

ALABAMA POWER CO
Form 10-K
February 24, 2012
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-K

þ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES**
EXCHANGE ACT OF 1934

For the Fiscal Year Ended December 31, 2011

OR

.. **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES**
EXCHANGE ACT OF 1934

For the Transition Period from to

Commission	Registrant, State of Incorporation,	I.R.S. Employer
File Number 1-3526	Address and Telephone Number The Southern Company (A Delaware Corporation) 30 Ivan Allen Jr. Boulevard, N.W. Atlanta, Georgia 30308 (404) 506-5000	Identification No. 58-0690070
1-3164	Alabama Power Company (An Alabama Corporation)	63-0004250

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600 North 18th Street
Birmingham, Alabama 35291
(205) 257-1000

1-6468	Georgia Power Company (A Georgia Corporation) 241 Ralph McGill Boulevard, N.E. Atlanta, Georgia 30308 (404) 506-6526	58-0257110
001-31737	Gulf Power Company (A Florida Corporation) One Energy Place Pensacola, Florida 32520 (850) 444-6111	59-0276810
001-11229	Mississippi Power Company (A Mississippi Corporation) 2992 West Beach Gulfport, Mississippi 39501 (228) 864-1211	64-0205820
333-98553	Southern Power Company (A Delaware Corporation) 30 Ivan Allen Jr. Boulevard, N.W. Atlanta, Georgia 30308 (404) 506-5000	58-2598670

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Securities registered pursuant to Section 12(b) of the Act:¹

Each of the following classes or series of securities registered pursuant to Section 12(b) of the Act is listed on the New York Stock Exchange.

Title of each class	Registrant
Common Stock, \$5 par value	The Southern Company
Class A preferred, cumulative, \$25 stated capital	Alabama Power Company
5.20% Series	5.83% Series
5.30% Series	
Senior Notes	
5.875% Series 2007B	
Class A Preferred Stock, non-cumulative,	Georgia Power Company
Par value \$25 per share	
6 1/8% Series	
Senior Notes	
6.375% Series 2007D	
8.20% Series 2008C	
Senior Notes	Gulf Power Company
5.25% Series H	
5.75% Series 2011A	
Senior Notes	Mississippi Power Company
5 5/8% Series E	
Depository preferred shares, each representing one-fourth	
of a share of preferred stock, cumulative, \$100 par value	
5.25% Series	

Securities registered pursuant to Section 12(g) of the Act:¹

Title of each class	Registrant
Preferred stock, cumulative, \$100 par value	Alabama Power Company
4.20% Series	4.72% Series
4.60% Series	4.92% Series
4.52% Series	4.64% Series

Preferred stock, cumulative, \$100 par value
4.40% Series 4.60% Series
4.72% Series

Mississippi Power Company

1 As of December 31, 2011.

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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Registrant	Yes	No
The Southern Company	X	
Alabama Power Company	X	
Georgia Power Company	X	
Gulf Power Company		X
Mississippi Power Company		X
Southern Power Company		X

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No (Response applicable to all registrants.)

Indicate by check mark whether the registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrants have submitted electronically and posted on their corporate web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrants were required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrants' knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Registrant	Large		Smaller	
	Accelerated	Accelerated	Non-accelerated	Reporting
	Filer	Filer	Filer	Company
The Southern Company	X			
Alabama Power Company			X	
Georgia Power Company			X	
Gulf Power Company			X	
Mississippi Power Company			X	
Southern Power Company			X	

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No (Response applicable to all registrants.)

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Aggregate market value of The Southern Company's common stock held by non-affiliates of The Southern Company at June 30, 2011: \$34.6 billion. All of the common stock of the other registrants is held by The Southern Company. A description of each registrant's common stock follows:

Registrant	Description of Common Stock	Shares Outstanding at January 31, 2012
The Southern Company	Par Value \$5 Per Share	866,573,913
Alabama Power Company	Par Value \$40 Per Share	30,537,500
Georgia Power Company	Without Par Value	9,261,500
Gulf Power Company	Without Par Value	4,542,717
Mississippi Power Company	Without Par Value	1,121,000
Southern Power Company	Par Value \$0.01 Per Share	1,000

Documents incorporated by reference: specified portions of The Southern Company's Definitive Proxy Statement on Schedule 14A relating to the 2012 Annual Meeting of Stockholders are incorporated by reference into PART III. In addition, specified portions of the Definitive Information Statements on Schedule 14C of Alabama Power Company, Georgia Power Company, and Mississippi Power Company relating to each of their respective 2012 Annual Meetings of Shareholders are incorporated by reference into PART III.

Southern Power Company meets the conditions set forth in General Instructions I(1)(a) and (b) of Form 10-K and is therefore filing this Form 10-K with the reduced disclosure format specified in General Instructions I(2)(b), (c), and (d) of Form 10-K.

This combined Form 10-K is separately filed by The Southern Company, Alabama Power Company, Georgia Power Company, Gulf Power Company, Mississippi Power Company, and Southern Power Company. Information contained herein relating to any individual company is filed by such company on its own behalf. Each company makes no representation as to information relating to the other companies.

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When used in Items 1 through 5 and Items 9A through 15, the following terms will have the meanings indicated.

Term	Meaning
2010 ARP	Alternative Rate Plan approved by the Georgia PSC for Georgia Power for the years 2011 through 2013
Alabama Power	Alabama Power Company
Clean Air Act	Clean Air Act Amendments of 1990
Code	Internal Revenue Code of 1986, as amended
CPCN	Certificate of Public Convenience and Necessity
Dalton	Dalton Utilities
DOE	United States Department of Energy
EPA	United States Environmental Protection Agency
FERC	Federal Energy Regulatory Commission
FMPA	Florida Municipal Power Agency
FP&L	Florida Power & Light Company
Georgia Power	Georgia Power Company
Gulf Power	Gulf Power Company
Hampton	City of Hampton, Georgia
IBEW	International Brotherhood of Electrical Workers
IGCC	Integrated Coal Gasification Combined Cycle
IIC	Intercompany Interchange Contract
IPP	Independent Power Producer
IRP	Integrated Resource Plan
Kemper IGCC	IGCC facility under construction in Kemper County, Mississippi
KUA	Kissimmee Utility Authority
KW	Kilowatt
KWH	Kilowatt-hour
MEAG Power	Municipal Electric Authority of Georgia
Mississippi Power	Mississippi Power Company
MW	Megawatt
NRC	Nuclear Regulatory Commission
OPC	Oglethorpe Power Corporation
OUC	Orlando Utilities Commission
Plant Vogtle Units 3 and 4 power pool	Two new nuclear generating units under construction at Plant Vogtle The operating arrangement whereby the integrated generating resources of the traditional operating companies and Southern Power are subject to joint commitment and dispatch in order to serve their combined load obligations
PowerSouth	PowerSouth Energy Cooperative (formerly, Alabama Electric Cooperative, Inc.)
PPA	Power Purchase Agreement

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DEFINITIONS

(continued)

Term	Meaning
Progress Energy Florida	Florida Power Corporation, d/b/a Progress Energy Florida, Inc.
PSC	Public Service Commission
registrants	Southern Company, Alabama Power, Georgia Power, Gulf Power, Mississippi Power, and Southern Power
RUS	Rural Utilities Service (formerly Rural Electrification Administration)
SCS	Southern Company Services, Inc. (the system service company)
SEC	Securities and Exchange Commission
SEGCO	Southern Electric Generating Company
SEPA	Southeastern Power Administration
SERC	Southeastern Electric Reliability Council
SMEPA	South Mississippi Electric Power Association
Southern Company	The Southern Company
Southern Company system	Southern Company, the traditional operating companies, Southern Power, SEGCO, Southern Nuclear, SCS, SouthernLINC Wireless, and other subsidiaries
Southern Holdings	Southern Company Holdings, Inc.
SouthernLINC Wireless	Southern Communications Services, Inc.
Southern Nuclear	Southern Nuclear Operating Company, Inc.
Southern Power	Southern Power Company
SRE	Southern Renewable Energy, Inc.
traditional operating companies	Alabama Power, Georgia Power, Gulf Power, and Mississippi Power

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CAUTIONARY STATEMENT REGARDING

FORWARD-LOOKING INFORMATION

This Annual Report on Form 10-K contains forward-looking statements. Forward-looking statements include, among other things, statements concerning the strategic goals for the wholesale business, retail sales, retail rates, customer growth, economic recovery, fuel and environmental cost recovery and other rate actions, current and proposed environmental regulations and related estimated expenditures, future earnings, dividend payout ratios, access to sources of capital, projections for the qualified pension plan, postretirement benefit plan, and nuclear decommissioning trust fund contributions, financing activities, start and completion of construction projects, plans and estimated costs for new generation resources, filings with state and federal regulatory authorities, impact of the Small Business Jobs and Credit Act of 2010, impact of the Tax Relief, Unemployment Insurance Reauthorization, and Job Creation Act of 2010, estimated sales and purchases under new power sale and purchase agreements, storm damage cost recovery and repairs, and estimated construction and other expenditures. In some cases, forward-looking statements can be identified by terminology such as may, will, could, should, expects, plans, anticipates, believes, projects, predicts, potential, or continue or the negative of these terms or other similar terminology. There are various factors that could cause actual results to differ materially from those suggested by the forward-looking statements; accordingly, there can be no assurance that such indicated results will be realized. These factors include:

the impact of recent and future federal and state regulatory changes, including legislative and regulatory initiatives regarding deregulation and restructuring of the electric utility industry, implementation of the Energy Policy Act of 2005, environmental laws including regulation of water, coal combustion byproducts, and emissions of sulfur, nitrogen, carbon, soot, particulate matter, hazardous air pollutants, including mercury, and other substances, financial reform legislation, and also changes in tax and other laws and regulations to which Southern Company and its subsidiaries are subject, as well as changes in application of existing laws and regulations;

current and future litigation, regulatory investigations, proceedings, or inquiries, including the pending EPA civil actions against certain Southern Company subsidiaries, FERC matters, and Internal Revenue Service and state tax audits;

the effects, extent, and timing of the entry of additional competition in the markets in which Southern Company's subsidiaries operate;

variations in demand for electricity, including those relating to weather, the general economy and recovery from the recent recession, population and business growth (and declines), and the effects of energy conservation measures;

available sources and costs of fuels;

effects of inflation;

ability to control costs and avoid cost overruns during the development and construction of facilities;

investment performance of Southern Company's employee benefit plans and nuclear decommissioning trust funds;

advances in technology;

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state and federal rate regulations and the impact of pending and future rate cases and negotiations, including rate actions relating to fuel and other cost recovery mechanisms;

regulatory approvals and actions related to the Plant Vogtle Units 3 and 4, including Georgia PSC approvals, NRC actions, and potential DOE loan guarantees;

regulatory approvals and actions related to the Kemper IGCC, including Mississippi PSC approvals, potential DOE loan guarantees, the SMEPA purchase decision, and utilization of investment tax credits;

the performance of projects undertaken by the non-utility businesses and the success of efforts to invest in and develop new opportunities;

internal restructuring or other restructuring options that may be pursued;

potential business strategies, including acquisitions or dispositions of assets or businesses, which cannot be assured to be completed or beneficial to Southern Company or its subsidiaries;

the ability of counterparties of Southern Company and its subsidiaries to make payments as and when due and to perform as required;

the ability to obtain new short- and long-term contracts with wholesale customers;

the direct or indirect effect on Southern Company's business resulting from terrorist incidents and the threat of terrorist incidents, including cyber intrusion;

interest rate fluctuations and financial market conditions and the results of financing efforts, including Southern Company's and its subsidiaries' credit ratings;

the impacts of any potential U.S. credit rating downgrade or other sovereign financial issues, including impacts on interest rates, access to capital markets, impacts on currency exchange rates, counterparty performance, and the economy in general, as well as potential impacts on the availability or benefits of proposed DOE loan guarantees;

the ability of Southern Company and its subsidiaries to obtain additional generating capacity at competitive prices;

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catastrophic events such as fires, earthquakes, explosions, floods, hurricanes, droughts, pandemic health events such as influenzas, or other similar occurrences;

the direct or indirect effects on Southern Company's business resulting from incidents affecting the U.S. electric grid or operation of generating resources;

the effect of accounting pronouncements issued periodically by standard setting bodies; and

other factors discussed elsewhere herein and in other reports filed by the registrants from time to time with the SEC.

The registrants expressly disclaim any obligation to update any forward-looking statements.

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PART I

Item 1. BUSINESS

Southern Company was incorporated under the laws of Delaware on November 9, 1945. Southern Company is domesticated under the laws of Georgia and is qualified to do business as a foreign corporation under the laws of Alabama. Southern Company owns all of the outstanding common stock of Alabama Power, Georgia Power, Gulf Power, and Mississippi Power, each of which is an operating public utility company. The traditional operating companies supply electric service in the states of Alabama, Georgia, Florida, and Mississippi. More particular information relating to each of the traditional operating companies is as follows:

Alabama Power is a corporation organized under the laws of the State of Alabama on November 10, 1927, by the consolidation of a predecessor Alabama Power Company, Gulf Electric Company, and Houston Power Company. The predecessor Alabama Power Company had been in continuous existence since its incorporation in 1906.

Georgia Power was incorporated under the laws of the State of Georgia on June 26, 1930 and was admitted to do business in Alabama on September 15, 1948.

Gulf Power is a Florida corporation that has had a continuous existence since it was originally organized under the laws of the State of Maine on November 2, 1925. Gulf Power was admitted to do business in Florida on January 15, 1926, in Mississippi on October 25, 1976, and in Georgia on November 20, 1984. Gulf Power became a Florida corporation after being domesticated under the laws of the State of Florida on November 2, 2005.

Mississippi Power was incorporated under the laws of the State of Mississippi on July 12, 1972, was admitted to do business in Alabama on November 28, 1972, and effective December 21, 1972, by the merger into it of the predecessor Mississippi Power Company, succeeded to the business and properties of the latter company. The predecessor Mississippi Power Company was incorporated under the laws of the State of Maine on November 24, 1924 and was admitted to do business in Mississippi on December 23, 1924 and in Alabama on December 7, 1962.

In addition, Southern Company owns all of the common stock of Southern Power, which is also an operating public utility company. Southern Power constructs, acquires, owns, and manages generation assets, including renewable energy projects, and sells electricity at market-based rates in the wholesale market. Southern Power is a corporation organized under the laws of Delaware on January 8, 2001 and was admitted to do business in the States of Alabama, Florida, and Georgia on January 10, 2001, in the State of Mississippi on January 30, 2001, in the State of North Carolina on February 19, 2007, in the State of South Carolina on March 31, 2009, in the State of Texas on October 26, 2009, and in the State of New Mexico on February 11, 2010.

Southern Company also owns all of the outstanding common stock or membership interests of SouthernLINC Wireless, Southern Nuclear, SCS, Southern Holdings, and other direct and indirect subsidiaries. SouthernLINC Wireless provides digital wireless communications for use by Southern Company and its subsidiary companies and markets these services to the public and also provides wholesale fiber optic solutions to telecommunication providers in the Southeast. Southern Nuclear operates and provides services to Alabama Power's and Georgia Power's nuclear plants and is currently developing new nuclear generation at Plant Vogtle, which is co-owned by Georgia Power. SCS is the system service company providing, at cost, specialized services to Southern Company and its subsidiary companies. Southern Holdings is an intermediate holding subsidiary primarily for Southern Company's investments in leveraged leases.

Alabama Power and Georgia Power each own 50% of the outstanding common stock of SEGCO. SEGCO is an operating public utility company that owns electric generating units with an aggregate capacity of 1,019,680 KWs at Plant Gaston on the Coosa River near Wilsonville, Alabama. Alabama Power and Georgia Power are each entitled to one-half of SEGCO's capacity and energy. Alabama Power acts as SEGCO's agent in the operation of SEGCO's units and furnishes coal to SEGCO as fuel for its units. SEGCO also owns one 230,000 volt transmission line extending from Plant Gaston to the Georgia state line at which point connection is made with the Georgia Power transmission line system.

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Southern Company's segment information is included in Note 12 to the financial statements of Southern Company in Item 8 herein.

The registrants' Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and all amendments to those reports are made available on Southern Company's website, free of charge, as soon as reasonably practicable after such material is electronically filed with or furnished to the SEC. Southern Company's internet address is www.southerncompany.com.

The Southern Company System

Traditional Operating Companies

The traditional operating companies own generation, transmission, and distribution facilities. See PROPERTIES in Item 2 herein for additional information on the traditional operating companies' generating facilities. Each company's transmission facilities are connected to the respective company's own generating plants and other sources of power (including certain generating plants owned by Southern Power) and are interconnected with the transmission facilities of the other traditional operating companies and SEGCO. For information on the State of Georgia's integrated transmission system, see Territory Served by the Traditional Operating Companies and Southern Power herein.

Agreements in effect with principal neighboring utility systems provide for capacity and energy transactions that may be entered into from time to time for reasons related to reliability or economics. Additionally, the traditional operating companies have entered into voluntary reliability agreements with the subsidiaries of Entergy Corporation, Florida Electric Power Coordinating Group, and Tennessee Valley Authority and with Carolina Power & Light Company (d/b/a Progress Energy Carolinas, Inc.), Duke Energy Corporation, South Carolina Electric & Gas Company, and Virginia Electric and Power Company, each of which provides for the establishment and periodic review of principles and procedures for planning and operation of generation and transmission facilities, maintenance schedules, load retention programs, emergency operations, and other matters affecting the reliability of bulk power supply. The traditional operating companies have joined with other utilities in the Southeast (including some of those referred to above) to form the SERC to augment further the reliability and adequacy of bulk power supply. Through the SERC, the traditional operating companies are represented on the National Electric Reliability Council.

The utility assets of the traditional operating companies and certain utility assets of Southern Power are operated as a single integrated electric system, or power pool, pursuant to the IIC. Activities under the IIC are administered by SCS, which acts as agent for the traditional operating companies and Southern Power. The fundamental purpose of the power pool is to provide for the coordinated operation of the electric facilities in an effort to achieve the maximum possible economies consistent with the highest practicable reliability of service. Subject to service requirements and other operating limitations, system resources are committed and controlled through the application of centralized economic dispatch. Under the IIC, each traditional operating company and Southern Power retains its lowest cost energy resources for the benefit of its own customers and delivers any excess energy to the power pool for use in serving customers of other traditional operating companies or Southern Power or for sale by the power pool to third parties. The IIC provides for the recovery of specified costs associated with the affiliated operations thereunder, as well as the proportionate sharing of costs and revenues resulting from power pool transactions with third parties.

Southern Company, each traditional operating company, Southern Power, Southern Nuclear, SEGCO, and other subsidiaries have contracted with SCS to furnish, at direct or allocated cost and upon request, the following services: general and design engineering, operations, purchasing, accounting, finance and treasury, tax, information technology, marketing, auditing, insurance and pension administration, human resources, systems and procedures, digital wireless communications, and other services with respect to business and operations and power pool transactions. Southern Power and SouthernLINC Wireless have also secured from the traditional operating companies certain services which are furnished at cost and, in the case of Southern Power, which are subject to FERC regulations, in compliance with such regulations.

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Alabama Power and Georgia Power each have a contract with Southern Nuclear to operate Plant Farley and Plants Hatch and Vogtle, respectively. In addition, Georgia Power has a contract with Southern Nuclear to develop, license, construct, and operate Plant Vogtle Units 3 and 4. See Regulation Nuclear Regulation herein for additional information.

Southern Power

Southern Power is an electric wholesale generation subsidiary with market-based rate authority from the FERC. Southern Power constructs, acquires, owns, and manages generation assets, including renewable energy projects, and sells electricity at market-based prices in the wholesale market. Southern Power's business activities are not subject to traditional state regulation like the traditional operating companies but are subject to regulation by the FERC. Southern Power has attempted to insulate itself from significant fuel supply, fuel transportation, and electric transmission risks by generally making such risks the responsibility of the counterparties to its PPAs. However, Southern Power's future earnings will depend on the parameters of the wholesale market and the efficient operation of its wholesale generating assets. For additional information on Southern Power's business activities, see MANAGEMENT'S DISCUSSION AND ANALYSIS OVERVIEW Business Activities of Southern Power in Item 7 herein.

Southern Power is constructing a 720 MW electric generating plant in Cleveland County, North Carolina. This new plant is expected to go into commercial operation in December 2012. The total estimated construction cost is expected to be between \$335 million and \$365 million.

Southern Power is constructing a biomass generating plant in Sacul, Texas with an estimated capacity of 100 MWs. The generating plant will be fueled from wood waste and is expected to begin commercial operation in June 2012. The total estimated cost of the project is expected to be between \$470 million and \$490 million.

On March 15, 2011, Southern Company transferred its ownership in its wholly-owned subsidiary, SRE, to Southern Power. SRE was formed in January 2010 to construct, acquire, own, and manage renewable generation assets and sell electricity at market-based prices in the wholesale market. In March 2010, SRE and Turner Renewable Energy, Inc., through a subsidiary, entered into an engineering, construction, and procurement agreement with First Solar, Inc. for Plant Cimarron, a 30 MW solar photovoltaic plant near Cimarron, New Mexico, and assumed the associated PPA. In November 2010, Plant Cimarron began commercial operation. The transfer of net assets was accounted for by Southern Power as a transfer of net assets among entities under common control; therefore, the assets and liabilities of SRE were transferred from Southern Company to Southern Power at historical cost. The consolidated financial statements of Southern Power have been revised to include the financial condition and the results of operations of SRE since its inception in January 2010.

As of December 31, 2011, Southern Power had 7,908 MWs of nameplate capacity in commercial operation.

Other Businesses

Southern Holdings is an intermediate holding subsidiary primarily for Southern Company's investments in leveraged leases.

SouthernLINC Wireless provides digital wireless communications for use by Southern Company and its subsidiary companies and markets its services to non-affiliates within the Southeast. SouthernLINC Wireless delivers multiple wireless communication options including push to talk, cellular service, text messaging, wireless internet access, and wireless data. Its system covers approximately 127,000 square miles in the Southeast. SouthernLINC Wireless also provides wholesale fiber optic solutions to telecommunication providers in the Southeast under the name Southern Telecom.

These efforts to invest in and develop new business opportunities offer potential returns exceeding those of rate-regulated operations. However, these activities also involve a higher degree of risk.

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The subsidiary companies of Southern Company are engaged in continuous construction programs to accommodate existing and estimated future loads on their respective systems. For estimated construction and environmental expenditures for the periods 2012 through 2014, see MANAGEMENT'S DISCUSSION AND ANALYSIS FINANCIAL CONDITION AND LIQUIDITY Capital Requirements and Contractual Obligations and Note 7 to the financial statements of Southern Company and each traditional operating company under Construction Program and Note 7 to the financial statements of Southern Power under Expansion Program in Item 8 herein. The Southern Company system's construction program consists of a base level capital investment and capital expenditures to comply with existing environmental statutes and regulations. In 2012, the base level capital investment and capital expenditures are expected to be apportioned approximately as follows:

	Southern					Southern Power
	Company					
	Alabama Power	Georgia Power	Gulf Power	Mississippi Power		
	system * (in millions)					
New Generation	\$2,325	\$1	\$861	\$0	\$1,335	\$128
Environmental **	425	22	237	200	87	
Transmission & Distribution Growth	550	160	337	40	13	
Maintenance (Generation, Transmission, and Distribution)	1,233	488	532	147	52	
Long-Term Service Agreements Capital	126	47	51			28
Nuclear fuel	333	135	198			
General plant	275	84	87	15	9	31
Total	\$5,267	\$937	\$2,303	\$402	\$1,496	\$187

* These amounts include the amounts for the traditional operating companies and Southern Power (as detailed in the table above) as well as the amounts for the other subsidiaries. See Other Businesses herein for additional information.

** The 2012 base level capital investments for Georgia Power, Gulf Power, and Mississippi Power include certain environmental compliance investments associated with the EPA's Mercury and Air Toxics Standards (MATS) rule (formerly referred to as the Utility Maximum Achievable Control Technology rule). The 2012 base level capital investment for Alabama Power does not include potential incremental environmental compliance investments associated with complying with the MATS rule. The Southern Company system is assessing the potential costs of complying with the MATS rule, as well as the EPA's proposed water and coal combustion byproducts rules. The potential incremental environmental compliance investments in 2012, based on the assumption that coal combustion byproducts will continue to be regulated as non-hazardous solid waste under the proposed rule, are as follows:

	Southern Company system	Alabama Power (in millions)	Georgia Power	Gulf Power	Mississippi Power
MATS rule	Up to \$370	Up to \$170		Up to \$45	Up to \$30
Proposed water and coal combustion byproducts rules	Up to \$40	Up to \$5	Up to \$30	Up to \$5	Up to \$1
Total potential incremental environmental compliance investments	Up to \$410	Up to \$175	Up to \$30	Up to \$50	Up to \$31

For Southern Power, any incremental investments to comply with existing statutes and regulations, the MATS rule, or anticipated new environmental regulations in 2012 are expected to be immaterial.

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The construction programs are subject to periodic review and revision, and actual construction costs may vary from these estimates because of numerous factors. These factors include: changes in business conditions; changes in load projections; changes in environmental statutes and regulations; the outcome of any legal challenges to the environmental rules; changes in generating plants, including unit retirements and replacements, to meet new regulatory requirements; changes in FERC rules and regulations; PSC approvals; changes in legislation; the cost and efficiency of construction labor, equipment, and materials; project scope and design changes; storm impacts; and the cost of capital. In addition, there can be no assurance that costs related to capital expenditures will be fully recovered.

See Regulation Environmental Statutes and Regulations herein for additional information with respect to certain existing and proposed environmental requirements and PROPERTIES Jointly-Owned Facilities in Item 2 herein for additional information concerning Alabama Power s, Georgia Power s, and Southern Power s joint ownership of certain generating units and related facilities with certain non-affiliated utilities.

Financing Programs

See each of the registrant s MANAGEMENT S DISCUSSION AND ANALYSIS FINANCIAL CONDITION AND LIQUIDITY in Item 7 herein and Note 6 to the financial statements of each registrant in Item 8 herein for information concerning financing programs.

Fuel Supply

The traditional operating companies and SEGCO s supply of electricity is derived mainly from coal. Southern Power s supply of electricity is primarily fueled by natural gas. See MANAGEMENT S DISCUSSION AND ANALYSIS RESULTS OF OPERATION Electricity Business Fuel and Purchased Power Expenses of Southern Company and MANAGEMENT S DISCUSSION AND ANALYSIS RESULTS OF OPERATION Fuel and Purchased Power Expenses of each traditional operating company in Item 7 herein for information regarding the electricity generated and the average cost of fuel in cents per net kilowatt-hour generated for the years 2009 through 2011.

The traditional operating companies have agreements in place from which they expect to receive substantially all of their coal burn requirements in 2012. These agreements have terms ranging between one and eight years. In 2011, the weighted average sulfur content of all coal burned by the traditional operating companies was 0.80% sulfur. This sulfur level, along with banked and purchased sulfur dioxide allowances, allowed the traditional operating companies to remain within limits set by Phase I of the Clean Air Interstate Rule (CAIR) under the Clean Air Act. In 2011, the Southern Company system purchased approximately 563 tons of sulfur dioxide allowances and 3,096 tons of seasonal nitrogen oxide emission allowances to be used in current and future periods. As additional environmental regulations are proposed that impact the utilization of coal, the traditional operating companies fuel mix will be monitored to ensure that the traditional operating companies remain in compliance with applicable laws and regulations. Additionally, Southern Company and the traditional operating companies will continue to evaluate the need to purchase additional emissions allowances, the timing of capital expenditures for emissions control equipment, and potential unit retirements and replacements. See MANAGEMENT S DISCUSSION AND ANALYSIS FUTURE EARNINGS POTENTIAL Environmental Matters of Southern Company and each traditional operating company in Item 7 herein for information on the Clean Air Act, the MATS rule, the Cross State Air Pollution Rule (CSAPR), CAIR, the proposed water and coal combustion byproducts rules, and global climate issues.

SCS, acting on behalf of the traditional operating companies and Southern Power, has agreements in place for the natural gas burn requirements of the Southern Company system. For 2012, SCS has contracted for 378 billion cubic feet of natural gas supply under agreements with remaining terms up to nine years. In addition to natural gas supply, SCS has contracts in place for both firm natural gas transportation and storage. Management believes that these contracts provide sufficient natural gas supplies, transportation, and storage to ensure normal operations of the Southern Company system s natural gas generating units.

Changes in fuel prices to the traditional operating companies are generally reflected in fuel adjustment clauses contained in rate schedules. See Rate Matters Rate Structure and Cost Recovery Plans herein for additional information. Southern Power s PPAs generally provide that the counterparty is responsible for substantially all of the cost of fuel.

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Alabama Power and Georgia Power have numerous contracts covering a portion of their nuclear fuel needs for uranium, conversion services, enrichment services, and fuel fabrication. These contracts have varying expiration dates and most of them are for less than 10 years. Management believes that sufficient capacity for nuclear fuel supplies and processing exists to preclude the impairment of normal operations of the Southern Company system's nuclear generating units.

Alabama Power and Georgia Power have contracts with the United States, acting through the DOE, that provide for the permanent disposal of spent nuclear fuel. The DOE failed to begin disposing of spent fuel in 1998, as required by the contracts, and Alabama Power and Georgia Power have pursued and are pursuing legal remedies against the government for breach of contract. See Note 3 to the financial statements of Southern Company, Alabama Power, and Georgia Power under "Nuclear Fuel Disposal Costs" in Item 8 herein for additional information.

Territory Served by the Traditional Operating Companies and Southern Power

The territory in which the traditional operating companies provide electric service comprises most of the states of Alabama and Georgia together with the northwestern portion of Florida and southeastern Mississippi. In this territory there are non-affiliated electric distribution systems which obtain some or all of their power requirements either directly or indirectly from the traditional operating companies. The territory has an area of approximately 120,000 square miles and an estimated population of approximately 16 million. Southern Power sells electricity at market-based prices in the wholesale market primarily to investor-owned utilities, IPPs, municipalities, and electric cooperatives.

Alabama Power is engaged, within the State of Alabama, in the generation and purchase of electricity and the transmission, distribution, and sale of such electricity, at retail in approximately 400 cities and towns (including Anniston, Birmingham, Gadsden, Mobile, Montgomery, and Tuscaloosa), as well as in rural areas, and at wholesale to 15 municipally-owned electric distribution systems, 11 of which are served indirectly through sales to Alabama Municipal Electric Authority, and two rural distributing cooperative associations. Alabama Power owns coal reserves near its Plant Gorgas and uses the output of coal from the reserves in its generating plants. Alabama Power also sells, and cooperates with dealers in promoting the sale of, electric appliances.

Georgia Power is engaged in the generation and purchase of electricity and the transmission, distribution, and sale of such electricity within the State of Georgia, at retail in over 600 communities (including Athens, Atlanta, Augusta, Columbus, Macon, Rome, and Savannah), as well as in rural areas, and at wholesale currently to OPC, MEAG Power, Dalton, Hampton, various electric membership corporations, and non-affiliated utilities.

Gulf Power is engaged, within the northwestern portion of Florida, in the generation and purchase of electricity and the transmission, distribution, and sale of such electricity, at retail in 71 communities (including Pensacola, Panama City, and Fort Walton Beach), as well as in rural areas, and at wholesale to a non-affiliated utility and a municipality.

Mississippi Power is engaged in the generation and purchase of electricity and the transmission, distribution, and sale of such electricity within 23 counties in southeastern Mississippi, at retail in 123 communities (including Biloxi, Gulfport, Hattiesburg, Laurel, Meridian, and Pascagoula), as well as in rural areas, and at wholesale to one municipality, six rural electric distribution cooperative associations, and one generating and transmitting cooperative.

For information relating to KWH sales by customer classification for the traditional operating companies, see MANAGEMENT'S DISCUSSION AND ANALYSIS - RESULTS OF OPERATIONS of each traditional operating company in Item 7 herein. Also, for information relating to the sources of revenues for Southern Company, each traditional operating company, and Southern Power, reference is made to Item 7 herein.

The RUS has authority to make loans to cooperative associations or corporations to enable them to provide electric service to customers in rural sections of the country. There are 71 electric cooperative organizations operating in the territory in which the traditional operating companies provide electric service at retail or wholesale.

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One of these organizations, PowerSouth, is a generating and transmitting cooperative selling power to several distributing cooperatives, municipal systems, and other customers in south Alabama and northwest Florida. PowerSouth owns generating units with approximately 2,027 MWs of nameplate capacity, including an undivided 8.16% ownership interest in Alabama Power's Plant Miller Units 1 and 2. PowerSouth's facilities were financed with RUS loans secured by long-term contracts requiring distributing cooperatives to take their requirements from PowerSouth to the extent such energy is available.

Alabama Power and Gulf Power have entered into separate agreements with PowerSouth involving interconnection between their respective systems. The delivery of capacity and energy from PowerSouth to certain distributing cooperatives in the service territories of Alabama Power and Gulf Power is governed by the Southern Company/PowerSouth Network Transmission Service Agreement. The rates for this service to PowerSouth are on file with the FERC. See PROPERTIES - Jointly-Owned Facilities in Item 2 herein for details of Alabama Power's joint-ownership with PowerSouth of a portion of Plant Miller.

Four electric cooperative associations, financed by the RUS, operate within Gulf Power's service territory. These cooperatives purchase their full requirements from PowerSouth and SEPA (a federal power marketing agency). A non-affiliated utility also operates within Gulf Power's service territory and purchases its full requirements from Gulf Power.

