No. 1-6468, as Exhibits 4.1 and 4 November 19, 1998, File No. 1-6468, as Exhibit 4.2, in Form 8-K da 1-6468, as Exhibit 4.5, in Form 8-K dated February 15, 2000, File Form 8-K dated January 26, 2001, File No. 1-6469, as Exhibits 4.2( dated February 16, 2001, File No. 1-6469 as Exhibit 4.2.)
C-11	Indenture dated as of September 1, 1941, between GULF and The Chas Chase Manhattan Bank (National Association)), as Trustee, and inde through November 1, 1996. (Designated in Registration Nos. 2-4833 Exhibit 2(a)-3, 2-63765 as Exhibit 2(a)-3, 2-66260 as Exhibit 2(a) 33-43739 as Exhibit 4(a)-2, in GULF's Form 10-K for the year ended 0-2429, as Exhibit 4(b), in Form 8-K dated August 18, 1992, File N in Registration No. 33-50165 as Exhibit 4(a)-2, in Form 8-K dated 0-2429, as Exhibit 4, in Certificate of Notification, File No. 70- Certificate of Notification, File No. 70-8229, as Exhibits E and F 17, 1996, File No. 0-2429, as Exhibit 4, in Certificate of Notific Exhibit A, in Certificate of Notification, File No. 70-8229, as Ex November 6, 1996, File No. 0-2429, as Exhibit 4.)
C-12	Subordinated Note Indenture dated as of January 1, 1997, between GULF and The Chase Manhattan Bank, as Trustee, and indentures supplemental thereto through January 1, 1998. (Designated in Form 8-K dated January 27, 1997, File No. 0-2429, as Exhibits 4.1 and 4.2, in Form 8-K dated July 28, 1997, File No. 0-2429, as Exhibit 4.2 and in Form 8-K dated January 13, 1998, File No.

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0-2429, as Exhibit 4.2.)

C-13 Senior Note Indenture dated as of January 1, 1998, between GULF and The Chase Manhattan Bank, as Trustee, and indenture supplemental thereto dated as of August 24, 1999. (Designated in Form 8-K dated June 17, 1998, File No. 0-2429, as Exhibits 4.1 and 4.2 and in Form 8-K dated August 17, 1999, File No. 0-2429 as Exhibit 4.2.)

A-48

### EXHIBITS.

Exhibits (including reference to previous filings): (Continued)

Exhibit Number	Description of Exhibit
C-14	Indenture dated as of September 1, 1941, between MISSISSIPPI and B Successor Trustee, and indentures supplemental thereto through Dec Registration Nos. 2-4834 as Exhibit B-3, 2-62965 as Exhibit 2(b)-2 2-71537 as Exhibit 4(a)-(2), 33-5414 as Exhibit 4(a)-(2), 33-39833 MISSISSIPPI's Form 10-K for the year ended December 31, 1991, File in Form 8-K dated August 5, 1992, File No. 0-6849, as Exhibit 4(a) Notification, File No. 70-7941, as Exhibit I, in MISSISSIPPI's For File No. 0-6849, as Exhibit 4(a)-2, in Certificate of Notification A, in Form 8-K dated June 22, 1993, File No. 0-6849, as Exhibit 1, Notification, File No. 70-8127, as Exhibit A, in Form 8-K dated Ma as Exhibit 4, in Certificate of Notification, File No. 70-8127, as dated December 5, 1995, File No. 0-6849, as Exhibit 4.)
C-15	Subordinated Note Indenture dated as of February 1, 1997, between MISSISSIPPI and Bankers Trust Company, as Trustee, and indenture supplemental thereto dated as of February 1, 1997. (Designated in Form 8-K dated February 20, 1997, File No. 0-6849, as Exhibits 4.1 and 4.2.)
C-16	Senior Note Indenture dated as of May 1, 1998 between MISSISSIPPI and Bankers Trust Company, as Trustee and indentures supplemental thereto through March 28, 2000. (Designated in Form 8-K dated May 14, 1998, File No. 0-6849, as Exhibits 4.1, 4.2(a) and 4.2(b) and in Form 8-K dated March 22, 2000, File No. 0-6849, as Exhibit 4.2.)
C-17	Indenture dated as of March 1, 1945, between SAVANNAH and The Bank indentures supplemental thereto through May 1, 1996. (Designated as Exhibit 4(a)-(1), 33-41496 as Exhibit 4(a)-(2), 33-45757 as Exh Form 10-K for the year ended December 31, 1991, File No. 1-5072, a dated July 8, 1992, File No. 1-5072, as Exhibit 4(a)-3, in Registr 4(a)-(2), in Form 8-K dated July 22, 1993, File No. 1-5072, as Exh 18, 1995, File No. 1-5072, as Exhibit 4 and in Form 8-K dated May Exhibit 4.)
C-18	Subordinated Note Indenture dated as of December 1, 1998, between SAVANNAH and The Bank of New York, as Trustee, and indenture supplemental

