

SOUTHERN CO
Form U5S
April 19, 2005

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SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM U5S

ANNUAL REPORT

For the Fiscal Year Ended December 31, 2004

Filed pursuant to the Public Utility Holding Company Act of 1935

by

THE SOUTHERN COMPANY

270 PEACHTREE STREET, N. W.

ATLANTA, GEORGIA 30303

THE SOUTHERN COMPANY
FORM U5S
2004

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

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

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

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

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

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Energy Related Activities Inc. (ERA)	1,000	100%	\$	8,925	\$	8,925	Energy-related company
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Name of Company (Add abbreviation used herein)	Number of Common Shares Owned	Percentage of Voting Power	Issuer Book Value (In thousands)	Owner s Book Value	Type of Company
Southern Company Electrotechnologies, Inc. (Electrotechnologies)(i)	100	100%	\$ 34,835	\$ 34,835	Energy-related company
Southern Company Rail Services, Inc. (SCRS)	1,000	100%	\$ 3,807	\$ 3,807	Energy-related company
Southern Electric Railroad Company (SERC)	5,000	100%	\$ 5	\$ 5	Non-utility subsidiary
SE Finance Capital Corporation II	1,000	100%	\$ 287,100	\$ 287,100	Non-utility subsidiary
SE Finance Capital Corporation	1,000	100%	\$ 225,484	\$ 225,484	Non-utility subsidiary
Southern Energy Finance Company, Inc.	1,000	100%	\$ 385,767	\$ 385,767	Non-utility subsidiary
Carbontronics, LLC (j)	n/a	1%	\$ 23,663	\$ 237	Energy-related company
EPZ Lease, Inc.	1,000	100%	\$ 74,236	\$ 74,236	Non-utility subsidiary
EPZ Lease, LLC	n/a	n/a	\$ 118,893	\$ 118,893	Non-utility subsidiary
EPZ Lease Holding A, LLC	n/a	n/a	\$ 36,028	\$ 36,028	Non-utility subsidiary
EPZ Lease Trust A (b)	n/a	n/a	\$ 36,027	\$ 36,027	Foreign utility company
EPZ Lease Holding B, LLC	n/a	n/a	\$ 36,028	\$ 36,028	Non-utility subsidiary
EPZ Lease Trust B (b)	n/a	n/a	\$ 36,027	\$ 36,027	Foreign utility company
EPZ Lease Holding C, LLC	n/a	n/a	\$ 48,037	\$ 48,037	Non-utility subsidiary
EPZ Lease Trust C (b)	n/a	n/a	\$ 48,036	\$ 48,036	Foreign utility company
Dutch Gas Lease, Inc.	1,000	100%	\$ 148,653	\$ 148,653	Non-utility subsidiary
Dutch Gas Lease, LLC	n/a	n/a	\$ 264,403	\$ 264,403	Non-utility subsidiary
Dutch Gas Lease Holding A, LLC	n/a	n/a	\$ 104,725	\$ 104,725	Non-utility subsidiary
Dutch Gas Lease Trust A (b)	n/a	n/a	\$ 104,725	\$ 104,725	

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

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

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

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

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

Notes to Item 1.

* Inactive companies.

(a) Unsecured debt

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

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

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

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

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

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

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

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

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

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

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

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

ITEM 2. ACQUISITION OR SALES OF UTILITY ASSETS.

NONE.

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

NONE.

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

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

Series F Floating Rate due
2009

SAVANNAH:

Trust Preferred Securities

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

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

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

Notes to Item 5:

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

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

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

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

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

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

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

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

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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)
3003 Summit Boulevard	(m)

Suite 700
Atlanta, GA 30319

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

SOUTHERN

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

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

D

D,P, CEO,CH

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

ALABAMA

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

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

1600 First Avenue Columbus, GA 31902-1755 William Jerry Vereen P. O. Box 1663 Moultrie, GA 31776-1663	D
E. Jenner Wood, III P.O. Box 4418 M.C. 0103 Atlanta, GA 30303	D
William C. Archer, III	EVP
C. B. Harreld	EVP,T,CFO
Judy M. Anderson	SVP
Ronnie L. Bates	SVP
M. A. Brown	SVP
Richard L. Holmes	SVP
James H. Miller, III	SVP,L
Christopher C. Womack	SVP
W. Craig Barrs	VP
Rebecca A. Blalock	VP
A. Bryan Fletcher	VP
J. Kevin Fletcher	VP
O. Ben Harris	VP
W. Ron Hinson	VP,C,CAO
Ed F. Holcombe	VP
E. Lamont Houston	VP
Brian L. Ivey	VP
Anne H. Kaiser	VP
Ellen N. Lindemann (a)	VP
Jackie W. Lowe	VP
Frank J. McCloskey	VP
Leslie R. Sibert	VP
James E. Sykes	VP
Jeffrey L. Wallace	VP
Janice G. Wolfe	S

PIEDMONT**Name and Principal Address (c)****Position**

Michael D. Garrett	D,P
C. B. Harreld	D,EVP,T
Janice G. Wolfe	D,VP,S

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

William C. Archer (c)	D
Art P. Beattie	D,C
W. Paul Bowers	D,VP
Michael D. Garrett (c)	D, VP
C. B. Harreld (c)	D
William B. Hutchins, III	D,VP

