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SOUTHERN CO  
Form U5S  
May 01, 2003

SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

-----

FORM U5S

ANNUAL REPORT

For the Fiscal Year Ended December 31, 2002

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  
2002

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## ITEMS

### ITEM 1. SYSTEM COMPANIES AND INVESTMENTS THEREIN AS OF DECEMBER 31, 2002.

Name of Company (Add abbreviation used herein) -----	Number of Common Shares Owned -----	Percentage of Voting Power -----	Issuer Book Value -----	In T
THE SOUTHERN COMPANY (SOUTHERN)	None	None	n/a	
ALABAMA POWER COMPANY (ALABAMA)	6,000,000	100	\$3,377,740	
Alabama Energy Providers, Inc.	1,000	100	1	
Alabama Property Company	1,000	100	10,214	
Alabama Power Capital Trust I (ALABAMA TRUST I) (a)	n/a	n/a	n/a	
Alabama Power Capital Trust II (ALABAMA TRUST II) (a)	n/a	n/a	n/a	
Alabama Power Capital Trust III (ALABAMA TRUST III) (a)	n/a	n/a	n/a	
Alabama Power Capital Trust IV (ALABAMA TRUST IV) (b)	n/a	n/a	3,093	
Alabama Power Capital Trust V (ALABAMA TRUST V) (b)	n/a	n/a	6,186	
Southern Electric Generating Company (SESCO) (c)	164,000	50	29,660	
GEORGIA POWER COMPANY (GEORGIA)	7,761,500	100	4,434,447	

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SEGCO (c)	164,000	50	29,660	
Piedmont-Forrest Corporation (PIEDMONT)	100,000	100	5,467 11,388	(d)
Georgia Power Capital Trust I  (GEORGIA TRUST I) (a)	n/a	n/a	n/a	
Georgia Power Capital Trust II  (GEORGIA TRUST II) (a)	n/a	n/a	n/a	
Georgia Power Capital Trust III  (GEORGIA TRUST III) (a)	n/a	n/a	n/a	

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## ITEM 1. SYSTEM COMPANIES AND INVESTMENTS THEREIN AS OF DECEMBER 31, 2002.

(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) (b)	n/a	n/a	7,8
Georgia Power Capital Trust V (GEORGIA TRUST V) (b)	n/a	n/a	14,1
Georgia Power Capital Trust VI (GEORGIA TRUST VI) (b)	n/a	n/a	9,3
GULF POWER COMPANY (GULF)	992,717	100	549,5
Gulf Power Capital Trust I (GULF TRUST I) (b)	n/a	n/a	1,7
Gulf Power Capital Trust II (GULF TRUST II) (b)	n/a	n/a	1,8
Gulf Power Capital Trust III (GULF TRUST III) (b)	n/a	n/a	1,0

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Gulf Power Capital Trust IV (GULF TRUST IV) (b)	n/a	n/a	1,3
MISSISSIPPI POWER COMPANY (MISSISSIPPI)	1,121,000	100	517,9
Mississippi Power Capital Trust I (MISSISSIPPI TRUST I) (a)	n/a	n/a	n
Mississippi Power Capital Trust II (MISSISSIPPI TRUST II) (b)	n/a	n/a	
Mississippi Power Services, Inc.	100	100	
MOBILE ENERGY SERVICES HOLDINGS, INC. (MESH)	1,000	100	
Mobile Energy Services Company, LLC (MESC)	n/a	100	
SAVANNAH ELECTRIC AND POWER COMPANY (SAVANNAH)	10,844,635	100	179,8
Savannah Electric and Power Capital Trust I (SAVANNAH ELECTRIC TRUST I) (b)	n/a	n/a	1,5
CHANGE IN CONTROL TRUST	n/a	n/a	23,2
DEFERRRED CASH TRUST	n/a	n/a	8

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## ITEM 1. SYSTEM COMPANIES AND INVESTMENTS THEREIN AS OF DECEMBER 31, 2002.

(Continued)

Name of Company (Add abbreviation used herein) -----	Number of Common Shares Owned -----	Percentage of Voting Power -----	Iss Bo Va --
DEFERRED STOCK TRUST	n/a	n/a	4,3
SOUTHERN COMPANY HOLDINGS, INC. (e)	9,111	91.11	244,3
Southern Company Capital Funding, Inc. (Southern Funding)	1,000	100	52,1
Southern Company Capital Trust I (b)	n/a	n/a	10,3

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Southern Company Capital Trust II (b)	n/a	n/a	2,3
Southern Company Capital Trust III (a)	n/a	n/a	n
Southern Company Capital Trust IV (b)	n/a	n/a	6,1
Southern Company Capital Trust V (b)	n/a	n/a	4,6
Southern Company Capital Trust VI (b)	n/a	n/a	6,1
Southern Company Energy Solutions LLC	n/a	100	5,0
Alabama Synfuel Energy, Inc.	1,000	100	16,6
Synfuel Services, Inc.	1,000	100	5,7
Energy Related Activities Inc.	1,000	100	2,9
Southern Company Electrotechnologies, Inc.	100	100	3,0
SE Finance Capital Corporation II (f)	1,000	100	176,9
SE Finance Capital Corporation	1,000	100	152,0
Southern Energy Finance Company, Inc.	1,000	100	332,5
EPZ Lease, Inc.	1,000	100	48,1
EPZ Lease, LLC	n/a	n/a	108,5
EPZ Lease Holding A, LLC	n/a	n/a	32,8
EPZ Lease Trust A (b)	n/a	n/a	32,8
EPZ Lease Holding B, LLC	n/a	n/a	32,8
EPZ Lease Trust B (b)	n/a	n/a	32,8
EPZ Lease Holding C, LLC	n/a	n/a	43,8
EPZ Lease Trust C (b)	n/a	n/a	43,8
Dutch Gas Lease, Inc.	1,000	100	154,1
Dutch Gas Lease, LLC	n/a	n/a	239,2
Dutch Gas Lease Holding A, LLC	n/a	n/a	93,6
Dutch Gas Lease Trust A (b)	n/a	n/a	93,6
Dutch Gas Lease Holding B, LLC	n/a	n/a	74,7
Dutch Gas Lease Trust B (b)	n/a	n/a	74,7
Dutch Gas Lease Holding C, LLC	n/a	n/a	70,8
Dutch Gas Lease Trust C (b)	n/a	n/a	70,8
NUON Lease, Inc.	1,000	100	140,1
NUON Lease Holding D, LLC	n/a	n/a	91,8
NUON Trust D (b)	n/a	n/a	91,8

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## ITEM 1. SYSTEM COMPANIES AND INVESTMENTS THEREIN AS OF DECEMBER 31, 2002.

(Continued)

Name of Company (Add abbreviation used herein)	Number of Common Shares Owned	Percentage of Voting Power	Iss Bo Va
-----	-----	-----	---
NUON Lease Holding E, LLC	n/a	n/a	68,8

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NUON Trust E (b)	n/a	n/a	68,8
NUON Lease Holding F, LLC	n/a	n/a	45,1
NUON Trust F (b)	n/a	n/a	45,1
GAMOG Lease, Inc.	1,000	100	108,8
GAMOG Lease Holding G, LLC	n/a	n/a	34,7
GAMOG Trust G (b)	n/a	n/a	34,7
GAMOG Lease Holding H, LLC	n/a	n/a	82,6
GAMOG Trust H (b)	n/a	n/a	82,6
GAMOG Lease Holding I, LLC	n/a	n/a	41,6
GAMOG Trust I (b)	n/a	n/a	41,6
Clairton, Inc.	1,000	100	19,2
Clairton, LLC	1,000	85	26,5
Clairton 2, Inc.	1,000	100	4,3
Carbontronics, Inc.	1,000	100	28,7
Carbontronics, LLC	1,000	99	18,1
SE Choctaw, Inc. (g)	1,000	100	79,0
SE Choctaw II, LLC (h)	n/a	100	77,0
SE Choctaw, LLC (i)	n/a	100	77,0
SOUTHERN COMPANY FUNDING CORPORATION	1,000	100	
SOUTHERN COMPANY GAS LLC (Southern Company GAS) (j)	n/a	100	40,5
SOUTHERN COMPANY SERVICES, INC. (SCS) (k)	14,500	100	(14,11
SOUTHERN COMMUNICATIONS SERVICES, INC. (Southern LINC)	500	100	89,3
SOUTHERN ELECTRIC RAILROAD COMPANY (SERC)	5,000	100	
SOUTHERN NUCLEAR OPERATING COMPANY, INC. (Southern Nuclear)	1,000	100	16,2
SOUTHERN POWER COMPANY	1,000	100	746,6
Cherokee Falls Development of South Carolina LLC (Cherokee) (l)	n/a	100	
Klondike Development LLC (Klondike)	n/a	100	6
Madison County Energy Center LLC (Madison)	n/a	100	
Southern Company-Florida LLC	1,000	100	170,5
Southern Company-Jet Port LLC (m)	1,000	100	3,7

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Name of Company (Add abbreviation used herein) -----	Number of Common Shares Owned -----	Percentage of Voting Power -----	Iss Bo Va --
SOUTHERN TELECOM, INC. (Southern Telecom)	1,000	100	5,3
SOUTHERN MANAGEMENT DEVELOPMENT, INC. (Southern Management) (e)	500	100	19,9
Southern Company Holdings, Inc.	889	8.89	268,2