Mississippi Power has an interchange agreement with SMEPA, a generating and transmitting cooperative, pursuant to which various services are provided, including the furnishing of protective capacity by Mississippi Power to SMEPA. In July 2010, Mississippi Power and SMEPA entered into an asset purchase agreement whereby SMEPA agreed to purchase an undivided 17.5% interest in the Kemper IGCC. The closing of this transaction is conditioned upon execution of a joint ownership and operating agreement, receipt of all construction permits, appropriate regulatory approvals, financing, and other conditions. In December 2010, Mississippi Power and SMEPA filed a joint petition with the Mississippi PSC requesting regulatory approval for SMEPA's 17.5% ownership of the Kemper IGCC.

There are also 65 municipally-owned electric distribution systems operating in the territory in which the traditional operating companies provide electric service at retail or wholesale.

Forty-eight municipally-owned electric distribution systems and one county-owned system receive their requirements through MEAG Power, which was established by a Georgia state statute in 1975. MEAG Power serves these requirements from self-owned generation facilities, some of which are jointly-owned with Georgia Power, and purchases from other resources. MEAG Power also has a pseudo scheduling and services agreement with Georgia Power. Dalton serves its requirements from self-owned generation facilities, some of which are jointly-owned with Georgia Power, and through purchases from Georgia Power and Southern Power through a service agreement. In addition, Georgia Power serves the full requirements of Hampton's electric distribution system under a market-based contract. See PROPERTIES - Jointly-Owned Facilities in Item 2 herein for additional information.

Georgia Power has entered into substantially similar agreements with Georgia Transmission Corporation, MEAG Power, and Dalton providing for the establishment of an integrated transmission system to carry the power and energy of all parties. The agreements require an investment by each party in the integrated transmission system in proportion to its respective share of the aggregate system load. See PROPERTIES - Jointly-Owned Facilities in Item 2 herein for additional information.

Southern Power has PPAs with some of the traditional operating companies and with other investor-owned utilities, IPPs, municipalities, electric cooperatives, and an energy marketing firm. See MANAGEMENT'S DISCUSSION AND ANALYSIS - FUTURE EARNINGS POTENTIAL - Power Sales Agreements of Southern Power in Item 7 herein for additional information concerning Southern Power's PPAs.

SCS, acting on behalf of the traditional operating companies, also has a contract with SEPA providing for the use of the traditional operating companies' facilities at government expense to deliver to certain cooperatives and

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municipalities, entitled by federal statute to preference in the purchase of power from SEPA, quantities of power equivalent to the amounts of power allocated to them by SEPA from certain United States government hydroelectric projects.

Pursuant to the 1956 Utility Act, the Mississippi PSC issued Grandfather Certificates of public convenience and necessity to Mississippi Power and to six distribution rural cooperatives operating in southeastern Mississippi, then served in whole or in part by Mississippi Power, authorizing them to distribute electricity in certain specified geographically described areas of the state. The six cooperatives serve approximately 325,000 retail customers in a certificated area of approximately 10,300 square miles. In areas included in a Grandfather Certificate, the utility holding such certificate may, without further certification, extend its lines up to five miles; other extensions within that area by such utility, or by other utilities, may not be made except upon a showing of, and a grant of a certificate of, public convenience and necessity. Areas included in such a certificate which are subsequently annexed to municipalities may continue to be served by the holder of the certificate, irrespective of whether it has a franchise in the annexing municipality. On the other hand, the holder of the municipal franchise may not extend service into such newly annexed area without authorization by the Mississippi PSC.

Competition

The electric utility industry in the United States is continuing to evolve as a result of regulatory and competitive factors. Among the early primary agents of change was the Energy Policy Act of 1992 which allowed IPPs to access a utility's transmission network in order to sell electricity to other utilities.

The competition for retail energy sales among competing suppliers of energy is influenced by various factors, including price, availability, technological advancements, service, and reliability. These factors are, in turn, affected by, among other influences, regulatory, political, and environmental considerations, taxation, and supply.

The retail service rights of all electric suppliers in the State of Georgia are regulated by the Territorial Electric Service Act of 1973. Pursuant to the provisions of this Act, all areas within existing municipal limits were assigned to the primary electric supplier therein. Areas outside of such municipal limits were either to be assigned or to be declared open for customer choice of supplier by action of the Georgia PSC pursuant to standards set forth in this Act. Consistent with such standards, the Georgia PSC has assigned substantially all of the land area in the state to a supplier. Notwithstanding such assignments, this Act provides that any new customer locating outside of 1973 municipal limits and having a connected load of at least 900 KWs may exercise a one-time choice for the life of the premises to receive electric service from the supplier of its choice.

Generally, the traditional operating companies have experienced, and expect to continue to experience, competition in their respective retail service territories in varying degrees as the result of self-generation (as described below) by customers and other factors.

Southern Power competes with investor owned utilities, IPPs, and others for wholesale energy sales primarily in the Southeastern U.S. wholesale market. The needs of this market are driven by the demands of end users in the Southeast and the generation available. Southern Power's success in wholesale energy sales is influenced by various factors including reliability and availability of Southern Power's plants, availability of transmission to serve the demand, price, and Southern Power's ability to contain costs.

Alabama Power currently has cogeneration contracts in effect with nine industrial customers. Under the terms of these contracts, Alabama Power purchases excess generation of such companies. During 2011, Alabama Power purchased approximately 115 million KWHs from such companies at a cost of \$5 million.

Georgia Power currently has contracts in effect with 10 small power producers whereby Georgia Power purchases their excess generation. During 2011, Georgia Power purchased 18 million KWHs from such companies at a cost of \$0.6 million. Georgia Power also has PPAs for electricity with two cogeneration facilities. Payments are subject to reductions for failure to meet minimum capacity output. During 2011, Georgia Power purchased 261 million KWHs at a cost of \$26 million from these facilities.

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Also during 2011, Georgia Power purchased energy from eight customer-owned generating facilities. Seven of the eight customers provide only energy to Georgia Power. These seven customers make no capacity commitment and are not dispatched by Georgia Power. Georgia Power does have a contract with the remaining customer for eight MWs of dispatchable capacity and energy. During 2011, Georgia Power purchased a total of 37 million KWHs from the eight customers at a cost of approximately \$1 million.

Gulf Power currently has agreements in effect with various industrial, commercial, and qualifying facilities pursuant to which Gulf Power purchases as available energy from customer-owned generation. During 2011, Gulf Power purchased 240 million KWHs from such companies for approximately \$11 million.

Mississippi Power currently has a cogeneration agreement in effect with one of its industrial customers. Under the terms of this contract, Mississippi Power purchases any excess generation. During 2011, Mississippi Power did not purchase any excess generation from this customer.

Seasonality

The demand for electric power generation is affected by seasonal differences in the weather. At the traditional operating companies and Southern Power, the demand for power peaks during the summer months, with market prices reflecting the demand of power and available generating resources at that time. Power demand peaks can also be recorded during the winter. As a result, the overall operating results of Southern Company, the traditional operating companies, and Southern Power in the future may fluctuate substantially on a seasonal basis. In addition, Southern Company, the traditional operating companies, and Southern Power have historically sold less power when weather conditions are milder.

Regulation

State Commissions

The traditional operating companies are subject to the jurisdiction of their respective state PSCs. The PSCs have broad powers of supervision and regulation over public utilities operating in the respective states, including their rates, service regulations, sales of securities (except for the Mississippi PSC), and, in the cases of the Georgia PSC and the Mississippi PSC, in part, retail service territories. See Territory Served by the Traditional Operating Companies and Southern Power and Rate Matters herein for additional information.

Federal Power Act

The traditional operating companies, Southern Power and its generation subsidiaries, and SEGCO are all public utilities engaged in wholesale sales of energy in interstate commerce and therefore are subject to the rate, financial, and accounting jurisdiction of the FERC under the Federal Power Act. The FERC must approve certain financings and allows an at cost standard for services rendered by system service companies such as SCS and Southern Nuclear. The FERC is also authorized to establish regional reliability organizations which are authorized to enforce reliability standards, to address impediments to the construction of transmission, and to prohibit manipulative energy trading practices.

Alabama Power and Georgia Power are also subject to the provisions of the Federal Power Act or the earlier Federal Water Power Act applicable to licensees with respect to their hydroelectric developments. Among the hydroelectric projects subject to licensing by the FERC are 14 existing Alabama Power generating stations having an aggregate installed capacity of 1,662,400 KWs and 18 existing Georgia Power generating stations having an aggregate installed capacity of 1,087,296 KWs.

In 2005, Alabama Power filed two applications with the FERC for new 50-year licenses for its seven hydroelectric developments on the Coosa River (Weiss, Henry, Logan Martin, Lay, Mitchell, Jordan, and Bouldin) and for the Lewis Smith and Bankhead developments on the Warrior River. The FERC licenses for all of these nine projects expired in 2007. Since the FERC did not act on Alabama Power's new license applications prior to the expiration of the existing licenses, the FERC is required by law to issue annual licenses to Alabama Power, under the terms and conditions of the existing license, until action is taken on the new license applications.

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The FERC issued annual licenses to the Coosa developments and the Warrior River developments in 2007. These annual licenses are automatically renewed each year without further action by the FERC to allow Alabama Power to continue operation of the projects under the terms of the previous license while the FERC completes review of the applications for new licenses. Though the Coosa application remains pending before the FERC, in March 2010, the FERC issued a new 30 year license to Alabama Power for the Warrior River developments. In April 2010, the Smith Lake Improvement and Stakeholder Association filed a request for rehearing of the FERC order granting the new Warrior license. In May 2010, the FERC granted the rehearing request for the limited purpose of allowing the FERC additional time to consider the substantive issues raised in the request.

In 2006, Alabama Power initiated the process of developing an application to relicense the Martin Dam Project located on the Tallapoosa River. The current Martin license will expire on June 8, 2013. On June 8, 2011, Alabama Power filed an application with the FERC to relicense the Martin Dam Project.

In 2010, Alabama Power initiated the process of developing an application to relicense the Holt hydroelectric project located on the Warrior River. The current Holt license will expire on August 31, 2015, and the application for a new license is expected to be filed with the FERC no later than August 31, 2013.

In 2007, Georgia Power began the relicensing process for Bartlett's Ferry which is located on the Chattahoochee River near Columbus, Georgia. The current Bartlett's Ferry license expires in 2014 and the application for a new license is expected to be submitted to the FERC in late 2012.

The ultimate outcome of these matters cannot be determined at this time. See MANAGEMENT'S DISCUSSION AND ANALYSIS - FUTURE EARNINGS POTENTIAL - FERC Matters of Alabama Power in Item 7 herein for additional information.

Georgia Power and OPC also have a license, expiring in 2027, for the Rocky Mountain Plant, a pure pumped storage facility of 847,800 KW capacity. See PROPERTIES - Jointly-Owned Facilities in Item 2 herein for additional information.

Licenses for all projects, excluding those discussed above, expire in the period 2023-2034 in the case of Alabama Power's projects and in the period 2020-2039 in the case of Georgia Power's projects.

Upon or after the expiration of each license, the U.S. Government, by act of Congress, may take over the project or the FERC may relicense the project either to the original licensee or to a new licensee. In the event of takeover or relicensing to another, the original licensee is to be compensated in accordance with the provisions of the Federal Power Act, such compensation to reflect the net investment of the licensee in the project, not in excess of the fair value of the property, plus reasonable damages to other property of the licensee resulting from the severance therefrom of the property.

Nuclear Regulation

Alabama Power, Georgia Power, and Southern Nuclear are subject to regulation by the NRC. The NRC is responsible for licensing and regulating nuclear facilities and materials and for conducting research in support of the licensing and regulatory process, as mandated by the Atomic Energy Act of 1954, as amended; the Energy Reorganization Act of 1974, as amended; and the Nuclear Nonproliferation Act of 1978; and in accordance with the National Environmental Policy Act of 1969, as amended, and other applicable statutes. These responsibilities also include protecting public health and safety, protecting the environment, protecting and safeguarding nuclear materials and nuclear power plants in the interest of national security, and assuring conformity with antitrust laws.

In 2002, the NRC extended the licenses of Georgia Power's Plant Hatch Units 1 and 2 until 2034 and 2038, respectively. In 2005, the NRC extended the licenses of Alabama Power's Plant Farley Units 1 and 2 until 2037 and 2041, respectively. In 2009, the NRC extended the licenses of Plant Vogtle Units 1 and 2 to 2047 and 2049, respectively.

Also in 2009, the NRC issued an Early Site Permit and Limited Work Authorization to Southern Nuclear, on behalf of Georgia Power, OPC, MEAG Power, and Dalton (collectively, Owners), related to Plant Vogtle Units 3 and 4. In

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2008, Southern Nuclear filed an application with the NRC for combined construction and operating licenses (COLs) for Plant Vogtle Units 3 and 4. The NRC certified the Westinghouse Electric Company LLC's Design Certification Document, as amended, for the AP1000 reactor design, effective December 30, 2011. On February 9, 2012, the NRC affirmed a decision directing the NRC staff to proceed with issuance of the COLs for Plant Vogtle Units 3 and 4 in accordance with its regulations. The COLs were received on February 10, 2012. Receipt of the COLs allows full construction to begin on Plant Vogtle Units 3 and 4, which are expected to attain commercial operation in 2016 and 2017, respectively. See MANAGEMENT'S DISCUSSION AND ANALYSIS - FUTURE EARNINGS POTENTIAL - Construction - Nuclear of Georgia Power in Item 7 herein and Note 3 to the financial statements of Southern Company under Retail Regulatory Matters - Georgia Power - Nuclear Construction and Georgia Power under Construction - Nuclear in Item 8 herein for additional information.

See Notes 1 and 9 to the financial statements of Southern Company, Alabama Power, and Georgia Power in Item 8 herein for information on nuclear decommissioning costs and nuclear insurance.

Environmental Statutes and Regulations

Southern Company's operations are subject to extensive regulation by state and federal environmental agencies under a variety of statutes and regulations governing environmental media, including air, water, and land resources. Compliance with these existing environmental requirements involves significant capital and operating costs, a major portion of which is expected to be recovered through existing ratemaking provisions for the traditional operating companies or market-based rates for Southern Power. There is no assurance, however, that all such costs will be recovered.

Compliance with the federal Clean Air Act and resulting regulations has been, and will continue to be, a significant focus for Southern Company, each traditional operating company, Southern Power, and SEGCO. In addition, existing environmental laws and regulations may be changed or new laws and regulations may be adopted or otherwise become applicable to the Southern Company system, including laws and regulations designed to address air quality, water, management of waste materials and coal combustion byproducts, global climate change, or other environmental and health concerns. See MANAGEMENT'S DISCUSSION AND ANALYSIS - FUTURE EARNINGS POTENTIAL - Environmental Matters of Southern Company and each of the traditional operating companies in Item 7 herein for additional information about the Clean Air Act and other environmental issues, including, but not limited to, the litigation brought by the EPA under the New Source Review provisions of the Clean Air Act, proposed and final regulations related to air quality, water, greenhouse gases, and coal combustion byproducts. Also see MANAGEMENT'S DISCUSSION AND ANALYSIS - FUTURE EARNINGS POTENTIAL - Environmental Matters of Southern Power in Item 7 herein for additional information about environmental issues and climate change regulation.

The Southern Company system's compliance strategy, including potential unit retirement and replacement decisions, and future environmental capital expenditures are dependent on a final assessment of the MATS rule and will be affected by the final requirements of new or revised environmental regulations that are promulgated, including proposed environmental regulations; the outcome of any legal challenges to the environmental rules; the cost, availability, and existing inventory of emissions allowances; and the fuel mix of the electric utilities. These costs may arise from existing unit retirements, installation of additional environmental controls, upgrades to the transmission system, the addition of new generating resources, and changing fuel sources for certain existing units. The Southern Company system's preliminary analysis further indicates that the short timeframe for compliance with the MATS rule could significantly affect electric system reliability and cause an increase in costs of materials and services. Also see MANAGEMENT'S DISCUSSION AND ANALYSIS - FUTURE EARNINGS POTENTIAL - Environmental Matters of Southern Company and each of the traditional operating companies in Item 7 herein for additional information. The ultimate outcome of these matters cannot be determined at this time.

As of December 31, 2011, the Southern Company system had total generating capacity of approximately 43,555 MWs, of which 20,212 MWs are coal-fired. Over the past several years, the Southern Company system has installed various pollution control technologies on coal-fired units, including both selective catalytic reduction equipment and scrubbers on the 17 largest coal units making up 11,036 MWs of the Southern Company system's coal-fired generating capacity. As a result of the EPA's final and anticipated rules and regulations, the Southern Company system is evaluating its coal-fired generating capacity and is developing a compliance strategy which may include unit retirements, installation of additional environmental controls (including its units with existing pollution control technologies), and changing fuel sources for certain units.

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SEGCO is also developing an environmental compliance strategy for its 1,000 MWs of coal-fired generating capacity, which may result in unit retirements, installation of controls, or changing fuel source. The capacity of SEGCO's units is sold to Alabama Power and Georgia Power through a PPA. The impact of SEGCO's compliance strategy on such PPA costs cannot be determined at this time; however, if such costs cannot continue to be recovered through retail rates, they could have a material financial impact on Southern Company's, Alabama Power's, or Georgia Power's financial statements. See Note 4 to the financial statements for additional information.

Compliance with any new federal or state legislation or regulations relating to global climate change, air quality, coal combustion byproducts, water, or other environmental and health concerns could significantly affect the Southern Company system. Although new or revised environmental legislation or regulations could affect many areas of the electric utilities' operations, the full impact of any such changes cannot be determined at this time. Additionally, many of the electric utilities' commercial and industrial customers may also be affected by existing and future environmental requirements, which for some may have the potential to ultimately affect their demand for electricity. See Construction Program herein for additional information.

Rate Matters

Rate Structure and Cost Recovery Plans

The rates and service regulations of the traditional operating companies are uniform for each class of service throughout their respective service territories. Rates for residential electric service are generally of the block type based upon KWHs used and include minimum charges. Residential and other rates contain separate customer charges. Rates for commercial service are presently of the block type and, for large customers, the billing demand is generally used to determine capacity and minimum bill charges. These large customers' rates are generally based upon usage by the customer and include rates with special features to encourage off-peak usage. Additionally, Alabama Power, Gulf Power, and Mississippi Power are generally allowed by their respective state PSCs to negotiate the terms and cost of service to large customers. Such terms and cost of service, however, are subject to final state PSC approval.

The traditional operating companies recover their respective costs through a variety of forward-looking, cost-based rate mechanisms. Fuel and net purchased energy costs are recovered through specific fuel cost recovery provisions. These fuel cost recovery provisions are adjusted to reflect increases or decreases in such costs as needed or on schedules as required by the respective PSCs. Approved environmental compliance, storm damage, and certain other costs are recovered at Alabama Power, Gulf Power, and Mississippi Power through specific cost recovery mechanisms approved by their respective PSCs. Certain similar costs at Georgia Power are recovered through various base rate tariffs as approved by the Georgia PSC. Costs not recovered through specific cost recovery mechanisms are recovered at Alabama Power and Mississippi Power through annual, formulaic cost recovery proceedings and at Georgia Power and Gulf Power through base rate proceedings.

See MANAGEMENT'S DISCUSSION AND ANALYSIS FUTURE EARNINGS POTENTIAL PSC Matters of Southern Company and each of the traditional operating companies in Item 7 herein and Note 3 to the financial statements of Southern Company and each of the traditional operating companies under Retail Regulatory Matters in Item 8 herein for a discussion of rate matters. Also, see Note 1 to the financial statements of Southern Company and each of the traditional operating companies in Item 8 herein for a discussion of recovery of fuel costs, storm damage costs, and environmental compliance costs through rate mechanisms.

See Integrated Resource Planning herein for a discussion of Georgia PSC certification of new demand-side or supply-side resources for Georgia Power. In addition, see MANAGEMENT'S DISCUSSION AND ANALYSIS FUTURE EARNINGS POTENTIAL Construction Nuclear of Georgia Power in Item 7 herein and Note 3 to the financial statements of Southern Company under Retail Regulatory Matters Georgia Power Nuclear Construction and Georgia Power under Construction Nuclear in Item 8 herein for a discussion of the Georgia Nuclear Energy Financing Act and the Georgia PSC certification of Plant Vogtle Units 3 and 4, which allow Georgia Power to recover financing costs for construction of the new nuclear units during the construction period beginning in 2011.

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The traditional operating companies and Southern Power and its generation subsidiaries are authorized by the FERC to sell power to non-affiliates, including short-term opportunity sales, at market-based prices. Specific FERC approval must be obtained with respect to a market-based contract with an affiliate.

Integrated Resource Planning

Each of the traditional operating companies continually evaluates its electric generating resources in order to ensure that it maintains a cost-effective and reliable mix of resources to meet the existing and future demand requirements of its customers. See *Environmental Statutes and Regulations* above for a discussion of existing and potential environmental regulations that may impact the future generating resource needs of the traditional operating companies.

Certain of the traditional operating companies periodically file IRPs with their respective state PSC. The following is a summary of the most recent IRP filings by certain of the traditional operating companies.

Georgia Power

Triennially, Georgia Power must file an IRP with the Georgia PSC that specifies how it intends to meet the future electrical needs of its customers through a combination of demand-side and supply-side resources. The Georgia PSC, under state law, must certify any new demand-side or supply-side resources for Georgia Power to get cost recovery. Once certified, the lesser of actual or certified construction costs and purchased power costs is recoverable through rates. Certified costs may be excluded from recovery only on the basis of fraud, concealment, failure to disclose a material fact, imprudence, or criminal misconduct.

In January 2010, Georgia Power filed its 2010 IRP with the Georgia PSC. The 2010 IRP projected that Georgia Power's current supply-side and demand-side resources are sufficient to provide a cost-effective and reliable source of capacity and energy at least through 2014. The 2010 IRP identified a number of potential new or modified federal environmental statutes and regulations that could significantly impact Georgia Power's existing coal-fired generating units. In addition, under the State of Georgia's Multi-Pollutant Rule, Georgia Power is required to install specific emissions controls on certain coal-fired generating units by specific dates between December 31, 2008 and June 1, 2015. See *Environmental Statutes and Regulations* above.

In July 2010, the Georgia PSC approved Georgia Power's 2010 IRP including the following provisions: (1) restarting a request for proposal to enable the potential replacement of coal units that may be retired beginning in approximately 2015; (2) expanding energy efficiency efforts; (3) implementing seven new demand-side management and energy efficiency programs; (4) collecting incentives totaling 10% of the net benefit of energy efficiency programs annually, with certain conditions, for the certified programs; (5) developing a one MW self-build portfolio of solar photovoltaic demonstration projects; (6) delaying capital spending on the conversion of Plant Mitchell Unit 3 from a coal-fired generating unit to a renewable biomass generating unit until the EPA issues applicable maximum achievable control technology (MACT) standards under the Clean Air Act; (7) considering conversion of additional coal units to biomass, if such conversions appear to be economic and feasible; and (8) continuing to suspend work on environmental controls for Units 6 and 7 at Plant Yates and Units 3 and 4 at Plant Branch until the EPA issues applicable MACT standards and regulations for coal combustion byproducts.

In addition, Georgia Power's 2010 IRP reflected the construction of Plant McDonough Units 4, 5, and 6 (natural gas) and Plant Vogtle Units 3 and 4 (nuclear) as certified by the Georgia PSC in 2007 and 2009, respectively. The 2010 IRP also reflected the related retirement of Plant McDonough Units 1 and 2 (coal), which were decertified by the Georgia PSC in connection with construction of the new units. See *MANAGEMENT'S DISCUSSION AND ANALYSIS - FUTURE EARNINGS POTENTIAL - Construction of Georgia Power* in Item 7 herein and Note 3 to the financial statements of Southern Company under *Retail Regulatory Matters - Georgia Power Nuclear Construction and Retail Regulatory Matters - Georgia Power Other Construction* in Item 8 herein and Note 3 to the financial statements of Georgia Power under *Construction* in Item 8 herein for additional information.

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On August 4, 2011, Georgia Power filed an update to its IRP (2011 IRP Update). The filing included Georgia Power's application to decertify and retire Plant Branch Units 1 and 2 as of December 31, 2013 and October 1, 2013, the compliance dates for the respective units under the Georgia Multi-Pollutant Rule, and to decertify and retire Plant Mitchell Unit 4C in March 2012. Georgia Power also requested approval of expenditures for certain baghouse project preparation work at Plants Bowen, Wansley, and Hammond. However, as a result of the considerable uncertainty regarding pending federal environmental regulations, Georgia Power is continuing to defer decisions to add controls, switch fuel, or retire its remaining fleet of coal- and oil-fired generation where environmental controls have not yet been installed, representing approximately 2,600 MWs of capacity. Georgia Power is currently updating its economic analysis of these units based on the final MATS rule and currently expects that certain units, representing approximately 600 MWs of capacity, are more likely than others to switch fuel or be controlled in time to comply with the MATS rule. If the updated economic analysis shows more positive benefits associated with adding controls or switching fuel for more units, it is unlikely that all of the required controls could be completed by April 16, 2015, the compliance date for the MATS rule. As a result, Georgia Power cannot rely on the availability of approximately 2,000 MWs of capacity in 2015. As such, the 2011 IRP Update also includes Georgia Power's application requesting that the Georgia PSC certify the purchase of a total of 1,562 MWs of capacity beginning in 2015, from four PPAs selected through the 2015 request for proposal process.

In addition, Georgia Power filed a request with the Georgia PSC on August 4, 2011 for the certification of 562 MWs of certain wholesale capacity that is scheduled to be returned to retail service in 2015 and 2016 under a September 2010 agreement with Georgia PSC. On January 30, 2012, Georgia Power entered into a stipulation with the Georgia PSC Advocacy Staff to grant the Georgia PSC an extension to the Georgia PSC's termination option date from February 1, 2012 to March 27, 2012. The Georgia PSC can exercise the termination option under specific conditions, such as changes in the cost of compliance with EPA rules and coal unit retirement decisions.

The Georgia PSC is expected to vote on these requests in March 2012. The ultimate outcome of these matters cannot be determined at this time.

Gulf Power

Annually by April 1, Gulf Power must file a 10-year site plan with the Florida PSC containing Gulf Power's estimate of its power-generating needs in the period and the general location of its proposed power plant sites. The 10-year site plans submitted by the state's electric utilities are reviewed by the Florida PSC and subsequently classified as either suitable or unsuitable. The Florida PSC then reports its findings along with any suggested revisions to the Florida Department of Environmental Protection for its consideration at any subsequent electrical power plant site certification proceedings. Under Florida law, any 10-year site plans submitted by an electric utility are considered tentative information for planning purposes only and may be amended at any time at the discretion of the utility with written notification to the Florida PSC. At least every five years, the Florida PSC must conduct proceedings to establish numerical goals for all investor-owned electric utilities and certain municipal or cooperative electric utilities in the state to reduce the growth rates of weather-sensitive peak demand, to reduce and control the growth rates of electric consumption, and to increase the conservation of expensive resources, such as petroleum fuels. Overall residential KWs and KWH goals and overall commercial/industrial KWs and KWH goals for each utility are set by the Florida PSC for each year over a 10-year period. The goals are to be based on an estimate of the total cost effective KWs and KWH savings reasonably achievable through demand-side management in each utility's service territory over a 10-year period. Once goals have been set, each affected utility must develop and submit plans and programs to meet the overall goals within its service territory to the Florida PSC for review and approval. Once approved, the utilities are required to submit periodic reports which the Florida PSC then uses to prepare its annual report to the Governor and Legislature of the goals that have been established and the progress towards meeting those goals.

Gulf Power's most recent 10-year site plan was classified by the Florida PSC as suitable on November 22, 2011. Gulf Power's most recent 10-year site plan and environmental compliance plan identify environmental regulations and potential legislation or regulation that would impose mandatory restrictions on greenhouse gas emissions. See MANAGEMENT'S DISCUSSION AND ANALYSIS FUTURE EARNINGS POTENTIAL Environmental Matters Environmental Statutes and Regulations Air Quality, Environmental Matters Environmental Statutes and Regulations Coal Combustion Byproducts, and Environmental Matters Global Climate Issues of Gulf Power in Item 7 herein. The site plan and environmental compliance plan include preliminary retirement studies under a variety of potential scenarios for units at each of Gulf Power's coal-fired generating plants. These studies

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indicate that, depending on the final requirements in these anticipated EPA regulations and any legislation or regulations relating to greenhouse gas emissions, as well as estimates of long-term fuel prices, Gulf Power may conclude that it is more economical to retire certain of its coal-fired generating units prior to 2021 and to replace such units with new or purchased capacity.

In 2009, the Florida PSC adopted new numerical conservation goals for Gulf Power along with other electric utilities in the state. The Florida PSC adopted more aggressive goals due in part to the consideration of possible greenhouse gas emissions costs incurred in connection with possible climate change legislation and a change in the manner in which the Florida PSC considers the effect of so-called "free-riders" on the level of conservation reasonably achievable through utility programs. Gulf Power's plans and programs to meet the new goals were submitted to the Florida PSC for review in March 2010 and were approved on January 25, 2011. The costs of implementing Gulf Power's conservation plans and programs are recovered through specific conservation recovery rates set annually by the Florida PSC.

The ultimate outcome of these matters cannot be determined at this time.

Mississippi Power

In 2009, Mississippi Power filed its 2010 IRP with the Mississippi PSC. The filing was made in connection with the Mississippi PSC certification proceedings relating to the Kemper IGCC. In the 2010 IRP, Mississippi Power projected that it will have a need for new capacity in the 2013 to 2015 timeframe. The 2010 IRP indicated a need range of approximately 200 MWs to 300 MWs in 2014, which reflects growth in load and the anticipated retirement of older gas steam units Plant Eaton Units 1 through 3 and Plant Watson Units 1 through 3 in 2012 and 2013, respectively. In addition, due to potential retirements of existing coal units, the Mississippi PSC found a need in 2015 that ranges from 304 MWs to 1,276 MWs.

The range of needs for 2015 is based on Mississippi Power's preliminary analysis of the MATS rule, as well as potential legislation or regulations that would impose mandatory restrictions on greenhouse gas emissions. See MANAGEMENT'S DISCUSSION AND ANALYSIS - FUTURE EARNINGS POTENTIAL - Environmental Matters - Environmental Statutes and Regulations - Air Quality and Environmental Matters - Global Climate Issues of Mississippi Power in Item 7 herein. Depending on Mississippi Power's final assessment of the MATS rule, the final requirements in the anticipated EPA regulations, and any legislation or regulation relating to greenhouse gas emissions, as well as estimates of long-term fuel prices, Mississippi Power may conclude that it is more economical to discontinue burning coal at certain coal-fired generating units than to install the required controls.

Mississippi Power's 2010 IRP indicated that Mississippi Power plans to construct the Kemper IGCC to meet its identified needs, to add environmental controls at Plant Daniel Units 1 and 2, to defer environmental controls at Plant Watson Units 4 and 5, and to continue operation of the combined cycle Plant Daniel Units 3 and 4.

The ultimate outcome of these matters cannot be determined at this time.

Mississippi Base Load Construction Legislation

In the 2008 regular session of the Mississippi legislature, a bill was passed and signed by the Governor in 2008 to enhance the Mississippi PSC's authority to facilitate development and construction of base load generation in the State of Mississippi (Baseload Act). The Baseload Act authorizes, but does not require, the Mississippi PSC to adopt a cost recovery mechanism that includes in retail base rates, prior to and during construction, all or a portion of the prudently incurred pre-construction and construction costs incurred by a utility in constructing a base load electric generating plant. Prior to the passage of the Baseload Act, such costs would traditionally be recovered only after the plant was placed in service. The Baseload Act also provides for periodic prudence reviews by the Mississippi PSC and prohibits the cancellation of any such generating plant without the approval of the Mississippi PSC. In the event of cancellation of the construction of the plant without approval of the Mississippi PSC, the Baseload Act authorizes the Mississippi PSC to make a public interest determination as to whether and to what extent the utility will be afforded rate recovery for costs incurred in connection with such cancelled generating plant. The effect of this legislation on Southern Company and Mississippi Power cannot be determined at this time.

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In May 2010, Mississippi Power filed a motion with the Mississippi PSC accepting the conditions contained in the Mississippi PSC order confirming Mississippi Power's application for a certification of public convenience and necessity (CPCN) authorizing the acquisition, construction, and operation of the Kemper IGCC. In June 2010, the Mississippi PSC issued the CPCN. The estimated cost of the plant is \$2.4 billion, net of \$245.3 million of grants awarded to the project by the DOE under the Clean Coal Power Initiative Round 2. The Mississippi PSC's order (1) approved a construction cost cap of up to \$2.88 billion (exemptions from the cost cap include the cost of the lignite mine and equipment and the carbon dioxide (CO₂) pipeline facilities), (2) provided for the establishment of operational cost and revenue parameters based upon assumptions in the Mississippi Power proposal, and (3) approved financing cost recovery on construction work in progress (CWIP) balances, which provided for the accrual of an allowance for funds used during construction in 2010 and 2011 and provides for the recovery of financing costs on 100% of CWIP in 2012, 2013, and through May 1, 2014 (provided that the amount of CWIP allowed is (i) reduced by the amount of state and federal government construction cost incentives received by Mississippi Power in excess of \$296 million to the extent that such amount increases cash flow for the pertinent regulatory period and (ii) justified by a showing that such CWIP allowance will benefit customers over the life of the plant). The Mississippi PSC order established periodic prudence reviews during the annual CWIP review process. Of the costs incurred through March 2009, \$46 million has been reviewed and approved by the Mississippi PSC. A decision regarding the remaining \$5 million has been deferred to a later date. The timing of the review of the remaining Kemper IGCC costs is uncertain.

On April 27, 2011 and August 9, 2011, Mississippi Power submitted to the Mississippi PSC proposed rate schedules detailing Certificated New Plant-A (CNP-A) and Certificated New Plant-B (CNP-B), respectively. CNP-A and CNP-B are proposed cost recovery mechanisms authorized by the Baseload Act. CNP-A is designed specifically to recover financing costs during the construction phase of the Kemper IGCC and CNP-B is designed to govern rates after the Kemper IGCC is placed into commercial service.

