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SOUTHERN CO
Form 35-CERT
November 27, 2002

CERTIFICATE OF NOTIFICATION

filed by

THE SOUTHERN COMPANY and Subsidiaries

Pursuant to the order of the SEC dated December 27, 2000, in the matter of file No. 70-9701.

The above named companies HEREBY CERTIFY to said Commission, pursuant to Rule 24, 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 orders with respect thereto. The items listed below are in response to the reporting criteria as established in the proceedings referenced above. Such information, as of September 30, 2002, is as follows:

1. A copy of Southern Power Company's (Southern Power) balance sheet and income statements as of and for the period ending on the last day of the quarter for direct subsidiaries of SOUTHERN that hold the securities of EWG's, including New Co.

See attached: Income Statement September 2002, Year to Date
 Balance Sheet September 2002

2. A narrative description of Southern Power's activities during the quarter just ended organized by business category (project development, project related services and other) and within each category, a description of new developments by project type (e.g., EWG's energy related activities, etc.).

In the third quarter 2002, Southern Power continued operation of its existing generating units. This includes a portfolio of ten units at Plant Dahlberg near Commerce, GA, two units at Plant Wansley near Ropoville, GA and one unit at Plant Franklin near Phenix City, AL. Construction continued on two units at Plant Harris near Autaugaville, AL, two units at Plant Franklin, one unit at Plant Stanton in Orlando, FL and two units at Plant McIntosh near Rincon, GA .

Southern Power development activities continue including purchases of land and land options for potential new generation projects around the southeast.

3. Amounts and forms of: (i) guarantees of, and similar provisions and arrangements concerning, performance and undertaking of other obligations by Southern Power or any subsidiary of Southern Power; and (ii) indemnifications of and with respect to persons acting as sureties on bonds or other obligations on behalf of Southern Power or any subsidiary of Southern Power which Southern Company has agreed to grant in the event a bid by any of the foregoing is accepted.

Southern Power has no outstanding bids that would obligate additional Southern Company guarantees or keep wells.

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4. Amounts and forms of: (i) guarantees of, and similar arrangements concerning performance and undertaking of other obligations by Southern Power or any subsidiary of Southern Power which Southern Company has granted and are currently effective, and (ii) indemnification's of and with respect to persons acting as sureties on bonds or other obligations on behalf of Southern Power or any subsidiary of Southern Power which Southern Company has granted and are currently effective.

Southern Company has committed to directly fund Southern Power at least 40% equity as part of Southern Power's construction project financing.

In addition, Southern Company has guaranteed the timely completion of Southern Power projects currently financed via a revolving credit facility. In this guarantee, Southern Company agrees to pay for cost overruns to the extent that Southern Power's own cash flow is insufficient. Southern Company also agrees to prepay any portion of the credit facility used for Southern Power projects not completed within two years of the proposed projects' completion date. At September 30, 2002, the outstanding amount of this revolving credit facility related to projects under construction was \$276 million.

Southern Company has granted performance guarantees on behalf of Southern Power and its subsidiary, Southern Company - Florida LLC (SCF) for SCF's payment obligations under construction and power purchase agreements associated with Plant Stanton in Orlando. Southern Company's maximum exposure is \$53 million under the construction and ownership agreement and \$19.5 million under the power purchase agreements.

Contracts for the construction of transmission facilities related to the new Southern Power plants are covered by a Southern Company guarantee with an estimated value of \$13.4 million. Southern Company has agreed to reimburse the affected operating subsidiaries ("Operating Companies") should Southern Power fail to make its required payments for transmission construction.

Southern Company has also entered into limited keep well arrangements such that pursuant to certain contingencies, Southern Company would contribute funds to Southern Power via loans or capital contribution to fund Southern Power.

Certain of these keep well agreements were created to facilitate the assignment of specific partially executory vendor contracts to Southern Power. As of June 30, 2002, Southern Company keep wells were in place to facilitate the transfer of specific vendor contracts from Alabama Power to Southern Power related to Plant Harris construction. Southern Company keep wells are also in place for the transfer of specific vendor contracts from Georgia Power to Southern Power for the operation of Plant Dahlberg and construction at sites for Plant Franklin and Plant Stanton. As of September 30, 2002, remaining payments for these contracts were \$32.6 million related to the Georgia contracts and none related to Alabama contracts. Southern Company has also entered in a

keep well agreement with Alstom Power related to the transfer of a specific equipment contract for the Franklin Unit 3 facility. As of September 30, 2002, the amount outstanding under this contract was \$5 million.

Certain other keep well arrangements were entered into in order to

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enhance the efficiency and flexibility of the energy marketing and related natural gas procurement function. Acting as agent for all of Southern Company's Operating Companies, Southern Company Services, Inc. may enter into various types of wholesale energy and natural gas contracts. Under such Agreements, each of the Operating Companies may be jointly and severally liable for the obligations of each of the other Operating Companies. In that regard, the creditworthiness of Southern Power is currently inferior to the creditworthiness of the other Operating Companies. To insure that such other Operating Companies will not subsidize or be responsible for any costs, losses, liabilities or damages arising out of or resulting from Southern Power's inclusion as a contracting party under the Agreements, Southern Company has entered into a keep well agreement with each of the other operating companies. The market value of Southern Power's share of natural gas and wholesale energy purchase commitments, was \$15.2 million as of September 30, 2002.