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thereto dated as of December 9, 1998. (Designated in Form 8-K dated December 3, 1998, File No. 1-5072, as Exhibit 4.3 and 4.4.)

C-19 Senior Note Indenture dated as of March 1, 1998 between SAVANNAH and The Bank of New York, as Trustee and indenture supplemental thereto dated as of March 1, 1998. (Designated in Form 8-K dated March 9, 1998, File No. 1-5072, as Exhibits 4.1 and 4.2.)

A-49

### EXHIBITS.

Exhibits (including reference to previous filings): (Continued)

Exhibit Number	Description of Exhibit
D-1	Income Tax Allocation Agreement and Amendments 1 through 86 theret for 1981, File No. 30-222-2, as Exhibit A-21, in Form U5S for 1982 Exhibit A-22(b), in Form U5S for 1982, File No. 30-222-2, as Exhib 1983, File No. 30-222-2, as Exhibit D-1(d), in Form U5S for 1985, D-1(e), in Amendment No. 1 to Form U5S for 1985, File No. 30-222-2 U5S for 1987, File No. 30-222-2, as Exhibit D-2, in Form U5S for 1 Exhibit D-2 and in Form U5S for 1992, File No. 30-222-2, as Exhibi File No. 30-222-2, as Exhibit D-2, in Form U5S for 1994, File No. in Form U5S for 1995, File No. 30-222-2, as Exhibit D-2, as Exhibi File No. 30-222-2, as Exhibit D-2, in Form U5S for 1996, File No. Form U5S for 1997, File No. 30-222-2, as Exhibit D-2, in Form U5S as Exhibit D-2 and in Form U5S for 1999, File No. 30-222-2, as Exh
D-2	Amendments 87 through 99 to Income Tax Allocation Agreement.
D-3	Tax Indemnification Agreement dated as of September 1, 2000 among SOUTHERN and its affiliated companies and Mirant and its affiliated companies. (Designated in SOUTHERN's Form 10-K for the year ended December 31, 2000, File No.1-3526, as Exhibit 10(a)102.)
E-1	ALABAMA's, GEORGIA's, GULF's, MISSISSIPPI's, SCS's and SOUTHERN NU pertaining to employee loans. (Designated in Form U5S for 1985, Fi E-1, E-2, E-3, E-4 and E-5, in Form U5S, File No. 30-222-2, for 19 for 1990, File No. 30-222-2, as Exhibit E-2, in Form U5S for 1991, Exhibits E-2 and E-3 , in Form U5S for 1992, File No. 30-222-2, as 1993, File No. 30-222-2, as Exhibit E-2, in Form U5S for 1991, Fil D-2, in Form U5S for 1994, File No. 30-222-2, as Exhibit E-2, in F 30-222-2, as Exhibit E-2 and in Form U5S for 1997, File No. 30-222
G	Organizational chart.
H	Financial statements relating to certain exempt wholesale generators and foreign utility companies.

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Exhibits listed above which have heretofore been filed with the SEC pursuant to various Acts administered by the SEC, and which were designated as noted above, are hereby incorporated herein by reference and made a part hereof with the same effect as if filed herewith.

A-50

SIGNATURE

The undersigned registered holding company has duly caused this annual report to be signed on its behalf by the undersigned thereunto duly authorized pursuant to the requirements of the Public Utility Holding Company Act of 1935.

THE SOUTHERN COMPANY

Date: April 30, 2001

By /s/ Gale E. Klappa

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Gale E. Klappa  
Financial Vice President,  
Chief Financial Officer, and  
Treasurer