## Notes to Item 1:

- (a) Inactive and/or dissolved. The Alabama Power Capital Trusts I, II and III were dissolved in January 2003. The Mississippi Power Capital Trust I was dissolved in July 2002. The Southern Company Capital Trust III and Georgia Power Capital Trusts I and III were dissolved in September 2002 and the Georgia Power Capital Trust II was dissolved in December 2002.
- (b) A Delaware business trust. The form of equity investment is paid in capital.
- (c) SEGCO is 50% owned by ALABAMA and 50% owned by GEORGIA. The amounts shown reflect the respective ownership interests of each company.
- (d) Promissory note due on demand; interest rate, based on GEORGIA's embedded cost of capital was 9.31% at January 1, 2003.
- (e) Southern Company Holdings, Inc. is partially owned by Southern Management.
- (f) A Delaware corporation organized on October 7, 2002.
- (g) A Mississippi corporation organized on October 8, 2002.
- (h) A Delaware limited liability company organized on September 6, 2002. Also qualified to do business in Mississippi on November 25, 2002.
- (i) A Delaware limited liability company organized on September 6, 2002. Also qualified to do business in Mississippi on December 5, 2002.
- (j) A Georgia limited liability company organized on June 3, 2002.
- (k) See Consolidating Statements of Comprehensive Income on page A-16 herein for item affecting
- (l) A Delaware limited liability company organized on November 29, 2001.
- (m) A Delaware limited liability company organized on March 26, 2002. Also qualified to do business in Georgia on March 27, 2002.

## ITEM 2. ACQUISITION OR SALES OF UTILITY ASSETS.

NONE.

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

NONE.

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

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Name of Issuer and Title of Issue -----	Name of Company Acquiring, Redeeming or Retiring Securities -----	Number of Shares or Principal Amount -----			Co -----
		Acquired -----	Redeemed -----	Retired -----	
SOUTHERN:					
Trust Preferred Securities Southern Company Capital Trust III	SOUTHERN	None	\$200,000,000	\$200,000,000	
ALABAMA:					
First Mortgage Bonds 7.75% Series due 2023	ALABAMA	None	\$100,000,000	\$100,000,000	
7.45% Series due 2023	ALABAMA	None	\$150,000,000	\$150,000,000	
7.30% Series due 2023	ALABAMA	None	\$100,000,000	\$100,000,000	
Senior Notes 6.50% Series due 2018	ALABAMA	None	\$217,875,000	\$217,875,000	
6.375 Series due 2018	ALABAMA	None	\$100,000,000	\$100,000,000	
6.25% Series due 2010	ALABAMA	None	\$100,000,000	\$100,000,000	
Preferred Stock Auction Rate Series 1988	ALABAMA	None	\$50,000,000	\$50,000,000	
Auction Rate Series 1993	ALABAMA	None	\$20,000,000	\$20,000,000	
Trust Preferred Securities ALABAMA TRUST I	ALABAMA	None	\$97,000,000	\$97,000,000	
ALABAMA TRUST II	ALABAMA	None	\$200,000,000	\$200,000,000	
ALABAMA TRUST III	ALABAMA	None	\$50,000,000	\$50,000,000	
GEORGIA:					
First Mortgage Bonds 6.07% Series due 2005	GEORGIA	None	\$1,860,000	\$1,860,000	
Senior Notes Variable Rate Series E due 2002	GEORGIA	None	\$300,000,000	\$300,000,000	
5.75% Series F due 2003	GEORGIA	None	\$30,000,000	\$30,000,000	
Pollution Control Revenue Bonds 6.25% Series due 2019	GEORGIA	None	\$3,200,000	\$3,200,000	
6% Series due 2018	GEORGIA	None	\$4,600,000	\$4,600,000	
Trust Preferred Securities GEORGIA TRUST I	GEORGIA	None	\$225,000,000	\$225,000,000	
GEORGIA TRUST II	GEORGIA	None	\$189,250,000	\$189,250,000	
GEORGIA TRUST III	GEORGIA	None	\$175,000,000	\$175,000,000	
GULF:					
Senior Notes 6.70% Series due 2038	GULF	None	\$454,000		None



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

Calendar Year 2002

Name of Issuer and Title of Issue -----	Name of Company Acquiring, Redeeming or Retiring Securities -----	Number of Shares or Principal Amount -----				Co -----
		Acquired -----	Redeemed -----	Retired -----		
GULF (continued):						
Pollution Control Bonds						
6.20% Series due 2023	GULF	None	\$13,000,000		None	
6.30% Series due 2024	GULF	None	\$22,000,000		None	
Variable rate Series due 2024	GULF	None	\$20,000,000		None	
MISSISSIPPI:						
First Mortgage Bonds						
7.45% Series due 2023	MISSISSIPPI	None	\$650,000		None	
Pollution Control Bonds						
5.80% Series due 2002	MISSISSIPPI	None	\$20,000		None	
Variable rate Series due 2022	MISSISSIPPI	None	\$16,750,000		None	
5.65% Series due 2023	MISSISSIPPI	None	\$7,875,000		None	
5.65% Series due 2023	MISSISSIPPI	None	\$18,000,000		None	
Senior Notes						
Series C Floating Rate due 2002	MISSISSIPPI	None	\$80,000,000		None	
Series A due 2038	MISSISSIPPI	None	\$550,000		None	
Trust Preferred Securities						
MISSISSIPPI TRUST I	MISSISSIPPI	None	1,400,000		None	
SAVANNAH:						
Senior Notes						
6 5/8% Intermediate Bonds due 2015	SAVANNAH	None	\$30,000,000		\$30,000,000	
First Mortgage Bonds						
7.40% Series due 2023	SAVANNAH	None	\$24,311,777		\$24,311,777	
SOUTHERN POWER:						
Senior Notes						
6.25% Series A due 2012	SOUTHERN POWER	None	\$575,000,000		\$575,000,000	

Note to Item 4: All transactions exempt pursuant to Rule 42(b)(2), (4) or (5) or authorized in

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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 -----	Carrying Value to Owner -----
SOUTHERN (one item)	(1)	538,935 shares	\$5,389,3
ALABAMA (one item)	(2)	204 shares	
ALABAMA (five items)	(3)	\$1,703,090	\$1,703,0
GEORGIA (one item)	(4)	3,604,674	\$2,220,8
GULF (nine items)	(2)	640 shares	
Southern Management (two items)	(5)	106,342 shares	\$117,8
	(5)	10.2%	\$2,061,2
SAVANNAH (one item)	(2)	301 shares	
SOUTHERN (one item)	(6)	option for 323,812 shares	\$5,025,5
Southern Telecom (one item)	(7)	4,214,539 warrants	\$281,0

### Notes to Item 5:

(1) Represents SOUTHERN's investment in Pantellos. 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) Investment in a limited partnership that consists of energy related companies.

(6) Represents SOUTHERN's option on Mirant Corporation (Mirant) shares used in 2003 to settle certain employee compensation liabilities related to a long-term incentive plan assumed in connection with the spin-off of Mirant (File No. 70-9727). The option was settled in cash on March 15, 2003 and the related liabilities have also been paid

(7) Investment made in a research and development enterprise dedicated to developing power line communication technology.

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## ITEM 6. OFFICERS AND DIRECTORS.

### PART I.

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

Principal Business Address	Code
-----	

270 Peachtree Street Atlanta, GA 30303	(a)
---	-----

600 North 18th Street Birmingham, AL 35291	(b)
---	-----

241 Ralph McGill Boulevard, N.E. Atlanta, GA 30308-3374	(c)
--	-----

One Energy Place Pensacola, FL 32520	(d)
---	-----

2992 West Beach Boulevard Gulfport, MS 39501	(e)
---	-----

600 East Bay Street Savannah, GA 31401	(f)
---	-----

5555 Glenridge Connector Atlanta, GA 30342	(g)
---	-----

42 Inverness Center Parkway Birmingham, AL 35242	(h)
---	-----

40 Inverness Center Parkway Birmingham, AL 35242	(i)
---	-----

601 Pennsylvania Ave., NW Suite 800 South Washington, DC 20004	(j)
--	-----

1403 Foulk Road Foulkstone Plaza Suite 102-9 Wilmington, DE 19803	(k)
---	-----

4000 DeKalb Technology Parkway Suite 100 Atlanta, GA 30340	(l)
--	-----

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

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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

## 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
H. Allen Franklin	D, P, CEO, CH
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
Donald M. James P. O. Box 385014 Birmingham, AL 35238-5014	D
Zack T. Pate 700 Galleria Parkway Atlanta, GA 30339	D

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

### SOUTHERN (continued)

Name and Principal Address (a)	Position
Gerald J. St. Pe' P. O. Box 149 Pascagoula, MS 39568	D
Dwight H. Evans	EVP
Leonard J. Haynes	EVP
G. Edison Holland	EVP, L
Gale E. Klappa	EVP
Charles D. McCrary (b)	EVP
David M. Ratcliffe (c)	EVP
David R. Altman	VP
Rebecca A. Blalock (c)	VP
Jackie J. Collins	VP

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Ellen N. Lindemann	VP
Joseph A. Miller (j)	VP
W. Dean Hudson (c)	CAO,C
Tommy Chisholm	S

