

Edgar Filing: SOUTHERN CO - Form 35-CERT

SOUTHERN CO
Form 35-CERT
November 09, 2004

CERTIFICATE OF NOTIFICATION

filed by

THE SOUTHERN COMPANY and Subsidiaries

Pursuant to the order of the SEC dated June 30, 2004, in the matter of File No 70-10186.

The above named companies HEREBY CERTIFY to said Commission, pursuant to Rule 24 of the Public Utility Holding Company Act of 1935, as amended, that the following transactions have been carried out in accordance with the terms and conditions of and for the purposes represented by the statements on Form U-1, as amended, and of said order with respect thereto. The items listed below are in response to the reporting criteria as established in the proceedings referenced above. All capitalized terms used herein and not defined herein shall have the definitions assigned to them in the statements on Form U-1 referenced above. Such information, as of September 30, 2004, is as follows:

1(a). Common Stock (excluding shares issued to the Plans), Preferred Securities, Preferred Stock or Equity-linked Securities issued during the quarter pursuant to this authority:

| Type Security | Number of Shares | Purchase Price Per Share | Market Price Per Share at the Date of Purchase Agreement |
|---------------|------------------|--------------------------|--|
| None issued | | | |

1(b). Cumulative amount of Common Stock (excluding shares issued to the Plans), Preferred Securities, Preferred Stock or Equity-linked Securities issued pursuant to this authority:

| Type Security | Cumulative Amount Issued |
|--------------------------|--------------------------|
| Common Stock | 0 |
| Preferred Securities | 0 |
| Preferred Stock | 0 |
| Equity-linked Securities | 0 |

2(a). Long-term debt issued during the quarter pursuant to this authority:

None issued

2(b). Cumulative amount of Long-term debt issued pursuant to this authority:

None issued

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3. Short-term and Term Loan Notes and Commercial Paper outstanding at September 30, 2004:

\$179,000,000 issued by Southern.
4. Use of proceeds for the securities issued in items 1, 2 and 3 above:

The proceeds were used for working capital purposes.
5. Capitalization ratio of Southern as of September 30, 2004 including the dollar and percentage components of the capital structure on a consolidated basis, with consolidated debt to include all short-term debt and nonrecourse debt of all EWGs and FUCOs:

Capitalization and Capitalization Ratios
at September 30, 2004
(Includes Amounts Due Within
One Year & Short-Term Debt)

| | (In Thousands) | % |
|-----------------|----------------|-------|
| | ----- | ----- |
| Common Equity | \$10,301,410 | 42.2 |
| Preferred Stock | 569,738 | 2.3 |
| Debt | 13,519,521 | 55.5 |
| | ----- | ----- |
| Total | \$24,390,669 | 100.0 |
| | ===== | ===== |

6. The market-to-book ratio of Southern Common Stock at September 30, 2004:

Reference is made to Management's Discussion and Analysis - Financial Condition and Liquidity - "Financing Activities" in Southern's Form 10-Q for the quarter ended September 30, 2004, File No. 1-3526.

7. Shares of Common Stock issued under any of the Plans during the quarter ended September 30, 2004 and the cumulative number of shares issued since June 30, 2004:

| Plan | Shares issued 6/30/04 through 9/30/04 | Total shares issued since 6/30/04 |
|-------------------------------|--|--------------------------------------|
| | ----- | ----- |
| Southern Investment Plan | 1,466,243 | 1,466,243 |
| Employee Savings Plan | 1,723,895 | 1,723,895 |
| Employee Stock Ownership Plan | 317,989 | 317,989 |
| Total | 3,508,127 | 3,508,127 |
| | ----- | ----- |

8. Consolidated balance sheets as of September 30, 2004 of Southern and Capital Funding (if either are engaged in any financings pursuant to

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the authority granted in the application during the quarter):

Southern:

See Southern's Form 10-Q for the quarter ended September 30, 2004, File No. 1-3526.

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Capital Funding:
Not applicable.

- 9. If a guaranty is issued during the quarter that was authorized pursuant to the order, give the following information:

| Name of Guarantor | Name of Beneficiary | Amount | Terms and Purpose |
|-------------------------------|---------------------|--------|-------------------|
| ----- None Issued ----- | | | |

- 10. If Common Stock is transferred during the quarter to the seller of securities of a company being acquired, give the following information:

| Company | Number of Shares Issued | Value per Share | Are Shares Restricted |
|------------------------------------|-------------------------|-----------------|-----------------------|
| ----- None Transferred ----- | | | |

- 11. Information on significant variable interest entities where Southern is not the primary beneficiary, formed with any financing proceeds pursuant to the order issued in this proceeding, including a description of any financing transactions conducted during the quarter ended September 30, 2004 that were used to fund such variable interest entities and a description of the accounting for such transactions under FASB Interpretation 46R:

None

- 12. Registration Statements filed under the Securities Act of 1933 relating to securities authorized in this proceeding filed during the quarter ended September 30, 2004:

None

SIGNATURE

Pursuant to the requirements of the Public Utility Holding Company Act of 1935, the undersigned companies have duly caused this certificate to be signed on their behalf by the undersigned thereunto duly authorized.

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Dated November 9, 2004

THE SOUTHERN COMPANY
SOUTHERN COMMUNICATIONS SERVICES, INC.
SOUTHERN COMPANY ENERGY SOLUTIONS LLC

By:

Tommy Chisholm
Secretary

ALABAMA POWER COMPANY
GEORGIA POWER COMPANY
GULF POWER COMPANY
MISSISSIPPI POWER COMPANY
SAVANNAH ELECTRIC AND POWER COMPANY
SOUTHERN COMPANY CAPITAL FUNDING, INC.
SOUTHERN COMPANY SERVICES, INC.
SOUTHERN NUCLEAR OPERATING COMPANY, INC.

By:

Wayne Boston
Assistant Secretary