See MANAGEMENT'S DISCUSSION AND ANALYSIS - FUTURE EARNINGS POTENTIAL - PSC Matters - Certificated New Plant of Mississippi Power in Item 7 herein and Note 3 to the financial statements of Southern Company under Integrated Coal Gasification Combined Cycle and Mississippi Power under Retail Regulatory Matters - Certificated New Plant in Item 8 herein for additional information.

The ultimate outcome of these matters cannot be determined at this time.

Employee Relations

The Southern Company system had a total of 26,377 employees on its payroll at December 31, 2011.

	Employees at December 31, 2011
Alabama Power	6,632
Georgia Power	8,310
Gulf Power	1,424
Mississippi Power	1,264
SCS	4,533
Southern Nuclear	3,933
Southern Power*	0
Other	281
Total	26,377

* Southern Power has no employees. Southern Power has agreements with SCS and the traditional operating companies whereby employee services are rendered at amounts in compliance with FERC regulations.

The traditional operating companies have separate agreements with local unions of the IBEW generally covering wages, working conditions, and procedures for handling grievances and arbitration. These agreements apply with certain exceptions to operating, maintenance, and construction employees.

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Alabama Power has an agreement with the IBEW covering wages and working conditions, which is in effect through August 15, 2014.

Georgia Power has an agreement with the IBEW covering wages and working conditions, which is in effect through June 30, 2016.

Gulf Power has an agreement with the IBEW covering wages and working conditions, which is in effect through September 14, 2014.

Mississippi Power has an agreement with the IBEW covering wages and working conditions, which is in effect through August 15, 2014.

Southern Nuclear and the IBEW ratified a new five-year labor agreement for certain employees at Plants Hatch and Vogtle on September 16, 2011. The agreement is effective through June 30, 2016. A five-year agreement between Southern Nuclear and the IBEW representing certain employees at Plant Farley, which was ratified in 2009, remains in effect through August 15, 2014.

The agreements also make the terms of the pension plans for the companies discussed above subject to collective bargaining with the unions at either a five-year or a 10-year cycle, depending upon union and company actions.

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Item 1A. RISK FACTORS

In addition to the other information in this Form 10-K, including MANAGEMENT'S DISCUSSION AND ANALYSIS' FUTURE EARNINGS POTENTIAL in Item 7 of each registrant, and other documents filed by Southern Company and/or its subsidiaries with the SEC from time to time, the following factors should be carefully considered in evaluating Southern Company and its subsidiaries. Such factors could affect actual results and cause results to differ materially from those expressed in any forward-looking statements made by, or on behalf of, Southern Company and/or its subsidiaries.

UTILITY REGULATORY, LEGISLATIVE, AND LITIGATION RISKS

Southern Company and its subsidiaries are subject to substantial governmental regulation. Compliance with current and future regulatory requirements and procurement of necessary approvals, permits, and certificates may result in substantial costs to Southern Company and its subsidiaries.

Southern Company and its subsidiaries, including the traditional operating companies and Southern Power, are subject to substantial regulation from federal, state, and local regulatory agencies. Southern Company and its subsidiaries are required to comply with numerous laws and regulations and to obtain numerous permits, approvals, and certificates from the governmental agencies that regulate various aspects of their businesses, including rates and charges, service regulations, retail service territories, sales of securities, asset acquisitions and sales, accounting policies and practices, and the operation of fossil-fuel, hydroelectric, solar, and nuclear generating facilities, as well as transmission and distribution facilities. For example, the rates charged to wholesale customers by the traditional operating companies and by Southern Power must be approved by the FERC. These wholesale rates could be affected absent the ability to conduct business pursuant to FERC market-based rate authority. Additionally, the respective state PSCs must approve the traditional operating companies' requested rates for retail customers. While the retail rates of the traditional operating companies are designed to provide for the full recovery of costs (including a reasonable return on invested capital), there can be no assurance that a state PSC, in a future rate proceeding, will not attempt to alter the timing or amount of certain costs for which recovery is sought or to modify the current authorized rate of return.

Southern Company and its subsidiaries believe the necessary permits, approvals, and certificates have been obtained for their respective existing operations and that their respective businesses are conducted in accordance with applicable laws; however, the impact of any future revision or changes in interpretations of existing regulations or the adoption of new laws and regulations applicable to Southern Company or any of its subsidiaries cannot now be predicted. Changes in regulation or the imposition of additional regulations could influence the operating environment of Southern Company and its subsidiaries and may result in substantial costs.

The Southern Company system's costs of compliance with environmental laws are significant. The costs of compliance with current and future environmental laws, including laws and regulations designed to address air quality, water, coal combustion byproducts, global climate change, renewable energy standards, and other matters and the incurrence of environmental liabilities could negatively impact the net income, cash flows, and financial condition of Southern Company, the traditional operating companies, or Southern Power.

The Southern Company system is subject to extensive federal, state, and local environmental requirements which, among other things, regulate air emissions, water usage and discharges, and the management of hazardous and solid waste in order to adequately protect the environment. Compliance with these environmental requirements requires the traditional operating companies and Southern Power to commit significant expenditures for installation of pollution control equipment, environmental monitoring, emissions fees, and permits at substantially all of their respective facilities. These expenditures are significant and Southern Company, the traditional operating companies, and Southern Power expect that they will increase in the future. Through 2011, the traditional operating companies had invested approximately \$8.3 billion in environmental capital retrofit projects to comply with these requirements, with annual totals of \$300 million, \$500 million, and \$1.3 billion for 2011, 2010, and 2009, respectively.

Existing environmental laws and regulations may be revised or new laws and regulations related to air quality, water, coal combustion byproducts, global climate change, or other environmental and health concerns may be adopted or become applicable to the traditional operating companies and Southern Power.

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During 2011, the EPA proposed revisions and revised or issued additional regulations and designations with respect to air quality under the Clean Air Act, including finalization of the eight-hour ozone standards, the CSAPR, which relates to nitrogen oxide and sulfur dioxide emissions, and the MATS rule for coal- and oil-fired electric generating units, which imposes stringent emissions limits for acid gases, mercury, and total particulate matter.

On April 20, 2011, the EPA published a proposed water quality rule relating to cooling water intake structures at existing power plants and manufacturing facilities. Compliance with the proposed rule could require changes to existing cooling water intake structures at certain of the traditional operating companies generating facilities, and new generating units constructed at existing plants would be required to install closed cycle cooling towers.

In addition, the EPA is currently evaluating whether additional regulation of coal combustion byproducts (including coal ash and gypsum) is merited under federal solid and hazardous waste laws. In June 2010, the EPA published a proposed rule that requested comments on two potential regulatory options for the management and disposal of coal combustion byproducts: regulation as a solid waste or regulation as if the materials technically constituted a hazardous waste. Adoption of either option could require closure of, or significant change to, existing storage facilities and construction of lined landfills, as well as additional waste management and groundwater monitoring requirements and impact of the beneficial reuse of coal combustion byproducts. Under both options, the EPA proposes to exempt the beneficial use of coal combustion byproducts from regulation; however, a hazardous or other designation indicative of heightened risk could limit or eliminate beneficial reuse options.

In 2007, the U.S. Supreme Court ruled that the EPA has authority under the Clean Air Act to regulate greenhouse gas emissions from new motor vehicles, and, in April 2010, the EPA issued regulations to that effect. When these regulations became effective, carbon dioxide and other greenhouse gases became regulated pollutants under the Prevention of Significant Deterioration (PSD) preconstruction permit program and the Title V operating permit program, which both apply to power plants and other commercial and industrial facilities. In May 2010, the EPA issued a final rule, known as the Tailoring Rule, governing how these programs would be applied to stationary sources, including power plants. In addition to these rules, the EPA has announced plans to propose a rule setting forth standards of performance for greenhouse gas emissions from new and modified fossil fuel-fired electric generating units in early 2012 and greenhouse gas emissions guidelines for existing sources in late 2012. The ultimate outcome of these rules cannot be determined at this time and will depend on the outcome of any legal challenges.

Each of the states in which the Southern Company system has fossil generation is subject to the requirements of CAIR, which calls for phased reductions in sulfur dioxide (SO₂) and nitrogen oxide (NO_x) emissions from power plants in 28 eastern states. On August 8, 2011, the EPA adopted the CSAPR to replace CAIR effective January 1, 2012. Like CAIR, the CSAPR was intended to address interstate emissions of SO₂ and NO_x that interfere with downwind states' ability to meet or maintain national ambient air quality standards for ozone and/or particulate matter. On February 7, 2012, the EPA released the final technical revisions to the CSAPR and at the same time issued a direct final rule which together provide additional increases to certain state emissions budgets, including the States of Florida, Georgia, and Mississippi.

On February 16, 2012, the EPA published the final MATS rule, which imposes stringent emissions limits for acid gases, mercury, and total particulate matter on coal- and oil-fired electric utility steam generating units. Compliance for existing sources is required by April 16, 2015 three years after the effective date of the final rule.

The Southern Company system is assessing the potential costs of complying with the MATS rule, as well as the EPA's proposed water and coal combustion byproducts rules. The Southern Company system's compliance strategy, including potential unit retirement and replacement decisions, and future environmental capital expenditures are dependent on a final assessment of the MATS rule and will be affected by the final requirements of new or revised environmental regulations that are promulgated, including the proposed environmental regulations described above; the outcome of any legal challenges to the environmental rules; the cost, availability, and existing inventory of emissions allowances; and the fuel mix of the electric utilities. These costs may arise from existing unit retirements, installation of additional environmental controls, upgrades to the transmission system, the addition of new generating resources, and changing fuel sources for certain existing units. The Southern Company system's preliminary analysis further indicates that the short timeframe for compliance with the MATS rule could

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significantly affect electric system reliability and cause an increase in costs of materials and services. The ultimate outcome of these matters cannot be determined at this time. Additional compliance costs (including costs for the installation of environmental controls) and costs related to potential unit retirements and replacements could affect results of operations, cash flows, and financial condition if such costs are not recovered from customers. Further, higher costs that are recovered through regulated rates could contribute to reduced demand for electricity, which could negatively impact results of operations, cash flows, and financial condition.

If Southern Company, any traditional operating company, or Southern Power fails to comply with environmental laws and regulations, even if caused by factors beyond its control, that failure may result in the assessment of civil or criminal penalties and fines. The EPA has filed civil actions against Alabama Power and Georgia Power and issued notices of violation to Gulf Power and Mississippi Power alleging violations of the new source review provisions of the Clean Air Act. Southern Company, the traditional operating companies (excluding Mississippi Power), and Southern Power are also parties to suits alleging that emissions of carbon dioxide, a greenhouse gas, contribute to global climate change. An adverse outcome in any of these matters could require substantial capital expenditures that cannot be determined at this time and could possibly require payment of substantial penalties. Such expenditures could affect unit retirement and replacement decisions and results of operations, cash flows, and financial condition if such costs are not recovered through regulated rates for the traditional operating companies or market-based rates for Southern Power.

Litigation over environmental issues and claims of various types, including property damage, personal injury, common law nuisance, and citizen enforcement of environmental requirements such as air quality and water standards, has increased generally throughout the U.S. In particular, personal injury and other claims for damages caused by alleged exposure to hazardous materials, and common law nuisance claims for injunctive relief and property damage allegedly caused by greenhouse gas and other emissions, have become more frequent.

The ultimate cost impact of proposed and final legislation and regulations and litigation are likely to result in significant and additional costs and could result in additional operating restrictions.

The regional power market in which the Southern Company system competes may have changing transmission regulatory structures, which could affect the ownership of these assets and related revenues and expenses.

The traditional operating companies currently own and operate transmission facilities as part of a vertically integrated utility. A small percentage of transmission revenues are collected through the wholesale electric tariff but the majority of transmission revenues are collected through retail rates. Ongoing FERC efforts that may potentially change the regulatory and/or operational structure of transmission could have an adverse impact on future revenues. In addition, pending FERC regulation pertaining to cost allocation could require Southern Company and its utility subsidiaries to subsidize costs outside of the Southern Company system's retail service territory. The financial condition, net income, and cash flows of Southern Company and its utility subsidiaries could be adversely affected by pending or future changes in the federal regulatory or operational structure of transmission.

The traditional operating companies and Southern Power could be subject to higher costs and penalties as a result of mandatory reliability standards.

As a result of the Energy Policy Act of 2005, owners and operators of bulk power systems, including the traditional operating companies, are subject to mandatory reliability standards enacted by the North American Reliability Corporation and enforced by the FERC. Compliance with the mandatory reliability standards may subject the traditional operating companies, Southern Power, and Southern Company to higher operating costs and may result in increased capital expenditures. In addition, the MATS rule imposes stringent emission limits for acid gases, mercury, and total particulate matter on coal- and oil-fired electric utility steam generating units. There is uncertainty regarding the ability of the electric utility industry to achieve compliance with the requirements of the MATS rule within the compliance period, and the limited compliance period could significantly affect electric system reliability and thus impact the ability of the traditional operating companies and Southern Power to comply with mandatory reliability standards. If any traditional operating company or Southern Power is found to be in noncompliance with the mandatory reliability standards, such traditional operating company or Southern Power could be subject to sanctions, including substantial monetary penalties.

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OPERATIONAL RISKS

The financial performance of Southern Company and its subsidiaries may be adversely affected if the subsidiaries are unable to successfully operate their facilities or perform certain corporate functions.

The financial performance of Southern Company and its subsidiaries depends on the successful operation of its subsidiaries' electric generating, transmission, and distribution facilities. Operating these facilities involves many risks, including:

operator error or failure of equipment or processes, particularly with older generating facilities;

operating limitations that may be imposed by environmental or other regulatory requirements;

labor disputes;

terrorist attacks;

fuel or material supply interruptions;

compliance with mandatory reliability standards, including mandatory cyber security standards;

implementation of technologies with which the Southern Company system is developing experience;

information technology system failure;

cyber intrusion; and

catastrophic events such as fires, earthquakes, explosions, floods, droughts, hurricanes, pandemic health events such as influenzas, or other similar occurrences.

A decrease or elimination of revenues from the electric generation, transmission, or distribution facilities or an increase in the cost of operating the facilities would reduce the net income and cash flows and could adversely impact the financial condition of the affected traditional operating company or Southern Power and of Southern Company.

Changes in technology may make Southern Company's electric generating facilities owned by the traditional operating companies and Southern Power less competitive.

A key element of the business model of Southern Company, the traditional operating companies, and Southern Power is that generating power at central station power plants achieves economies of scale and produces power at a competitive cost. There are distributed generation technologies that produce power, including fuel cells, microturbines, wind turbines, and solar cells. It is possible that advances in technology will reduce the cost of alternative methods of producing power to a level that is competitive with that of most central station power electric production. If this were to happen and if these technologies achieved economies of scale, the market share of the traditional operating companies and Southern

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Power could be eroded, and the value of their respective electric generating facilities could be reduced. It is also possible that rapid advances in central station power generation technology could reduce the value of the current electric generating facilities owned by the traditional operating companies and Southern Power. Changes in technology could also alter the channels through which electric customers buy or utilize power, which could reduce the revenues or increase the expenses of Southern Company, the traditional operating companies, or Southern Power.

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Operation of nuclear facilities involves inherent risks, including environmental, health, regulatory, natural disasters, terrorism, and financial risks, that could result in fines or the closure of the nuclear units owned by Alabama Power or Georgia Power and which may present potential exposures in excess of insurance coverage.

Alabama Power owns, and contracts for the operation of, two nuclear units and Georgia Power holds undivided interests in, and contracts for the operation of, four existing nuclear units. The six existing units are operated by Southern Nuclear and represent approximately 3,680 MWs, or 8.4%, of Southern Company's generation capacity as of December 31, 2011. In addition, Southern Nuclear, on behalf of Georgia Power and the other co-owners, is overseeing the construction of Plant Vogtle Units 3 and 4, which are expected to attain commercial operation in 2016 and 2017, respectively. Due solely to the increase in nuclear generating capacity, the below risks are expected to increase once Plant Vogtle Units 3 and 4 are operational. Nuclear facilities are subject to environmental, health, and financial risks such as:

the potential harmful effects on the environment and human health resulting from a release of radioactive materials in connection with the operation of nuclear facilities and the storage, handling, and disposal of spent nuclear fuel;

uncertainties with respect to the on-site storage of and the ability to dispose of spent nuclear fuel;

uncertainties with respect to the technological and financial aspects of decommissioning nuclear plants at the end of licensed lives and the ability to maintain adequate reserves for decommissioning;

limitations on the amounts and types of insurance commercially available to cover losses that might arise in connection with the nuclear operations of Alabama Power and Georgia Power or those of others in the United States;

potential liabilities arising out of the operation of these facilities;

significant capital expenditures relating to maintenance, operation, security, and repair of these facilities, including repairs and upgrades required by the NRC;

the threat of a possible terrorist attack; and

the impact of a natural disaster.

Alabama Power and Georgia Power maintain decommissioning trusts and external insurance coverage to minimize the financial exposure to these risks; however, it is possible that damages could exceed the amount of insurance coverage.

The NRC has broad authority under federal law to impose licensing and safety-related requirements for the operation of nuclear generation facilities. As a result of the major earthquake and tsunami that struck Japan on March 11, 2011 and caused substantial damage to the nuclear generating units at the Fukushima Daiichi generating plant, the NRC is performing additional operational and safety reviews of nuclear facilities in the U.S., which could potentially impact future operations and capital requirements. On July 12, 2011, a special NRC task force issued a report with initial recommendations for enhancing nuclear reactor safety in the U.S., including potential changes in emergency planning, onsite backup generation, and spent fuel pools for reactors. The final form and the resulting impact of any changes to safety requirements for nuclear reactors will be dependent on further review and action by the NRC and cannot be determined at this time.

In the event of non-compliance with NRC licensing and safety-related requirements, the NRC has the authority to impose fines and/or shut down any unit, depending upon its assessment of the severity of the situation, until compliance is achieved. NRC orders or regulations related to

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increased security measures and any future safety requirements promulgated by the NRC could require Alabama Power and Georgia Power to make substantial operating and capital expenditures at their nuclear plants. In addition, although Alabama Power, Georgia Power, and Southern Company have no reason to anticipate a serious nuclear incident at the Southern Company system

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nuclear plants, if an incident did occur, it could result in substantial costs to Alabama Power or Georgia Power and Southern Company. A major incident at a nuclear facility anywhere in the world could cause the NRC to limit or prohibit the operation or licensing of any domestic nuclear unit. Moreover, a major incident at any nuclear facility in the United States could require Alabama Power and Georgia Power to make material contributory payments.

In addition, potential terrorist threats and increased public scrutiny of utilities could result in increased nuclear licensing or compliance costs that are difficult to predict.

Physical or cyber attacks, both threatened and actual, could impact the ability of the traditional operating companies and Southern Power to operate and could adversely affect financial results and liquidity.

The traditional operating companies and Southern Power face the risk of physical and cyber attacks, both threatened and actual, against their respective generation facilities, the transmission and distribution infrastructure used to transport power, and their information technology systems and network infrastructure, which could negatively impact the ability of the traditional operating companies or Southern Power to generate, transport, and deliver power, or otherwise operate their respective facilities in the most efficient manner or at all.

The traditional operating companies and Southern Power operate in a highly regulated industry that requires the continued operation of sophisticated information technology systems and network infrastructure, which are part of an interconnected regional grid. In addition, in the ordinary course of business, the traditional operating companies and Southern Power collect and retain sensitive information including personal identification information about customers and employees and other confidential information. Despite the implementation of security measures, all technology systems are potentially vulnerable to disability, failures, or unauthorized access due to human error or physical or cyber attacks. If the traditional operating companies or Southern Power's technology systems were to fail or be breached and were not recovered in a timely way, the traditional operating companies or Southern Power may be unable to fulfill critical business functions, and sensitive and other data could be compromised. The theft, damage, or improper disclosure of sensitive electronic data may also subject the applicable traditional operating company or Southern Power to penalties and claims from third parties.

These events could negatively affect the financial results of Southern Company, the traditional operating companies, or Southern Power through lost revenues, costs to recover and repair damage, and costs associated with governmental actions in response to such attacks.

The traditional operating companies and Southern Power may not be able to obtain adequate fuel supplies, which could limit their ability to operate their facilities.

The traditional operating companies and Southern Power purchase fuel, including coal, natural gas, uranium, fuel oil, and biomass, from a number of suppliers. Disruption in the delivery of fuel, including disruptions as a result of, among other things, transportation delays, weather, labor relations, force majeure events, or environmental regulations affecting any of these fuel suppliers, could limit the ability of the traditional operating companies and Southern Power to operate their respective facilities, and thus reduce the net income of the affected traditional operating company or Southern Power and Southern Company.

The traditional operating companies are dependent on coal for much of their electric generating capacity. Each traditional operating company has coal supply contracts in place; however, there can be no assurance that the counterparties to these agreements will fulfill their obligations to supply coal to the traditional operating companies. The suppliers under these agreements may experience financial or technical problems which inhibit their ability to fulfill their obligations to the traditional operating companies. In addition, the suppliers under these agreements may not be required to supply coal to the traditional operating companies under certain circumstances, such as in the event of a natural disaster. If the traditional operating companies are unable to obtain their coal requirements under these contracts, the traditional operating companies may be required to purchase their coal requirements at higher prices, which may not be fully recoverable through rates.

In addition, the traditional operating companies and Southern Power to a greater extent are dependent on natural gas for a portion of their electric generating capacity. Natural gas supplies can be subject to disruption in the event production or distribution is curtailed, such as in the event of a hurricane.

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In addition, world market conditions for fuels can impact the cost and availability of natural gas, coal, and uranium.

The revenues of Southern Company, the traditional operating companies, and Southern Power depend in part on sales under PPAs. The failure of a counterparty to one of these PPAs to perform its obligations, or the failure to renew the PPAs, could have a negative impact on the net income and cash flows of the affected traditional operating company or Southern Power and of Southern Company.

Most of Southern Power's generating capacity has been sold to purchasers under PPAs. In addition, the traditional operating companies enter into PPAs with non-affiliated parties. Revenues are dependent on the continued performance by the purchasers of their obligations under these PPAs. Even though Southern Power and the traditional operating companies have a rigorous credit evaluation process, the failure of one of the purchasers to perform its obligations could have a negative impact on the net income and cash flows of the affected traditional operating company or Southern Power and of Southern Company. Although these credit evaluations take into account the possibility of default by a purchaser, actual exposure to a default by a purchaser may be greater than the credit evaluation predicts. Additionally, neither Southern Power nor any traditional operating company can predict whether the PPAs will be renewed at the end of their respective terms or on what terms any renewals may be made. If a PPA is not renewed, a replacement PPA cannot be assured.

Failure to attract and retain an appropriately qualified workforce could negatively impact Southern Company's and its subsidiaries results of operations.

Events such as an aging workforce without appropriate replacements, mismatch of skillset to future needs, or unavailability of contract resources may lead to operating challenges or increased costs. Such operating challenges include lack of resources, loss of knowledge, and a lengthy time period associated with skill development, especially with the workforce needs associated with new nuclear and IGCC construction. Failure to hire and adequately obtain replacement employees, including the ability to transfer significant internal historical knowledge and expertise to the new employees, or the future availability and cost of contract labor may adversely affect Southern Company and its subsidiaries' ability to manage and operate their businesses. If Southern Company and its subsidiaries, including the traditional operating companies, are unable to successfully attract and retain an appropriately qualified workforce, results of operations could be negatively impacted.

CONSTRUCTION RISKS

Southern Company, the traditional operating companies, and Southern Power may incur additional costs or delays in the construction of new plants or other facilities and may not be able to recover their investments. Also, existing facilities of the traditional operating companies and Southern Power require ongoing capital expenditures, including those to meet environmental standards.

The businesses of the registrants require substantial capital expenditures for investments in new facilities and capital improvements to transmission, distribution, and generation facilities, including those to meet environmental standards. Certain of the traditional operating companies and Southern Power are in the process of constructing new generating facilities and adding environmental controls equipment at existing generating facilities. Southern Company intends to continue its strategy of developing and constructing other new facilities, including new nuclear generating, combined cycle, IGCC, and biomass generating units, expanding existing facilities, and adding environmental control equipment. These types of projects are long-term in nature and may involve facility designs that have not been finalized or previously constructed. The completion of these types of projects without delays or significant cost overruns is subject to substantial risks, including:

shortages and inconsistent quality of equipment, materials, and labor;

work stoppages;

contractor or supplier delay or non-performance under construction or other agreements;

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delays in or failure to receive necessary permits, approvals, and other regulatory authorizations;

impacts of new and existing laws and regulations, including environmental laws and regulations;

continued public and policymaker support for such projects;

adverse weather conditions;

unforeseen engineering problems;

changes in project design or scope;

environmental and geological conditions;

delays or increased costs to interconnect facilities to transmission grids; and

unanticipated cost increases, including materials and labor.

In addition, with respect to the construction of new nuclear units and the operation of existing nuclear units, a major incident at a nuclear facility anywhere in the world could cause the NRC to delay or prohibit construction of new nuclear units or require additional safety measures at new and existing units. As a result of the major earthquake and tsunami that struck Japan on March 11, 2011 and caused substantial damage to the nuclear generating units at the Fukushima Daiichi generating plant, the NRC is performing additional operational and safety reviews of nuclear facilities in the U.S., which could potentially impact future operations and capital requirements. On July 12, 2011, a special NRC task force issued a report with initial recommendations for enhancing nuclear reactor safety in the U.S., including potential changes in emergency planning, onsite backup generation, and spent fuel pools for reactors. The final form and the resulting impact of any changes to safety requirements for nuclear reactors will be dependent on further review and action by the NRC and cannot be determined at this time.

If a traditional operating company or Southern Power is unable to complete the development or construction of a facility or decides to delay or cancel construction of a facility, it may not be able to recover its investment in that facility and may incur substantial cancellation payments under equipment purchase orders or construction contracts. Even if a construction project is completed, the total costs may be higher than estimated and there is no assurance that the traditional operating company will be able to recover such expenditures through regulated rates. In addition, construction delays and contractor performance shortfalls can result in the loss of revenues and may, in turn, adversely affect the net income and financial position of a traditional operating company or Southern Power and of Southern Company.

Construction delays also may result in the loss of otherwise available investment tax credits and other tax incentives. Furthermore, if construction projects are not completed according to specification, a traditional operating company or Southern Power and Southern Company may incur liabilities and suffer reduced plant efficiency, higher operating costs, and reduced net income.

The two largest construction projects currently underway in the Southern Company system are the construction of Plant Vogtle Units 3 and 4 and the construction of the Kemper IGCC. Southern Nuclear, on behalf of Georgia Power and the other co-owners, is overseeing the construction of and will operate Plant Vogtle Units 3 and 4. Georgia Power owns 45.7% of the new units, with a certified cost of approximately \$6.1 billion. The Georgia PSC has approved Georgia Power's total costs of \$1.7 billion for Plant Vogtle Units 3 and 4 incurred through June 30, 2011. Georgia Power will continue to file construction monitoring reports by February 28 and August 31 of each year during the construction period. The COLs for Plant Vogtle Units 3 and 4 were received on February 10, 2012. Receipt of the COLs allows full construction to begin on Plant Vogtle Units 3 and 4, which are expected to obtain commercial operation in 2016 and 2017, respectively. During the course of

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construction activities, issues have materialized that may impact the project budget and schedule, including potential costs associated with compressing the project schedule to meet the projected commercial operation dates. In addition, there have been technical and procedural challenges to the construction and licensing of Plant Vogtle Units 3 and 4. Similar additional challenges at the state and federal level are expected as construction proceeds. The ultimate outcome of these matters cannot be determined at this time.

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In addition, Mississippi Power is constructing the Kemper IGCC. In July 2010, Mississippi Power and SMEPA entered into an Asset Purchase Agreement whereby SMEPA agreed to purchase a 17.5% undivided ownership interest in the Kemper IGCC. The closing of this transaction is conditioned upon execution of a joint ownership and operating agreement, receipt of all construction permits, appropriate regulatory approvals, financing, and other conditions. The estimated cost of the plant is \$2.4 billion, net of \$245 million of grants awarded to the project by the DOE under the Clean Coal Power Initiative Round 2. The Mississippi PSC order approving the Kemper IGCC included a construction cost cap of \$2.88 billion (excluding the cost of the lignite mine equipment and the carbon dioxide pipeline facilities) and provides for the establishment of operational cost and revenue parameters based upon the assumptions in Mississippi Power's proposal. As of December 31, 2011, Mississippi Power had spent a total of approximately \$943.3 million on the Kemper IGCC, including regulatory filing costs. The ultimate outcome of these matters cannot be determined at this time.

Once facilities come into commercial operation, ongoing capital expenditures are required to maintain reliable levels of operation. Significant portions of the traditional operating companies' existing facilities were constructed many years ago. Older generation equipment, even if maintained in accordance with good engineering practices, may require significant capital expenditures to maintain efficiency, to comply with changing environmental requirements, or to provide reliable operations.

FINANCIAL, ECONOMIC, AND MARKET RISKS

The generation operations and energy marketing operations of Southern Company, the traditional operating companies, and Southern Power are subject to risks, many of which are beyond their control, including changes in power prices and fuel costs, that may reduce Southern Company's, the traditional operating companies', and Southern Power's revenues and increase costs.

The generation operations and energy marketing operations of the Southern Company system are subject to changes in power prices or fuel costs, which could increase the cost of producing power or decrease the amount received from the sale of power. The market prices for these commodities may fluctuate significantly over relatively short periods of time. In addition, the proportion of natural gas generation to the total fuel mix is likely to increase in the future. The Southern Company system attempts to mitigate risks associated with fluctuating fuel costs by passing these costs on to customers through the traditional operating companies' fuel cost recovery clauses or through PPAs. Among the factors that could influence power prices and fuel costs are:

prevailing market prices for coal, natural gas, uranium, fuel oil, biomass, and other fuels used in the generation facilities of the traditional operating companies and Southern Power, including associated transportation costs, and supplies of such commodities;

demand for energy and the extent of additional supplies of energy available from current or new competitors;

liquidity in the general wholesale electricity market;

weather conditions impacting demand for electricity;

seasonality;

transmission or transportation constraints or inefficiencies;

availability of competitively priced alternative energy sources;

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forced or unscheduled plant outages for the Southern Company system, its competitors, or third party providers;

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the financial condition of market participants;

the economy in the service territory, the nation, and worldwide, including the impact of economic conditions on demand for electricity and the demand for fuels;

natural disasters, wars, embargos, acts of terrorism, and other catastrophic events; and

federal, state, and foreign energy and environmental regulation and legislation.

Certain of these factors could increase the expenses of the traditional operating companies or Southern Power and Southern Company. For the traditional operating companies, such increases may not be fully recoverable through rates. Other of these factors could reduce the revenues of the traditional operating companies or Southern Power and Southern Company.

Historically, the traditional operating companies from time to time have experienced underrecovered fuel cost balances and deficits in their storm cost recovery reserve balances and may experience such balances and deficits in the future. While the traditional operating companies are generally authorized to recover underrecovered fuel costs through fuel cost recovery clauses and storm recovery costs through special rate provisions administered by the respective PSCs, recovery may be denied if costs are deemed to be imprudently incurred, and delays in the authorization of such recovery could negatively impact the cash flows of the affected traditional operating company and Southern Company.

Southern Company may be unable to meet its ongoing and future financial obligations and to pay dividends on its common stock if its subsidiaries are unable to pay upstream dividends or repay funds to Southern Company.

Southern Company is a holding company and, as such, Southern Company has no operations of its own. Substantially all of Southern Company's consolidated assets are held by subsidiaries. Southern Company's ability to meet its financial obligations and to pay dividends on its common stock is primarily dependent on the net income and cash flows of its subsidiaries and their ability to pay upstream dividends or to repay funds to Southern Company. Prior to funding Southern Company, Southern Company's subsidiaries have regulatory restrictions and financial obligations that must be satisfied, including among others, debt service and preferred and preference stock dividends. Southern Company's subsidiaries are separate legal entities and have no obligation to provide Southern Company with funds.

A downgrade in the credit ratings of Southern Company, the traditional operating companies, or Southern Power could negatively affect their ability to access capital at reasonable costs and/or could require Southern Company, the traditional operating companies, or Southern Power to post collateral or replace certain indebtedness.

There are a number of factors that rating agencies evaluate to arrive at credit ratings for Southern Company, the traditional operating companies, and Southern Power, including capital structure, regulatory environment, the ability to cover liquidity requirements, and other commitments for capital. Southern Company, the traditional operating companies, and Southern Power could experience a downgrade in their ratings if any rating agency concludes that the level of business or financial risk of the industry or Southern Company, the traditional operating companies, or Southern Power has deteriorated. Changes in ratings methodologies by the agencies could also have a negative impact on credit ratings. If one or more rating agencies downgrade Southern Company, the traditional operating companies, or Southern Power, borrowing costs would increase, the pool of investors and funding sources would likely decrease, and, particularly for any downgrade to below investment grade, significant collateral requirements may be triggered in a number of contracts.

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The use of derivative contracts by Southern Company and its subsidiaries in the normal course of business could result in financial losses that negatively impact the net income of Southern Company and its subsidiaries.

Southern Company and its subsidiaries, including the traditional operating companies and Southern Power, use derivative instruments, such as swaps, options, futures, and forwards, to manage their commodity and interest rate exposures and, to a lesser extent, engage in limited trading activities. Southern Company and its subsidiaries could recognize financial losses as a result of volatility in the market values of these contracts or if a counterparty fails to perform. These risks are managed through risk management policies, limits, and procedures. These risk management policies, limits, and procedures might not work as planned and cannot entirely eliminate the risks associated with these activities. In addition, derivative contracts entered for hedging purposes might not off-set the underlying exposure being hedged as expected, resulting in financial losses. In the absence of actively quoted market prices and pricing information from external sources, the valuation of these financial instruments can involve management's judgment or use of estimates. The factors used in the valuation of these instruments become more difficult to predict and the calculations become less reliable the further into the future these estimates are made. As a result, changes in the underlying assumptions or use of alternative valuation methods could affect the value of the reported fair value of these contracts.