## ALABAMA

Name and Principal Address (b)	Position
Whit Armstrong P. O. Box 900 Enterprise, AL 36331	D
David J. Cooper 118 N. Royal Street Mobile, AL 36602	D
H. Allen Franklin (a)	D
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
Charles D. McCrary	D,P,CEO
Mayer Mitchell 3800 Airport Boulevard, Suite 301 Mobile, AL 36608	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
William B. Hutchins, III	EVP,CFO,T
C. Alan Martin	EVP
Steven R. Spencer	EVP
Robert Holmes, Jr.	SVP
Robin A. Hurst	SVP
Rodney O. Mundy	SVP,L
Michael L. Scott	SVP
Jerry L. Stewart	SVP
Art P. Beattie	VP,CAO,C

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Christopher T. Bell	VP
Williard L. Bowers	VP
Gerald L. Johnson	VP
Marsha S. Johnson	VP
William B. Johnson	VP
J. Bruce Jones	VP
William B. Keller	VP
Bobby Kerley	VP
Bobbie J. Knight	VP
Ellen N. Lindemann (a)	VP
Gordon Martin	VP
Donald W. Reese	VP
Julia H. Segars	VP
Julian H. Smith, Jr.	VP
W. Ronald Smith	VP
Cheryl A. Thompson	VP
Terry H. Waters	VP
William E. Zales, Jr.	VP,S

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

### ALABAMA PROPERTY COMPANY

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

### ALABAMA ENERGY PROVIDERS, INC.

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

### GEORGIA

Name and Principal Address (c)	Position
Juanita Baranco	D
7060 Jonesboro Road	
Morrow, GA 30260	
Anna R. Cablik	D
1513 Johnson Ferry Road	
Suite B-20	
Marietta, GA 30062	
H. Allen Franklin (a)	D
L. G. Hardman III	D
P. O. Box 149	
Commerce, GA 30529	

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G. Joseph Prendergast 100 North Main Street Winston-Salem, NC 27101	D
David M. Ratcliffe	D,P,CEO
Richard W. Ussery 1600 First Avenue Columbus, GA 31902-1755	D
William Jerry Vereen P. O. Box 1663 Moultrie, GA 31776-1663	D
Carl Ware P. O. Box Drawer 1734, Nat 25 Atlanta, GA 30301	D
E. Jenner Wood, III P.O. Box 4418 M.C. 0445 Atlanta, GA 30302	D
William C. Archer, III	EVP
Allen L. Leverett	EVP,T,CFO
Judy M. Anderson	SVP
Ronnie L. Bates	SVP
M. A. Brown	SVP
James K. Davis	SVP
Christopher C. Womack	SVP
W. Craig Barrs	VP
A. Bryan Fletcher	VP
J. Kevin Fletcher	VP
O. Ben Harris	VP
W. Ron Hinson	VP,C,CAO
Chris M. Hobson	VP
Ed F. Holcombe	VP
Richard L. Holmes	VP
E. Lamont Houston	VP
Anne Kaiser	VP
Ellen N. Lindemann (a)	VP
Frank J. McCloskey	VP
Leslie Sibert	VP
James E. Sykes	VP
Jeffrey L. Wallace	VP
Janice G. Wolfe	S

## PIEDMONT

Name and Principal Address (c)	Position
David M. Ratcliffe	D,P
Allen L. Leverett	D,EVP,T
Janice G. Wolfe	D,VP,S

## SEGCO

Name and Principal Address (b)	Position
Art P. Beattie	D,C
William P. Bowers	D,VP
Robert L. Boyer	D
Allen L. Leverett (c)	D
William B. Hutchins, III	D,VP
Charles D. McCrary	D,P
David M. Ratcliffe (c)	D,VP
Jerry L. Stewart	D
Christopher C. Womack	D
William E. Zales, Jr.	S
J. Randy DeRieux	T

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

## GULF

Name and Principal Address (d)	Position
C. LeDon Anchors 909 Mar Walt Drive Suite 1014 Fort Walton Beach, FL 32547	D
William C. Cramer 2251 West 23rd Street Panama City, FL 32405	D
Fred C. Donovan, Sr. P. O. Box 13370 Pensacola, FL 32591	D
Thomas A. Fanning	D, P, CEO
H. Allen Franklin (a)	D
William D. Pullum 8494 Navarre Parkway Navarre, FL 32566	D
Joseph K. Tannehill 10 Arthur Drive Lynn Haven, FL 32444	D
F. M. Fisher, Jr.	VP
J. E. Hodges, Jr.	VP
Ronnie R. Labrato	VP, CFO, CAO, C
Ellen N. Lindemann (a)	VP
Warren E. Tate	VP, S, T
Gene L. Ussery, Jr. (e)	VP

## MISSISSIPPI

Name and Principal Address (e)	Position
Tommy E. Dulaney P. O. Box 2929 Meridian, MS 39302	D
Michael D. Garrett	D, P, CEO
Linda T. Howard P.O. Box 1588 Laurel, MS 39401	D
Robert C. Khayat P. O. Box 1848, 123 Lyceum University, MS 38677	D
Aubrey K. Lucas Box 5164 Hattiesburg, MS 39406	D
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



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H. Ed Blakeslee	VP
Ellen N. Lindemann (a)	VP
Don E. Mason	VP
Michael L. Scott	VP
Michael W. Southern	VP, CFO, T
Gene L. Ussery, Jr.	VP
Frances V. Turnage	C
Vicki L. Pierce	S

## MISSISSIPPI POWER SERVICES, INC.

Name and Principal Address (e)	Position
--------------------------------	----------

H. Ed Blakeslee	D, P, CEO
Michael D. Garrett	D, CH
Don E. Mason	D, VP
Michael W. Southern	D, VP, T, CFO
Gene L. Ussery, Jr.	D, VP
Frances V. Turnage	CAO, C
Vicki L. Pierce	S

## SAVANNAH

Name and Principal Address (f)	Position
--------------------------------	----------

Gus H. Bell, III	D
P. O. Box 14247	
Savannah, GA 31416	
Archie H. Davis	D
P. O. Box 188	
Savannah, GA 31402	
Anthony R. James	D, P, CEO
Walter D. Gnann	D
P. O. Box 334	
Springfield, GA 31329	
Robert B. Miller, III	D
P. O. Box 8003	
Savannah, GA 31412	
Arnold M. Tenenbaum	D
P. O. Box 2567	
Savannah, GA 31498	
W. Miles Greer	VP
Leonard J. Haynes (a)	VP
Ellen N. Lindemann (a)	VP
Sandra R. Miller	VP
Kirby R. Willis	VP, T, CFO
Nancy Frankenhauser	S, CAO, C

## SCS

Name and Principal Address (c)	Position
--------------------------------	----------

H. Allen Franklin (a)	D, P, CEO
Charles D. McCrary (b)	D
David M. Ratcliffe	D
W. Paul Bowers (b)	EVP
Dwight H. Evans (a)	EVP
Leonard J. Haynes (a)	EVP
G. Edison Holland, Jr. (a)	EVP, L
Gale E. Klappa (a)	EVP
Susan N. Story (b)	EVP
Andrew J. Dearman, III (b)	SVP

## ITEM 6. OFFICERS AND DIRECTORS

## PART I. (Continued)

## SCS (continued)

Name and Principal Address (c)	Position
Charles H. Goodman (b)	SVP
Carson B. Harreld (a)	SVP, T
W. Dean Hudson	SVP, C, CFO
Douglas E. Jones (a)	SVP
Ellen N. Lindemann (a)	SVP
William K. Newman (b)	SVP
C. Philip Saunders (a)	SVP
Michael L. Scott	SVP
Jerry L. Stewart (b)	SVP
David R. Altman (a)	VP
Curtis Ashley Baker	VP
William O. Ball	VP
Robert A. Bell (a)	VP
Ronald P. Bertasi (l)	VP
Ronald R. Campbell	VP
Tommy Chisholm (a)	VP, S
David L. Coker	VP
Jackie J. Collins (a)	VP
James M. Corbitt (b)	VP
Ed Day (a)	VP
James C. Fleming (a)	VP
Barbara S. Hingst	VP
Charles D. Long, IV (b)	VP
Jacquelyn Lowe	VP
William L. Marshall, Jr. (b)	VP
Christopher S. Miller (a)	VP
James H. Miller, III (b)	VP
Joseph A. Miller (j)	VP
Sandra R. Miller (f)	VP
Karl R. Moor (j)	VP
Robert G. Moore (d)	VP
Rodney O. Mundy (b)	VP
Earl B. Parsons, III (b)	VP
Cliff S. Thrasher (a)	VP
Anthony J. Topazi (b)	VP
Gene L. Ussery, Jr. (e)	VP
Stephen A. Wakefield (a)	VP

## Southern LINC

Name and Principal Address (g)	Position
Robert G. Dawson	D, P, CEO
H. Allen Franklin (a)	D
Gale E. Klappa (a)	D
Charles D. McCrary (b)	D
David M. Ratcliffe (c)	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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## SERC

Name and Principal Address (h)	Position
W. Paul Bowers (b)	D,P
T. Roy Harrell (b)	VP
Sandra R. Miller (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
Charles D. McCrary (b)	D
David M. Ratcliffe (c)	D
Jackie D. Woodard	EVP
James W. Averett	VP
James B. Beasley	VP
John E. Garlington	VP
Jeffrey T. Gasser	VP
Kathleen S. King	VP,CFO,C,T
Ellen N. Lindemann (a)	VP
Louis B. Long	VP
John O. Meier	VP,L
H. Lewis Sumner, Jr.	VP
Sherry A. Mitchell	S