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

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

C. LeDon Anchors 909 Mar Walt Drive Suite 1014 Fort Walton Beach, FL 32547	D
William C. Cramer 2251 West 23 rd Street Panama City, FL 32405	D
Fred C. Donovan, Sr. 449 W. Main Street Pensacola, FL 32502	D
William A. Pullum 8494 Navarre Parkway Navarre, FL 32566	D
Winston E. Scott 100 Spaceport Way Cape Canaveral, FL 32920-4003	D
Susan N. Story	D,P,CEO
F. M. Fisher, Jr.	VP
P. Bernard Jacob	VP
Ronnie R. Labrato	VP,CFO,CAO,C
Ellen N. Lindemann (a)	VP
Gene L. Ussery, Jr. (e)	VP
Susan D. Ritenour	S,T

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

Tommy E. Dulaney P. O. Box 2929 Meridian, MS 39302	D
Warren A. Hood, Jr. P.O. Box 682 Hattiesburg, MS 39402	D
Robert C. Khayat P. O. Box 1848 123 Lyceum Building University, MS 38677	D
George A. Schloegel Hancock Bank P. O. Box 4019 Gulfport, MS 39502	D

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

MISSISSIPPI POWER SERVICES, INC.

Name and Principal Address (e)

Position

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

SAVANNAH

Name and Principal Address (f)

Position

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

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

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

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

SouthernLINC Wireless**Name and Principal Address (g)****Position**

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

SERC**Name and Principal Address (h)****Position**

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

Southern Nuclear**Name and Principal Address (i)****Position**

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

Southern Holdings

Name and Principal Address (a)

Position

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

EPZ Lease, Inc.

Name and Principal Address (k)

Position

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

D,VP

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

D,VP,T,CFO

D,P,CEO

D,S

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

Judith A. Rosenberg (a)

D,C

James C. Fleming (a)

VP

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ITEM 6. OFFICERS AND DIRECTORS

PART I. (Continued)

EPZ Lease, LLC

Name and Principal Address (k)

Position

Southern Energy Finance
Company Inc.
EPZ Lease, Inc.

Member

Member

EPZ Lease Holding A, LLC

Name and Principal Address (k)

Position

EPZ Lease, Inc.
EPZ Lease, LLC

Member
Member

EPZ LeaseHolding B, LLC

Name and Principal Address (k)

Position

EPZ Lease, Inc.
EPZ Lease, LLC

Member
Member

EPZ Lease Holding C, LLC

Name and Principal Address (k)

Position

EPZ Lease, Inc.
EPZ Lease, LLC

Member
Member

Dutch Gas Lease, Inc.

Name and Principal Address (k)

Position

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

D,VP

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

D,C
VP

Dutch Gas Lease, LLC

Name and Principal Address (k)

Position

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

Name and Principal Address (k)

Position

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

D,VP

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

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

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

D,S

222 Delaware Avenue
Wilmington, DE 19899

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

D,C
VP

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

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

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

Clairton 2, Inc.

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

Clairton, LLC

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

Carbontronics, Inc.

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

Carbontronics, LLC

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

Southern Telecom, Inc.

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

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

Southern Telecom 1, Inc.

Name and Principal Address (m)

Position

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

Southern Telecom 2, Inc.

Name and Principal Address (m)

Position

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

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

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

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

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

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

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

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

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

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

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

Position

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

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

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

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

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

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

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

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

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

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

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

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

	Position
Kimberly S. Greene	P,CEO

James C. Fleming	VP
Christopher J. Kysar	VP,T, CFO
Judith A. Rosenberg	C
Tommy Chisholm	S

SCRS

Name and Principal Address (a)

Position

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

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

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

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

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

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ITEM 6. EXECUTIVE COMPENSATION. PART III.

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

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

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

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**SCS
SUMMARY COMPENSATION TABLE**

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

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

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

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

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

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

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

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

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

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

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SCS (continued)
SUMMARY COMPENSATION TABLE

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

¹ Tax reimbursements on certain perquisites.

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

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

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

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

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**SouthernLINC Wireless
SUMMARY COMPENSATION TABLE**

Name And Principal Position	Year	ANNUAL COMPENSATION			LONG-TERM COMPENSATION		
		Salary (\$)	Bonus (\$)	Other Annual Compensation (\$) ¹	Number of Securities Underlying Long-Term Stock Options (Shares)	Incentive Payouts (\$) ²	All Other Compensation (\$) ³
Robert G. Dawson ⁴	2004	295,175	291,427	2,900	27,910	175,076	16,510
President, Chief	2003	283,824	331,668	2,397	28,698	237,489	16,760
Executive Officer, Director	2002	269,682	310,687	5,798	31,997	215,936	19,345
R. Craig Elder ⁴	2004	180,528	144,041	719	10,862	42,077	8,941
Vice President,	2003	173,606	148,994	1,973	11,169	49,662	8,663
Chief Financial Officer, Treasurer	2002	165,763	187,069	1,664	12,458	49,365	8,500