The Dodd-Frank Wall Street Reform and Consumer Protection Act (Dodd-Frank Act) enacted in July 2010 could impact the use of over-the-counter derivatives by Southern Company and its subsidiaries. Regulations to implement the Dodd-Frank Act could impose additional requirements on the use of over-the-counter derivatives, such as margin and reporting requirements, which could affect both the use and cost of over-the-counter derivatives. The impact, if any, cannot be determined until regulations are finalized.

Southern Company, the traditional operating companies, and Southern Power are subject to risks associated with a changing economic environment as well as the financial stability of the customers of the traditional operating companies and Southern Power.

Southern Company, the traditional operating companies, and Southern Power are exposed to risks related to general economic conditions in their applicable service territory and are thus impacted by the economic cycles of the customers each serves. Any economic downturn or disruption of financial markets, both nationally and internationally, could negatively affect the financial stability of the customers and counterparties of the traditional operating companies and Southern Power. As territories served by the traditional operating companies and Southern Power experience economic downturns, energy consumption patterns may change and revenues may be negatively impacted. Customer growth and customer usage can be affected by economic factors in the service territory of the traditional operating companies and Southern Power and elsewhere, including, for example, job and income growth, housing starts, and new home prices. Adverse economic conditions, a population decline, and/or business closings in the territory served by the traditional operating companies or Southern Power or slower than anticipated customer growth as a result of a recessionary economy or otherwise could also have a negative impact on revenues and could result in greater expense for uncollectible customer balances.

As with other parts of the country, the territories served by the traditional operating companies and Southern Power have been impacted by the recent economic recession. The traditional operating companies have experienced residential and commercial sales that continue to be below historical trends due to the recent economic recession. Southern Power is expected to continue to experience reduced future revenues for its requirements customers due to the recent economic recession. The timing and extent of the recovery cannot be predicted.

Stronger or more rapid than expected economic growth, coupled with the effects of current and future environmental regulations applicable to the traditional operating companies or Southern Power, could impact the ability of the traditional operating companies and Southern Power to meet the energy demands of their customers. Weaker or slower than expected economic growth could have a negative impact on revenues, could result in greater expense for uncollected customer balances, and could adversely impact the value of generation assets of the traditional operating companies and Southern Power.

All of the factors discussed above could adversely affect Southern Company's, the traditional operating companies', and Southern Power's level of future net income.

Table of Contents**Index to Financial Statements****Demand for power could exceed supply capacity, resulting in increased costs for purchasing capacity in the open market or building additional generation facilities.**

The traditional operating companies and Southern Power are currently obligated to supply power to retail customers and wholesale customers under long-term PPAs. At peak times, the demand for power required to meet this obligation could exceed the Southern Company system's available generation capacity. Market or competitive forces may require that the traditional operating companies or Southern Power purchase capacity on the open market or build additional generation facilities. Because regulators may not permit the traditional operating companies to pass all of these purchase or construction costs on to their customers, the traditional operating companies may not be able to recover any of these costs or may have exposure to regulatory lag associated with the time between the incurrence of costs of purchased or constructed capacity and the traditional operating companies' recovery in customers' rates. Under Southern Power's long-term fixed price PPAs, Southern Power would not have the ability to recover any of these costs. These situations could have negative impacts on net income and cash flows for the affected traditional operating company or Southern Power and for Southern Company.

Demand for power could decrease or fail to grow at expected rates, resulting in stagnant or reduced revenues, limited growth opportunities, and potentially stranded generation assets.

Southern Company, the traditional operating companies, and Southern Power each engage in a long-term planning process to determine the optimal mix and timing of new generation assets required to serve future load obligations. This planning process must look many years into the future in order to accommodate the long lead times associated with the permitting and construction of new generation facilities. Inherent risk exists in predicting demand this far into the future as these future loads are dependent on many uncertain factors, including regional economic conditions, customer usage patterns, efficiency programs, and customer technology adoption. Because regulators may not permit the traditional operating companies to adjust rates to recover the costs of new generation assets while such assets are being constructed, the traditional operating companies may not be able to fully recover these costs or may have exposure to regulatory lag associated with the time between the incurrence of costs of additional capacity and the traditional operating companies' recovery in customers' rates. Under Southern Power's model of selling capacity and energy at negotiated market-based rates under long-term PPAs, Southern Power might not be able to fully execute its business plan if market prices drop below original forecasts. Southern Power may not be able to extend its existing PPAs or to find new buyers for existing generation assets as existing PPAs expire, or it may be forced to market these assets at prices lower than originally intended. These situations could have negative impacts on net income and cash flows for the affected traditional operating company or Southern Power and for Southern Company.

Energy conservation and energy price increases could negatively impact financial results.

Customers could voluntarily reduce their consumption of electricity in response to decreases in their disposable income, increases in energy price, or individual conservation efforts. In addition, a number of regulatory and legislative bodies have proposed or introduced requirements and/or incentives to reduce energy consumption by certain dates. Conservation programs could impact the financial results of Southern Company, the traditional operating companies, and Southern Power in different ways. For example, if any traditional operating company is required to invest in conservation measures that result in reduced sales from effective conservation, regulatory lag in adjusting rates for the impact of these measures could have a negative financial impact on such traditional operating company and Southern Company.

Certain of the traditional operating companies actively promote energy conservation programs, which have been approved by their respective state PSCs. Regulatory mechanisms have been established that provide for the recovery of costs related to such programs and lost revenues as a result of such programs. However, to the extent conservation results in reduced energy demand or significantly slows the growth in demand beyond what is anticipated, the value of generation assets of the traditional operating companies and Southern Power and other unregulated business activities could be adversely impacted and the traditional operating companies could be negatively impacted depending on the regulatory treatment of the associated impacts. In addition, the failure of those traditional operating companies who actively promote energy conservation programs to achieve the energy conservation targets established by their respective state PSCs could negatively impact such traditional operating company's ability to recover costs and receive certain benefits related to such programs.

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Additionally, Southern Company, the traditional operating companies, and Southern Power could also be negatively impacted if any future energy price increases result in a decrease in customer usage.

Southern Company, the traditional operating companies, and Southern Power are unable to determine what impact, if any, conservation and increases in energy prices will have on their respective financial condition or results of operations.

The operating results of Southern Company, the traditional operating companies, and Southern Power are affected by weather conditions and may fluctuate on a seasonal and quarterly basis. In addition, significant weather events, such as hurricanes, tornadoes, floods, and droughts could result in substantial damage to or limit the operation of the properties of the traditional operating companies and Southern Power and could negatively impact results of operation, financial condition, and liquidity.

Electric power supply is generally a seasonal business. In many parts of the country, demand for power peaks during the summer months, with market prices also peaking at that time. In other areas, power demand peaks during the winter. As a result, the overall operating results of Southern Company, the traditional operating companies, and Southern Power may fluctuate substantially on a seasonal basis. In addition, the traditional operating companies and Southern Power have historically sold less power when weather conditions are milder. Unusually mild weather in the future could reduce the revenues, net income, available cash, and borrowing ability of Southern Company, the traditional operating companies, and Southern Power.

In addition, volatile or significant weather events could result in substantial damage to the transmission and distribution lines of the traditional operating companies and the generating facilities of the traditional operating companies and Southern Power. The traditional operating companies and Southern Power have significant investments in the Atlantic and Gulf Coast regions which could be subject to major storm activity. Further, severe drought conditions can reduce the availability of water and restrict or prevent the operation of certain generating facilities.

Each traditional operating company maintains a reserve for property damage to cover the cost of damages from weather events to its transmission and distribution lines and the cost of uninsured damages to its generating facilities and other property. In the event a traditional operating company experiences any of these weather events or any natural disaster or other catastrophic event, recovery of costs in excess of reserves and insurance coverage is subject to the approval of its state PSC. While the traditional operating companies generally are entitled to recover prudently incurred costs incurred in connection with such an event, any denial by the applicable state PSC or delay in recovery of any portion of such costs could have a material negative impact on a traditional operating company's and Southern Company's results of operations, financial condition, and liquidity.

In addition, damages resulting from significant weather events within the service territory of any traditional operating company or affecting Southern Power's customers may result in the loss of customers and reduced demand for electricity for extended periods. For example, Hurricane Katrina hit the Gulf Coast of Mississippi in 2005 and caused substantial damage within Mississippi Power's service territory. As of December 31, 2011, Mississippi Power had over 8,300 fewer retail customers as compared to pre-storm levels due to obstacles in the rebuilding process as a result of the storm, coupled with the recessionary economy. Any significant loss of customers or reduction in demand for electricity could have a material negative impact on a traditional operating company's, Southern Power's, and Southern Company's results of operations, financial condition, and liquidity.

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The business of Southern Company, the traditional operating companies, and Southern Power is dependent on their ability to successfully access funds through capital markets and financial institutions. The inability of Southern Company, any traditional operating company, or Southern Power to access funds may limit its ability to execute its business plan by impacting its ability to fund capital investments or acquisitions that Southern Company, the traditional operating companies, or Southern Power may otherwise rely on to achieve future earnings and cash flows.

Southern Company, the traditional operating companies, and Southern Power rely on access to both short-term money markets and longer-term capital markets as a significant source of liquidity for capital requirements not satisfied by the cash flow from their respective operations. If Southern Company, any traditional operating company, or Southern Power is not able to access capital at competitive rates, its ability to implement its business plan will be limited by impacting its ability to fund capital investments or acquisitions that Southern Company, the traditional operating companies, or Southern Power may otherwise rely on to achieve future earnings and cash flows. In addition, Southern Company, the traditional operating companies, and Southern Power rely on committed bank lending agreements as back-up liquidity which allows them to access low cost money markets. Each of Southern Company, the traditional operating companies, and Southern Power believes that it will maintain sufficient access to these financial markets based upon current credit ratings. However, certain market disruptions may increase the cost of borrowing or adversely affect the ability to raise capital through the issuance of securities or other borrowing arrangements or the ability to secure committed bank lending agreements used as back-up sources of capital. Such disruptions could include:

an economic downturn or uncertainty;

the bankruptcy or financial distress at an unrelated energy company, financial institution, or sovereign entity;

capital markets volatility and disruption, both nationally and internationally;

market prices for electricity and gas;

terrorist attacks or threatened attacks on Southern Company's facilities or unrelated energy companies' facilities;

war or threat of war; or

the overall health of the utility and financial institution industries.

Market performance and other changes may decrease the value of benefit plans and nuclear decommissioning trust assets or may increase plan costs, which then could require significant additional funding.

The performance of the capital markets affects the values of the assets held in trust under Southern Company's pension and postretirement benefit plans and the assets held in trust to satisfy obligations to decommission Alabama Power's and Georgia Power's nuclear plants. Southern Company, Alabama Power, and Georgia Power have significant obligations in these areas and hold significant assets in these trusts. These assets are subject to market fluctuations and will yield uncertain returns, which may fall below projected return rates. A decline in the market value of these assets, as has been experienced in prior periods, may increase the funding requirements relating to benefit plan liabilities of the Southern Company system and Alabama Power's and Georgia Power's nuclear decommissioning obligations. Additionally, changes in interest rates affect the liabilities under pension and postretirement benefit plans of the Southern Company system; as interest rates decrease, the liabilities increase, potentially requiring additional funding. Further, changes in demographics, including increased numbers of retirements or changes in life expectancy assumptions, may also increase the funding requirements of the obligations related to the pension benefit plans. Southern Company and its subsidiaries are also facing rising medical benefit costs, including the current costs for active and retired employees. It is possible that these costs may increase at a rate that is significantly higher than anticipated. If the Southern Company system is unable to successfully manage

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benefit plan assets and medical benefit costs and Alabama Power and Georgia Power are unable to successfully manage the nuclear decommissioning trust funds, results of operations and financial position could be negatively affected.

Southern Company may be unable to recover its investment in its leveraged leases if a lessee fails to profitably operate the leased assets.

Southern Company has several leveraged lease agreements, with terms ranging up to 45 years, which relate to international and domestic energy generation, distribution, and transportation assets. Southern Company receives federal income tax deductions for depreciation and amortization, as well as interest on long-term debt related to these investments. Southern Company reviews all important lease assumptions at least annually, or more frequently if events or changes in circumstances indicate that a change in assumptions has occurred or may occur. With respect to Southern Company's investments in leveraged leases, the recovery of its investment is dependent on the profitable operation of the leased assets by the respective lessees. A significant deterioration in the performance of the leased asset could result in the impairment of the related lease receivable.

Southern Company, the traditional operating companies, and Southern Power are subject to risks associated with their ability to obtain adequate insurance.

The financial condition of some insurance companies, the threat of terrorism, and natural disasters, among other things, could have disruptive effects on insurance markets. The availability of insurance covering risks that Southern Company, the traditional operating companies, Southern Power, and their respective competitors typically insure against may decrease, and the insurance that Southern Company, the traditional operating companies, and Southern Power are able to obtain may have higher deductibles, higher premiums, and more restrictive policy terms. Further, while Southern Company, the traditional operating companies, and Southern Power maintain an amount of insurance protection that they consider adequate, there is no guarantee that the insurance policies selected by them will cover all of the potential exposures or the actual amount of loss incurred.

Any losses not covered by insurance could adversely affect the results of operations, cash flows, or financial condition of Southern Company, the traditional operating companies, or Southern Power.

The net income of Southern Company, the traditional operating companies, and Southern Power could be negatively impacted by a wholesale electric market structure in which Southern Company could not be competitive with other market participants.

Competition at the wholesale level continues to evolve in the electricity markets. As a result of changes in federal law, regulatory uncertainty, and industry restructuring, competing in the wholesale electricity markets has become more challenging. FERC rules related to transmission are intended to spur the development of new transmission infrastructure as well as facilitate competition in the wholesale market by providing more choices to wholesale power customers, including initiatives designed to promote and encourage the integration of renewable sources of supply. However, transmission regulation impacts wholesale transaction structures, and generation regulation may impact wholesale markets. In addition to the impacts on transactions contemplating physical delivery of energy, financial laws and regulations impact power hedging and trading based on futures contracts and derivatives that are traded on various commodities exchanges as well as over-the-counter. Finally, technology changes in the power and fuel industries continue to create significant impacts to wholesale transaction cost structures. Southern Company, the traditional operating companies, and Southern Power cannot predict the impact of these and other such developments, nor can they predict the effect of changes in levels of wholesale supply and demand, which are typically driven by factors beyond their control.

Item 1B. UNRESOLVED STAFF COMMENTS.

None.

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The traditional operating companies, Southern Power, and SEGCO, at December 31, 2011, owned and/or operated 33 hydroelectric generating stations, 34 fossil fuel generating stations, three nuclear generating stations, and 13 combined cycle/cogeneration stations, two solar facilities, and one landfill gas facility. The amounts of capacity for each company are shown in the table below.

Generating Station	Location	Nameplate Capacity (1) (KW's)
FOSSIL STEAM		
Gadsden	Gadsden, AL	120,000
Gorgas	Jasper, AL	1,221,250
Barry	Mobile, AL	1,525,000
Greene County	Demopolis, AL	300,000(2)
Gaston Unit 5	Wilsonville, AL	880,000
Miller	Birmingham, AL	2,532,288(3)
Alabama Power Total		6,578,538
Bowen	Cartersville, GA	3,160,000
Branch	Milledgeville, GA	1,539,700(4)
Hammond	Rome, GA	800,000
Kraft	Port Wentworth, GA	281,136
McDonough Unit 1	Atlanta, GA	245,000(5)
McIntosh	Effingham County, GA	163,117
McManus	Brunswick, GA	115,000
Mitchell	Albany, GA	125,000
Scherer	Macon, GA	750,924(6)
Wansley	Carrollton, GA	925,550(7)
Yates	Newnan, GA	1,250,000
Georgia Power Total		9,355,427
Crist	Pensacola, FL	970,000
Daniel	Pascagoula, MS	500,000(8)
Lansing Smith	Panama City, FL	305,000
Scholz	Chattahoochee, FL	80,000
Scherer Unit 3	Macon, GA	204,500(6)
Gulf Power Total		2,059,500
Daniel	Pascagoula, MS	500,000(8)
Eaton	Hattiesburg, MS	67,500
Greene County	Demopolis, AL	200,000(2)
Sweatt	Meridian, MS	80,000
Watson	Gulfport, MS	1,012,000

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Mississippi Power Total		1,859,500
Gaston Units 1-4	Wilsonville, AL	
SEGCO Total		1,000,000(9)
Total Fossil Steam		20,852,965
NUCLEAR STEAM		
Farley	Dothan, AL	
Alabama Power Total		1,720,000
Hatch	Baxley, GA	899,612(10)
Vogtle	Augusta, GA	1,060,240(11)
Georgia Power Total		1,959,852
Total Nuclear Steam		3,679,852
COMBUSTION TURBINES		
Greene County	Demopolis, AL	
Alabama Power Total		720,000
Boulevard	Savannah, GA	59,100
Bowen	Cartersville, GA	39,400
Intercession City	Intercession City, FL	47,667(12)
Kraft	Port Wentworth, GA	22,000
McDonough Unit 3	Atlanta, GA	78,800
McIntosh Units 1 through 8	Effingham County, GA	640,000
McManus	Brunswick, GA	481,700
Mitchell	Albany, GA	118,200(13)
Robins	Warner Robins, GA	158,400
Wansley	Carrollton, GA	26,322(7)
Wilson	Augusta, GA	354,100
Georgia Power Total		2,025,689
Lansing Smith Unit A	Panama City, FL	39,400
Pea Ridge Units 1-3	Pea Ridge, FL	15,000
Gulf Power Total		54,400
Chevron Cogenerating Station	Pascagoula, MS	147,292(14)
Sweatt	Meridian, MS	39,400

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Generating Station	Location	Capacity (1) (KW's)	Nameplate
Watson	Gulfport, MS	39,360	
Mississippi Power Total		226,052	
Dahlberg	Jackson County, GA	756,000	
Oleander	Cocoa, FL	791,301	
Rowan	Salisbury, NC	455,250	
West Georgia	Thomaston, GA	668,800	
Southern Power Total		2,671,351	
Gaston (SEGCO)	Wilsonville, AL	19,680(9)	
Total Combustion Turbines		5,717,172	
COGENERATION			
Washington County	Washington County, AL	123,428	
GE Plastics Project	Burkeville, AL	104,800	
Theodore	Theodore, AL	236,418	
Total Cogeneration		464,646	
COMBINED CYCLE			
Barry	Mobile, AL		
Alabama Power Total		1,070,424	
McIntosh Units 10&11	Effingham County, GA	1,318,920	
McDonough Unit 4	Atlanta, GA	840,000	
Georgia Power Total		2,158,920	
Smith	Lynn Haven, FL		
Gulf Power Total		545,500	
Daniel	Pascagoula, MS		
Mississippi Power Total		1,070,424	
Franklin	Smiths, AL	1,857,820	
Harris	Autaugaville, AL	1,318,920	
Rowan	Salisbury, NC	530,550	
Stanton Unit A	Orlando, FL	428,649(15)	
Wansley	Carrollton, GA	1,073,000	
Southern Power Total		5,208,939	
Total Combined Cycle		10,054,207	

HYDROELECTRIC FACILITIES

Bankhead	Holt, AL	53,985
Bouldin	Wetumpka, AL	225,000
Harris	Wedowee, AL	132,000
Henry	Ohatchee, AL	72,900
Holt	Holt, AL	46,944
Jordan	Wetumpka, AL	100,000
Lay	Clanton, AL	177,000
Lewis Smith	Jasper, AL	157,500
Logan Martin	Vincent, AL	135,000
Martin	Dadeville, AL	182,000
Mitchell	Verbena, AL	170,000
Thurlow	Tallassee, AL	81,000
Weiss	Leesburg, AL	87,750
Yates	Tallassee, AL	47,000
Alabama Power Total		1,668,079

Bartletts Ferry	Columbus, GA	173,000
Goat Rock	Columbus, GA	38,600
Lloyd Shoals	Jackson, GA	14,400
Morgan Falls	Atlanta, GA	16,800
North Highlands	Columbus, GA	29,600
Oliver Dam	Columbus, GA	60,000
Rocky Mountain	Rome, GA	215,256(16)
Sinclair Dam	Milledgeville, GA	45,000
Tallulah Falls	Clayton, GA	72,000
Terrora	Clayton, GA	16,000
Tugalo	Clayton, GA	45,000
Wallace Dam	Eatonton, GA	321,300
Yonah	Toccoa, GA	22,500
6 Other Plants		18,080

Georgia Power Total 1,087,536

Total Hydroelectric Facilities 2,755,615

RENEWABLE SOURCES:**SOLAR FACILITIES**

Cimarron	Springer, NM	
Southern Power Total		27,360(17)

Dalton	Dalton, GA	350
Georgia Power Total		350

Total Solar 27,710

LANDFILL GAS FACILITY

Perdido	Escambia County, FL	
Gulf Power Total		3,200

Total Generating Capacity 43,555,367

Notes:

- (1) See **Jointly-Owned Facilities** herein for additional information.

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- (2) Owned by Alabama Power and Mississippi Power as tenants in common in the proportions of 60% and 40%, respectively.
- (3) Capacity shown is Alabama Power's portion (91.84%) of total plant capacity.
- (4) Branch Units 1 and 2 are scheduled to be retired on December 31, 2013 and October 1, 2013, respectively.
- (5) McDonough Unit 1 (245,000 KWs) is scheduled to be retired in April 2012.
- (6) Capacity shown for Georgia Power is 8.4% of Units 1 and 2 and 75% of Unit 3. Capacity shown for Gulf Power is 25% of Unit 3.
- (7) Capacity shown is Georgia Power's portion (53.5%) of total plant capacity.
- (8) Represents 50% of the plant which is owned as tenants in common by Gulf Power and Mississippi Power.
- (9) SEGCO is jointly-owned by Alabama Power and Georgia Power. See BUSINESS in Item 1 herein for additional information.
- (10) Capacity shown is Georgia Power's portion (50.1%) of total plant capacity.
- (11) Capacity shown is Georgia Power's portion (45.7%) of total plant capacity.
- (12) Capacity shown represents 33 1/3% of total plant capacity. Georgia Power owns a 1/3 interest in the unit with 100% use of the unit from June through September. Progress Energy Florida operates the unit.
- (13) Mitchell Unit 4C (39,400 KWs) is scheduled to be retired in March 2012.
- (14) Generation is dedicated to a single industrial customer.
- (15) Capacity shown is Southern Power's portion (65%) of total plant capacity.
- (16) Capacity shown is Georgia Power's portion (25.4%) of total plant capacity. OPC operates the plant.
- (17) Capacity shown is Southern Power's portion (90%) of the total plant capacity.

Except as discussed below under Titles to Property, the principal plants and other important units of the traditional operating companies, Southern Power, and SEGCO are owned in fee by the respective companies. It is the opinion of management of each such company that its operating properties are adequately maintained and are substantially in good operating condition.

Mississippi Power owns a 79-mile length of 500-kilovolt transmission line which is leased to Entergy Gulf States. The line, completed in 1984, extends from Plant Daniel to the Louisiana state line. Entergy Gulf States is paying a use fee over a 40-year period covering all expenses and the amortization of the original \$57 million cost of the line. At December 31, 2011, the unamortized portion of this cost was approximately \$18.3 million.

In 2011, the maximum demand on the traditional operating companies, Southern Power, and SEGCO was 36,956,000 KWs and occurred on August 3, 2011. The all-time maximum demand of 38,777,000 KWs on the traditional operating companies, Southern Power, and SEGCO occurred on August 22, 2007. These amounts exclude demand served by capacity retained by MEAG Power, OPC, and SEPA. The reserve margin for the traditional operating companies, Southern Power, and SEGCO in 2011 was 19.2%. See SELECTED FINANCIAL DATA in Item 6 herein for additional information on peak demands for each registrant.

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Jointly-Owned Facilities

Alabama Power, Georgia Power, and Southern Power have undivided interests in certain generating plants and other related facilities to or from non-affiliated parties. The percentages of ownership are as follows:

	Total Capacity (MWs)	Percentage Ownership										
		Alabama Power	Power South	Georgia Power	OPC	MEAG Power	Dalton	Progress Energy Florida	Southern Power	OUC	FMPA	KUA
Plant Miller Units 1 and 2	1,320	91.8%	8.2%	%	%	%	%	%	%	%	%	%
Plant Hatch	1,796			50.1	30.0	17.7	2.2					
Plant Vogtle												
Units 1 and 2	2,320			45.7	30.0	22.7	1.6					
Plant Scherer Units 1 and 2	1,636			8.4	60.0	30.2	1.4					
Plant Wansley	1,779			53.5	30.0	15.1	1.4					
Rocky Mountain	848			25.4	74.6							
Intercession City, FL	143			33.3				66.7				
Plant Stanton A	660								65%	28%	3.5%	3.5%

Alabama Power and Georgia Power have contracted to operate and maintain the respective units in which each has an interest (other than Rocky Mountain and Intercession City) as agent for the joint owners. SCS provides operation and maintenance services for Plant Stanton A.

In addition, Georgia Power has commitments regarding a portion of a 5% interest in Plant Vogtle Units 1 and 2 owned by MEAG Power that are in effect until the later of retirement of the plant or the latest stated maturity date of MEAG Power's bonds issued to finance such ownership interest. The payments for capacity are required whether any capacity is available. The energy cost is a function of each unit's variable operating costs. Except for the portion of the capacity payments related to the Georgia PSC's disallowances of Plant Vogtle Units 1 and 2 costs, the cost of such capacity and energy is included in purchased power from non-affiliates in Georgia Power's statements of income in Item 8 herein. Also see Note 7 to the financial statements of Georgia Power under Commitments Purchased Power Commitments in Item 8 herein for additional information.

Titles to Property

The traditional operating companies, Southern Power's, and SEGCO's interests in the principal plants (other than certain pollution control facilities and the land on which five combustion turbine generators of Mississippi Power are located, which is held by easement) and other important units of the respective companies are owned in fee by such companies, subject only to the liens pursuant to pollution control revenue bonds of Alabama Power and Gulf Power on specific pollution control facilities and liens pursuant to the assumption of debt obligations by Mississippi Power in connection with the acquisition of Plant Daniel Units 3 and 4. See Note 6 to the financial statements of Southern Company, Alabama Power, Gulf Power, and Mississippi Power under Assets Subject to Lien in Item 8 herein for additional information. The traditional operating companies own the fee interests in certain of their principal plants as tenants in common. See Jointly-Owned Facilities herein for additional information. Properties such as electric transmission and distribution lines and steam heating mains are constructed principally on rights-of-way which are maintained under franchise or are held by easement only. A substantial portion of lands submerged by reservoirs is held under flood right easements.

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Item 3. LEGAL PROCEEDINGS

(1) United States of America v. Alabama Power (United States District Court for the Northern District of Alabama)

United States of America v. Georgia Power (United States District Court for the Northern District of Georgia)

See Note 3 to the financial statements of Southern Company and each traditional operating company under Environmental Matters New Source Review Actions in Item 8 herein for information.

(2) Comer, et al. v. Murphy Oil USA, Inc. (United States District Court for the Southern District of Mississippi)

See Note 3 to the financial statements of Alabama Power, Georgia Power, Gulf Power, and Southern Power under Climate Change Litigation Hurricane Katrina Case in Item 8 herein for information.

(3) Environmental Remediation

See Note 3 to the financial statements of Southern Company, Georgia Power, Gulf Power, and Mississippi Power under Environmental Matters Environmental Remediation in Item 8 herein for information related to environmental remediation.

See Note 3 to the financial statements of each registrant in Item 8 herein for descriptions of additional legal and administrative proceedings discussed therein.

Item 4. MINE SAFETY DISCLOSURES

Not applicable.

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EXECUTIVE OFFICERS OF SOUTHERN COMPANY

*(Identification of executive officers of Southern Company is inserted in Part I in accordance with Regulation S-K, Item 401(b), Instruction 3.)
The ages of the officers set forth below are as of December 31, 2011.*

Thomas A. Fanning

Chairman, President, Chief Executive Officer, and Director

Age 54

Elected in 2003. Chairman and Chief Executive Officer since December 1, 2010 and President since August 1, 2010. Previously served as Executive Vice President and Chief Operating Officer from February 2008 through July 31, 2010. He also served as Executive Vice President and Chief Financial Officer from May 2007 through January 2008 and Executive Vice President, Chief Financial Officer, and Treasurer from April 2003 to May 2007.

Art P. Beattie

Executive Vice President and Chief Financial Officer

Age 57

Elected in 2010. Executive Vice President and Chief Financial Officer since August 13, 2010. Previously served as Executive Vice President, Chief Financial Officer, and Treasurer of Alabama Power from February 2005 through August 12, 2010.

W. Paul Bowers

Executive Vice President

Age 55

Elected in 2001. Chief Executive Officer, President, and Director of Georgia Power since December 31, 2010 and Chief Operating Officer of Georgia Power from August 13, 2010 to December 31, 2010. He previously served as Executive Vice President and Chief Financial Officer of Southern Company from February 2008 to August 12, 2010. He also served as Executive Vice President of Southern Company from May 2007 to February 2008 and as President of Southern Company Generation, a business unit of Southern Company, and Executive Vice President of SCS from May 2001 through January 2008.

Mark A. Crosswhite

President and Chief Executive Officer of Gulf Power

Age 49

Elected in 2010. President, Chief Executive Officer, and Director of Gulf Power since January 1, 2011. Previously served as Executive Vice President of External Affairs at Alabama Power from February 2008 through December 2010 and Senior Vice President and Counsel of Alabama Power from July 2006 through January 2008. He also served as Vice President of SCS from March 2004 through January 2008.

Edward Day, VI

President and Chief Executive Officer of Mississippi Power

Age 51

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Elected in 2010. President, Chief Executive Officer, and Director of Mississippi Power since August 13, 2010. Previously served as Executive Vice President for Engineering and Construction Services at Southern Company Generation, a business unit of Southern Company, from May 2003 to August 12, 2010.

G. Edison Holland, Jr.

Executive Vice President, General Counsel, and Secretary

Age 59

Elected in 2001. Secretary since April 2005 and Executive Vice President and General Counsel since April 2001.

Stephen E. Kuczynski

President and Chief Executive Officer of Southern Nuclear

Age 49

Elected in 2011. President and Chief Executive Officer of Southern Nuclear since July 11, 2011. Before joining Southern Company, Mr. Kuczynski served at Exelon Corporation as the Senior Vice President of Engineering and Technical Services for Exelon Nuclear from February 2006 to June 2011.

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Charles D. McCrary

Executive Vice President

Age 60

Elected in 1998. Executive Vice President since February 2002. He also serves as President, Chief Executive Officer, and Director of Alabama Power since October 2001.

Susan N. Story

Executive Vice President

Age 51

Elected in 2003. President and Chief Executive Officer of SCS since January 1, 2011. Previously served as President, Chief Executive Officer, and Director of Gulf Power from April 2003 through December 2010.

Anthony J. Topazi

Executive Vice President and Chief Operating Officer

Age 61

Elected in 2003. Executive Vice President and Chief Operating Officer since August 13, 2010. Previously served as President, Chief Executive Officer, and Director of Mississippi Power from January 2004 through August 12, 2010.

Christopher C. Womack

Executive Vice President

Age 53

Elected in 2008. Executive Vice President and President of External Affairs since January 1, 2009. Previously served as Executive Vice President of External Affairs of Georgia Power from March 2006 through December 2008.

The officers of Southern Company were elected for a term running from the first meeting of the directors following the last annual meeting (May 25, 2011) for one year or until their successors are elected and have qualified, except for Mr. Kuczynski whose election was effective July 11, 2011.

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EXECUTIVE OFFICERS OF ALABAMA POWER

(Identification of executive officers of Alabama Power is inserted in Part I in accordance with Regulation S-K, Item 401(b), Instruction 3.) The ages of the officers set forth below are as of December 31, 2011.

Charles D. McCrary

President, Chief Executive Officer, and Director

Age 60

Elected in 2001. President, Chief Executive Officer, and Director since October 2001. Since February 2002, he has also served as Executive Vice President of Southern Company.

Philip C. Raymond

Executive Vice President, Chief Financial Officer, and Treasurer

Age 52

Elected in 2010. Executive Vice President, Chief Financial Officer, and Treasurer since August 13, 2010. Previously served as Vice President and Chief Financial Officer of Gulf Power from May 2008 to August 12, 2010 and as Vice President and Comptroller of Alabama Power from January 2005 to April 2008.

Zeke W. Smith

Executive Vice President

Age 52

Elected in 2010. Executive Vice President of External Affairs since November 8, 2010. Previously served as Vice President of Regulatory Services and Financial Planning from February 2005 to November 2010.

Steven R. Spencer

Executive Vice President

Age 56

Elected in 2001. Executive Vice President of the Customer Service Organization since February 1, 2008. Previously served as Executive Vice President of External Affairs from 2001 through January 2008.

Theodore J. McCullough

Senior Vice President and Senior Production Officer

Age 48

Elected in 2010. Senior Vice President and Senior Production Officer since June 30, 2010. Previously served as Vice President and Senior Production Officer of Gulf Power from September 2007 until June 2010, and Manager of Georgia Power's Plant Branch from December 2003 to August 2007.

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The officers of Alabama Power were elected for a term running from the meeting of the directors held on April 22, 2011 for one year or until their successors are elected and have qualified.