## Southern Company Holdings, Inc.

Name and Principal Address (a)	Position
H. Allen Franklin	D
Gale E. Klappa	D
Carson B. Harreld	D,P,CEO
Allen L. Leverett (c)	D
Christopher J. Kysar	VP,T
Tommy Chisholm	S

## Southern Company Energy Solutions LLC

Name and Principal Address (l)	Position
Ronald P. Bertasi	P,CEO
Robert M. Gilbert	VP,CFO
Jackie Chen	T
Tommy Chisholm (a)	S

## SE Finance Capital Corporation

Name and Principal Address (a)	Position
H. Allen Franklin	D
Carson B. Harreld	D,P,CEO
Gale E. Klappa	D
Allen L. Leverett (c)	D
James C. Fleming	VP
Christopher J. Kysar	VP,T,CFO
Tommy Chisholm	S

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

### SE Finance Capital Corporation II

Name and Principal Address (a)	Position
H. Allen Franklin	D
Carson B. Harreld	D,P,CEO
Gale E. Klappa	D
Allen L. Leverett (c)	D
James C. Fleming	VP
Christopher J. Kysar	VP,T,CFO
Tommy Chisholm	S

### SE Choctaw Inc.

Name and Principal Address (a)	Position
H. Allen Franklin	D
Carson B. Harreld	D,P,CEO
Gale E. Klappa	D
Allen L. Leverett (c)	D
James C. Fleming	VP
Christopher J. Kysar	VP,T,CFO
Tommy Chisholm	S

### Southern Energy Finance Company Inc.

Name and Principal Address (a)	Position
H. Allen Franklin	D
Carson B. Harreld	D,P,CEO
Gale E. Klappa	D
Allen L. Leverett (c)	D
James C. Fleming	VP
Christopher J. Kysar	VP,T,CFO
Tommy Chisholm	S

### Southern Power Company

Name and Principal Address (a)	Position
W. Paul Bowers (b)	D,P,CEO
H. Allen Franklin	D
Gale E. Klappa	D
Charles D. McCrary (b)	D
David M. Ratcliffe (c)	D
James H. Miller, III (b)	SVP,L
Robert G. Moore (d)	SVP
Susan N. Story (b)	SVP
Cliff S. Thrasher	VP,C,CFO
Ed Day	VP
Douglas E. Jones	VP
Anthony J. Topazi (b)	VP
Christopher Kysar	T
Tommy Chisholm	S

### Southern Company-Florida LLC

Name and Principal Address (a)	Position
W. Paul Bowers (b)	P,CEO
Cliff S. Thrasher	VP,T
Tommy Chisholm	S

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## Southern Company-Jet Port LLC

Name and Principal Address (a)	Position
--------------------------------	----------

W. Paul Bowers (b)	P, CEO
James H. Miller, III	VP
Cliff S. Thrasher	CFO, T
Tommy Chisholm	S

## Southern Company Funding Corporation

Name and Principal Address (a)	Position
--------------------------------	----------

Gale E. Klappa	D
Carson B. Harreld	D, P, CEO
Earl C. Long	D, VP, CFO, T

## EPZ Lease, 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
Carson B. Harreld (a)	D, P, CEO
Daniel P. McCollum	D, S
Morris, James, Hitchens &	
Williams LLP	
222 Delaware Avenue	
Wilmington, DE 19899	
Judith A. Rosenberg (a)	D, C
James C. Fleming (a)	VP

## EPZ Lease, LLC

Name and Principal Address (k)	Position
--------------------------------	----------

Southern Energy Finance	Member
Company Inc.	
EPZ Lease, Inc.	Member

## EPZ Lease Holding A, LLC

Name and Principal Address (k)	Position
--------------------------------	----------

EPZ Lease, Inc.	Member
EPZ Lease, LLC	Member

## EPZ LeaseHolding B, LLC

Name and Principal Address (k)	Position
--------------------------------	----------

EPZ Lease, Inc.	Member
EPZ Lease, LLC	Member

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## ITEM 6. OFFICERS AND DIRECTORS

### PART I. (Continued)

## EPZ Lease Holding C, LLC

Name and Principal Address (k)	Position
--------------------------------	----------

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

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

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

Carson B. Harreld (a)	D,P,CEO
Christopher J. Kysar (a)	D,VP
Daniel P. McCollom	D
Morris, James, Hitchens &	

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Williams LLP  
 222 Delaware Avenue  
 Wilmington, DE 19899  
 Judith A. Rosenberg (a) D,C

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

Clairton 2, Inc.  
 Name and Principal Address (k) Position  
 -----  
 William R. Bechstein D,VP  
 1105 N. Market Street  
 Suite 1300  
 Wilmington, DE 19801  
 Christopher J. Kysar (a) D,VP,T,CFO  
 Carson B. Harreld (a) D,P,CEO  
 Daniel P. McCollum D,S  
 Morris, James, Hitchens &  
 Williams LLP  
 222 Delaware Avenue  
 Wilmington, DE 19899  
 Judith A. Rosenberg (a) D,C  
 James C. Fleming (a) VP

Clairton, LLC  
 Name and Principal Address (k) Position  
 -----  
 Clairton, Inc. Member  
 Clairton 2, Inc. Member

Carbontronics, Inc.  
 Name and Principal Address (a) Position  
 -----  
 Carson B. Harreld D,CEO,P  
 Christopher J. Kysar D,VP,T,CFO  
 Judith A. Rosenberg D  
 James C. Fleming VP  
 Tommy Chisholm S

Carbontronics, LLC  
 Name and Principal Address (k) Position  
 -----  
 Carbontronics, Inc. Member  
 SE Finance Company, Inc. Member

Southern Telecom, Inc.  
 Name and Principal Address (g) Position



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Robert G. Dawson	D,P,CEO
H. Allen Franklin (a)	D
Gale E. Klappa (a)	D
Charles D. McCrary (b)	D
David M. Ratcliffe (c)	D
R. Craig Elder	VP,CFO,T
Tommy Chisholm (a)	S
Carmine A. Reppucci	C

Southern Management	
Name and Principal Address (l)	Position
Ronald P. Bertasi	D,P,CEO
H. Allen Franklin (a)	D
Leonard J. Haynes (a)	D
Gale E. Klappa (a)	D
Charles D. McCrary (b)	D
David M. Ratcliffe (c)	D
Robert M. Gilbert	VP,CFO,T
Tommy Chisholm (a)	S

Synfuel Services Inc.	
Name and Principal Address (b)	Position
W. Paul Bowers	D
Jerry L. Stewart	D,P
Anthony J. Topazi	D,VP
Art P. Beattie	VP
Earl B. Parsons, III	VP
Tommy Chisholm (a)	S
Cliff S. Thrasher (a)	T

Energy Related Activities, Inc.	
Name and Principal Address (b)	Position
W. Paul Bowers	D
Jerry L. Stewart	D,VP
Anthony J. Topazi	D,P
Art P. Beattie	VP
Earl B. Parsons, III	VP
Tommy Chisholm (a)	S
Cliff S. Thrasher (a)	T

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

Alabama Synfuel Energy, Inc.	
Name and Principal Address (b)	Position
W. Paul Bowers	D
Jerry L. Stewart	D,VP
Anthony J. Topazi	D,P
Art P. Beattie	VP
Tommy Chisholm (a)	S
Cliff S. Thrasher (a)	T

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## Klondike Development LLC

Name and Principal Address (a)	Position
--------------------------------	----------

W. Paul Bowers (b)	D
Cliff S. Thrasher	CFO, T
Tommy Chisholm	S
Southern Power Company	Member

## Southern Company Electrotechnologies, Inc.

Name and Principal Address (a)	Position
--------------------------------	----------

H. Allen Franklin	D
Carson B. Harreld	D,P,CEO
Gale E. Klappa	D
Allen L. Leverett (c)	D
James C. Fleming	VP
Christopher J. Kysar	VP,T
Tommy Chisholm	S

## Cherokee Falls Development of South Carolina LLC

Name and Principal Address (a)	Position
--------------------------------	----------

W. Paul Bowers (b)	P,CEO
James H. Miller, III (b)	VP
Cliff S. Thrasher	CFO,T
Anthony J. Topazi (b)	VP
Tommy Chisholm	S

## Madison County Energy Center LLC

Name and Principal Address (a)	Position
--------------------------------	----------

W. Paul Bowers (b)	P,CEO
Cliff S. Thrasher	CFO,T
James H. Miller, III	VP
Anthony J. Topazi	VP
Tommy Chisholm	S

## Southern Company GAS

Name and Principal Address (a)	Position
--------------------------------	----------

C. Philip Saunders	P,CEO
Constance J. Erickson	C
Tommy Chisholm	S
Carson B. Harreld	T

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## 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	Ap Exe
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Daniel P. Amos	Synovus Financial Corporation, Columbus, GA	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, Chief Executi Officer, President
Gus H. Bell, III	SunTrust Bank, Savannah, GA	Director
David J. Cooper	SouthTrust Bank, Birmingham, AL	Director
Archie H. Davis	The Savannah Bancorp, Savannah, GA	President, Chief Executive Officer
	The Savannah Bank N.A., Savannah, GA	Chief Executive Officer
	Bryan Bank & Trust, Richmond Hill, GA	Director
H. Allen Franklin (a); (c); (d); (e); (f)	SouthTrust Corporation, Birmingham, AL	Director
Michael D. Garrett	Hancock Bank, Gulfport, MS	Director
L. G. Hardman III	nBank.Corp., Commerce, GA	Chairman of the Board of Directors and Chief Executive Officer
	nBank N.A., Commerce, GA	Chairman of the Board of Directors
G. Edison Holland	FCB Financial Corporation, Savannah, GA	Director
Charles D. McCrary	AmSouth Bancorporation, Birmingham, AL	Director
	AmSouth Bank, Birmingham, AL	Director
Anthony R. James	SunTrust Bank, Savannah, GA	Director
Donald M. James	SouthTrust Corporation, Birmingham, AL	Director
Carl E. Jones, Jr.	Regions Financial Corporation, Birmingham, AL	Chairman of the Board of Directors, President, Chief Executive Officer
Bobby J. Kerley	Mid South Bank, Eufaula, AL	Director
Wallace D. Malone, Jr.	SouthTrust Corporation, Birmingham, AL	Chairman of the Board of Directors and Chief Executive Officer
Mayer Mitchell	The Banc of Birmingham, 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	Ap Exe
C. Dowd Ritter, III	AmSouth Bancorporation, Birmingham, AL	Chairman, Chief	

