

Edgar Filing: SOUTHERN CO - Form 35-CERT

SOUTHERN CO
Form 35-CERT
February 11, 2002

CERTIFICATE OF NOTIFICATION

Filed by

THE SOUTHERN COMPANY

Pursuant to orders of the Securities and Exchange Commission dated August 18, 1999 and February 9, 2000 in the matter of File No. 70-9335.

The Southern Company (the "Company") hereby certifies to said Commission, pursuant to Rule 24, as follows:

1. On February 1, 2002, the issuance by Southern Company Capital Funding, Inc. ("Capital Funding") of \$400,000,000 aggregate principal amount of its Series A 5.30% Senior Notes due February 1, 2007 (the "Series A Notes"), pursuant to the First Supplemental Indenture dated as of February 1, 2002, supplementing the Senior Note Indenture dated as of February 1, 2002 among Capital Funding, the Company, as guarantor, and The Bank of New York, as Trustee, and the guarantee of the Series A Notes by the Company was carried out in accordance with the terms and conditions of and for the purposes represented by the application, as amended, and of said orders with respect thereto.

2. Filed herewith are the following exhibits:

Exhibit A -- Prospectus supplement with respect to the Series A Notes, dated January 29, 2002. (Filed electronically January 30, 2002, in File Nos. 333-65178, 333-65178-01, 333-65178-02 and 333-65178-03.)

Exhibit B -- Underwriting Agreement with respect to the Series A Notes dated January 29, 2002. (Designated in Form 8-K dated January 29, 2002 as Exhibit 1.)

Exhibit C -- Senior Note Indenture dated as of February 1, 2002, among the Company, Capital Funding and The Bank of New York, as Trustee. (Designated in Form 8-K dated January 29, 2002 as Exhibit 4.1.)

Exhibit D -- First Supplemental Indenture to Senior Note Indenture dated as of February 1, 2002, providing for the issuance of the Series A Senior Notes. (Designated in Form 8-K dated January 29, 2002 as Exhibit 4.2.)

Exhibit E -- Opinion of Troutman Sanders LLP, dated February 11, 2002.

Dated: February 11, 2002

THE SOUTHERN COMPANY

By /s/Tommy Chisholm
Tommy Chisholm
Secretary