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EXECUTIVE OFFICERS OF GEORGIA POWER

(Identification of executive officers of Georgia Power is inserted in Part I in accordance with Regulation S-K, Item 401(b), Instruction 3.) The ages of the officers set forth below are as of December 31, 2011.

W. Paul Bowers

President, Chief Executive Officer, and Director

Age 55

Elected in 2010. Chief Executive Officer, President, and Director since December 31, 2010 and Chief Operating Officer of Georgia Power from August 13, 2010 to December 31, 2010. He previously served as Executive Vice President and Chief Financial Officer of Southern Company from February 2008 to August 12, 2010. He also served as Executive Vice President of Southern Company from May 2007 to February 2008 and as President of Southern Company Generation, a business unit of Southern Company, and Executive Vice President of SCS from May 2001 through January 2008.

W. Craig Barrs

Executive Vice President

Age 54

Elected in 2008. Executive Vice President of External Affairs since January 2010. Previously served as Senior Vice President of External Affairs from January 2009 to January 2010, Vice President of Governmental and Regulatory Affairs from April 2008 to December 2008, and Vice President of the Coastal Region from August 2006 to March 2008.

Ronnie R. Labrato

Executive Vice President, Chief Financial Officer, and Treasurer

Age 58

Elected in 2009. Executive Vice President, Chief Financial Officer, and Treasurer since April 2009. Previously served as Vice President of Internal Auditing at SCS from April 2008 to March 2009 and Vice President and Chief Financial Officer of Gulf Power from July 2001 to March 2008.

Joseph A. Miller

Executive Vice President

Age 50

Elected in 2009. Executive Vice President of Nuclear Development since May 2009. He also serves as Executive Vice President of Nuclear Development at Southern Nuclear since February 2006.

Anthony L. Wilson

Executive Vice President

Age 47

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Elected in 2011. Executive Vice President of Customer Service and Operations since January 1, 2012. Previously served as Vice President of Transmission from November 2009 to December 2011 and Vice President of Distribution from February 2007 to November 2009.

Thomas P. Bishop

Senior Vice President, Chief Compliance Officer, General Counsel, and Corporate Secretary

Age 51

Elected in 2008. Corporate Secretary since April 2011 and Senior Vice President, Chief Compliance Officer, and General Counsel since September 2008. Previously served as Vice President and Associate General Counsel for SCS from July 2004 to September 2008.

Stan W. Connally

Senior Vice President and Chief Production Officer

Age 42

Elected in 2010. Senior Vice President and Chief Production Officer since August 1, 2010. Previously served as Manager of Alabama Power's Plant Barry from August 2007 through July 2010 and Manager of Mississippi Power's Plant Daniel from November 2004 through August 2007.

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The officers of Georgia Power were elected for a term running from the meeting of the directors held on May 18, 2011 for one year or until their successors are elected and have qualified, except for Mr. Wilson, whose election was effective January 1, 2012.

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EXECUTIVE OFFICERS OF MISSISSIPPI POWER

(Identification of executive officers of Mississippi Power is inserted in Part I in accordance with Regulation S-K, Item 401(b), Instruction 3.) The ages of the officers set forth below are as of December 31, 2011.

Edward Day, VI

President, Chief Executive Officer, and Director

Age 51

Elected in 2010. President, Chief Executive Officer, and Director since August 13, 2010. Previously served as Executive Vice President for Engineering and Construction Services at Southern Company Generation, a business unit of Southern Company, from May 2003 to August 12, 2010.

Thomas O. Anderson, IV

Vice President

Age 52

Elected in 2009. Vice President of Generation Development since July 2009. Previously served as Project Director, Mississippi Power Generation Development from March 2008 to July 2009; Project Manager, Southern Power Generation from June 2007 to March 2008; and Generation Development Manager, SCS Generation Development from September 1998 to June 2007.

John W. Atherton

Vice President

Age 51

Elected in 2004. Vice President of External Affairs since January 2005.

Moses H. Feagin

Vice President, Treasurer, and Chief Financial Officer

Age 47

Elected in 2010. Vice President, Treasurer, and Chief Financial Officer since August 13, 2010. Previously served as Vice President and Comptroller of Alabama Power from May 2008 to August 12, 2010, and Comptroller of Mississippi Power from March 2005 to May 2008.

Jeff G. Franklin

Vice President

Age 44

Elected in 2011. Vice President of Customer Services Organization since August 1, 2011. Previously served as Georgia Power's Vice President of Governmental and Legislative Affairs from January 2011 to July 2011, Vice President of Governmental and Regulatory Affairs from March 2009 to January 2011, Vice President of Sales from July 2008 to April 2009, and Vice President of the Northwest region from February 2005 to June 2008.

R. Allen Reaves

Vice President

Age 52

Elected in 2010. Vice President and Senior Production Officer since August 1, 2010. Previously served as Manager of Mississippi Power's Plant Daniel from September 2007 through July 2010 and Site Manager for Southern Power's Plant Franklin from March 2006 to September 2007.

The officers of Mississippi Power were elected for a term running from the meeting of the directors held on April 27, 2011 for one year or until their successors are elected and have qualified, except for Mr. Franklin, whose election was effective August 1, 2011.

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(a)(1) The common stock of Southern Company is listed and traded on the New York Stock Exchange. The common stock is also traded on regional exchanges across the United States. The high and low stock prices as reported on the New York Stock Exchange for each quarter of the past two years were as follows:

	High	Low
2011		
First Quarter	\$38.79	\$36.51
Second Quarter	40.87	37.43
Third Quarter	43.09	35.73
Fourth Quarter	46.69	41.00
2010		
First Quarter	\$33.73	\$30.85
Second Quarter	35.45	32.04
Third Quarter	37.73	33.00
Fourth Quarter	38.62	37.10

There is no market for the other registrants' common stock, all of which is owned by Southern Company.

(a)(2) Number of Southern Company's common stockholders of record at January 31, 2012: 154,700

Each of the other registrants have one common stockholder, Southern Company.

(a)(3) Dividends on each registrant's common stock are payable at the discretion of their respective board of directors. The dividends on common stock declared by Southern Company and the traditional operating companies to their stockholder(s) for the past two years were as follows:

Registrant	Quarter	2011	2010
		(in thousands)	
Southern Company	First	\$385,010	\$359,144
	Second	402,165	375,865
	Third	405,879	378,939
	Fourth	408,294	382,440
Alabama Power	First	138,275	135,675
	Second	138,275	135,675
	Third	138,275	135,675
	Fourth	359,275	178,675

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Georgia Power	First	224,025	205,000
	Second	224,025	205,000
	Third	224,025	205,000
	Fourth	424,025	205,000
Gulf Power	First	27,500	26,075
	Second	27,500	26,075
	Third	27,500	26,075
	Fourth	27,500	26,075
Mississippi Power	First	18,875	17,150
	Second	18,875	17,150
	Third	18,875	17,150
	Fourth	18,875	17,150

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In 2011 and 2010, Southern Power paid dividends to Southern Company as follows:

Registrant	Quarter	2011	2010
		(in thousands)	
Southern Power	First	\$22,800	\$26,775
	Second	22,800	26,775
	Third	22,800	26,775
	Fourth	22,800	26,775

The dividend paid per share of Southern Company's common stock was 45.50¢ for the first quarter 2011 and 47.25¢ each for the second, third, and fourth quarters of 2011. In 2010, Southern Company paid a dividend per share of 43.75¢ for the first quarter and 45.50¢ each for the second, third, and fourth quarters.

The traditional operating companies and Southern Power can only pay dividends to Southern Company out of retained earnings or paid-in-capital.

Southern Power's senior note indenture contains potential limitations on the payment of common stock dividends. At December 31, 2011, Southern Power was in compliance with the conditions of this senior note indenture and thus had no restrictions on its ability to pay common stock dividends. See Note 8 to the financial statements of Southern Company under "Common Stock Dividend Restrictions" and Note 6 to the financial statements of Southern Power under "Dividend Restrictions" in Item 8 herein for additional information regarding these restrictions.

(a)(4) Securities authorized for issuance under equity compensation plans.

See Part III, Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters under the heading "Equity Compensation Plan Information" herein.

(b) Use of Proceeds

Not applicable.

(c) Issuer Purchases of Equity Securities

None.

Item 6. SELECTED FINANCIAL DATA

Southern Company. See "SELECTED CONSOLIDATED FINANCIAL AND OPERATING DATA," contained herein at pages II-110 and II-111.

Alabama Power. See "SELECTED FINANCIAL AND OPERATING DATA," contained herein at pages II-188 and II-189.

Georgia Power. See "SELECTED FINANCIAL AND OPERATING DATA," contained herein at pages II-272 and II-273.

Gulf Power. See "SELECTED FINANCIAL AND OPERATING DATA," contained herein at pages II-343 and II-344.

Mississippi Power. See "SELECTED FINANCIAL AND OPERATING DATA," contained herein at pages II-427 and II-428.

Southern Power. See "SELECTED CONSOLIDATED FINANCIAL AND OPERATING DATA," contained herein at page II-478.

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Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Southern Company. See MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS, contained herein at pages II-11 through II-45.

Alabama Power. See MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS, contained herein at pages II-115 through II-139.

Georgia Power. See MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS, contained herein at pages II-193 through II-221.

Gulf Power. See MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS, contained herein at pages II-277 through II-301.

Mississippi Power. See MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS, contained herein at pages II-348 through II-376.

Southern Power. See MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS, contained herein at pages II-432 through II-452.

Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

See MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND LIQUIDITY - Market Price Risk of each of the registrants in Item 7 herein and Note 1 of each of the registrant's financial statements under Financial Instruments in Item 8 herein. See also Note 10 to the financial statements of Southern Company, Alabama Power, and Georgia Power, Note 9 to the financial statements of Gulf Power and Mississippi Power, and Note 8 to the financial statements of Southern Power in Item 8 herein.

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Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

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Item 9A. CONTROLS AND PROCEDURES

Disclosure Controls And Procedures.

As of the end of the period covered by this annual report, Southern Company, Alabama Power, Georgia Power, Gulf Power, Mississippi Power, and Southern Power conducted separate evaluations under the supervision and with the participation of each company's management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934). Based upon these evaluations, the Chief Executive Officer and the Chief Financial Officer, in each case, concluded that the disclosure controls and procedures are effective.

Internal Control Over Financial Reporting.

(a) Management's Annual Report on Internal Control Over Financial Reporting.

Southern Company's Management's Report on Internal Control Over Financial Reporting is included on page II-9 of this Form 10-K.

Alabama Power's Management's Report on Internal Control Over Financial Reporting is included on page II-113 of this Form 10-K.

Georgia Power's Management's Report on Internal Control Over Financial Reporting is included on page II-191 of this Form 10-K.

Gulf Power's Management's Report on Internal Control Over Financial Reporting is included on page II-275 of this Form 10-K.

Mississippi Power's Management's Report on Internal Control Over Financial Reporting is included on page II-346 of this Form 10-K.

Southern Power's Management's Report on Internal Control Over Financial Reporting is included on page II-430 of this Form 10-K.

(b) Attestation Report of the Registered Public Accounting Firm.

The report of Deloitte & Touche LLP, Southern Company's independent registered public accounting firm, regarding Southern Company's internal control over financial reporting is included on page II-10 of this Form 10-K.

Not applicable to Alabama Power, Georgia Power, Gulf Power, Mississippi Power, and Southern Power because these companies are not accelerated filers or large accelerated filers.

(c) Changes in internal controls.

There have been no changes in Southern Company's and Georgia Power's internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934) during the fourth quarter 2011 that have materially affected or are reasonably likely to materially affect Southern Company's and Georgia Power's internal control over financial reporting, other than as described in the next sentence. In October 2011, Georgia Power implemented new accounts payable, supply chain, and work management systems. The implementation of these systems provides additional operational and internal control benefits including system security and automation of previously manual controls. These process improvement initiatives were not in response to an identified internal control deficiency.

There have been no changes in Alabama Power's, Gulf Power's, Mississippi Power's, or Southern Power's internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934) during the fourth quarter 2011 that have materially affected or are reasonably likely to materially affect Alabama Power's, Gulf Power's, Mississippi Power's, or Southern Power's internal control over financial reporting.

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Item 9B. OTHER INFORMATION

None.

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THE SOUTHERN COMPANY
AND SUBSIDIARY COMPANIES
FINANCIAL SECTION

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MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Southern Company and Subsidiary Companies 2011 Annual Report

The management of The Southern Company (Southern Company) is responsible for establishing and maintaining an adequate system of internal control over financial reporting as required by the Sarbanes-Oxley Act of 2002 and as defined in Exchange Act Rule 13a-15(f). A control system can provide only reasonable, not absolute, assurance that the objectives of the control system are met.

Under management's supervision, an evaluation of the design and effectiveness of Southern Company's internal control over financial reporting was conducted based on the framework in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, management concluded that Southern Company's internal control over financial reporting was effective as of December 31, 2011.

Deloitte & Touche LLP, an independent registered public accounting firm, as auditors of Southern Company's financial statements, has issued an attestation report on the effectiveness of Southern Company's internal control over financial reporting as of December 31, 2011. Deloitte & Touche LLP's report on Southern Company's internal control over financial reporting is included herein.

/s/ Thomas A. Fanning

Thomas A. Fanning

Chairman, President, and Chief Executive Officer

/s/ Art P. Beattie

Art P. Beattie

Executive Vice President and Chief Financial Officer

February 24, 2012

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of

The Southern Company

We have audited the accompanying consolidated balance sheets and consolidated statements of capitalization of The Southern Company and Subsidiary Companies (the Company) as of December 31, 2011 and 2010, and the related consolidated statements of income, comprehensive income, stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2011. Our audits also included the financial statement schedule of the Company listed in the Index at Item 15. We also have audited the Company's internal control over financial reporting as of December 31, 2011, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company's management is responsible for these financial statements and the financial statement schedule, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control Over Financial Reporting (page II-9). Our responsibility is to express an opinion on these financial statements and the financial statement schedule and an opinion on the Company's internal control over financial reporting based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed by, or under the supervision of, the company's principal executive and principal financial officers, or persons performing similar functions, and effected by the company's board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the consolidated financial statements (pages II-46 to II-108) referred to above present fairly, in all material respects, the financial position of Southern Company and Subsidiary Companies as of December 31, 2011 and 2010, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2011, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, the financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein. Also, in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2011, based on the criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

/s/ Deloitte & Touche LLP

Atlanta, Georgia

February 24, 2012

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MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Southern Company and Subsidiary Companies 2011 Annual Report

OVERVIEW

Business Activities

The Southern Company (Southern Company or the Company) is a holding company that owns all of the common stock of the traditional operating companies—Alabama Power Company (Alabama Power), Georgia Power Company (Georgia Power), Gulf Power Company (Gulf Power), and Mississippi Power Company (Mississippi Power)—and Southern Power Company (Southern Power), and other direct and indirect subsidiaries (together, the Southern Company system). The primary business of the Southern Company system is electricity sales by the traditional operating companies and Southern Power. The four traditional operating companies are vertically integrated utilities providing electric service in four Southeastern states. Southern Power constructs, acquires, owns, and manages generation assets, including renewable energy projects, and sells electricity at market-based rates in the wholesale market.

Many factors affect the opportunities, challenges, and risks of the Southern Company system's electricity business. These factors include the traditional operating companies' ability to maintain a constructive regulatory environment, to maintain and grow energy sales given economic conditions, and to effectively manage and secure timely recovery of costs. These costs include those related to projected long-term demand growth, increasingly stringent environmental standards, fuel, capital expenditures, and restoration following major storms. Each of the traditional operating companies has various regulatory mechanisms that operate to address cost recovery. Appropriately balancing required costs and capital expenditures with customer prices will continue to challenge the Company for the foreseeable future.

Another major factor is the profitability of the competitive market-based wholesale generating business. Southern Power continues to execute its strategy through a combination of acquiring and constructing new power plants, including renewable energy projects, and by entering into power purchase agreements (PPAs) with investor-owned utilities, independent power producers, municipalities, and electric cooperatives.

Southern Company's other business activities include investments in leveraged lease projects and telecommunications. Management continues to evaluate the contribution of each of these activities to total shareholder return and may pursue acquisitions and dispositions accordingly.

Key Performance Indicators

In striving to maximize shareholder value while providing cost-effective energy to more than four million customers, Southern Company continues to focus on several key performance indicators. These indicators include customer satisfaction, plant availability, system reliability, and earnings per share (EPS). Southern Company's financial success is directly tied to the satisfaction of its customers. Key elements of ensuring customer satisfaction include outstanding service, high reliability, and competitive prices. Management uses customer satisfaction surveys and reliability indicators to evaluate the results of the Southern Company system.

Peak season equivalent forced outage rate (Peak Season EFOR) is an indicator of fossil/hydro plant availability and efficient generation fleet operations during the months when generation needs are greatest. The rate is calculated by dividing the number of hours of forced outages by total generation hours. The fossil/hydro 2011 Peak Season EFOR of 1.28%, excluding the impact of tornadoes in April 2011, was better than the target. Transmission and distribution system reliability performance is measured by the frequency and duration of outages. Performance targets for reliability are set internally based on historical performance, expected weather conditions, and expected capital expenditures. The performance for 2011 was better than the target for these reliability measures.

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Southern Company's 2011 results compared with its targets for some of these key indicators are reflected in the following chart:

Key Performance Indicator	2011 Target	2011 Actual
	Performance	Performance
	Top quartile in	
System Customer Satisfaction	customer surveys	Top quartile
Peak Season System EFOR fossil/hydro	4.80% or less	1.28%
Basic EPS	\$2.48	\$2.56
	\$2.56	\$2.57

See RESULTS OF OPERATIONS herein for additional information on the Company's financial performance. The performance achieved in 2011 reflects the continued emphasis that management places on these indicators as well as the commitment shown by employees in achieving or exceeding management's expectations.

Earnings

Southern Company's net income after dividends on preferred and preference stock of subsidiaries was \$2.20 billion in 2011, an increase of \$228 million from the prior year. The increase was primarily the result of increases in Georgia Power's retail base revenues as authorized under the 2010 Alternative Rate Plan for the years 2011 through 2013 (2010 ARP) and the recovery of financing costs through the Nuclear Construction Cost Recovery (NCCR) tariff. Also contributing to the increase were increases in energy and capacity revenues at Southern Power and a reduction in operations and maintenance expenses primarily at Alabama Power. The 2011 increase was partially offset by decreases in weather-related revenues due to closer to normal weather in 2011 compared to 2010, a decrease in the amortization of the regulatory liability related to other cost of removal obligations at Georgia Power, a decrease in wholesale revenues primarily at Alabama Power, and a reduction in allowance for funds used during construction (AFUDC) equity. Net income after dividends on preferred and preference stock of subsidiaries was \$1.98 billion in 2010 and \$1.64 billion in 2009.

Basic EPS was \$2.57 in 2011, \$2.37 in 2010, and \$2.07 in 2009. Diluted EPS, which factors in additional shares related to stock-based compensation, was \$2.55 in 2011, \$2.36 in 2010, and \$2.06 in 2009. EPS for 2011 was negatively impacted by \$0.08 per share as a result of an increase in the average shares outstanding.

Dividends

Southern Company has paid dividends on its common stock since 1948. Dividends paid per share of common stock were \$1.8725 in 2011, \$1.8025 in 2010, and \$1.7325 in 2009. In January 2012, Southern Company declared a quarterly dividend of 47.25 cents per share. This is the 257th consecutive quarter that Southern Company has paid a dividend equal to or higher than the previous quarter. The Company targets a dividend payout ratio of approximately 70% of net income. For 2011, the actual payout ratio was 73%.

Table of Contents**Index to Financial Statements****MANAGEMENT'S DISCUSSION AND ANALYSIS (continued)****Southern Company and Subsidiary Companies 2011 Annual Report****RESULTS OF OPERATIONS****Electricity Business**

Southern Company's electric utilities generate and sell electricity to retail and wholesale customers in the Southeast.

A condensed statement of income for the electricity business follows:

	Amount	Increase (Decrease) from Prior Year	
	2011	2011	2010
		<i>(in millions)</i>	
Electric operating revenues	\$ 17,587	\$ 213	\$ 1,732
Fuel	6,262	(437)	747
Purchased power	608	45	89
Other operations and maintenance	3,842	(63)	505
Depreciation and amortization	1,700	205	19
Taxes other than income taxes	899	32	51
Total electric operating expenses	13,311	(218)	1,411
Operating income	4,276	431	321
Other income (expense), net	99	(59)	(40)
Interest expense, net of amounts capitalized	803	(30)	(1)
Income taxes	1,293	179	126
Net income	2,279	223	156
Dividends on preferred and preference stock of subsidiaries	65		
Net income after dividends on preferred and preference stock of subsidiaries	\$ 2,214	\$ 223	\$ 156

Electric Operating Revenues

Details of electric operating revenues were as follows:

	Amount	
	2011	2010

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	<i>(in millions)</i>	
Retail prior year	\$14,791	\$13,307
Estimated change in		
Rates and pricing	793	384
Sales growth (decline)	38	32
Weather	(279)	439
Fuel and other cost recovery	(272)	629
Retail current year	15,071	14,791
Wholesale revenues	1,905	1,994
Other electric operating revenues	611	589
Electric operating revenues	\$17,587	\$17,374
Percent change	1.2%	11.1%

Retail revenues increased \$280 million and \$1.5 billion in 2011 and 2010, respectively. The significant factors driving these changes are shown in the preceding table. The increase in rates and pricing in 2011 was primarily due to increases in Georgia Power's retail base revenues as authorized under the 2010 ARP, which became effective January 1, 2011. The increase in base revenues at Georgia Power also includes the collection of financing costs associated with the construction of two new nuclear generating units at Plant Vogtle (Plant Vogtle Units 3 and 4) through the NCCR tariff effective January 1, 2011. See Other Income (Expense), Net and Interest Expense, Net of Amounts Capitalized herein for additional information. Also contributing to the increase in rates and pricing in 2011 were revenues associated with Alabama Power's rate certificated new plant environmental (Rate CNP Environmental) due to the completion of construction projects related to environmental mandates and the elimination of a tax-related adjustment under Alabama Power's rate structure. See FUTURE EARNINGS POTENTIAL PSC Matters Alabama Power Retail Rate Adjustments and PSC Matters Georgia Power Rate Plans herein for additional information. The 2010 increase in rates and

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pricing was primarily due to revenues associated with increases in rates under Alabama Power's stabilization and equalization plan (Rate RSE) and Rate CNP Environmental and the recovery of environmental costs at Gulf Power. See Energy Sales below for a discussion of changes in the volume of energy sold, including changes related to sales growth (decline) and weather.

Electric rates for the traditional operating companies include provisions to adjust billings for fluctuations in fuel costs, including the energy component of purchased power costs. Under these fuel cost recovery provisions, fuel revenues generally equal fuel expenses, including the fuel component of purchased power, and do not affect net income. The traditional operating companies may also have one or more regulatory mechanisms to recover other costs such as environmental, storm damage, new plants, and PPAs.

Wholesale revenues consist of PPAs with investor-owned utilities and electric cooperatives, unit power sales contracts, and short-term opportunity sales. Wholesale revenues from PPAs and unit power sales contracts have both capacity and energy components. Capacity revenues reflect the recovery of fixed costs and a return on investment. Energy revenues will vary depending on fuel prices, the market prices of wholesale energy compared to the Southern Company system's generation, demand for energy within the Southern Company system's service territory, and the availability of the Southern Company system's generation. Increases and decreases in energy revenues that are driven by fuel prices are accompanied by an increase or decrease in fuel costs and do not have a significant impact on net income. Short-term opportunity sales are made at market-based rates that generally provide a margin above the Southern Company system's variable cost to produce the energy.

In 2011, wholesale revenues decreased \$89 million due to decreased energy revenues. This decrease was primarily due to a decrease in wholesale revenues at Alabama Power due to the expiration of long-term unit power sales contracts in May 2010 and the capacity subject to those contracts being made available for retail service starting in June 2010, as well as lower energy and capacity revenues associated with the expiration of PPAs at Southern Power. The decrease was partially offset by higher energy and capacity revenues under new PPAs at Southern Power. See FUTURE EARNINGS POTENTIAL PSC Matters Alabama Power Rate CNP herein for additional information regarding the termination of certain unit power sales contracts in 2010.

In 2010, wholesale revenues increased \$192 million primarily due to higher capacity and energy revenues under existing PPAs and new PPAs at Southern Power, as well as increased energy sales that were not covered by PPAs at Southern Power due to more favorable weather. This increase was partially offset by the expiration of long-term unit power sales contracts in May 2010 at Alabama Power and the capacity subject to those contracts being made available for retail service starting in June 2010.

Revenues associated with PPAs and opportunity sales were as follows:

	\$1,802	\$1,802	\$1,802
	2011	2010	2009
	<i>(in millions)</i>		
Other power sales			
Capacity and other	\$ 767	\$ 684	\$ 575
Energy	1,035	1,034	735
Total	\$ 1,802	\$ 1,718	\$ 1,310

Kilowatt-hour (KWH) sales under unit power sales contracts decreased 69.6% and 55.0% in 2011 and 2010, respectively. See FUTURE EARNINGS POTENTIAL PSC Matters Alabama Power Rate CNP herein for additional information regarding the termination of certain unit power sales contracts in 2010, which resulted in a decrease in capacity and energy revenues. In addition, fluctuations in oil and natural gas prices, which are the primary fuel sources for unit power sales contracts, influence changes in energy sales. However, because the energy is

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generally sold at variable cost, fluctuations in energy sales have a minimal effect on earnings. The capacity and energy components of the unit power sales contracts were as follows:

	\$1,802	\$1,802	\$1,802
	2011	2010	2009
	<i>(in millions)</i>		
Unit power sales			
Capacity	\$ 53	\$136	\$225
Energy	50	140	267
Total	\$103	\$276	\$492

Other Electric Revenues

Other electric revenues increased \$22 million and \$56 million in 2011 and 2010, respectively. Other electric revenues increased in 2011 primarily as a result of an increase in transmission revenues at Georgia Power. The 2010 increase in other electric revenues was primarily the result of a \$38 million increase in transmission revenues, a \$4 million increase in rents from electric property, a \$4 million increase in outdoor lighting revenues, and a \$4 million increase in late fees.

Table of Contents**Index to Financial Statements****MANAGEMENT'S DISCUSSION AND ANALYSIS (continued)****Southern Company and Subsidiary Companies 2011 Annual Report*****Energy Sales***

Changes in revenues are influenced heavily by the change in the volume of energy sold from year to year. KWH sales for 2011 and the percent change by year were as follows:

	Total	Total KWH		Weather-Adjusted	
	KWHs	Percent Change		Percent Change	
	2011	2011	2010	2011	2010
	<i>(in billions)</i>				
Residential	53.3	(7.7)%	11.8%	0.0%	0.2%
Commercial	53.9	(2.9)	3.7	(0.3)	(0.6)
Industrial	51.6	3.2	7.7	3.3	7.1
Other	0.9	(0.8)	(1.0)	(0.7)	(1.5)
Total retail	159.7	(2.7)	7.6	1.0%	2.0%
Wholesale	30.3	(6.8)	(2.8)		
Total energy sales	190.0	(3.4)%	5.7%		

Changes in retail energy sales are comprised of changes in electricity usage by customers, changes in weather, and changes in the number of customers. Retail energy sales decreased 4.5 billion KWHs in 2011. This decrease was primarily the result of closer to normal weather in 2011 compared to 2010, partially offset by an increase in industrial KWH sales. Increased demand in the primary metals and fabricated metals sectors was the main contributor to the increase in industrial KWH sales. The number of customers in 2011 was flat when compared to 2010. Retail energy sales increased 11.6 billion KWHs in 2010 primarily as a result of colder weather in the first and fourth quarters 2010 and warmer weather in the second and third quarters 2010 when compared to the corresponding periods in 2009, increased industrial KWH sales, and customer growth of 0.3%. Increased demand in the primary metals, chemicals, and transportations sectors was the main contributor to the increase in industrial KWH sales.

Wholesale energy sales decreased 2.2 billion KWHs in 2011 and 0.9 billion KWHs in 2010. The decrease in wholesale energy sales in 2011 was primarily related to the expiration of long-term unit power sales contracts in May 2010 at Alabama Power and the capacity subject to those contracts being made available for retail service starting in June 2010. This decrease was partially offset by increased energy sales under new PPAs at Southern Power. The decrease in wholesale energy sales in 2010 was primarily related to the expiration of long-term unit power sales contracts in May 2010 at Alabama Power and the capacity subject to those contracts being made available for retail service starting in June 2010. This decrease was partially offset by increased energy sales under existing PPAs and new PPAs at Southern Power, as well as sales that were not covered by PPAs at Southern Power primarily due to more favorable weather in 2010 compared to 2009. See FUTURE EARNINGS POTENTIAL PSC Matters Alabama Power Rate CNP herein for additional information regarding the termination of certain unit power sales contracts in 2010.

Fuel and Purchased Power Expenses

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Fuel costs constitute the single largest expense for the electric utilities. The mix of fuel sources for generation of electricity is determined primarily by demand, the unit cost of fuel consumed, and the availability of generating units. Additionally, the electric utilities purchase a portion of their electricity needs from the wholesale market. Details of electricity generated and purchased by the electric utilities were as follows:

	00000000000 2011	00000000000 2010	00000000000 2009
Total generation (<i>billions of KWHs</i>)	186	196	187
Total purchased power (<i>billions of KWHs</i>)	12	10	8
Sources of generation (<i>percent</i>)			
Coal	52	58	57
Nuclear	16	15	16
Gas	30	25	23
Hydro	2	2	4
Cost of fuel, generated (<i>cents per net KWH</i>)			
Coal	4.02	3.93	3.70
Nuclear	0.72	0.63	0.55
Gas	3.89	4.27	4.58
Average cost of fuel, generated (<i>cents per net KWH</i>)	3.43	3.50	3.38
Average cost of purchased power (<i>cents per net KWH</i>) *	6.32	6.98	6.37

* Average cost of purchased power includes fuel purchased by the electric utilities for tolling agreements where power is generated by the provider.

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In 2011, fuel and purchased power expenses were \$6.9 billion, a decrease of \$392 million, or 5.4%, compared to 2010 costs. This decrease was primarily the result of a \$186 million net decrease in the amount of total KWHs generated and purchased and a \$206 million decrease in the average cost per KWH generated and purchased. The net decrease in total amount of KWHs generated and purchased was mainly the result of lower demand primarily due to closer to normal weather in 2011 compared to 2010. The decrease in the average cost per KWH generated and purchased was primarily the result of an 8.9% decrease in the average cost per gas KWH generated and a 9.5% decrease in the average cost per KWH purchased.

In 2010, fuel and purchased power expenses were \$7.3 billion, an increase of \$836 million, or 13.0%, compared to 2009 costs. This increase was primarily the result of a \$538 million increase in the amount of total KWHs generated and purchased due primarily to increased customer demand. Also contributing to this increase was a \$298 million increase in the average cost per KWH generated and purchased due primarily to a 3.6% increase in the cost per KWH generated and a 9.6% increase in the cost per KWH purchased.

From an overall global market perspective, coal prices continued to increase in 2011 from the levels experienced in 2010, but remained lower than the unprecedented high levels of 2008. The slowly recovering U.S. economy and global demand from coal importing countries drove the higher prices in 2011, with concerns over regulatory actions, such as permitting issues, and their negative impact on production also contributing upward pressure. Domestic natural gas prices continued to be depressed by robust supplies, including production from shale gas, as well as lower demand. The combination of higher coal prices and lower natural gas prices contributed to increased use of natural gas-fueled generating units in 2011. In early 2011, uranium prices continued the steady increase started during the second half of 2010. In March 2011, uranium prices fell sharply from the highs earlier in the year. After some price volatility in the second quarter 2011, the price leveled and remained relatively constant for the remainder of 2011. At year end, uranium prices remained well below the highs set during 2007. Worldwide uranium production levels increased in 2011; however, secondary supplies and inventories were still required to meet worldwide reactor demand.

Fuel expenses generally do not affect net income, since they are offset by fuel revenues under the traditional operating companies' fuel cost recovery provisions. See FUTURE EARNINGS POTENTIAL - PSC Matters - Fuel Cost Recovery herein for additional information. Likewise, Southern Power's PPAs generally provide that the purchasers are responsible for substantially all of the cost of fuel.

Other Operations and Maintenance Expenses

Other operations and maintenance expenses were \$3.8 billion and \$3.9 billion, decreasing \$63 million and increasing \$505 million in 2011 and 2010, respectively. Discussion of significant variances for components of other operations and maintenance expenses follows.

Other production expenses at fossil, hydro, and nuclear plants increased \$2 million and \$277 million in 2011 and 2010, respectively. Production expenses fluctuate from year to year due to variations in outage schedules and changes in the cost of labor and materials. Other production expenses increased in 2011 mainly due to a \$29 million increase in commodity and labor costs and a \$26 million increase in outage and maintenance costs. This increase was largely offset by a decrease in nuclear outage expense at Alabama Power, primarily related to a change to the nuclear maintenance outage accounting process associated with the routine refueling activities, as approved by the Alabama Public Service Commission (PSC) in August 2010. As a result, Alabama Power did not recognize any nuclear maintenance outage expenses in 2011, reducing nuclear production expense by approximately \$50 million as compared to 2010. See FUTURE EARNINGS POTENTIAL - PSC Matters - Alabama Power - Nuclear Outage Accounting Order herein for additional information. Other production expenses increased in 2010 mainly due to a \$178 million increase in outage and maintenance costs and an \$86 million increase in commodity and labor costs, reflecting a return to more normal spending levels when compared to 2009. Also contributing to this increase was an \$18 million increase in maintenance costs related to additional equipment placed in service. Partially offsetting the 2010 increase was a \$5 million loss recognized in 2009 on the transfer of Southern Power's Plant Desoto.