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	AmSouth Bank, Birmingham, AL	Executive Officer	(c)
		Chairman, Chief	
George A. Schloegel	Hancock Bank - Mississippi, Gulfport, MS	Executive Officer	(c)
		Director, Chief	
		Executive Officer	
	Hancock Holding Company, Gulfport, MS	and President	(c)
		Vice Chairman of	
		the Board	
		of Directors	(c)
	Hancock Bank - Louisiana, Baton Rouge, LA	Director	(d)
Steven R. Spencer	AmSouth Bank, Birmingham, AL	Director	(c)
W. Ronald Smith	SouthTrust Bank of Calhoun County, N.A.		
	Anniston, AL	Director	(c)
Gerald St. Pe'	Merchants & Marine Bank, Pascagoula, MS	Director	(a)
Philip J. Terrell	Hancock Bank, Gulfport, MS	Director	(c)
Gene Warr	Coast Community Bank, Biloxi, MS	Director	(c)
E. Jenner Wood, III	SunTrust Bank of Georgia, Atlanta, GA	Chairman, President	(c)
		and Chief	
		Executive Officer	
James W. Wright	First Tuskegee Bank, Montgomery, AL	Chairman of the	
		Board of	
		Directors and	
		Chief Executive	
		Officer	(c)

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### ITEM 6. EXECUTIVE COMPENSATION. PART III.

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#### (a) Summary Compensation Tables.

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The following tables set forth information concerning any Chief Executive Officer and the most highly compensated executive officers for SCS, Southern LINC, Southern Telecom, Southern Management and Southern Nuclear serving as of December 31, 2002, 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 2003 Annual Meeting of Shareholders. SAVANNAH and SOUTHERN POWER are incorporated by reference to page numbers III-5 and III-6 in the SOUTHERN system's combined Form 10-K for the year ended December 31, 2002. SOUTHERN is incorporated by reference to "Summary Compensation Table" in SOUTHERN's definitive Proxy Statement relating to the 2003 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

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SCS  
SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	ANNUAL COMPENSATION			Restricted Stock Awards (\$) <sup>2</sup>	LONG-TERM Number of Securities Underlying Stock Options (Shares)
		Salary (\$)	Bonus (\$)	Other Annual Compensation (\$) <sup>1</sup>		
H. Allen Franklin President, Chief Executive Officer, Director	2002	929,215	1,984,320	7,080	-	382,242
	2001	855,969	1,867,320	2,770	648,863	497,790
	2000	655,806	1,014,696	8,305	-	85,354
Gale E. Klappa Executive Vice President	2002	377,163	546,971	4,546	-	56,210
	2001	321,052	410,810	9,303	-	79,319
	2000	284,015	273,165	8,812	-	24,602
G. Edison Holland Executive Vice President	2002	364,868	416,003	69,102	-	54,624
	2001	333,539	324,022	24,036	-	68,071
	2000	-	-	-	-	-
Dwight H. Evans Executive Vice President	2002	353,038	402,519	10,365	-	52,854
	2001	326,876	296,139	51,963	-	91,299
	2000	-	-	-	-	-
W. Paul Bowers Executive Vice President	2002	329,570	403,433	12,337	-	50,046
	2001	273,758	273,630	3,072	-	51,740
	2000	168,077	175,686	116	-	18,236

1 Tax reimbursements on certain perquisites. In 2002, Mr. Holland's amount includes \$59,548 assistance associated with relocation. In 2001, Mr. Holland's amount included \$17,015 in tax assistance associated with relocation.

2 The amount for Mr. Franklin reflects the value of the grant of restricted stock units on the date granted. The restricted stock units vested on April 2, 2001 and were transferred to SOUTHERN's Deferred Compensation Plan. 3 Payout of performance dividend equivalents on stock options granted after 1996 that were held by the executive at the end of the performance periods under the Omnibus Incentive Compensation Plan for the four-year performance periods ended December 31, 2000, 2001 and 2002, respectively. Dividend equivalents can range from 25 percent of the common stock dividend paid during the last year of the performance period if total shareholder return over the four-year period, compared to a group of other large utility companies, is at the 30th percentile to 100 percent of the dividend paid if it reaches the 90th percentile. The Southern Company Compensation and Management Succession Committee can increase the payout of performance dividends by up to 200 percent if necessary to maintain the competitiveness of Southern Company's executive compensation program. For eligible stock options held on December 31, 2000, 2001 and 2002, all named executives received a payout of \$.90, \$1.34 and \$1.355 per option, respectively.

4 SCS contributions in 2002 to the Employee Savings Plan (ESP), Employee Stock Ownership Plan (ESOP), non-pension related accruals under the Supplemental Benefit Plan (SBP) and tax sharing benefits payable to participants who elected receipt of dividends on SOUTHERN's common stock held in the ESP are as follows:

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Name	ESP	ESOP	SBP	ESP Tax Sharing Benefit
----	----	---	-----	-----
H. Allen Franklin	\$12,683	\$701	\$43,160	\$5,278
Gale E. Klappa	8,250	701	10,630	-
G. Edison Holland	7,603	701	10,643	792
Dwight H. Evans	7,746	701	10,189	5,049
W. Paul Bowers	7,701	701	8,400	-

In 2001, this amount includes for Messrs. Evans, Holland and Bowers additional incentive compensation of \$31,628 and \$24,380, respectively. In 2001 and 2002, these amounts for Mr. Holland also included \$70,307, respectively of additional relocation expenses.

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## Southern LINC SUMMARY COMPENSATION TABLE

Name and Principal Position	ANNUAL COMPENSATION				LONG-TERM INCENTIVE COMPENSATION	
	Year	Salary (\$)	Bonus (\$)	Other Annual Compensation (\$) <sup>1</sup>	Restricted Stock Awards (\$)	Number of Securities Underlying Stock Options (Shares)
Robert G. Dawson 4 President, Chief Executive Officer, Director	2002	269,682	310,687	5,798	-	31,997
	2001	245,269	197,310	2,774	-	54,900
	2000	235,091	118,760	9,297	-	20,431
R. Craig Elder Vice President, Chief Financial Officer, Treasurer	2002	165,763	187,069	1,664	-	12,458
	2001	153,433	98,373	-	-	19,007
	2000	139,789	68,562	-	-	5,809
Rodney H. Johnson Vice President	2002	136,075	135,639	206	-	7,374
	2001	120,786	58,915	-	-	7,703
	2000	113,927	40,799	2,310	-	3,971
Julie T. Pigott Vice President	2002	134,060	133,223	-	-	7,242
	2001	120,786	58,915	-	-	7,703
	2000	101,081	40,799	-	-	3,971

1 Tax reimbursements on certain perquisites.

2 Payout of performance dividend equivalents on stock options granted after 1996 that were held by the executive at the end of the performance periods under the Omnibus Incentive Compensation Plan for the four-year performance periods ended December 31, 2000, 2001 and 2002, respectively. Dividend equivalents can range from 25 percent of the common stock dividend paid during the last year of the performance period if total shareholder return over the four-year period, compared to a group of other large utility companies, is at the 30th percentile to 100 percent of the dividend paid if it reaches the 90th percentile. The

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Southern Company Compensation and Management Succession Committee can increase the payout of performance dividends by up to 200 percent if necessary to maintain the competitiveness of Southern Company's executive compensation program. For eligible stock options held on December 31, 2000, 2001 and 2002, all named executives received a payout of \$.90, \$1.34, and \$1.355 per option, respectively.

3 SCS contributions in 2002 to the ESP, ESOP, non-pension related accruals under the SBP, and tax sharing benefits paid to participants who elected receipt of dividends on SOUTHERN's common stock held in the ESP are as follows:-

Name ----	ESP ---	ESOP ----	SBP ---	ESP Tax Sharing Benefit -----
Robert G. Dawson	\$7,634	\$701	\$5,759	\$5,251
R. Craig Elder	6,594	701	1,205	-
Rodney H. Johnson	3,665	701	92	-
Julie T. Pigott	5,370	701	674	-

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

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Southern Management  
and  
Southern Company GAS

### SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	ANNUAL COMPENSATION			LONG-TERM INCENTIVE PLAN PAYOUT	
		Salary (\$)	Bonus (\$)	Other Annual Compensation (\$) <sup>1</sup>	Restricted Stock Awards (\$)	Number of Underlying Stock Options (Shares)
-----						
Southern Management						
Ronald P. Bertasi 4 President, Chief Executive Officer, Director	2002	185,000	48,100	18,395	—	13,700
Southern Company GAS						
C. Philip Saunders 5 President, Chief Executive Officer	2002	221,321	210,821	—	—	26,100

1 Tax reimbursements on certain perquisites.

2 Payout of performance dividend equivalents on stock options granted after 1996 that were held by the executive at the end of the performance periods under the Omnibus Incentive Compensation Plan for the four-year performance periods

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ended December 31, 2000, 2001 and 2002, respectively. Dividend equivalents can range from 25 percent of the common stock dividend paid during the last year of the performance period if total shareholder return over the four-year period, compared to a group of other large utility companies, is at the 30th percentile to 100 percent of the dividend paid if it reaches the 90th percentile. The Southern Company Compensation and Management Succession Committee can increase the payout of performance dividends by up to 200 percent if necessary to maintain the competitiveness of Southern Company's executive compensation program. For eligible stock options held on December 31, 2000, 2001 and 2002, all named executives received a payout of \$.90, \$1.34 and \$1.355 per option, respectively.