No events have occurred or amounts have accrued that would require Southern Company to incur any obligations under these keep well arrangements, and Southern Company does not anticipate that any will.

5. A description of services and goods obtained from associate companies, including services to Southern Power, specifying the type of service, the number of personnel from each associate company providing services during the quarter and the total dollar value of these services.

Southern Power received disbursement accounting services from Alabama Power Company. These services included the use of 1 employee charged at \$6,000 per quarter (at cost).

Southern Power received various services from Georgia Power Company. These services included operation and supervision at the Franklin, Dahlberg and Wansley facilities as well as disbursement, inventory, fuel and property accounting. All services were charged at cost. Operation services included the use of 65 positions and charges were \$3.5 million for the third quarter.

Southern Power received general management, procurement, business development, treasury, reporting and tax services from Southern Company Services. Southern Company Services Engineering is responsible for managing all current Southern Power construction projects.

Project related costs are capitalized as construction work in progress. All services were charged at cost. Accounting services included the use of 7 positions; Receivable and contract administration services included the use of 6 positions and Treasury services included the use of 3 positions. Business development activities included the use of 14

employees. The value of these services was \$20.1 million for the third quarter, of which \$10.5 million was capitalized or deferred.

6. A description of services and goods provided to associate companies and Southern Power which identifies the recipient company, the charge to the associate and whether the charge was computed at cost, market or by using another method, the method to be specified,

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Southern Power provided no goods and/or services to associated companies for the reporting period.

7. A chart showing, as of the end of each quarterly period, all associate companies of Southern Company that are EWG's, Intermediate Subsidiaries, Special Purpose Subsidiaries, and Energy-Related Companies; Southern Company's direct or indirect investment in each entity; the aggregate direct and indirect investment by Southern Company in all the entities; and Southern Company's percentage equity ownership in each entity, together with a statement indicating by category the type of entity or person (i.e., domestic corporation, foreign corporation, foreign government, or natural persons) owning the equity interests in each entity that are not held directly or indirectly by Southern Company.

See Exhibit A

SIGNATURE

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

Dated November 25, 2002

THE SOUTHERN COMPANY

By: /s/ Tommy Chisholm

Tommy Chisholm
Secretary

SOUTHERN POWER COMPANY
CONDENSED STATEMENTS OF INCOME (UNAUDITED)

For the Three Months
Ended September 30,
2002 2001

(in thousands)

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Operating Revenues:

Sales for resale --

Non-affiliates	\$ 43,458	\$ 12,999
Affiliates	92,445	1,603
Other revenues	292	2

Total Operating Revenues	136,195	14,604

Operating Expenses:		
Operation --		
Fuel	50,740	2,336
Purchased power --		
Non-affiliates	20,489	813
Affiliates	4,407	2,249
Other	6,597	782
Maintenance	934	45
Depreciation and amortization	6,294	1,307
Taxes other than income taxes	1,437	-

Total operating expenses	90,898	7,532

Operating Income	45,297	7,072
Other Income:		
Interest income	31	29
Other, net	(3,406)	36

Earnings Before Interest and Income Taxes	41,922	7,137

Interest and Other:		
Interest expense, net	3,167	260

Earnings Before Income Taxes	38,755	6,877
Income taxes	11,426	911

Net Income	\$ 27,329	\$ 5,966
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SOUTHERN POWER COMPANY
CONDENSED BALANCE SHEETS (UNAUDITED)

Assets

At September
2002

Current Assets:

Cash and cash equivalents		
Receivables --		
Customer accounts receivable		1
Accumulated provision for uncollectible accounts		4
Affiliated companies		
Fossil fuel stock, at average cost		
Materials and supplies, at average cost		
Other		1

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Total current assets	8
Property, Plant, and Equipment:	
In service	89
Less accumulated provision for depreciation	1
Construction work in progress	87
Total property, plant, and equipment	93
Other Property and Investments:	
Other	
Total other property and investments	
Deferred Charges and Other Assets:	
Accumulated deferred income taxes	3
Other	1
Total deferred charges and other assets	5
Total Assets	\$ 1,95

SOUTHERN POWER COMPANY
CONDENSED BALANCE SHEETS (UNAUDITED)

Liabilities and Stockholder's Equity	At September 2002
Current Liabilities:	
Notes payable--	
Affiliated	\$ 21
Other	
Accounts payable --	
Affiliated	
Other	
Taxes accrued --	
Income taxes	1
Other	
Interest accrued	1
Other	
Total current liabilities	25
Long-term debt	85
Deferred Credits and Other Liabilities:	
Due to affiliated companies	2

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Obligations under risk management activities	5
Deferred revenues under purchased power agreements	3
Other	

Total deferred credits and other liabilities	11

Common Stockholder's Equity:	
Authorized - 1,000,000 shares	
Outstanding - 1,000 shares	
Paid-in capital	72
Retained earnings	4
Accumulated other comprehensive income	(4)

Total common stockholder's equity	73

Total Liabilities and Stockholder's Equity	\$ 1,95
=====	