Transmission and distribution expenses decreased \$80 million in 2011 and increased \$143 million in 2010. Transmission and distribution expenses fluctuate from year to year due to variations in maintenance schedules and normal changes in the cost of labor and materials. Transmission and distribution expenses decreased in 2011 primarily due to reductions in spending related to vegetation management and a reduction in accruals to the natural disaster reserve (NDR) at Alabama Power. Transmission and distribution expenses increased in 2010

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primarily due to increased spending related to vegetation management and other maintenance costs, reflecting a return to more normal spending levels, as well as an additional accrual to Alabama Power's NDR. See FUTURE EARNINGS POTENTIAL - PSC Matters - Alabama Power Natural Disaster Reserve herein for additional information.

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Customer sales and service expenses increased \$33 million and \$18 million in 2011 and 2010, respectively. Customer sales and service expenses increased in 2011 primarily due to a \$24 million increase in customer service expense primarily related to new demand side management programs at Georgia Power and a \$9 million increase in records and collection expense. Customer sales and service expenses increased in 2010 primarily as a result of an \$8 million increase in sales expenses, a \$13 million increase in customer service expense, a \$10 million increase in records and collection expense, and a \$3 million increase in uncollectible accounts expense. Partially offsetting this increase was a \$7 million decrease in meter reading expenses and a \$9 million decrease in other energy services.

Administrative and general expenses decreased \$18 million in 2011 and increased \$67 million in 2010. Administrative and general expenses decreased in 2011 primarily as a result of a \$10 million decrease in property insurance cost and a \$7 million decrease in injuries and damages reserve costs. Administrative and general expenses increased in 2010 primarily as a result of cost containment activities in 2009 which were taken to offset the effects of the recessionary economy.

Depreciation and Amortization

Depreciation and amortization increased \$205 million in 2011 primarily as a result of a \$142 million decrease in the amortization of the regulatory liability related to other cost of removal obligations at Georgia Power as authorized by the Georgia PSC and additional depreciation on plant in service related to environmental, transmission, and distribution projects. See Note 1 to the financial statements under *Depreciation and Amortization* and Note 3 to the financial statements under *Retail Regulatory Matters - Georgia Power - Rate Plans* for additional information regarding Georgia Power's cost of removal amortization.

Depreciation and amortization increased \$19 million in 2010 primarily as the result of additional depreciation on plant in service related to environmental, transmission, and distribution projects, as well as additional depreciation at Southern Power. This increase was largely offset by a \$133 million increase in the amortization of the regulatory liability related to other cost of removal obligations at Georgia Power as authorized by the Georgia PSC.

Taxes Other Than Income Taxes

Taxes other than income taxes increased \$32 million in 2011 primarily due to increases in property taxes and municipal franchise fees at Georgia Power and increases in state and municipal public utility license tax bases at Alabama Power. Taxes other than income taxes increased \$51 million in 2010 primarily due to increases in municipal franchise fees at Georgia Power, increases in state and municipal public utility license tax bases at Alabama Power, increases in gross receipts and franchise fees at Gulf Power, increases in ad valorem taxes, and increases in payroll taxes. Increases in franchise fees are associated with increases in revenues from energy sales.

Other Income (Expense), Net

Other income (expense), net decreased \$59 million in 2011 primarily due to the inclusion of Georgia Power's construction costs for Plant Vogtle Units 3 and 4 in rate base effective January 1, 2011 in accordance with the Georgia Nuclear Energy Financing Act and a Georgia PSC order. This action reduced the amount of AFUDC capitalized, with an offsetting increase in operating revenues through the NCCR tariff. Also contributing to the decrease was reduced AFUDC equity at Alabama Power due to the completion of construction projects related to environmental mandates and a \$20 million loss at Southern Power related to a make-whole premium in connection with the early redemption of senior notes. The 2011 decrease was partially offset by construction work in progress related to Mississippi Power's Kemper County integrated coal gasification combined cycle (Kemper IGCC) which began construction in June 2010. Other income (expense), net decreased \$40 million in 2010 primarily due to a decrease in AFUDC equity, mainly due to the completion of environmental projects at Alabama Power and Gulf Power, and a \$13 million profit recognized in 2009 at Southern Power related to a construction contract with the Orlando Utilities Commission. The 2010 decrease was partially offset by increases in AFUDC equity related to the increase in construction of three new combined cycle units and Plant Vogtle Units 3 and 4 at Georgia Power. See Note 3 to the financial statements under *Retail Regulatory Matters - Georgia Power - Nuclear Construction* for additional information.

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Total interest charges and other financing costs decreased \$30 million in 2011 primarily due to a reduction of \$23 million in interest expense at Georgia Power related to the settlement of litigation with the Georgia Department of Revenue (DOR) and lower interest expense on existing variable rate pollution control revenue bonds at Georgia Power. The decrease was partially offset by a reduction in AFUDC debt at Georgia Power due to the inclusion of construction costs for Plant Vogtle Units 3 and 4 in rate base.

Total interest charges and other financing costs decreased \$1 million in 2010 primarily due to an \$18 million decrease related to lower average interest rates on existing variable rate debt, an \$11 million decrease in other interest costs, and a \$2 million increase in capitalized interest as compared to 2009. The 2010 decrease was largely offset by a \$29 million increase associated with \$1.0 billion in additional debt outstanding at December 31, 2010 compared to December 31, 2009.

Income Taxes

Income taxes increased \$179 million in 2011 primarily due to higher pre-tax earnings as compared to 2010, a decrease in 2010 in uncertain tax positions at Georgia Power related to state income tax credits, and a reduction in AFUDC equity, which is non-taxable.

Income taxes increased \$126 million in 2010 primarily due to higher pre-tax earnings as compared to 2009, a decrease in the Internal Revenue Code of 1986, as amended, Section 199 production activities deduction, and an increase in Alabama state taxes due to a decrease in the state deduction for federal income taxes paid. Partially offsetting this increase were state tax credits at Georgia Power and tax benefits associated with the construction of a biomass facility at Southern Power. See Note 5 to the financial statements under **Effective Tax Rate** for additional information.

Other Business Activities

Southern Company's other business activities include the parent company (which does not allocate operating expenses to business units), investments in leveraged lease projects, and telecommunications. These businesses are classified in general categories and may comprise one or both of the following subsidiaries: Southern Company Holdings, Inc. invests in various projects, including leveraged lease projects, and SouthernLINC Wireless provides digital wireless communications for use by Southern Company and its subsidiary companies and also markets these services to the public and provides fiber cable services within the Southeast.

A condensed statement of income for Southern Company's other business activities follows:

	Amount	Increase (Decrease) from Prior Year	
	2011	2011	2010
		<i>(in millions)</i>	
Operating revenues	\$ 70	\$ (12)	\$ (19)
Other operations and maintenance	96	(9)	(21)
MC Asset Recovery litigation settlement			(202)
Depreciation and amortization	17	(1)	(9)

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Taxes other than income taxes	2		
Total operating expenses	115	(10)	(232)
Operating income (loss)	(45)	(2)	213
Equity in income (losses) of unconsolidated subsidiaries	(2)		(1)
Leveraged lease income (losses)	25	7	(22)
Other income (expense), net	(9)	6	(19)
Interest expense	54	(8)	(9)
Income taxes	(74)	14	4
Net income (loss)	\$ (11)	\$ 5	\$176

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MANAGEMENT'S DISCUSSION AND ANALYSIS (continued)

Southern Company and Subsidiary Companies 2011 Annual Report

Operating Revenues

Southern Company's non-electric operating revenues from these other business activities decreased \$12 million in 2011 primarily as a result of a decrease in revenues at SouthernLINC Wireless related to lower average per subscriber revenue and fewer subscribers due to continued competition in the industry. The \$19 million decrease in 2010 primarily resulted from a decrease in revenues at SouthernLINC Wireless related to lower average revenue per subscriber and fewer subscribers due to continued competition in the industry.

Other Operations and Maintenance Expenses

Other operations and maintenance expenses for these other businesses decreased \$9 million in 2011 and \$21 million in 2010. These decreases were primarily the result of lower administrative and general expenses for these other businesses.

MC Asset Recovery Litigation Settlement

In March 2009, Southern Company entered into a litigation settlement agreement with MC Asset Recovery, LLC (MC Asset Recovery) which resulted in a charge of \$202 million and required MC Asset Recovery to release Southern Company and certain other designated avoidance actions assigned to MC Asset Recovery in connection with Mirant Corporation's plan of reorganization, as well as to release all actions against current or former officers and directors of Mirant Corporation and Southern Company that had or could have been filed. Pursuant to the settlement, Southern Company recorded a charge in the first quarter 2009 of \$202 million, which was paid in the second quarter 2009. The settlement has been completed and resolves all claims by MC Asset Recovery against Southern Company. In June 2009, the case was dismissed with prejudice.

Leveraged Lease Income (Losses)

Southern Company has several leveraged lease agreements which relate to international and domestic energy generation, distribution, and transportation assets. Southern Company receives federal income tax deductions for depreciation and amortization, as well as interest on long-term debt related to these investments. Leveraged lease income (losses) increased \$7 million in 2011 primarily as a result of changes in the average leveraged lease investment balance. Leveraged lease income (losses) decreased \$22 million in 2010 primarily as a result of a \$26 million gain recorded in 2009 associated with the early termination of two international leveraged lease investments, the proceeds from which were required to extinguish all debt related to the leveraged lease investments, and a portion of which had make-whole redemption provisions. This resulted in a \$17 million loss in 2009, partially offsetting the gain. In addition, leveraged lease income decreased \$6 million in 2010 primarily due to lease income no longer being recognized on the terminated leveraged lease investments.

Other Income (Expense), Net

Other income (expense), net for these other businesses increased \$6 million in 2011 and decreased \$19 million in 2010 primarily as a result of changes in the amount of charitable contributions made by the parent company in 2011 and 2010.

Interest Expense

Total interest charges and other financing costs for these other businesses decreased \$8 million in 2011 and \$9 million in 2010 primarily due to lower average interest rates on existing variable rate debt in the applicable period.

Income Taxes

Income taxes for these other businesses increased \$14 million in 2011 primarily as a result of lower pre-tax losses and a prior year state tax adjustment related to leveraged leases. The 2010 increase in income taxes was not material when compared to the prior year.

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Effects of Inflation

The traditional operating companies are subject to rate regulation that is generally based on the recovery of historical and projected costs. The effects of inflation can create an economic loss since the recovery of costs could be in dollars that have less purchasing power. Southern Power is party to long-term contracts reflecting market-based rates, including inflation expectations. Any adverse effect of inflation on Southern Company's results of operations has not been substantial in recent years.

FUTURE EARNINGS POTENTIAL

General

The four traditional operating companies operate as vertically integrated utilities providing electricity to customers within their service areas in the Southeast. Prices for electricity provided to retail customers are set by state PSCs under cost-based regulatory principles. Prices for wholesale electricity sales, interconnecting transmission lines, and the exchange of electric power are regulated by the Federal Energy Regulatory Commission (FERC). Retail rates and earnings are reviewed and may be adjusted periodically within certain limitations. Southern Power continues to focus on long-term capacity contracts, optimized by limited energy trading activities. See ACCOUNTING POLICIES

Application of Critical Accounting Policies and Estimates Electric Utility Regulation herein and Note 3 to the financial statements for additional information about regulatory matters.

The results of operations for the past three years are not necessarily indicative of future earnings potential. The level of Southern Company's future earnings depends on numerous factors that affect the opportunities, challenges, and risks of Southern Company's primary business of selling electricity. These factors include the traditional operating companies' ability to maintain a constructive regulatory environment that continues to allow for the timely recovery of prudently incurred costs during a time of increasing costs. Another major factor is the profitability of the competitive wholesale supply business. Future earnings for the electricity business in the near term will depend, in part, upon maintaining energy sales which is subject to a number of factors. These factors include weather, competition, new energy contracts with neighboring utilities and other wholesale customers, energy conservation practiced by customers, the price of electricity, the price elasticity of demand, and the rate of economic growth or decline in the service area. In addition, the level of future earnings for the wholesale supply business also depends on numerous factors including creditworthiness of customers, total generating capacity available, cost, future acquisitions and construction of generating facilities, and the successful remarketing of capacity as current contracts expire. Changes in economic conditions impact sales for the traditional operating companies and Southern Power, and the pace of the economic recovery remains uncertain. The timing and extent of the economic recovery will impact growth and may impact future earnings.

In general, the Southern Company system has constructed or acquired new generating capacity only after entering into long-term capacity contracts for the new facilities or to meet requirements of the Southern Company system's regulated retail markets, both of which are optimized by limited energy trading activities. See Construction Program herein and Note 7 to the financial statements for additional information.

As part of its ongoing effort to adapt to changing market conditions, Southern Company continues to evaluate and consider a wide array of potential business strategies. These strategies may include business combinations, partnerships, acquisitions involving other utility or non-utility businesses or properties, disposition of certain assets, internal restructuring, or some combination thereof. Furthermore, Southern Company may engage in new business ventures that arise from competitive and regulatory changes in the utility industry. Pursuit of any of the above strategies, or any combination thereof, may significantly affect the business operations, risks, and financial condition of Southern Company.

Environmental Matters

Compliance costs related to federal and state environmental statutes and regulations could affect earnings if such costs cannot continue to be fully recovered in rates on a timely basis. Environmental compliance spending over the next several years may differ materially from the amounts estimated. The timing, specific requirements, and estimated costs could change as environmental statutes and regulations are adopted or modified. Further, higher costs that are recovered through regulated rates could contribute to reduced demand for electricity, which could

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negatively affect results of operations, cash flows, and financial condition. See Note 3 to the financial statements under Environmental Matters for additional information.

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In 1999, the Environmental Protection Agency (EPA) brought a civil action in the U.S. District Court for the Northern District of Georgia against certain Southern Company subsidiaries, including Alabama Power and Georgia Power, alleging that these subsidiaries had violated the New Source Review (NSR) provisions of the Clean Air Act and related state laws at certain coal-fired generating facilities. The EPA alleged NSR violations at five coal-fired generating facilities operated by Alabama Power, including a unit co-owned by Mississippi Power, and three coal-fired generating facilities operated by Georgia Power, including a unit co-owned by Gulf Power. The civil action sought penalties and injunctive relief, including an order requiring installation of the best available control technology at the affected units. The case against Georgia Power (including claims related to the unit co-owned by Gulf Power) was administratively closed in 2001 and has not been reopened. After Alabama Power was dismissed from the original action, the EPA filed a separate action in 2001 against Alabama Power (including claims related to the unit co-owned by Mississippi Power) in the U.S. District Court for the Northern District of Alabama.

In 2006, the U.S. District Court for the Northern District of Alabama entered a consent decree, resolving claims relating to the alleged NSR violations at Plant Miller. In September 2010, the EPA dismissed five of its eight remaining claims against Alabama Power, leaving only three claims, including one relating to the unit co-owned by Mississippi Power. On March 14, 2011, the U.S. District Court for the Northern District of Alabama granted Alabama Power summary judgment on all remaining claims and dismissed the case with prejudice. That judgment is on appeal to the U.S. Court of Appeals for the Eleventh Circuit.

Southern Company believes the traditional operating companies complied with applicable laws and regulations in effect at the time the work in question took place. The Clean Air Act authorizes maximum civil penalties of \$25,000 to \$37,500 per day, per violation, depending on the date of the alleged violation. An adverse outcome could require substantial capital expenditures that cannot be determined at this time and could possibly require payment of substantial penalties. Such expenditures could affect future results of operations, cash flows, and financial condition if such costs are not recovered through regulated rates. The ultimate outcome of these matters cannot be determined at this time.

Climate Change Litigation***Kivalina Case***

In 2008, the Native Village of Kivalina and the City of Kivalina filed a lawsuit in the U.S. District Court for the Northern District of California against several electric utilities (including Southern Company), several oil companies, and a coal company. The plaintiffs allege that the village is being destroyed by erosion allegedly caused by global warming that the plaintiffs attribute to emissions of greenhouse gases by the defendants. The plaintiffs assert claims for public and private nuisance and contend that some of the defendants (including Southern Company) acted in concert and are therefore jointly and severally liable for the plaintiffs' damages. The suit seeks damages for lost property values and for the cost of relocating the village, which is alleged to be \$95 million to \$400 million. In 2009, the U.S. District Court for the Northern District of California granted the defendants' motions to dismiss the case. The plaintiffs appealed the dismissal to the U.S. Court of Appeals for the Ninth Circuit. Southern Company believes that these claims are without merit. The ultimate outcome of this matter cannot be determined at this time.

Hurricane Katrina Case

In 2005, immediately following Hurricane Katrina, a lawsuit was filed in the U.S. District Court for the Southern District of Mississippi by Ned Comer on behalf of Mississippi residents seeking recovery for property damage and personal injuries caused by Hurricane Katrina. In 2006, the plaintiffs amended the complaint to include Southern Company and many other electric utilities, oil companies, chemical companies, and coal producers. The plaintiffs allege that the defendants contributed to climate change, which contributed to the intensity of Hurricane Katrina. In 2007, the U.S. District Court for the Southern District of Mississippi dismissed the case. On appeal to the U.S. Court of Appeals for the Fifth Circuit, a three-judge panel reversed the U.S. District Court for the Southern District of Mississippi, holding that the case could proceed, but, on rehearing, the full U.S. Court of Appeals for the Fifth Circuit dismissed the plaintiffs' appeal, resulting in reinstatement of the decision of the U.S. District Court for the Southern District of Mississippi in favor of the defendants. On May 27, 2011, the plaintiffs filed an amended version of their class action complaint, arguing that the earlier dismissal was on procedural grounds and under Mississippi law the plaintiffs have a right

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to re-file. The amended complaint was also filed against numerous chemical, coal, oil, and utility companies, including Alabama Power, Georgia Power, Gulf Power, and Southern Power. Southern Company believes that these claims are without merit. The ultimate outcome of this matter cannot be determined at this time.

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The electric utilities' operations are subject to extensive regulation by state and federal environmental agencies under a variety of statutes and regulations governing environmental media, including air, water, and land resources. Applicable statutes include the Clean Air Act; the Clean Water Act; the Comprehensive Environmental Response, Compensation, and Liability Act; the Resource Conservation and Recovery Act; the Toxic Substances Control Act; the Emergency Planning & Community Right-to-Know Act; the Endangered Species Act; and related federal and state regulations. Compliance with these environmental requirements involves significant capital and operating costs, a major portion of which is expected to be recovered through existing ratemaking provisions. Through 2011, the traditional operating companies had invested approximately \$8.3 billion in environmental capital retrofit projects to comply with these requirements, with annual totals of \$300 million, \$500 million, and \$1.3 billion for 2011, 2010, and 2009, respectively. The Southern Company system expects that base level capital expenditures to comply with existing statutes and regulations will be a total of approximately \$1.5 billion from 2012 through 2014 as follows:

	2012	2013	2014
	<i>(in millions)</i>		
Existing environmental statutes and regulations	\$ 425	\$ 405	\$ 621

The environmental costs that are known and estimable at this time are included under the heading "Capital Requirements and Contractual Obligations" in the table under FINANCIAL CONDITION AND LIQUIDITY herein. These base environmental costs do not include potential incremental environmental compliance investments associated with complying with the EPA's final Mercury and Air Toxics Standards (MATS) rule (formerly referred to as the Utility Maximum Achievable Control Technology rule) or the EPA's proposed water and coal combustion byproducts rules, except with respect to \$750 million as described below.

The Southern Company system is assessing the potential costs of complying with the MATS rule, as well as the EPA's proposed water and coal combustion byproducts rules. See "Air Quality," "Water Quality," and "Coal Combustion Byproducts" below for additional information regarding the MATS rule, the proposed water rules, and the proposed coal combustion byproducts rule. Although its analyses are preliminary, the Southern Company system estimates that the aggregate capital costs to the traditional operating companies for compliance with the MATS rule and the proposed water and coal combustion byproducts rules could range from \$13 billion to \$18 billion through 2021, based on the assumption that coal combustion byproducts will continue to be regulated as non-hazardous solid waste under the proposed rule. Included in this amount is \$750 million that is also included in the 2012 through 2014 base level capital investment of the traditional operating companies described herein in anticipation of these rules.

With respect to the impact of the MATS rule on capital spending from 2012 through 2014, the Southern Company system's preliminary analysis anticipates that potential incremental environmental compliance capital expenditures to comply with the MATS rule are likely to be substantial and could be up to \$2.7 billion from 2012 through 2014. Additionally, capital expenditures to comply with the proposed water and coal combustion byproducts rules could also be substantial and could be up to \$1.5 billion over the same 2012 through 2014 three-year period, based on the assumption that coal combustion byproducts will continue to be regulated as non-hazardous solid waste under the proposed rule. The estimated costs are as follows:

2012	2013	2014
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	<i>(in millions)</i>		
MATS rule	Up to \$ 370	Up to \$770	Up to \$1,610
Proposed water and coal combustion byproducts rules	Up to \$40	Up to \$365	Up to \$1,090
Total potential incremental environmental compliance investments	Up to \$410	Up to \$1,135	Up to \$ 2,700

The Southern Company system's compliance strategy, including potential unit retirement and replacement decisions, and future environmental capital expenditures are dependent on a final assessment of the MATS rule and will be affected by the final requirements of new or revised environmental regulations that are promulgated, including the proposed environmental regulations described below; the outcome of any legal challenges to the environmental rules; the cost, availability, and existing inventory of emissions allowances; and the fuel mix of the electric utilities. These costs may arise from existing unit retirements, installation of additional environmental controls, upgrades to the transmission system, the addition of new generating resources, and changing fuel sources for certain existing units. The Southern Company system's preliminary analysis further indicates that the short timeframe for compliance with the MATS rule could significantly affect electric system reliability and cause an increase in costs of materials and services. The ultimate outcome of these matters cannot be determined at this time.

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Southern Company and Subsidiary Companies 2011 Annual Report

As of December 31, 2011, the Southern Company system had total generating capacity of approximately 43,555 megawatts (MWs), of which 20,212 MWs are coal-fired. Over the past several years, the Southern Company system has installed various pollution control technologies on coal-fired units, including both selective catalytic reduction equipment and scrubbers on the 17 largest coal units making up 11,036 MWs of the Southern Company system's coal-fired generating capacity. As a result of the EPA's final and anticipated rules and regulations, the Southern Company system is evaluating its coal-fired generating capacity and is developing a compliance strategy which may include unit retirements, installation of additional environmental controls (including on the units with existing pollution control technologies), and changing fuel sources for certain units.

Southern Electric Generating Company (SEGCO), jointly owned by Alabama Power and Georgia Power, is also developing an environmental compliance strategy for its 1,000 MWs of coal-fired generating capacity, which may result in unit retirements, installation of controls, or changing fuel source. The capacity of SEGCO's units is sold to Alabama Power and Georgia Power through a PPA. The impact of SEGCO's compliance strategy on such PPA costs cannot be determined at this time; however, if such costs cannot continue to be recovered through retail rates, they could have a material financial impact on Southern Company's financial statements. See Note 4 to the financial statements for additional information.

Compliance with any new federal or state legislation or regulations relating to global climate change, air quality, coal combustion byproducts, water, or other environmental and health concerns could significantly affect the Company. Although new or revised environmental legislation or regulations could affect many areas of the electric utilities' operations, the full impact of any such changes cannot be determined at this time. Additionally, many of the electric utilities' commercial and industrial customers may also be affected by existing and future environmental requirements, which for some may have the potential to ultimately affect their demand for electricity.

Air Quality

Compliance with the Clean Air Act and resulting regulations has been and will continue to be a significant focus for the Southern Company system. Since 1990, the electric utilities spent approximately \$7.4 billion in reducing sulfur dioxide (SO₂) and nitrogen oxide (NO_x) emissions and in monitoring emissions pursuant to the Clean Air Act. Additional controls are currently planned or under consideration to further reduce air emissions, maintain compliance with existing regulations, and meet new requirements.

The EPA regulates ground level ozone concentrations through implementation of an eight-hour ozone air quality standard. In 2008, the EPA adopted a more stringent eight-hour ozone air quality standard, which it began to implement in September 2011. The 2008 standard is expected to result in designation of new nonattainment areas within the Southern Company system service territory and could require additional reductions in NO_x emissions.

The EPA also regulates fine particulate matter emissions on an annual and 24-hour average basis. Although all areas within the Southern Company system's service territory have air quality levels that attain the current standard, the EPA has announced its intention to propose new, more stringent annual and 24-hour fine particulate matter standards in mid-2012.

Final revisions to the National Ambient Air Quality Standard for SO₂, including the establishment of a new one-hour standard, became effective in August 2010. Since the EPA intends to rely on computer modeling for implementation of the SO₂ standard, the identification of potential nonattainment areas remains uncertain and could ultimately include areas within the Southern Company system's service territory. The EPA is expected to designate areas as attainment and nonattainment under the new standard in 2012. Implementation of the revised SO₂ standard could require additional reductions in SO₂ emissions and increased compliance and operation costs.

Revisions to the National Ambient Air Quality Standard for Nitrogen Dioxide (NO₂), which established a new one-hour standard, became effective in April 2010. The EPA signed a final rule with area designations for the new NO₂ standard on January 20, 2012; none of the areas within the Southern Company system's service territory were designated as nonattainment. The new NO₂ standard could result in significant additional compliance and operational costs for units that require new source permitting.

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In 2008, the EPA approved a revision to Alabama's State Implementation Plan (SIP) requirements related to opacity, which granted some flexibility to affected sources while requiring compliance with Alabama's stringent opacity limits through use of continuous opacity monitoring system data. On April 6, 2011, the EPA attempted to rescind its previous approval of the Alabama SIP revision. This decision impacts facilities operated by Alabama Power, including units co-owned by Mississippi Power. Alabama Power filed an appeal of that decision with the U.S. Court of Appeals for the Eleventh Circuit. The EPA's rescission has affected unit availability and increased maintenance and compliance costs. Unless the court resolves Alabama Power's appeal in its favor, the EPA's rescission will continue to affect Alabama Power's operations.

Each of the states in which the Southern Company system has fossil generation is subject to the requirements of the Clean Air Interstate Rule (CAIR), which calls for phased reductions in SO₂ and NO_x emissions from power plants in 28 eastern states. In 2008, the U.S. Court of Appeals for the District of Columbia Circuit issued decisions invalidating CAIR, but left CAIR compliance requirements in place while the EPA developed a new rule. On August 8, 2011, the EPA adopted the Cross State Air Pollution Rule (CSAPR) to replace CAIR effective January 1, 2012. Like CAIR, the CSAPR was intended to address interstate emissions of SO₂ and NO_x that interfere with downwind states' ability to meet or maintain national ambient air quality standards for ozone and/or particulate matter. Numerous parties (including the traditional operating companies and Southern Power) sought administrative reconsideration of the CSAPR and also filed appeals and requests to stay the rule pending judicial review with the U.S. Court of Appeals for the District of Columbia Circuit. On December 30, 2011, the U.S. Court of Appeals for the District of Columbia Circuit stayed the CSAPR in its entirety and ordered the EPA to continue administration of CAIR pending a final decision. Before the stay was granted, the EPA published proposed technical revisions to the CSAPR, including adjustments to certain state emissions budgets and a delay in implementation of the emissions trading limitations until January 2014. On February 7, 2012, the EPA released the final technical revisions to the CSAPR and at the same time issued a direct final rule which together provide increases to certain state emissions budgets, including the states of Florida, Georgia, and Mississippi.

The EPA finalized the Clean Air Visibility Rule (CAVR) in 2005, with a goal of restoring natural visibility conditions in certain areas (primarily national parks and wilderness areas) by 2064. The rule involves the application of best available retrofit technology (BART) to certain sources built between 1962 and 1977 and any additional emissions reductions necessary for each designated area to achieve reasonable progress toward the natural visibility conditions goal by 2018 and for each 10-year period thereafter. On December 30, 2011, the EPA issued a proposed rule providing that compliance with the CSAPR satisfies BART obligations under the CAVR. Given the pending legal challenge to the CSAPR, it remains uncertain whether additional controls may be required for CAVR and BART compliance.

On February 16, 2012, the EPA published the final MATS rule, which imposes stringent emissions limits for acid gases, mercury, and particulate matter on coal- and oil-fired electric utility steam generating units. Compliance for existing sources is required by April 16, 2015 three years after the effective date of the final rule. As described above, compliance with this rule is likely to require substantial capital expenditures and compliance costs at many of the facilities of Southern Company's subsidiaries which could affect unit retirement and replacement decisions. In addition, results of operations, cash flows, and financial condition could be affected if the costs are not recovered through regulated rates. Further, there is uncertainty regarding the ability of the electric utility industry to achieve compliance with the requirements of the rule within the compliance period, and the limited compliance period could negatively affect electric system reliability.

On March 21, 2011, the EPA published the final Industrial Boiler (IB) Maximum Achievable Control Technology (MACT) rule establishing emissions limits for various hazardous air pollutants emitted from industrial boilers, including biomass boilers and start-up boilers. At the same time, the EPA issued a notice of intent to reconsider the final rule and, on May 16, 2011, the EPA issued an administrative stay to prevent the rule from becoming effective. On December 2, 2011, the EPA proposed a reconsideration rule to change certain aspects of the final rule. On January 9, 2012, however, the U.S. District Court for the District of Columbia Circuit vacated the EPA's administrative stay. Although the U.S. District Court for the District of Columbia Circuit's decision would allow the original IB MACT rule to become effective, the EPA has indicated that it will not implement the rule until the EPA's proposed revisions can be finalized. The effect of the regulatory proceedings will depend on the final form of the revised regulations and the outcome of any legal challenges and cannot be determined at this time. On October 18, 2011, the Georgia PSC approved Georgia Power's request to further delay the decision to convert Plant Mitchell Unit 3 from coal to biomass for two to four years, until there is greater clarity regarding the IB MACT rule and other proposed and recently adopted regulations.

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The Southern Company system has developed and continually updates a comprehensive environmental compliance strategy to assess compliance obligations associated with the existing and new environmental requirements discussed above. The impacts of the eight-hour ozone, fine particulate matter, SO₂ and NO₂ standards, the CSAPR, the CAIR, the CAVR, the MATS rule, and the IB MACT rule on the Southern Company system cannot be determined at this time and will depend on the specific provisions of the final rules, resolution of pending and future legal challenges, and the development and implementation of rules at the state level. However, these regulations could result in significant additional compliance costs that could affect future unit retirement and replacement decisions and results of operations, cash flows, and financial condition if such costs are not recovered through regulated rates. Further, higher costs that are recovered through regulated rates could contribute to reduced demand for electricity, which could negatively impact results of operations, cash flows, and financial condition.

In addition to the federal air quality laws described above, Georgia Power is also subject to the requirements of the 2007 State of Georgia Multi-Pollutant Rule. The Multi-Pollutant Rule is designed to reduce emissions of mercury, SO₂, and NO_x state-wide by requiring the installation of specified control technologies at certain coal-fired generating units by specific dates between December 31, 2008 and December 31, 2015. The State of Georgia also adopted a companion rule that requires a 95% reduction in SO₂ emissions from the controlled units on the same or similar timetable. Through December 31, 2011, Georgia Power had installed the required controls on 11 of its largest coal-fired generating units and is in the process of installing the required controls on two additional units. As a result of uncertainties related to the potential federal air quality regulations described above, Georgia Power has suspended certain work related to the installation of emissions control equipment at Plant Branch Units 3 and 4 and Plant Yates Units 6 and 7. Georgia Power continues to analyze the potential costs and benefits of installing the required controls on its remaining coal-fired generating units in light of the potential federal regulations described above. Georgia Power may determine that retiring and replacing certain of these existing units with new generating resources or purchased power is more economically efficient than installing the required environmental controls. See PSC Matters Georgia Power 2011 Integrated Resource Plan Update for additional information. The ultimate outcome of these matters cannot be determined at this time.

Water Quality

On April 20, 2011, the EPA published a proposed rule that establishes standards for reducing effects on fish and other aquatic life caused by cooling water intake structures at existing power plants and manufacturing facilities. The rule also addresses cooling water intake structures for new units at existing facilities. Compliance with the proposed rule could require changes to existing cooling water intake structures at certain of the traditional operating companies' generating facilities, and new generating units constructed at existing plants would be required to install closed cycle cooling towers. The EPA has agreed in a settlement agreement to issue a final rule by July 27, 2012. If finalized as proposed, some of the facilities of Southern Company's subsidiaries may be subject to significant additional capital expenditures and compliance costs that could affect future unit retirement and replacement decisions.

Also, results of operations, cash flows, and financial condition could be significantly impacted if such costs are not recovered through regulated rates or through PPAs. The ultimate outcome of this rulemaking will depend on the final rule and the outcome of any legal challenges and cannot be determined at this time.

The EPA has announced its determination that revision of the current effluent guidelines for steam electric power plants is warranted and has stated that it intends to adopt such revisions by January 2014. New wastewater treatment requirements are expected and may result in the installation of additional controls on certain of the Southern Company system facilities, which could result in significant additional capital expenditures and compliance costs, as described above, that could affect future unit retirement and replacement decisions. The impact of the revised guidelines will depend on the studies conducted in connection with the rulemaking, as well as the specific requirements of the final rule, and, therefore, cannot be determined at this time.

Coal Combustion Byproducts

The traditional operating companies currently operate 22 electric generating plants with on-site coal combustion byproducts storage facilities, including both wet (ash ponds) and dry (landfill) storage facilities. In addition to on-site storage, the traditional operating companies also sell a portion of their coal combustion byproducts to third parties for beneficial reuse. Historically, individual states have regulated coal combustion

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byproducts and the states in the Southern Company system's service territory each have their own regulatory parameters. Each traditional operating company has a routine and robust inspection program in place to ensure the integrity of its coal ash surface impoundments and compliance with applicable regulations.