3 SCS contributions in 2002 to the ESP, ESOP and non-pension related accruals under the SBP are

Name	ESP	ESOP	SBP
----	---	----	---
Ronald P. Bertasi	\$5,443	\$ -	\$1,558
C. Philip Saunders	7,491	701	3,362

4 Mr. Bertasi became the President and Chief Executive Officer of Southern Management on December

5 Mr. Saunders became the President and Chief Executive Officer of Southern Company GAS on July

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### Southern Nuclear SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	ANNUAL COMPENSATION				LONG-TERM
		Salary (\$)	Bonus (\$)	Other Annual Compensation (\$) <sup>1</sup>	Restricted Stock Awards (\$)	Number of Securities Underlying Stock Options (Shares)
-----						
W. G. Hairston, III President and Chief Executive Officer	2002	440,104	507,131	11,485	—	65,890
	2001	414,594	370,798	1,583	—	96,135
	2000	388,195	366,074	11,581	—	42,172
Jack D. Woodard Executive Vice President	2002	343,203	361,604	9,048	—	47,592
	2001	327,079	267,169	8,172	—	83,534
	2000	309,806	267,952	1,783	—	27,076
James B. Beasley, Jr. Vice President	2002	206,286	181,714	3,798	—	19,647
	2001	194,302	136,055	3,911	—	37,727
	2000	185,071	136,214	7,802	—	14,074
H. L. Sumner, Jr. Vice President	2002	208,321	179,632	5,931		20,004
	2001	199,067	137,354	6,184	—	42,248
	2000	190,529	137,676	117	—	14,453
Jeffrey T. Gasser <sup>4</sup> Vice President	2002	164,378	162,826	—	—	8,195
	2001	—	—	—	—	—
	2000	—	—	—	—	—



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David N. Morey	5	2002	167,768	140,503	7,718		20,863
Vice President		2001	208,950	140,074	8,046	-	48,844
		2000	200,626	140,717	1,104	-	17,379

1 Tax reimbursements on certain perquisites.

2 Payout of performance dividend equivalents on stock options granted after 1996 that were held by the executive at the end of the performance periods under the Omnibus Incentive Compensation Plan for the four-year performance periods ended December 31, 2000, 2001 and 2002, respectively. Dividend equivalents can range from 25 percent of the common stock dividend paid during the last year of the performance period if total shareholder return over the four-year period, compared to a group of other large utility companies, is at the 30th percentile to 100 percent of the dividend paid if it reaches the 90th percentile. The Southern Company Compensation and Management Succession Committee can increase the payout of performance dividends by up to 200 percent if necessary to maintain the competitiveness of Southern Company's executive compensation program. For eligible stock options held on December 31, 2000, 2001 and 2002, all named executives received a payout of \$.90, \$1.34 and \$1.355 per option, respectively.

3 Southern Nuclear contributions to the ESP, ESOP, non-pension related accruals under the SBP, 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	\$7,808	\$701	\$14,878	\$ 4,582
Jack D. Woodard	6,299	701	10,666	5,302
James B. Beasley, Jr.	7,171	701	2,865	3,082
H. L. Sumner, Jr.	7,665	701	2,498	-
Jeffrey T. Gasser	7,397	701	241	-
David N. Morey	6,962	701	1,416	-

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

5 Mr. Morey retired from Southern Nuclear effective October 1, 2002.

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## STOCK OPTION GRANTS IN 2002

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, 2002. ALABAMA, GEORGIA, GULF and MISSISSIPPI are incorporated by reference to the Information Statements relating to each of their respective 2003 Annual Meeting of Shareholders. SAVANNAH and SOUTHERN POWER are incorporated by reference to page number III-7 in the SOUTHERN system's combined Form 10-K for the year ended December 31, 2002. SOUTHERN is incorporated by reference to "Option Grants in 2002" under STOCK OPTIONS in SOUTHERN's definitive Proxy Statement relating to the 2003 Annual Meeting of Stockholders.

Individual Grants		
Number of	% of Total	
Securities	Options	Exercise
Underlying	Granted to	or

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Name	Share Options Granted <sup>1</sup>	Employees in Fiscal Year <sup>2</sup>	Base Price (\$/Sh) <sup>3</sup>	Ex Da
-----				
SCS				
H. Allen Franklin	382,242	4.8	25.26	0
Gale E. Klappa	56,210	0.7	25.26	0
Dwight H. Evans	52,854	0.7	25.26	0
G. Edison Holland, Jr.	54,624	0.7	25.26	0
W. Paul Bowers	50,046	0.6	25.26	0
Southern LINC				
Robert G. Dawson	31,997	0.4	25.26	0
R. Craig Elder	12,458	0.2	25.26	0
Rodney H. Johnson	7,374	0.1	25.26	0
Julie T. Pigott	7,242	0.1	25.26	0

-----  
1 Under the terms of the Omnibus Incentive Compensation Plan, stock option grants were made on February 1, 2002, and vest annually at a rate of one-third on the anniversary date of the grant. Grants fully vest on the anniversary date of the grant or on the date of termination as a result of death, total disability or retirement and expire five years after retirement or five years after death or total disability or their normal expiration date if earlier. The exercise price is the fair market value of the common stock of Southern Company on the date granted. Option grants may be transferred to certain family members, family trusts and family limited partnerships.

2 A total of 8,040,632 stock options were granted in 2002.

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

Volatility	Risk-free rate of return	Dividend Yield	Expected Term
-----	-----	-----	-----
26.34%	2.79%	4.63%	4.28 years
-----	-----	-----	-----

## STOCK OPTION GRANTS IN 2002 (continued)

Individual Grants				
Number of Securities Underlying Share Options	% of Total Options Granted to Employees in	Exercise or Base Price		Ex

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Name	Granted1	Fiscal Year2	(\$/Sh) 3	Da
-----				
Southern Management				
Ronald P. Bertasi	13,700	0.2	25.26	0
Southern Company GAS				
C. Philip Saunders	26,100	0.3	25.26	0
Southern Nuclear				
William G. Hairston, III	65,890	0.8	25.26	0
Jack D. Woodard	47,592	0.6	25.26	0
James B. Beasley, Jr.	19,647	0.2	25.26	0
H. L. Sumner, Jr.	20,004	0.2	25.26	0
Jeffrey T. Gasser	8,195	0.1	25.26	0
David N. Morey	20,863	0.3	25.26	1

-----  
1 Under the terms of the Omnibus Incentive Compensation Plan, stock option grants were made on Fe and vest annually at a rate of one-third on the anniversary date of the grant. Grants fully vest termination as a result of death, total disability or retirement and expire five years after reti years after death or total disability or their normal expiration date if earlier. The exercise p average of the high and low price of Southern Company's common stock on the date granted. Option transferred to certain family members, family trusts and family limited partnerships.

2 A total of 8,040,632 stock options were granted in 2002.

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

Volatility	Risk-free rate of return	Dividend Yield	Expected Term
-----			
26.34%	2.79%	4.63%	4.28 years
-----			

## AGGREGATED STOCK OPTION EXERCISES IN 2002 AND YEAR-END OPTION VALUES

Aggregated Stock Option Exercises. The following table sets forth information concerning options exercised during the year ending December 31, 2002 by the named executive officers and value of unexercised options held by them as of December 31, 2002. ALABAMA, GEORGIA, GULF and MISSISSIPPI are incorporated by reference to the Information Statements relating to each of their respective 2003 Annual Meeting of Shareholders. SAVANNAH and SOUTHERN POWER are incorporated by reference to page number III-8 in the SOUTHERN

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system's combined Form 10-K for the year ended December 31, 2002. SOUTHERN is incorporated by reference to "Aggregated Stock Option Exercises in 2002 and Year-End Option Values" under OPTION EXERCISES in SOUTHERN's definitive Proxy Statement relating to the 2003 Annual Meeting of Stockholders.