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The EPA is currently evaluating whether additional regulation of coal combustion byproducts (including coal ash and gypsum) is merited under federal solid and hazardous waste laws. In June 2010, the EPA published a proposed rule that requested comments on two potential regulatory options for the management and disposal of coal combustion byproducts: regulation as a solid waste or regulation as if the materials technically constituted a hazardous waste. Adoption of either option could require closure of, or significant change to, existing storage facilities and construction of lined landfills, as well as additional waste management and groundwater monitoring requirements. Under both options, the EPA proposes to exempt the beneficial reuse of coal combustion byproducts from regulation; however, a hazardous or other designation indicative of heightened risk could limit or eliminate beneficial reuse options. On January 18, 2012, several environmental organizations notified the EPA of their intent to file a lawsuit over the delay of a final coal combustion byproducts rule unless the EPA finalizes the coal combustion byproducts rule on or before March 19, 2012, which is within 60 days of the date on which the organizations filed their notice of intent to file a lawsuit.

While the ultimate outcome of this matter cannot be determined at this time, and will depend on the final form of any rules adopted and the outcome of any legal challenges, additional regulation of coal combustion byproducts could have a material impact on the generation, management, beneficial use, and disposal of such byproducts. Any material changes are likely to result in substantial additional compliance, operational, and capital costs, as described above, that could affect future unit retirement and replacement decisions. Moreover, the traditional operating companies could incur additional material asset retirement obligations with respect to closing existing storage facilities. Southern Company's results of operations, cash flows, and financial condition could be significantly impacted if such costs are not recovered through regulated rates. Further, higher costs that are recovered through regulated rates could contribute to reduced demand for electricity, which could negatively impact results of operations, cash flows, and financial condition.

Environmental Remediation

The Southern Company system must comply with other environmental laws and regulations that cover the handling and disposal of waste and releases of hazardous substances. Under these various laws and regulations, the Southern Company system could incur substantial costs to clean up properties. The traditional operating companies conduct studies to determine the extent of any required cleanup and have recognized in their respective financial statements the costs to clean up known sites. Amounts for cleanup and ongoing monitoring costs were not material for any year presented. The traditional operating companies have each received authority from their respective state PSCs to recover approved environmental compliance costs through regulatory mechanisms. These rates are adjusted annually or as necessary within limits approved by the state PSCs. The traditional operating companies may be liable for some or all required cleanup costs for additional sites that may require environmental remediation. See Note 3 to the financial statements under *Environmental Matters* *Environmental Remediation* for additional information.

Global Climate Issues

Over the past several years, the U.S. Congress has considered many proposals to reduce greenhouse gas emissions and mandate renewable or clean energy. The financial and operational impacts of climate or energy legislation, if enacted, would depend on a variety of factors, including the specific provisions and timing of any legislation that might ultimately be adopted. Federal legislative proposals that would impose mandatory requirements related to greenhouse gas emissions, renewable or clean energy standards, and/or energy efficiency standards are expected to continue to be considered by the U.S. Congress.

In 2007, the U.S. Supreme Court ruled that the EPA has authority under the Clean Air Act to regulate greenhouse gas emissions from new motor vehicles, and, in April 2010, the EPA issued regulations to that effect. When these regulations became effective, carbon dioxide and other greenhouse gases became regulated pollutants under the Prevention of Significant Deterioration (PSD) preconstruction permit program and the Title V operating permit program, which both apply to power plants and other commercial and industrial facilities. In May 2010, the EPA issued a final rule, known as the Tailoring Rule, governing how these programs would be applied to stationary sources, including power plants. The Tailoring Rule requires that new sources that potentially emit over 100,000 tons per year of greenhouse gases and projects at existing sources that increase emissions by over 75,000 tons per year of greenhouse gases must go through the PSD permitting process and install the best available control technology for carbon dioxide and other greenhouse gases. In addition to these rules, the EPA has announced plans to propose a rule setting forth standards of performance for greenhouse gas emissions from new and modified fossil fuel-fired electric generating units in

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early 2012 and greenhouse gas emissions guidelines for existing sources in late 2012.

Each of the EPA's final Clean Air Act rulemakings have been challenged in the U.S. Court of Appeals for the District of Columbia Circuit. These rules may impact the amount of time it takes to obtain PSD permits for new generation and major modifications to existing generating units and the requirements ultimately imposed by those permits. The ultimate impact of these rules cannot be determined at this time and will depend on the outcome of any legal challenges.

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International climate change negotiations under the United Nations Framework Convention on Climate Change also continue. In 2009, a nonbinding agreement known as the Copenhagen Accord was reached that included a pledge from countries to reduce their greenhouse gas emissions. The 2011 negotiations established a process for development of a legal instrument applicable to all countries by 2016, to be effective in 2020. The outcome and impact of the international negotiations cannot be determined at this time.

Although the outcome of federal, state, and international initiatives cannot be determined at this time, mandatory restrictions on the Southern Company system's greenhouse gas emissions or requirements relating to renewable energy or energy efficiency at the federal or state level are likely to result in significant additional compliance costs, including significant capital expenditures. These costs could affect future unit retirement and replacement decisions and could result in the retirement of a significant number of coal-fired generating units. See Item 1 BUSINESS Rate Matters Integrated Resource Planning of the Form 10-K for additional information. Also, additional compliance costs and costs related to unit retirements could affect results of operations, cash flows, and financial condition if such costs are not recovered through regulated rates or through PPAs. Further, higher costs that are recovered through regulated rates could contribute to reduced demand for electricity, which could negatively impact results of operations, cash flows, and financial condition.

The new EPA greenhouse gas reporting rule requires annual reporting of carbon dioxide equivalent emissions in metric tons, based on a company's operational control of facilities. Using the methodology of the rule and based on ownership or financial control of facilities, the Southern Company system's 2010 greenhouse gas emissions were approximately 137 million metric tons of carbon dioxide equivalent. The preliminary estimate of the Southern Company system's 2011 greenhouse gas emissions on the same basis is approximately 125 million metric tons of carbon dioxide equivalent. The level of greenhouse gas emissions from year to year will depend on the level of generation and mix of fuel sources, which is determined primarily by demand, the unit cost of fuel consumed, and the availability of generating units.

The Southern Company system is actively evaluating and developing electric generating technologies with lower greenhouse gas emissions. These include, but are not limited to: new nuclear generation, including Plant Vogtle Units 3 and 4; construction of the Kemper IGCC with approximately 65% carbon capture; and renewable investments, including the construction of a biomass plant in Sacul, Texas and Alabama Power's purchase of approximately 400 MWs of energy from renewable sources, including wind energy (some of which remains subject to regulatory approval). In addition, Southern Power completed construction on a solar photovoltaic plant near Cimarron, New Mexico in 2010. The Southern Company system is currently considering additional projects and is pursuing research into the costs and viability of other renewable technologies.

PSC Matters***Alabama Power******Retail Rate Adjustments***

On July 12, 2011, the Alabama PSC issued an order to eliminate a tax-related adjustment under Alabama Power's rate structure effective with October 2011 billings. The elimination of this adjustment resulted in additional revenues of approximately \$31 million for 2011. In accordance with the order, Alabama Power made additional accruals to the NDR in the fourth quarter 2011 of an amount equal to such additional 2011 revenues. The NDR was impacted as a result of operations and maintenance expenses incurred in connection with the April 2011 storms in Alabama. See Natural Disaster Reserve below for additional information.

Rate RSE

Alabama Power operates under Rate RSE approved by the Alabama PSC. Alabama Power's Rate RSE adjustments are based on forward-looking information for the applicable upcoming calendar year. Rate adjustments for any two-year period, when averaged together, cannot exceed 4.0% and any annual adjustment is limited to 5.0%. Retail rates remain unchanged when the retail return on common equity (ROE) is projected to be between 13.0% and 14.5%. If Alabama Power's actual retail ROE is above the allowed equity return range, customer refunds will be required; however, there is no provision for additional customer billings should the actual retail ROE fall below the allowed equity return range.

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In 2011, retail rates under Rate RSE remained unchanged from 2010. The expected effect of the Alabama PSC order eliminating a tax-related adjustment, discussed above, is to increase revenues by approximately \$150 million beginning in 2012. Accordingly, Alabama Power agreed to a moratorium on any increase in rates in 2012 under Rate RSE. Additionally, on December 1, 2011, Alabama Power made its Rate RSE submission to the Alabama PSC of projected data for calendar year 2012; earnings were within the specified return range, which precluded the need for a rate adjustment under Rate RSE. Under the terms of Rate RSE, the maximum possible increase for 2013 is 5.00%.

Rate CNP

Alabama Power's retail rates, approved by the Alabama PSC, provide for adjustments to recognize the placing of new generating facilities into retail service and the recovery of retail costs associated with certificated PPAs under a rate certificated new plant (Rate CNP). Effective April 2010, Rate CNP was reduced by approximately \$70 million annually, primarily due to the expiration in May 2010 of the PPA with Southern Power covering the capacity of Plant Harris Unit 1. Effective on April 1, 2011, Rate CNP was reduced by approximately \$5 million annually. It is anticipated that no adjustment will be made to Rate CNP in 2012. As of December 31, 2011, Alabama Power had an under recovered certificated PPA balance of \$6 million which is included in deferred under recovered regulatory clause revenues in the balance sheet.

Rate CNP Environmental also allows for the recovery of Alabama Power's retail costs associated with environmental laws, regulations, or other such mandates. Rate CNP Environmental is based on forward-looking information and provides for the recovery of these costs pursuant to a factor that is calculated annually. Environmental costs to be recovered include operations and maintenance expenses, depreciation, and a return on certain invested capital. Retail rates increased approximately 4.3% in January 2010 due to environmental costs. There was no adjustment to Rate CNP Environmental to recover environmental costs in 2011. On December 1, 2011, Alabama Power submitted calculations associated with its cost of complying with environmental mandates, as provided under Rate CNP Environmental. The filing reflected a projected unrecovered retail revenue requirement for environmental compliance, which is to be recovered in the billing months of January 2012 through December 2012. On December 6, 2011, the Alabama PSC ordered that Alabama Power leave in effect for 2012 the factors associated with Alabama Power's environmental compliance costs for the year 2011. Any recoverable amounts associated with 2012 will be reflected in the 2013 filing. As of December 31, 2011, Alabama Power had an under recovered environmental clause balance of \$11 million which is included in deferred under recovered regulatory clause revenues in the balance sheet.

Environmental Accounting Order

Proposed and final environmental regulations could result in significant additional compliance costs that could affect future unit retirement and replacement decisions. On September 7, 2011, the Alabama PSC approved an order allowing for the establishment of a regulatory asset to record the unrecovered investment costs associated with any such decisions, including the unrecovered plant asset balance and the unrecovered costs associated with site removal and closure. These costs would be amortized over the affected unit's remaining useful life, as established prior to the decision regarding early retirement. See Environmental Matters Environmental Statutes and Regulations General herein for additional information regarding environmental regulations.

Natural Disaster Reserve

Based on an order from the Alabama PSC, Alabama Power maintains a reserve for operations and maintenance expenses to cover the cost of damages from major storms to its transmission and distribution facilities. The order approves a separate monthly Rate Natural Disaster Reserve (Rate NDR) charge to customers consisting of two components. The first component is intended to establish and maintain a reserve balance for future storms and is an on-going part of customer billing. The second component of the Rate NDR charge is intended to allow recovery of any existing deferred storm-related operations and maintenance costs and any future reserve deficits over a 24-month period. The Alabama PSC order gives Alabama Power authority to record a deficit balance in the NDR when costs of storm damage exceed any established reserve balance. Alabama Power has discretionary authority to accrue certain additional amounts as circumstances warrant.

As revenue from the Rate NDR charge is recognized, an equal amount of operations and maintenance expenses related to the NDR will also be recognized. As a result, the Rate NDR charge will not have an effect on net income but will impact operating cash flows.

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In August 2010, the Alabama PSC approved an order enhancing the NDR that eliminated the \$75 million authorized limit and allows Alabama Power to make additional accruals to the NDR. The order also allows for reliability-related expenditures to be charged against the additional accruals when the NDR balance exceeds \$75 million. Alabama Power may designate a portion of the NDR to reliability-related expenditures as a part of an annual budget process for the following year or during the current year for identified unbudgeted reliability-related expenditures that are incurred. Accruals that have not been designated can be used to offset storm charges. Additional accruals to the NDR will enhance Alabama Power's ability to deal with the financial effects of future natural disasters, promote system reliability, and offset costs retail customers would otherwise bear. The structure of the monthly Rate NDR charge to customers is not altered and continues to include a component to maintain the reserve.

During the first half of 2011, multiple storms caused varying degrees of damage to Alabama Power's transmission and distribution facilities. The most significant storms occurred on April 27, 2011, causing over 400,000 of Alabama Power's 1.4 million customers to be without electrical service. The cost of repairing the damage to facilities and restoring electrical service to customers as a result of these storms was \$42 million for operations and maintenance expenses and \$161 million for capital-related expenditures.

In accordance with the order that was issued by the Alabama PSC on July 12, 2011 to eliminate a tax-related adjustment under Alabama Power's rate structure that resulted in additional revenues, Alabama Power made additional accruals to the NDR in the fourth quarter 2011 of an amount equal to the additional 2011 revenues, which were approximately \$31 million.

The accumulated balance in the NDR for the year ended December 31, 2011 was approximately \$110 million.

For the year ended December 31, 2010, Alabama Power accrued an additional \$48 million to the NDR, resulting in an accumulated balance of approximately \$127 million. Accruals to the NDR are included in the balance sheets under other regulatory liabilities, deferred and are reflected as operations and maintenance expense in the statements of income.

Nuclear Outage Accounting Order

In August 2010, the Alabama PSC approved a change to the nuclear maintenance outage accounting process associated with routine refueling activities. Previously, Alabama Power accrued nuclear outage operations and maintenance expenses for the two units at Plant Farley during the 18-month cycle for the outages. In accordance with the new order, nuclear outage expenses are deferred when the charges actually occur and then amortized over the subsequent 18-month period.

The initial result of implementation of the new accounting order is that no nuclear maintenance outage expenses were recognized from January 2011 through December 2011, which decreased nuclear outage operations and maintenance expenses in 2011 from 2010 by approximately \$50 million. During the fall of 2011, approximately \$38 million of actual nuclear outage expenses associated with one unit at Plant Farley was deferred to a regulatory asset account; beginning in January 2012, these deferred costs are being amortized to nuclear operations and maintenance expenses over an 18-month period. During the spring of 2012, actual nuclear outage expenses associated with the other unit at Plant Farley will be deferred to a regulatory asset account; beginning in July 2012, these deferred costs will be amortized to nuclear operations and maintenance expenses over an 18-month period. Alabama Power will continue the pattern of deferral of nuclear outage expenses as incurred and the recognition of expenses over a subsequent 18-month period pursuant to the existing order.

Georgia Power

Rate Plans

The economic recession significantly reduced Georgia Power's revenues upon which retail rates were set by the Georgia PSC for 2008 through 2010 (2007 Retail Rate Plan). In 2009, despite stringent efforts to reduce expenses, Georgia Power's projected retail ROE for both 2009 and 2010 was below 10.25%. However, in lieu of a full base rate case to increase customer rates as allowed under the 2007 Retail Rate Plan, in 2009, the

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Georgia PSC approved Georgia Power's request for an accounting order. Under the terms of the accounting order, Georgia Power could amortize up to \$108 million of the regulatory liability related to other cost of removal obligations in 2009 and up to \$216 million in 2010, limited to the amount needed to earn no more than a 9.75% and 10.15% retail ROE in 2009 and 2010, respectively. For the years ended December 31, 2009 and 2010, Georgia Power amortized \$41 million and \$174 million, respectively, of the regulatory liability related to other cost of removal obligations.

In December 2010, the Georgia PSC approved the 2010 ARP, which became effective January 1, 2011. The terms of the 2010 ARP reflect a settlement agreement among Georgia Power, the Georgia PSC Public Interest Advocacy Staff, and eight other intervenors.

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Under the terms of the 2010 ARP, Georgia Power is amortizing approximately \$92 million of its remaining regulatory liability related to other cost of removal obligations over the three years ending December 31, 2013.

Also under the terms of the 2010 ARP, effective January 1, 2011, Georgia Power increased its (1) traditional base tariff rates by approximately \$347 million; (2) Demand-Side Management (DSM) tariff rates by approximately \$31 million; (3) environmental compliance cost recovery tariff rate by approximately \$168 million; and (4) Municipal Franchise Fee (MFF) tariff rate by approximately \$16 million, for a total increase in base revenues of approximately \$562 million.

Under the 2010 ARP, the following additional base rate adjustments have been or will be made to Georgia Power's tariffs in 2012 and 2013:

Effective January 1, 2012, the DSM tariffs increased by \$17 million;

Effective April 1, 2012 and January 1, 2013, the traditional base tariffs will increase by an estimated \$122 million and \$60 million, respectively, to recover the revenue requirements for the lesser of actual capital costs incurred or the amounts certified by the Georgia PSC for Plant McDonough Units 4, 5, and 6 for the period from commercial operation through December 31, 2013, which also reflects a separate settlement agreement associated with the June 30, 2011 quarterly construction monitoring report for Plant McDonough (see "Other Construction" below for additional information);

Effective January 1, 2013, the DSM tariffs will increase by \$18 million; and

The MFF tariff will increase consistent with these adjustments.

Under the 2010 ARP, Georgia Power's retail ROE is set at 11.15%, and earnings will be evaluated against a retail ROE range of 10.25% to 12.25%. Two-thirds of any earnings above 12.25% will be directly refunded to customers, with the remaining one-third retained by Georgia Power. There were no refunds related to earnings for 2011. If at any time during the term of the 2010 ARP, Georgia Power projects that retail earnings will be below 10.25% for any calendar year, it may petition the Georgia PSC for the implementation of an Interim Cost Recovery (ICR) tariff to adjust Georgia Power's earnings back to a 10.25% retail ROE. The Georgia PSC will have 90 days to rule on any such request. If approved, any ICR tariff would expire at the earlier of January 1, 2014 or the end of the calendar year in which the ICR tariff becomes effective. In lieu of requesting implementation of an ICR tariff, or if the Georgia PSC chooses not to implement the ICR, Georgia Power may file a full rate case.

Except as provided above, Georgia Power will not file for a general base rate increase while the 2010 ARP is in effect. Georgia Power is required to file a general rate case by July 1, 2013, in response to which the Georgia PSC would be expected to determine whether the 2010 ARP should be continued, modified, or discontinued.

2011 Integrated Resource Plan Update

See "Environmental Matters" Environmental Statutes and Regulations Air Quality, Water Quality, and Coal Combustion Byproducts here and Note 3 to the financial statements under "Retail Regulatory Matters" Georgia Power Rate Plans for additional information regarding proposed and final EPA rules and regulations, including the MATS rule for coal- and oil-fired electric utility steam generating units, revisions to effluent guidelines for steam electric power plants, and additional regulation of coal combustion byproducts; the State of Georgia's Multi-Pollutant Rule; Georgia Power's analysis of the potential costs and benefits of installing the required controls on its fossil generating units in light of these regulations; and the 2010 ARP.

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On August 4, 2011, Georgia Power filed an update to its Integrated Resource Plan (2011 IRP Update). The filing included Georgia Power's application to decertify and retire Plant Branch Units 1 and 2 as of December 31, 2013 and October 1, 2013, the compliance dates for the respective units under the Georgia Multi-Pollutant Rule. Georgia Power also requested approval of expenditures for certain baghouse project preparation work at Plants Bowen, Wansley, and Hammond. However, as a result of the considerable uncertainty regarding pending federal environmental regulations, Georgia Power is continuing to defer decisions to add controls, switch fuel, or retire its remaining fleet of coal- and oil-fired generation where environmental controls have not yet been installed, representing approximately 2,600 MWs of capacity. Georgia Power is currently updating its economic analysis of these units based on the final MATS rule and currently expects that certain units, representing approximately 600 MWs of capacity, are more likely than others to switch fuel or be controlled in time to comply with the MATS rule. If the updated economic analysis shows more positive benefits associated with adding controls or switching fuel for more units, it is unlikely that all of the required controls could be completed by April 16, 2015, the compliance date for the MATS rule. As a result, Georgia Power cannot rely on the availability of approximately 2,000 MWs of capacity in 2015. As such, the 2011 IRP Update also includes Georgia Power's application requesting that the Georgia PSC certify the purchase of a total of 1,562 MWs of capacity beginning in 2015 from four PPAs selected through the 2015 request for proposal process.

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In addition, Georgia Power filed a request with the Georgia PSC on August 4, 2011 for the certification of 562 MWs of certain wholesale capacity that is scheduled to be returned to retail service in 2015 and 2016 under a September 2010 agreement with the Georgia PSC. On January 30, 2012, Georgia Power entered into a stipulation with the Georgia PSC Advocacy Staff to grant the Georgia PSC an extension to the Georgia PSC's termination option date from February 1, 2012 to March 27, 2012. The Georgia PSC can exercise the termination option under specific conditions, such as changes in the cost of compliance with the EPA rules and coal unit retirement decisions.

Under the terms of the 2010 ARP, any costs associated with changes to Georgia Power's approved environmental operating or capital budgets resulting from new or revised environmental regulations through 2013 that are approved by the Georgia PSC in connection with an updated Integrated Resource Plan will be deferred as a regulatory asset to be recovered over a time period deemed appropriate by the Georgia PSC. In connection with the retirement decision, Georgia Power reclassified the retail portion of the net carrying value of Plant Branch Units 1 and 2 from plant in service, net of depreciation, to other utility plant, net. Georgia Power is continuing to depreciate these units using the current composite straight-line rates previously approved by the Georgia PSC and upon actual retirement has requested that the Georgia PSC approve the continued deferral and amortization of the units' remaining net carrying value. As a result of this regulatory treatment, the de-certification of Plant Branch Units 1 and 2 is not expected to have a significant impact on Southern Company's financial statements.

The Georgia PSC is expected to vote on these requests in March 2012. The ultimate outcome of these matters cannot be determined at this time.

Fuel Cost Recovery

The traditional operating companies each have established fuel cost recovery rates approved by their respective state PSCs. In previous years, the traditional operating companies experienced volatility in pricing of fuel commodities with higher than expected pricing for coal and uranium and volatile price swings in natural gas. This volatility and higher fuel costs have resulted in total under recovered fuel costs included in the balance sheets of Alabama Power and Georgia Power of approximately \$169 million at December 31, 2011. Gulf Power and Mississippi Power collected all previously under recovered fuel costs and, as of December 31, 2011, had a total over recovered fuel balance of approximately \$52 million. At December 31, 2010, total under recovered fuel costs included in the balance sheets of Alabama Power, Georgia Power, and Gulf Power were approximately \$420 million, and Mississippi Power had a total over recovered fuel balance of approximately \$55 million. Fuel cost recovery revenues are adjusted for differences in actual recoverable fuel costs and amounts billed in current regulated rates. Accordingly, changes in the billing factor will not have a significant effect on the Company's revenues or net income, but will affect annual cash flow. The traditional operating companies continuously monitor the under or over recovered fuel cost balances.

See Note 1 to the financial statements under "Revenues" and Note 3 to the financial statements under "Retail Regulatory Matters - Alabama Power Fuel Cost Recovery" and "Retail Regulatory Matters - Georgia Power Fuel Cost Recovery," for additional information.

Income Tax Matters***Georgia State Income Tax Credits***

Georgia Power's 2005 through 2009 income tax filings for the State of Georgia included state income tax credits for increased activity through Georgia ports. Georgia Power also filed similar claims for the years 2002 through 2004. In 2007, Georgia Power filed a complaint in the Superior Court of Fulton County to recover the credits claimed for the years 2002 through 2004. On June 10, 2011, Georgia Power and the Georgia DOR agreed to a settlement resolving the claims. As a result, Georgia Power recorded additional tax benefits of approximately \$64 million and, in accordance with the 2010 ARP, also recorded a related regulatory liability of approximately \$62 million. In addition, Georgia Power recorded a reduction of approximately \$23 million in related interest expense. See Note 3 under "Retail Regulatory Matters - Georgia Power Other Construction" and "Income Tax Matters - Georgia State Income Tax Credits" for additional information on this regulatory liability.

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Bonus Depreciation

In September 2010, the Small Business Jobs and Credit Act of 2010 (SBJCA) was signed into law. The SBJCA includes an extension of the 50% bonus depreciation for certain property acquired and placed in service in 2010 (and for certain long-term construction projects placed in service in 2011). Additionally, in December 2010, the Tax Relief, Unemployment Insurance Reauthorization, and Job Creation Act of 2010 (Tax Relief Act) was signed into law. Major tax incentives in the Tax Relief Act include 100% bonus depreciation for property placed in service after September 8, 2010 and through 2011 (and for certain long-term construction projects to be placed in service in 2012) and 50% bonus depreciation for property placed in service in 2012 (and for certain long-term construction projects to be placed in service in 2013), which will have a positive impact on the future cash flows of Southern Company through 2013. Due to the significant amount of estimated bonus depreciation for 2012, tax credit utilization will be reduced. Consequently, it is estimated there will be a positive cash flow benefit of between \$400 million and \$550 million in 2012.

Construction Program

The subsidiary companies of Southern Company are engaged in continuous construction programs to accommodate existing and estimated future loads on their respective systems. Southern Company intends to continue its strategy of developing and constructing new generating facilities, including natural gas and biomass units at Southern Power, natural gas units and Plant Vogtle Units 3 and 4 at Georgia Power, and the Kemper IGCC at Mississippi Power, as well as adding environmental control equipment and expanding the transmission and distribution systems. For the traditional operating companies, major generation construction projects are subject to state PSC approvals in order to be included in retail rates. While Southern Power generally constructs and acquires generation assets covered by long-term PPAs, any uncontracted capacity could negatively affect future earnings. See Note 7 to the financial statements under **Construction Program** for estimated construction expenditures for the next three years. In addition, see Note 3 to the financial statements under **Retail Regulatory Matters** Georgia Power Nuclear Construction, **Retail Regulatory Matters** Georgia Power Other Construction, and **Integrated Coal Gasification Combined Cycle** for additional information.

See RISK FACTORS of Southern Company in Item 1A of the Form 10-K for a discussion of certain risks associated with the licensing, construction, and operation of nuclear generating units, including potential impacts that could result from a major incident at a nuclear facility anywhere in the world. The ultimate outcome of these events cannot be determined at this time.

Investments in Leveraged Leases

Southern Company has several leveraged lease agreements, with original terms ranging up to 45 years, which relate to international and domestic energy generation, distribution, and transportation assets. Southern Company receives federal income tax deductions for depreciation and amortization, as well as interest on long-term debt related to these investments. Southern Company reviews all important lease assumptions at least annually, or more frequently if events or changes in circumstances indicate that a change in assumptions has occurred or may occur. These assumptions include the effective tax rate, the residual value, the credit quality of the lessees, and the timing of expected tax cash flows. See Note 1 to the financial statements under **Leveraged Leases** for additional information.

The recent financial and operational performance of one of Southern Company's lessees and the associated generation assets has raised potential concerns on the part of Southern Company as to the credit quality of the lessee and the residual value of the asset. Southern Company will continue to monitor the performance of the underlying assets and to evaluate the ability of the lessee to continue to make the required lease payments. While there are strategic options that Southern Company may pursue to recover its investment in the leveraged lease, the potential impairment loss that would be incurred if there is an abandonment of the project is approximately \$90 million on an after-tax basis. The ultimate outcome of this matter cannot be determined at this time.

Other Matters

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Southern Company and its subsidiaries are involved in various other matters being litigated and regulatory matters that could affect future earnings. In addition, Southern Company and its subsidiaries are subject to certain claims and legal actions arising in the ordinary course of business. The business activities of Southern Company's subsidiaries are subject to extensive governmental regulation related to public health and the environment, such as regulation of air emissions and water discharges. Litigation over environmental issues and claims of various types, including property damage, personal injury, common law nuisance, and citizen enforcement of environmental requirements such as air quality and water standards, has increased generally throughout the U.S. In particular, personal injury and other claims for damages caused by alleged exposure to hazardous materials, and common law nuisance claims for injunctive relief and property damage allegedly caused by greenhouse gas and other emissions, have become more frequent.

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The ultimate outcome of such pending or potential litigation against Southern Company and its subsidiaries cannot be predicted at this time; however, for current proceedings not specifically reported herein or in Note 3 to the financial statements, management does not anticipate that the ultimate liabilities, if any, arising from such current proceedings would have a material effect on Southern Company's financial statements. See Note 3 to the financial statements for a discussion of various other contingencies, regulatory matters, and other matters being litigated which may affect future earnings potential.

On March 11, 2011, a major earthquake and tsunami struck Japan and caused substantial damage to the nuclear generating units at the Fukushima Daiichi generating plant. The events in Japan have created uncertainties that may affect future costs for operating nuclear plants. Specifically, the Nuclear Regulatory Commission (NRC) is performing additional operational and safety reviews of nuclear facilities in the U.S., which could potentially impact future operations and capital requirements. On July 12, 2011, a special NRC task force issued a report with initial recommendations for enhancing nuclear reactor safety in the U.S., including potential changes in emergency planning, onsite backup generation, and spent fuel pools for reactors. The final form and the resulting impact of any changes to safety requirements for nuclear reactors will be dependent on further review and action by the NRC and cannot be determined at this time. See RISK FACTORS of Southern Company in Item 1A of the Form 10-K for a discussion of certain risks associated with the licensing, construction, and operation of nuclear generating units, including potential impacts that could result from a major incident at a nuclear facility anywhere in the world. The ultimate outcome of these events cannot be determined at this time.

ACCOUNTING POLICIES

Application of Critical Accounting Policies and Estimates

Southern Company prepares its consolidated financial statements in accordance with generally accepted accounting principles (GAAP). Significant accounting policies are described in Note 1 to the financial statements. In the application of these policies, certain estimates are made that may have a material impact on Southern Company's results of operations and related disclosures. Different assumptions and measurements could produce estimates that are significantly different from those recorded in the financial statements. Senior management has reviewed and discussed the following critical accounting policies and estimates with the Audit Committee of Southern Company's Board of Directors.

Electric Utility Regulation

Southern Company's traditional operating companies, which comprised approximately 96% of Southern Company's total operating revenues for 2011, are subject to retail regulation by their respective state PSCs and wholesale regulation by the FERC. These regulatory agencies set the rates the traditional operating companies are permitted to charge customers based on allowable costs. As a result, the traditional operating companies apply accounting standards which require the financial statements to reflect the effects of rate regulation. Through the ratemaking process, the regulators may require the inclusion of costs or revenues in periods different than when they would be recognized by a non-regulated company. This treatment may result in the deferral of expenses and the recording of related regulatory assets based on anticipated future recovery through rates or the deferral of gains or creation of liabilities and the recording of related regulatory liabilities. The application of the accounting standards has a further effect on the Company's financial statements as a result of the estimates of allowable costs used in the ratemaking process. These estimates may differ from those actually incurred by the traditional operating companies; therefore, the accounting estimates inherent in specific costs such as depreciation, nuclear decommissioning, and pension and postretirement benefits have less of a direct impact on the Company's results of operations and financial condition than they would on a non-regulated company.

As reflected in Note 1 to the financial statements, significant regulatory assets and liabilities have been recorded. Management reviews the ultimate recoverability of these regulatory assets and liabilities based on applicable regulatory guidelines and GAAP. However, adverse legislative, judicial, or regulatory actions could materially impact the amounts of such regulatory assets and liabilities and could adversely impact the Company's financial statements.

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Southern Company and its subsidiaries are subject to a number of federal and state laws and regulations, as well as other factors and conditions that subject them to environmental, litigation, income tax, and other risks. See FUTURE EARNINGS POTENTIAL herein and Note 3 to the financial statements for more information regarding certain of these contingencies. Southern Company periodically evaluates its exposure to such risks and, in accordance with GAAP, records reserves for those matters where a non-tax-related loss is considered probable and reasonably estimable and records a tax asset or liability if it is more likely than not that a tax position will be sustained. The adequacy of reserves can be significantly affected by external events or conditions that can be unpredictable; thus, the ultimate outcome of such matters could materially affect Southern Company's financial statements.

Unbilled Revenues

Revenues related to the retail sale of electricity are recorded when electricity is delivered to customers. However, the determination of KWH sales to individual customers is based on the reading of their meters, which is performed on a systematic basis throughout the month. At the end of each month, amounts of electricity delivered to customers, but not yet metered and billed, are estimated. Components of the unbilled revenue estimates include total KWH territorial supply, total KWH billed, estimated total electricity lost in delivery, and customer usage. These components can fluctuate as a result of a number of factors including weather, generation patterns, power delivery volume, and other operational constraints. These factors can be unpredictable and can vary from historical trends. As a result, the overall estimate of unbilled revenues could be significantly affected, which could have a material impact on the Company's results of operations.

Alabama Power is able to determine a significant amount of metered unbilled KWH sales due to the installation of automated meters. At the end of each month, amounts of electricity delivered are read for the customers with automated meters. From this reading, unbilled KWH sales are determined and included in Alabama Power's unbilled revenue calculation. Estimates of unbilled electricity delivered are made when automated meter readings are not available.

Pension and Other Postretirement Benefits

Southern Company's calculation of pension and other postretirement benefits expense is dependent on a number of assumptions. These assumptions include discount rates, healthcare cost trend rates, expected long-term return on plan assets, mortality rates, expected salary and wage increases, and other factors. Components of pension and other postretirement benefits expense include interest and service cost on the pension and other postretirement benefit plans, expected return on plan assets, and amortization of certain unrecognized costs and obligations. Actual results that differ from the assumptions utilized are accumulated and amortized over future periods and, therefore, generally affect recognized expense and the recorded obligation in future periods. While the Company believes that the assumptions used are appropriate, differences in actual experience or significant changes in assumptions would affect its pension and other postretirement benefits costs and obligations.