			Number of Unexercised Options at Fiscal Year-End (#)	
Name	Shares Acquired on Exercise (#)	Value Realized(\$) <sup>2</sup>	Exercisable	Unexercisable
-----				
SCS				
H. Allen Franklin	80,671	1,210,521	475,136	759,189
Gale E. Klappa	34,870	470,179	91,566	122,751
Dwight H. Evans	13,108	199,700	132,784	127,487
G. Edison Holland	27,116	366,568	48,561	113,562
W. Paul Bowers	11,801	156,131	63,861	94,171
Southern LINC				
Robert G. Dawson	8,074	116,226	81,749	79,388
R. Craig Elder	3,068	35,155	8,236	28,196
Rodney H. Johnson	-	-	5,215	13,833
Julie T. Pigott	-	-	5,215	13,701
Southern Management				
Ronald P. Bertasi	-	-	-	13,700
Southern Company GAS				
C. Philip Saunders	50,382	520,602	9,022	58,787
Southern Nuclear				
William G. Hairston, III	108,557	1,023,601	24,750	152,255
Jack D. Woodard	18,663	245,213	109,956	117,583
James B. Beasley, Jr.	14,076	195,058	43,511	52,232
H. L. Sumner, Jr.	18,381	269,391	47,526	55,803
Jeffrey T. Gasser	-	-	16,956	21,150
David N. Morey	22,435	328,051	118,085	-

-----  
1 This represents the excess of the fair market value of SOUTHERN's common stock of \$28.39 per share, as of December 31, 2002, 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, 2002.

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

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(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, 2002. 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, 2002. SOUTHERN is incorporated by reference to the Stock Ownership Table in SOUTHERN's definitive Proxy Statement relating to the 2003 Annual Meeting of Stockholders. ALABAMA, GEORGIA, GULF and MISSISSIPPI are incorporated by reference to the Information Statements relating to each of their respective 2003 Annual Meeting of Shareholders. SAVANNAH and SOUTHERN POWER are incorporated by reference to page numbers III-12 and III-13 in the SOUTHERN system's combined Form 10-K for the year ended December 31, 2002.

Name of Directors or Nominees and Executive Officers -----	Title of Class -----	Shares Beneficially Owned (1) -----	Shares Be Shares In Acquire W -----
SCS			
H. Allen Franklin	SOUTHERN Common	786,517	
David M. Ratcliffe	SOUTHERN Common	253,807	
Charles D. McCrary	SOUTHERN Common	177,749	
W. Paul Bowers	SOUTHERN Common	105,348	
Dwight H. Evans	SOUTHERN Common	159,781	
G. Edison Holland, Jr	SOUTHERN Common	52,386	
Gale E. Klappa	SOUTHERN Common	159,116	
The directors, nominees and executive officers of SCS as a Group	SOUTHERN Common	1,830,433 shares	
Southern LINC			
Robert G. Dawson	SOUTHERN Common	108,309	
H. Allen Franklin	SOUTHERN Common	786,517	
Gale E. Klappa	SOUTHERN Common	159,116	
Charles D. McCrary	SOUTHERN Common	177,749	
David M. Ratcliffe	SOUTHERN Common	253,807	
R. Craig Elder	SOUTHERN Common	11,374	
Rodney H. Johnson	SOUTHERN Common	10,852	
Julie T. Pigott	SOUTHERN Common	10,269	
The directors, nominees and executive officers of Southern LINC as a Group	SOUTHERN Common	1,517,993 shares	

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## ITEM 6. OFFICERS AND DIRECTORS. PART III.

Name of Directors or Nominees and Executive Officers -----	Title of Class -----	Shares Beneficially Owned (1) -----	Shares Be Shares In Acquire W -----
Southern Telecom			
Robert G. Dawson	SOUTHERN Common	108,309	
H. Allen Franklin	SOUTHERN Common	786,517	
Gale E. Klappa	SOUTHERN Common	159,116	
Charles D. McCrary	SOUTHERN Common	177,749	
David M. Ratcliffe	SOUTHERN Common	253,807	
R. Craig Elder	SOUTHERN Common	11,374	
The directors, nominees and executive officers of Southern Telecom as a Group	SOUTHERN Common	1,496,872 shares	
Southern Management			
Ronald P. Bertasi	SOUTHERN Common	108,309	
H. Allen Franklin	SOUTHERN Common	786,517	
Leonard J. Haynes	SOUTHERN Common	63,385	
Gale E. Klappa	SOUTHERN Common	159,116	
Charles D. McCrary	SOUTHERN Common	177,749	
David M. Ratcliffe	SOUTHERN Common	253,807	
Robert M. Gilbert	SOUTHERN Common	17	
The directors, nominees and executive officers of Southern Management as a Group	SOUTHERN Common	1,440,673 shares	
Southern Company GAS			
C. Philip Saunders	SOUTHERN Common	9,734	
Southern Nuclear			
H. Allen Franklin	SOUTHERN Common	786,517	
William G. Hairston, III	SOUTHERN Common	91,105	
Charles D. McCrary	SOUTHERN Common	177,749	
David M. Ratcliffe	SOUTHERN Common	253,807	
Jack D. Woodard	SOUTHERN Common	127,411	
H. L. Sumner, Jr.	SOUTHERN Common	51,209	
James B. Beasley, Jr.	SOUTHERN Common	52,892	
Jeffrey T. Gasser	SOUTHERN Common	25,305	
The directors, nominees and executive officers of Southern Nuclear as a Group	SOUTHERN Common	1,565,994 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, or investment power with respect to a security, or any combination thereof.
- (2) Indicates shares of SOUTHERN's common stock that directors and executive officers have the right to acquire within 60 days

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 2003 Annual Meeting of Shareholders. SAVANNAH and SOUTHERN POWER are incorporated by reference to page number III-5 and III-6 in the SOUTHERN system's combined Form 10-K for the year ended December 31, 2002.

(d) Indebtedness to system companies. None.

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

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SOUTHERN is incorporated by reference to Executive Compensation in SOUTHERN's definitive Proxy Statement relating to the 2003 annual meeting of stockholders. Also, ALABAMA, GEORGIA, GULF and MISSISSIPPI are incorporated by reference to the Information Statements relating to each of their respective 2003 Annual Meeting of Shareholders. SAVANNAH and SOUTHERN POWER are incorporated by reference to page number III-11 in the SOUTHERN system's combined Form 10-K for the year ended December 31, 2002.

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, Southern LINC, Southern Telecom, Southern Management, Southern Company GAS, 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 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.

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

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

On 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

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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 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.

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### 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.



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Name of Company	Name of Recipient or Beneficiary	Purpose	Accounts Charged, if any, per Books of Disbursing Company	A
-----	-----	-----	-----	-----

None

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

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

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

Name of Company	Name of Recipient or Beneficiary	Purpose	Accounts if any, per of Disbursing
-----	-----	-----	-----
ALABAMA	Business Council of Alabama	Dues & Support	930,426
	Edison Electric Institute	Dues	539,549
	National Association of Manufacturers	Dues	426,921
	Nature Conservancy of Alabama	Dues & Support	930,921
	Nuclear Energy Institute	Dues	921
	Public Affairs Research Council of Alabama	Dues	524
		Dues & Support	930,426
GEORGIA	Atlanta Convention & Visitors Bureau	Dues	930
	Central Atlanta Progress	Dues	930
	Edison Electric Institute	Dues	426,930
	Georgia Conservancy	Support	426
			n/a
	National Association of Manufacturers	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.

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

Name of Company	Name of Recipient or Beneficiary	Purpose	Account if any, of Dis Com
GULF	Economic Development Council - Bay County	Support	912
	Economic Development Council - Holmes County	Support	912
	Economic Development Council - Okaloosa County	Support & Dues	912
	Economic Development Council - TEAM Santa Rosa	Support & Dues	912
	Chamber of Commerce - Florida	Support & Dues	912
	Chamber of Commerce - Pensacola	Support & Dues	426,912
	Chamber of Commerce - Washington County	Support	912
	Edison Electric Institute	Dues	426,921
	Enterprise Florida	Support	912
	Florida's Great Northwest	Support & Dues	912
	Foundation for the Future	Support	912
	University of West Florida	Support	912
	Other Economic Development Councils/ Activity Groups (9 Beneficiaries)	Support & Dues	921,930
MISSISSIPPI	Center for Public Utilities at New Mexico State University	Dues	426
	Coastal Conservation Association/Mississippi	Dues	426
	Edison Electric Institute	Dues	426,930
	Equal Employment Advisory Council	Dues	930
	Land Trust for the Mississippi Coastal Plain	Dues	426
	Mississippi Economic Council	Dues	426,930
	Mississippi Gulf Coast Economic Development Council	Dues	426,930
	Mississippi Manufacturers Association	Dues	426,930
	Mississippi Municipal League	Dues	426
	Mississippi Wildlife Federation	Dues	426
	Retail Association of Mississippi	Dues	426,930
	Wolf River Conservation	Dues	426

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

Name of Company	Name of Recipient or Beneficiary	Purpose	Account if any, of Dis Com
SAVANNAH	Association of County Commissioners		

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of Georgia	Dues	930
Business, Education and Technology		
Alliance of Southeast Georgia	Dues	930
Coastal Beta	Dues	930
Edison Electric Institute	Dues	426,930
Georgia Conservancy	Support	426
Georgia Economic Developers Association	Dues	930
Georgians for Better Transportation	Dues	930
Georgia Municipal Association	Dues	426
Leadership Southeast Georgia	Dues	930
Nature Conservancy	Support	426
North American Energy Standards Board	Membership	426
Savannah Area Tourism Leadership Council	Membership	930
Southeastern Electrification Council	Membership	930
Other Economic Development Councils/ Activity Groups (4 Beneficiaries)	Membership & Dues	930

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ITEM 8. SERVICE, SALES AND CONSTRUCTION CONTRACTS.

PART I.

Transactions (1)	Serving Company (2)	Receiving Company (3)	Compensation (4)	Contract (5)
<hr/>				
(Note)	(Note)	Southern LINC	(Note)	(Note)
(Note)	(Note)	Southern Management	(Note)	(Note)
Sublease of railcars	ALABAMA	SAVANNAH	\$28,601	
Sublease of railcars	SAVANNAH	GEORGIA	\$439,692	
Sublease of railcars	ALABAMA	MISSISSIPPI	\$33,597	
Sublease of railcars	GEORGIA	MISSISSIPPI	\$190,660	
Sublease of railcars	GEORGIA	SAVANNAH	\$542,368	
Sublease of railcars	SAVANNAH	GULF	\$98,490	
Sublease of railcars	MISSISSIPPI	GEORGIA	\$190,660	
Sublease of railcars	MISSISSIPPI	ALABAMA	\$33,596	
Sublease of railcars	MISSISSIPPI	SAVANNAH	\$2,062	

Note:

The Serving Company leased the cars; the Receiving Company owns the cars and the Compensation is the amount paid to the Receiving Company for use of the cars.

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

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Pursuant to such agreements, during 2002 the total reimbursements to SCS, ALABAMA, GEORGIA, GULF, MISSISSIPPI and SAVANNAH from Southern LINC were \$37,219,088; \$2,060,995; \$1,059,071; \$147,040; \$125,747; and \$20,603, respectively; and from Southern Management were \$1,497,393, \$460,064, \$94,519; \$658,486; none and \$16,351, respectively. Southern Management in 2002 also reimbursed SCES LLC \$104,512 for the full cost of services, personnel and facilities.

Southern Company GAS during 2002 also reimbursed GEORGIA and SCS for certain services which were furnished , at cost in the amounts of \$262,718 and \$5,917,010, respectively.

PART II.

None.

PART III.

None.

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### ITEM 9. WHOLESALE GENERATORS AND FOREIGN UTILITY COMPANIES

PART I(a) See Item 6 - Part I for the name of the company, its location and business address

PART I(b)

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

COMPANY	EWG, FUCO, SPS, IS	OWNERSHIP	% OWNED
SE Finance Capital Corporation II (See Note 1)	SPS	Southern Company Holdings, Inc.	100%
SE Finance Capital Corporation (See Note 1)	SPS	SE Finance Capital Corporation II.	100%
Southern Energy Finance Company, Inc. (See Note 1)	IS	SE Finance Capital Corporation	100%
EPZ Lease, Inc.	IS	Southern Energy Finance Company, Inc.	100%
EPZ Lease, LLC	IS	EPZ Lease, Inc. Southern Energy Finance Company, Inc.	99% 1%

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EPZ Lease Holding A, LLC	IS	EPZ Lease, LLC EPZ Lease, Inc.	99% 1%
EPZ Lease Holding B, LLC	IS	EPZ Lease, LLC EPZ Lease, Inc.	99% 1%
EPZ Lease Holding C, LLC	IS	EPZ Lease, LLC EPZ Lease, Inc.	99% 1%
EPZ Lease Trust A	FUCO	EPZ Lease Holding A, LLC	100%
EPZ Lease Trust B	FUCO	EPZ Lease Holding B, LLC	100%
EPZ Lease Trust C	FUCO	EPZ Lease Holding C, LLC	100%
Southern Company Capital Funding, Inc.	IS	Southern Company Holdings, Inc.	100%
Southern Company Capital Trust IV	SPS	Southern Company Capital Funding, Inc.	100%
Southern Company Capital Trust V	SPS	Southern Company Capital Funding, Inc.	100%
Southern Company Capital Trust VI	SPS	Southern Company Capital Funding, Inc.	100%

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

COMPANY	EWG, FUCO, SPS IS	OWNERSHIP  ER	% OWNED
Dutch Gas Lease, Inc.	IS	Southern Energy Finance Company, Inc.	100%
Dutch Gas Lease, LLC	IS	Dutch Gas Lease, Inc. Southern Energy Finance Company, Inc.	99% 1%
Dutch Gas Lease Holding A, L.L.C.	IS	Dutch Gas Lease, L.L.C.	100%
Dutch Gas Lease Trust A	FUCO	Dutch Gas Lease Holding A, L.L.C.	100%

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Dutch Gas Lease Holding B, L.L.C.	IS	Dutch Gas Lease, L.L.C.	100%
Dutch Gas Lease Trust B	FUCO	Dutch Gas Lease Holding B. L.L.C.	100%
Dutch Gas Lease Holding C, L.L.C.	IS	Dutch Gas Lease, L.L.C.	100%
Dutch Gas Lease Trust C	FUCO	Dutch Gas Lease Holding C, L.L.C.	100%
NUON Lease, Inc.	IS	Southern Energy Finance Company, Inc.	100%
NUON Lease Holding D, L.L.C.	IS	NUON Lease, Inc.	100%
NUON Lease Trust D	FUCO	NUON Lease Holding D, L.L.C.	100%
NUON Lease Holding E, L.L.C.	IS	NUON Lease, Inc.	100%
NUON Lease Trust E	FUCO	NUON Lease Holding E, L.L.C.	100%
NUON Lease Holding F, L.L.C.	IS	NUON Lease, Inc.	100%
NUON Lease Trust F	FUCO	NUON Lease Holding F, L.L.C.	100%
GAMOG Lease, Inc.	IS	Southern Energy Finance Company, Inc.	100%
GAMOG Lease Holding G, L.L.C.	IS	Gamog Lease, Inc.	100%
GAMOG Lease Trust G	FUCO	Gamog Lease Holding G, L.L.C.	100%
GAMOG Lease Holding H, L.L.C.	IS	Gamog Lease, Inc.	100%
GAMOG Lease Trust H	FUCO	Gamog Lease Holding H, L.L.C.	100%
GAMOG Lease Holding I, L.L.C.	IS	Gamog Lease, Inc.	100%
GAMOG Lease Trust I	FUCO	Gamog Lease Holding I, L.L.C.	100%

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COMPANY	EWG, FUCO,	OWNERSHIP	% OWNED
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SPS  
IS  
ER

Southern Company-Florida LLC	EWG	Southern Power Company	100%
Southern Company Holdings, Inc.	SPS	SOUTHERN	100%
SE Choctaw, Inc.	IS	SE Finance Capital Corporation II	100%
SE Choctaw LLC	EWG	SE Choctaw, Inc.	100%

SOUTHERN's aggregate investment as defined under Rules 53 and 58 in EWGs and FUCOs at December 31, 2002 was \$325,947,237.

## NOTE 1

SOUTHERN has executed limited keep-well commitments whereby SOUTHERN would be required to make capital contributions to SE Finance Capital Corporation II, SE 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 \$416.1 million as of December 31, 2002.

## NOTE 2

As discussed in SOUTHERN's Application on Form U-1 (File No. 70-9727) relating to the spin-off of 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 subsidiaries (EPZ Lease, Inc., Dutch Gas Lease, Inc., GAMOG Lease, Inc. and NUON Lease, Inc.) obtained through the Mini-Spin are the only remaining FUCOs 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.

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

COMPANIES	DEBT TO EQUITY
SE Finance Capital Corporation II	2.1
SE Finance Capital Corporation	2.2

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Southern Energy Finance Company, Inc.	0.5
EPZ Lease, Inc.	
EPZ Lease, LLC	
EPZ Lease Holdings A, LLC	
EPZ Lease Trust A	
EPZ Lease Holdings B LLC	
EPZ Lease Trust B	
EPZ Lease Holdings C LLC	
EPZ Lease Trust C	
Dutch Gas Lease, Inc.	
Dutch Gas Lease, LLC	
Dutch Gas Lease Holdings A, LLC	
Dutch Gas Lease Trust A	
Dutch Gas Lease Holdings B LLC	
Dutch Gas Lease Trust B	
Dutch Gas Lease Holdings C LLC	
Dutch Gas Lease Trust C	
GAMOG Lease, Inc.	
GAMOG Lease Holdings A, LLC	
GAMOG Lease Trust A	
GAMOG Lease Holdings B, LLC	
GAMOG Lease Trust B	
GAMOG Lease Holdings C, LLC	
GAMOG Lease Trust C	
Nuon Lease, Inc.	
Nuon Lease Holdings D, LLC	
Nuon Lease Trust D	
Nuon Lease Holdings E, LLC	
Nuon Lease Trust E	
Nuon Lease Holdings F, LLC	
Nuon Lease Trust F	
Southern Company-Florida LLC	0
SE Choctaw LLC	0
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### PART I(d)

None.

### PART II

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

### ITEM 9. WHOLESALE GENERATORS AND FOREIGN UTILITY COMPANIES PART III

SOUTHERN's aggregate investment in EWGs and FUCOs at December 31, 2002 is as follows:



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	Total1	Equity (1)	Debt
	(in thousands)		
Investment In EWGs & FUCOs (A)	\$325,947	\$253,486	-

Investment in	SOUTHERN's Investment (in thousands)			
	Total	Equity	Debt	Gu
Domestic Public-Utility Subs				
ALABAMA.....	\$2,140,563	\$2,140,563	\$-	
GEORGIA.....	\$2,500,330	\$2,500,330	-	
GULF.....	\$387,841	\$387,841	-	
MISSISSIPPI.....	\$323,297	\$323,297	-	
SAVANNAH.....	\$70,999	\$70,999	-	
SOUTHERN POWER.....	\$1,027,679	\$731,230	210,488	
SEGCO.....	\$33,828	\$33,828	-	
(B) Total Domestic Public - Utility Subsidiaries	\$6,484,537	\$6,188,088	\$210,488	