Key elements in determining Southern Company's pension and other postretirement benefit expense in accordance with GAAP are the expected long-term return on plan assets and the discount rate used to measure the benefit plan obligations and the periodic benefit plan expense for future periods. The expected long-term return on postretirement benefit plan assets is based on Southern Company's investment strategy, historical experience, and expectations for long-term rates of return that consider external actuarial advice. Southern Company determines the long-term return on plan assets by applying the long-term rate of expected returns on various asset classes to Southern Company's target asset allocation. Southern Company discounts the future cash flows related to its postretirement benefit plans using a single-point discount rate developed from the weighted average of market-observed yields for high quality fixed income securities with maturities that correspond to expected benefit payments.

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The following table illustrates the sensitivity to changes in Southern Company's long-term assumptions with respect to the assumed discount rate, the assumed salaries, and the assumed long-term rate of return on plan assets:

Change in Assumption	Increase/(Decrease) in Total Benefit Expense for 2012	Increase/(Decrease) in Projected Obligation for Pension Plan at December 31, 2011	Increase/(Decrease) in Projected Obligation for Other Postretirement Benefit Plans at December 31, 2011
		<i>(in millions)</i>	
25 basis point change in discount rate	\$28/\$(26)	\$287/\$(272)	\$54/\$(51)
25 basis point change in salaries	\$14/\$(14)	\$73/\$(70)	\$-/-\$-
25 basis point change in long-term return on plan assets	\$20/\$(20)	N/A	N/A

N/A Not applicable

FINANCIAL CONDITION AND LIQUIDITY**Overview**

Southern Company's financial condition remained stable at December 31, 2011. Southern Company's cash requirements primarily consist of funding ongoing operations, common stock dividends, capital expenditures, and debt maturities. Capital expenditures and other investing activities include investments to meet projected long-term demand requirements, to comply with environmental regulations, and for restoration following major storms. Operating cash flows provide a substantial portion of the Southern Company system's cash needs. For the three-year period from 2012 through 2014, Southern Company's projected common stock dividends, capital expenditures, and debt maturities are expected to exceed operating cash flows. Projected capital expenditures in that period include investments to build new generation facilities, to add environmental equipment for existing generating units, and to expand and improve transmission and distribution facilities. Southern Company plans to finance future cash needs in excess of its operating cash flows primarily through debt and equity issuances. Southern Company intends to continue to monitor its access to short-term and long-term capital markets as well as its bank credit arrangements to meet future capital and liquidity needs. See Sources of Capital, Financing Activities, and Capital Requirements and Contractual Obligations herein for additional information.

Southern Company's investments in the qualified pension plan and the nuclear decommissioning trust funds remained stable in value as of December 31, 2011. No contributions to the qualified pension plan were made for the year ended December 31, 2011. No mandatory contributions to the qualified pension plan are anticipated for the year ending December 31, 2012. Southern Company does not expect any material changes to funding obligations to the nuclear decommissioning trust funds prior to 2014.

Net cash provided from operating activities in 2011 totaled \$5.9 billion, an increase of \$1.9 billion from the corresponding period in 2010. Significant changes in operating cash flow for 2011 as compared to the corresponding period in 2010 include an increase in net income, a contribution to the qualified pension plan in 2010, and a decrease in taxes paid due to bonus depreciation. Net cash provided from operating activities in 2010 totaled \$4 billion, an increase of \$728 million from the corresponding period in 2009. Significant changes in operating cash flow for 2010 as compared to the corresponding period in 2009 include an increase in net income, a reduction in fossil fuel stock, and an increase in deferred income taxes primarily due to the change in the tax accounting method for repair costs. A contribution to the qualified

pension plan partially offset these increases.

Net cash used for investing activities in 2011 totaled \$4.2 billion primarily due to property additions to utility plant. Net cash used for investing activities in 2010 totaled \$4.3 billion primarily due to property additions to utility plant. Net cash used for investing activities in 2009 totaled \$4.3 billion primarily due to property additions to utility plant of \$4.7 billion, partially offset by approximately \$340 million in cash received from the early termination of two leveraged lease investments.

Net cash used for financing activities totaled \$852 million in 2011, compared to \$22 million net cash provided from financing activities in 2010. This change was primarily due to a reduction of short-term debt outstanding and redemptions of long-term debt in 2011. Net cash provided from financing activities totaled \$22 million in 2010, a decrease of \$1.3 billion from the corresponding period in 2009. This decrease was primarily due to redemptions of long-term debt in 2010.

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Significant balance sheet changes in 2011 include an increase of \$3.0 billion in total property, plant, and equipment for the installation of equipment to comply with environmental standards and construction of generation, transmission, and distribution facilities. Other significant changes include an increase in cash of \$868 million due to increased cash collection from operations, an increase in deferred income taxes of \$1.3 billion due to bonus depreciation and a change in the tax accounting method for repair costs, and \$1.4 billion of additional equity.

At the end of 2011, the closing price of Southern Company's common stock was \$46.29 per share, compared with a book value of \$20.32 per share. The market-to-book value ratio was 228% at the end of 2011, compared with 199% at year-end 2010.

Sources of Capital

Southern Company intends to meet its future capital needs through internal cash flow and external security issuances. Equity capital can be provided from any combination of the Company's stock plans, private placements, or public offerings. The amount and timing of additional equity capital to be raised in 2012, as well as in subsequent years, will be contingent on Southern Company's investment opportunities.

Except as described below with respect to potential U.S. Department of Energy (DOE) loan guarantees, the traditional operating companies and Southern Power plan to obtain the funds required for construction and other purposes from sources similar to those used in the past, which were primarily from operating cash flows, security issuances, term loans, short-term borrowings, and equity contributions from Southern Company. However, the amount, type, and timing of any future financings, if needed, will depend upon prevailing market conditions, regulatory approval, and other factors.

In June 2010, Georgia Power reached an agreement with the DOE to accept terms for a conditional commitment for federal loan guarantees that would apply to future Georgia Power borrowings related to the construction of Plant Vogtle Units 3 and 4. Any borrowings guaranteed by the DOE would be full recourse to Georgia Power and secured by a first priority lien on Georgia Power's 45.7% undivided ownership interest in Plant Vogtle Units 3 and 4. Total guaranteed borrowings would not exceed the lesser of 70% of eligible project costs, or approximately \$3.46 billion, and are expected to be funded by the Federal Financing Bank. Final approval and issuance of loan guarantees by the DOE are subject to negotiation of definitive agreements, completion of due diligence by the DOE, receipt of any necessary regulatory approvals, and satisfaction of other conditions. There can be no assurance that the DOE will issue loan guarantees for Georgia Power.

In addition, Mississippi Power has applied to the DOE for federal loan guarantees to finance a portion of the eligible construction costs of the Kemper IGCC. Mississippi Power is in advanced due diligence with the DOE. There can be no assurance that the DOE will issue federal loan guarantees for Mississippi Power. Mississippi Power also received DOE Clean Coal Power Initiative Round 2 grant funds of \$245 million that were used for the construction of the Kemper IGCC. An additional \$25 million is expected to be received for the initial operation of the Kemper IGCC.

The issuance of securities by the traditional operating companies is generally subject to the approval of the applicable state PSC. The issuance of all securities by Mississippi Power and Southern Power and short-term securities by Georgia Power is generally subject to regulatory approval by the FERC. Additionally, with respect to the public offering of securities, Southern Company and certain of its subsidiaries file registration statements with the Securities and Exchange Commission (SEC) under the Securities Act of 1933, as amended (1933 Act). The amounts of securities authorized by the appropriate regulatory authorities, as well as the securities registered under the 1933 Act, are continuously monitored and appropriate filings are made to ensure flexibility in the capital markets.

Southern Company, each traditional operating company, and Southern Power obtain financing separately without credit support from any affiliate. See Note 6 to the financial statements under "Bank Credit Arrangements" for additional information. The Southern Company system does not maintain a centralized cash or money pool. Therefore, funds of each company are not commingled with funds of any other company.

Southern Company's current liabilities frequently exceed current assets because of the continued use of short-term debt as a funding source to meet cash needs as well as scheduled maturities of long-term debt. To meet short-term cash needs and contingencies, Southern Company has substantial cash flow from operating activities and access to capital markets, including commercial paper programs which are backed by bank

credit facilities.

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At December 31, 2011, Southern Company and its subsidiaries had approximately \$1.3 billion of cash and cash equivalents. Committed credit arrangements with banks at December 31, 2011 were as follows:

Company	Expires ^(a)				Total	Unused	Due Within		Executable Term-Loans	
	2012	2013	2014	2016			Term Out	No Term Out	One Year	Two Years
	<i>(in millions)</i>				<i>(in millions)</i>		<i>(in millions)</i>		<i>(in millions)</i>	
Southern Company	\$	\$	\$	\$1,000	\$1,000	\$1,000	\$	\$	\$	\$
Alabama Power	121	35	350	800	1,306	1,306	51	71	51	
Georgia Power			250	1,500	1,750	1,745				
Gulf Power	75		165		240	240	75		75	
Mississippi Power	131		165		296	296	66	65	25	41
Southern Power				500	500	500				
Other	25	25			50	50	25		25	
Total	\$352	\$60	\$930	\$3,800	\$5,142	\$5,137	\$217	\$136	\$176	\$41

(a) No credit arrangements expire in 2015.

See Note 6 to the financial statements under "Bank Credit Arrangements" for additional information.

Most of these arrangements contain covenants that limit debt levels and typically contain cross default provisions that are restricted only to the indebtedness of the individual company. Southern Company and its subsidiaries are currently in compliance with all such covenants.

A portion of the unused credit with banks is allocated to provide liquidity support to the traditional operating companies' variable rate pollution control revenue bonds and commercial paper programs. The amount of variable rate pollution control revenue bonds requiring liquidity support as of December 31, 2011 was approximately \$1.8 billion.

The traditional operating companies may also meet short-term cash needs through a Southern Company subsidiary organized to issue and sell commercial paper at the request and for the benefit of each of the traditional operating companies. Details of short-term borrowings, excluding notes payable related to other energy service contracts, were as follows:

Short-term Debt at the**End of the Period****Short-term Debt During the Period ^(a)**

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	Amount Outstanding	Weighted Average Interest Rate	Average Outstanding	Weighted Average Interest Rate	Maximum Amount Outstanding
	<i>(in millions)</i>		<i>(in millions)</i>		<i>(in millions)</i>
December 31, 2011:					
Commercial paper	\$654	0.28%	\$697	0.29%	\$1,586
Short-term bank debt	200	1.18%	14	1.21%	200
Total	\$854	0.49%	\$711	0.32%	
December 31, 2010:					
Commercial paper	\$1,295	0.32%	\$690	0.29%	\$1,305

(a) Average and maximum amounts are based upon daily balances during the period.

Management believes that the need for working capital can be adequately met by utilizing commercial paper programs, lines of credit, and cash.

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During 2011, Southern Company issued approximately 21.9 million shares of common stock for \$723 million through the Southern Investment Plan and employee and director stock plans. The proceeds were primarily used for general corporate purposes, including the investment by Southern Company in its subsidiaries, and to repay short-term indebtedness. While Southern Company continues to issue additional equity through its employee and director equity compensation plans, Southern Company is not currently issuing additional shares of common stock through the Southern Investment Plan or its employee savings plan. All sales under the Southern Investment Plan and the employee savings plan are currently being funded with shares acquired on the open market by the independent plan administrators.

The following table outlines the debt financing activities for Southern Company, the traditional operating companies, and Southern Power for the year ended December 31, 2011:

Company	Senior Note Issuances	Senior Note Redemptions and Maturities	Pollution Control	Pollution	Other Long-Term Debt Issuances	Other Long-Term Debt Redemptions and Maturities
			Bond Issuances and Remarketings ^(*)	Control Bond Repurchases, Redemptions, and Maturities		
			<i>(in millions)</i>			
Southern Company	\$ 500	\$ 300	\$	\$	\$	\$
Alabama Power	700	750		4		
Georgia Power	550	427	604	339	250	509
Gulf Power	125					110
Mississippi Power	300				115	130
Southern Power	575	575				3
Total	\$ 2,750	\$ 2,052	\$ 604	\$ 343	\$ 365	\$ 752

(*) Reflects the remarketing of pollution control bonds that had been purchased and held.

Southern Company's subsidiaries used the proceeds of the debt issuances shown in the table above for the redemptions and maturities shown in the table above to repay short-term indebtedness, to fund acquisitions, and for general corporate purposes, including their respective continuous construction programs.

In August 2011, Southern Company issued \$500 million aggregate principal amount of Series 2011A 1.95% Senior Notes due September 1, 2016. The net proceeds from the sale of the Series 2011A Senior Notes were used to repay a portion of Southern Company's outstanding short-term indebtedness and for other general corporate purposes.

In October 2011, Southern Company's \$300 million aggregate principal amount of Series 2009B Floating Rate Senior Notes matured.

In March 2011, Alabama Power settled \$200 million of interest rate hedges related to its Series 2011A 5.50% Senior Note issuance at a gain of approximately \$4 million. The gain is being amortized to interest expense, in earnings, over 10 years.

In August 2011, Alabama Power entered into forward-starting interest rate swaps to mitigate exposure to interest rate changes related to an anticipated debt issuance. The notional amount of the swaps totaled \$300 million.

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In September 2011, Mississippi Power entered into forward-starting interest rate swaps to mitigate exposure to interest rate changes related to anticipated debt issuances. The notional amount of the swaps totaled \$600 million. Mississippi Power also settled \$300 million of the interest rate swaps in October 2011; \$150 million related to its Series 2011A 2.35% Senior Note issuance at a gain of approximately \$1.4 million which is being amortized to interest expense, in earnings, over five years; and \$150 million related to its Series 2011B 4.75% Senior Note issuance at a loss of approximately \$0.5 million which is being amortized to interest expense, in earnings, over 10 years.

In October 2011, Mississippi Power assumed the obligations of the lessor related to \$270 million aggregate principal amount of Mississippi Business Finance Corporation Taxable Revenue Bonds, 7.13% Series 1999A due October 21, 2021, issued for the benefit of the lessor as described under Purchase of the Plant Daniel Combined Cycle Generating Units herein. These bonds are secured by the combined cycle generating units 3 and 4 built at Plant Daniel (Plant Daniel Units 3 and 4) and certain personal property.

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In November 2011, Alabama Power entered into forward-looking interest rate swaps to mitigate exposure to interest rate changes related to an anticipated debt issuance. The notional amount of the swaps totaled \$100 million.

Subsequent to December 31, 2011, Southern Company's \$500 million aggregate principal amount of Series 2007A 5.30% Senior Notes matured.

Subsequent to December 31, 2011, Alabama Power issued \$250 million aggregate principal amount of Series 2012A 4.10% Senior Notes due January 15, 2042. The proceeds were used for general corporate purposes, including Alabama Power's continuous construction program. In November 2011, Alabama Power entered into forward-starting interest rate swaps to mitigate exposure to interest rate changes in anticipation of this debt issuance. The notional amount of the swaps totaled \$100 million and settled subsequent to December 31, 2011, at a loss of approximately \$1 million. The loss will be amortized to interest expense, in earnings, over 10 years.

Subsequent to December 31, 2011, Alabama Power announced the redemption of \$250 million aggregate principal amount of its Series 2007B 5.875% Senior Notes due April 1, 2047 that will occur on April 2, 2012. Also, Alabama Power announced the redemption of approximately \$1 million aggregate principal amount of The Industrial Development Board of the Town of West Jefferson Solid Waste Disposal Revenue Bonds (Alabama Power Company Miller Plant Project), Series 2008 that will occur on March 12, 2012.

Subsequent to December 31, 2011, Georgia Power entered into a floating rate six-month short-term bank loan in an aggregate amount of \$100 million, bearing interest based on one-month LIBOR. The proceeds were used for general corporate purposes, including Georgia Power's continuous construction program.

In addition to any financings that may be necessary to meet capital requirements and contractual obligations, Southern Company and its subsidiaries plan to continue, when economically feasible, a program to retire higher-cost securities and replace these obligations with lower-cost capital if market conditions permit.

Purchase of the Plant Daniel Combined Cycle Generating Units

In 2001, Mississippi Power began the initial 10-year term of an operating lease agreement for Plant Daniel Units 3 and 4. On July 20, 2011, Mississippi Power provided notice to the lessor of its intent to purchase Plant Daniel Units 3 and 4.

On October 20, 2011, Mississippi Power purchased Plant Daniel Units 3 and 4 for approximately \$85 million in cash and the assumption of \$270 million face value of debt obligations of the lessor related to Plant Daniel Units 3 and 4, which mature in 2021 and bear interest at a fixed stated interest rate of 7.13% per annum. These obligations are secured by Plant Daniel Units 3 and 4 and certain personal property. Accounting rules require that Plant Daniel Units 3 and 4 be reflected on Southern Company's financial statements at the time of the purchase at the fair value of the consideration rendered. Based on interest rates as of October 20, 2011, the fair value of the debt assumed was approximately \$346 million. Accordingly, Plant Daniel Units 3 and 4 are reflected in Southern Company's financial statements at approximately \$431 million.

In connection with the purchase of Plant Daniel Units 3 and 4, Mississippi Power filed a request on July 25, 2011 for an accounting order from the Mississippi PSC. This order, as approved on January 11, 2012, authorized Mississippi Power to defer a regulatory asset for the 10-year period ending October 2021, the difference between the revenue requirement under the purchase option for Plant Daniel Units 3 and 4 (assuming a remaining 30 year life) and the revenue requirement assuming the continuation of the operating lease regulatory treatment with the accumulated deferred balance at the end of the deferral being amortized into rates over the remaining life of Plant Daniel Units 3 and 4. On November 2, 2011, Mississippi Power filed a request with the FERC seeking the same accounting and regulatory treatment for its wholesale cost-based jurisdiction. The ultimate outcome of this matter cannot be determined at this time.

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Southern Company does not have any credit arrangements that would require material changes in payment schedules or terminations as a result of a credit rating downgrade. There are certain contracts that could require collateral, but not accelerated payment, in the event of a credit rating change of certain subsidiaries to BBB and Baa2, or BBB- and/or Baa3 or below. These contracts are for physical electricity purchases and sales, fuel purchases, fuel transportation and storage, emissions allowances, energy price risk management, and construction of new generation. The maximum potential collateral requirements under these contracts at December 31, 2011 were as follows:

Credit Ratings	Maximum Potential Collateral Requirements
	<i>(in millions)</i>
At BBB and Baa2	\$ 9
At BBB- and/or Baa3	613
Below BBB- and/or Baa3	2,812

Generally, collateral may be provided by a Southern Company guaranty, letter of credit, or cash. Additionally, any credit rating downgrade could impact Southern Company's ability to access capital markets, particularly the short-term debt market.

Market Price Risk

Southern Company is exposed to market risks, primarily commodity price risk and interest rate risk. The Company may also occasionally have limited exposure to foreign currency exchange rates. To manage the volatility attributable to these exposures, the Company nets the exposures, where possible, to take advantage of natural offsets and enters into various derivative transactions for the remaining exposures pursuant to the Company's policies in areas such as counterparty exposure and risk management practices. The Company's policy is that derivatives are to be used primarily for hedging purposes and mandates strict adherence to all applicable risk management policies. Derivative positions are monitored using techniques including, but not limited to, market valuation, value at risk, stress testing, and sensitivity analysis.

To mitigate future exposure to a change in interest rates, Southern Company and certain of its subsidiaries enter into derivatives that have been designated as hedges. Derivatives outstanding at December 31, 2011 have a notional amount of \$1.1 billion and are related to fixed and floating rate obligations over the next several years. The weighted average interest rate on \$3.7 billion of long-term and short-term variable interest rate exposure that has not been hedged at January 1, 2012 was 0.81%. If Southern Company sustained a 100 basis point change in interest rates for all unhedged variable rate long-term debt and short-term bank loans, the change would affect annualized interest expense by approximately \$37 million at January 1, 2012. See Note 1 to the financial statements under "Financial Instruments" and Note 11 to the financial statements for additional information.

Due to cost-based rate regulation and other various cost recovery mechanisms, the traditional operating companies continue to have limited exposure to market volatility in interest rates, foreign currency, commodity fuel prices, and prices of electricity. In addition, Southern Power's exposure to market volatility in commodity fuel prices and prices of electricity is limited because its long-term sales contracts shift substantially all fuel cost responsibility to the purchaser. However, Southern Power has been and may continue to be exposed to market volatility in energy-related commodity prices as a result of sales of uncontracted generating capacity. To mitigate residual risks relative to movements in electricity prices, the traditional operating companies enter into physical fixed-price contracts or heat-rate contracts for the purchase and sale of electricity through the wholesale electricity market and, to a lesser extent, into financial hedge contracts for natural gas purchases. The

traditional operating companies continue to manage fuel-hedging programs implemented per the guidelines of their respective state PSCs.

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The changes in fair value of energy-related derivative contracts, substantially all of which are composed of regulatory hedges, for the years ended December 31 were as follows:

	2011	2010
	Changes	Changes
	Fair Value	
	<i>(in millions)</i>	
Contracts outstanding at the beginning of the period, assets (liabilities), net	\$(196)	\$(178)
Contracts realized or settled	179	197
Current period changes ^(a)	(214)	(215)
Contracts outstanding at the end of the period, assets (liabilities), net	\$(231)	\$(196)

(a) Current period changes also include the changes in fair value of new contracts entered into during the period, if any.

The change in the fair value positions of the energy-related derivative contracts for the year ended December 31, 2011 was a decrease of \$35 million, substantially all of which is due to natural gas positions. The change is attributable to both the volume of million British thermal units (mmBtu) and the price of natural gas. At December 31, 2011, Southern Company had a net hedge volume of 189 million mmBtu with a weighted average swap contract cost approximately \$1.51 per mmBtu above market prices, compared to a net hedge volume of 149 million mmBtu at December 31, 2010 with a weighted average swap contract cost approximately \$1.35 per mmBtu above market prices. The majority of the natural gas hedge gains and losses are recovered through the traditional operating companies' fuel cost recovery clauses.

At December 31, the net fair value of energy-related derivative contracts by hedge designation was reflected in the financial statements as follows:

Asset (Liability) Derivatives	2011	2010
	<i>(in millions)</i>	
Regulatory hedges	\$ (221)	\$ (193)
Cash flow hedges	(1)	(1)
Not designated	(9)	(2)
Total fair value	\$ (231)	\$ (196)

Energy-related derivative contracts which are designated as regulatory hedges relate to the traditional operating companies' fuel hedging programs, where gains and losses are initially recorded as regulatory liabilities and assets, respectively, and then are included in fuel expense as they are recovered through the fuel cost recovery clauses. Gains and losses on energy-related derivatives that are designated as cash flow hedges are mainly used by Southern Power to hedge anticipated purchases and sales and are initially deferred in other comprehensive income before being recognized in income in the same period as the hedged transaction. Gains and losses on energy-related derivative contracts that are not

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designated or fail to qualify as hedges are recognized in the statements of income as incurred.

Total net unrealized pre-tax gains (losses) recognized in the statements of income for the years ended December 31, 2011, 2010, and 2009 for energy-related derivative contracts that are not hedges were \$(6) million, \$(2) million, and \$(5) million, respectively.

Southern Company uses over-the-counter contracts that are not exchange-traded but are fair valued using prices which are market observable, and thus fall into Level 2. See Note 10 to the financial statements for further discussion of fair value measurements. The maturities of the energy-related derivative contracts and the level of the fair value hierarchy in which they fall at December 31, 2011 were as follows:

Fair Value Measurements				
December 31, 2011				
	Total	Maturity		
	Fair Value	Year 1	Years 2&3	Years 4&5
	<i>(in millions)</i>			
Level 1	\$	\$	\$	\$
Level 2	(231)	(164)	(65)	(2)
Level 3				
Fair value of contracts outstanding at end of period	\$(231)	\$(164)	\$(65)	\$(2)

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Table of Contents**Index to Financial Statements****MANAGEMENT'S DISCUSSION AND ANALYSIS (continued)****Southern Company and Subsidiary Companies 2011 Annual Report**

Southern Company is exposed to market price risk in the event of nonperformance by counterparties to energy-related and interest rate derivative contracts. Southern Company only enters into agreements and material transactions with counterparties that have investment grade credit ratings by Moody's Investors Service and Standard & Poor's, a division of The McGraw Hill Companies, Inc., or with counterparties who have posted collateral to cover potential credit exposure. Therefore, Southern Company does not anticipate market risk exposure from nonperformance by the counterparties. For additional information, see Note 1 to the financial statements under "Financial Instruments" and Note 11 to the financial statements.

The Dodd-Frank Wall Street Reform and Consumer Protection Act (Dodd-Frank Act) enacted in July 2010 could impact the use of over-the-counter derivatives by the Company. Regulations to implement the Dodd-Frank Act could impose additional requirements on the use of over-the-counter derivatives, such as margin and reporting requirements, which could affect both the use and cost of over-the-counter derivatives. The impact, if any, cannot be determined until regulations are finalized.

Southern Company performs periodic reviews of its leveraged lease transactions, both domestic and international and the creditworthiness of the lessees, including a review of the value of the underlying leased assets and the credit ratings of the lessees. Southern Company's domestic lease transactions generally do not have any credit enhancement mechanisms; however, the lessees in its international lease transactions have pledged various deposits as additional security to secure the obligations. The lessees in the Company's international lease transactions are also required to provide additional collateral in the event of a credit downgrade below a certain level.

Capital Requirements and Contractual Obligations

The Southern Company system's construction program consists of a base level capital investment and capital expenditures to comply with existing environmental statutes and regulations. These amounts include capital expenditures related to contractual purchase commitments for nuclear fuel and capital expenditures covered under long-term service agreements. Potential incremental environmental compliance investments to comply with the MATS rule and with the proposed water and coal combustion byproducts rules are not included in the construction program base level capital investment, except as detailed below. Although its analyses are preliminary, Southern Company estimates that the aggregate capital costs to the traditional operating companies for compliance with the MATS rule and the proposed water and coal combustion byproducts rules could range from \$13 billion to \$18 billion through 2021, based on the assumption that coal combustion byproducts will continue to be regulated as non-hazardous solid waste under the proposed rules. Included in this amount is approximately \$750 million that is also included in the 2012 through 2014 base level capital investment of the traditional operating companies described herein in anticipation of these rules. The Southern Company system's base level construction program and the potential incremental environmental compliance investments for the MATS rule and the proposed water and coal combustion byproducts rules over the next three years, based on the assumption that coal combustion byproducts will continue to be regulated as non-hazardous solid waste under the proposed rule, are estimated as follows:

	2012	2013	2014
Construction program:		<i>(in millions)</i>	
Base capital	\$4,842	\$3,976	\$3,720
Existing environmental statutes and regulations	425	405	621
Total construction program base level capital investment	\$5,267	\$4,381	\$4,341
Potential incremental environmental compliance investments:			
MATS rule	Up to \$ 370	Up to \$770	Up to \$1,610
Proposed water and coal combustion byproducts rules	Up to \$40	Up to \$365	Up to \$1,090

Total potential incremental environmental compliance investments	Up to \$410	Up to \$1,135	Up to \$2,700
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The construction programs are subject to periodic review and revision, and actual construction costs may vary from these estimates because of numerous factors. These factors include: changes in business conditions; changes in load projections; changes in environmental statutes and regulations; the outcome of any legal challenges to the environmental rules; changes in generating plants, including unit retirements and replacements, to meet new regulatory requirements; changes in FERC rules and regulations; PSC approvals; changes in legislation; the cost and efficiency of construction labor, equipment, and materials; project scope and design changes; storm impacts; and the cost of capital. In addition, there can be no assurance that costs related to capital expenditures will be fully recovered. See Note 3 to the financial statements under Retail Regulatory Matters Georgia Power Nuclear Construction, Retail Regulatory Matters Georgia Power Other Construction, and Integrated Coal Gasification Combined Cycle and Note 7 to the financial statements under Construction Program for additional information.

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MANAGEMENT'S DISCUSSION AND ANALYSIS (continued)

Southern Company and Subsidiary Companies 2011 Annual Report

As a result of NRC requirements, Alabama Power and Georgia Power have external trust funds for nuclear decommissioning costs; however, Alabama Power currently has no additional funding requirements. For additional information, see Note 1 to the financial statements under Nuclear Decommissioning.

In addition, as discussed in Note 2 to the financial statements, Southern Company provides postretirement benefits to substantially all employees and funds trusts to the extent required by the traditional operating companies' respective regulatory commissions.

Other funding requirements related to obligations associated with scheduled maturities of long-term debt, as well as the related interest, derivative obligations, preferred and preference stock dividends, leases, and other purchase commitments are detailed in the contractual obligations table that follows. See Notes 1, 2, 5, 6, 7, and 11 to the financial statements for additional information.

Table of Contents**Index to Financial Statements****MANAGEMENT'S DISCUSSION AND ANALYSIS (continued)****Southern Company and Subsidiary Companies 2011 Annual Report****Contractual Obligations**

	2012	2013- 2014	2015- 2016	After 2016	Uncertain Timing ^(d)	Total
<i>(in millions)</i>						
Long-term debt ^(a)						
Principal	\$ 1,693	\$ 2,523	\$ 2,443	\$ 13,566	\$	\$20,225
Interest	865	1,532	1,379	10,679		14,455
Preferred and preference stock dividends ^(b)	65	130	130			325
Energy-related derivative obligations ^(c)	173	70	2			245
Interest rate derivative obligations ^(c)	33					33
Foreign currency derivative obligations ^(c)	3					3
Operating leases	121	183	75	85		464
Capital leases	24	28	13	28		93
Unrecognized tax benefits and interest ^(d)	25				105	130
Purchase commitments ^(e)						
Capital ^(f)	4,808	7,794				12,602
Limestone ^(g)	41	84	51	70		246
Coal	3,266	3,554	892	737		8,449
Nuclear fuel	353	403	237	740		1,733
Natural gas ^(h)	1,479	2,749	1,935	2,798		8,961
Purchased power	259	529	612	2,700		4,100
Long-term service agreements ⁽ⁱ⁾	123	302	349	1,141		1,915
Trusts						
Nuclear decommissioning ^(j)	2	3	3	34		42
Pension and other postretirement benefit plans ^(k)	100	196				296
Total	\$ 13,433	\$ 20,080	\$ 8,121	\$ 32,578	\$ 105	\$74,317

(a) All amounts are reflected based on final maturity dates. Southern Company and its subsidiaries plan to continue to retire higher-cost securities and replace these obligations with lower-cost capital if market conditions permit. Variable rate interest obligations are estimated based on rates as of January 1, 2012, as reflected in the statements of capitalization. Fixed rates include, where applicable, the effects of interest rate derivatives employed to manage interest rate risk. Long-term debt excludes capital lease amounts (shown separately).

(b) Represents preferred and preference stock of subsidiaries. Preferred and preference stock do not mature; therefore, amounts are provided for the next five years only.

(c) For additional information, see Notes 1 and 11 to the financial statements.

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- (d) The timing related to the realization of \$105 million in unrecognized tax benefits and corresponding interest payments in individual years beyond 12 months cannot be reasonably and reliably estimated due to uncertainties in the timing of the effective settlement of tax positions. See Notes 3 and 5 to the financial statements for additional information.
- (e) Southern Company generally does not enter into non-cancelable commitments for other operations and maintenance expenditures. Total other operations and maintenance expenses for 2011, 2010, and 2009 were \$3.9 billion, \$4.0 billion, and \$3.5 billion, respectively.
- (f) The Southern Company system provides forecasted capital expenditures for a three-year period. Amounts represent current estimates of total expenditures, excluding those amounts related to contractual purchase commitments for nuclear fuel and capital expenditures covered under long-term service agreements. In addition, such amounts exclude the Southern Company system's estimates of other potential incremental environmental compliance investments to comply with the MATS rule and the proposed water and coal combustion byproducts rules which are likely to be substantial and could be up to \$410 million for 2012, up to \$1.1 billion for 2013, and up to \$2.7 billion for 2014. At December 31, 2011, significant purchase commitments were outstanding in connection with the construction program.
- (g) As part of the Southern Company system's program to reduce SO₂ emissions from its coal plants, the traditional operating companies have entered into various long-term commitments for the procurement of limestone to be used in flue gas desulfurization equipment.
- (h) Natural gas purchase commitments are based on various indices at the time of delivery. Amounts reflected have been estimated based on the New York Mercantile Exchange future prices at December 31, 2011.
- (i) Long-term service agreements include price escalation based on inflation indices.
- (j) Projections of nuclear decommissioning trust fund contributions are based on the 2010 ARP for Georgia Power.
- (k) The Southern Company system forecasts contributions to the pension and other postretirement benefit plans over a three-year period. Southern Company anticipates no mandatory contributions to the qualified pension plan during the next three years. Amounts presented represent estimated benefit payments for the nonqualified pension plans, estimated non-trust benefit payments for the other postretirement benefit plans, and estimated contributions to the other postretirement benefit plan trusts, all of which will be made from Southern Company's corporate assets. See Note 2 to the financial statements for additional information related to the pension and other postretirement benefit plans, including estimated benefit payments. Certain benefit payments will be made through the related benefit plans. Other benefit payments will be made from Southern Company's corporate assets.

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MANAGEMENT'S DISCUSSION AND ANALYSIS (continued)

Southern Company and Subsidiary Companies 2011 Annual Report

Cautionary Statement Regarding Forward-Looking Statements

Southern Company's 2011 Annual Report contains forward-looking statements. Forward-looking statements include, among other things, statements concerning the strategic goals for the wholesale business, retail sales, retail rates, customer growth, economic recovery, fuel and environmental cost recovery and other rate actions, current and proposed environmental regulations and related estimated expenditures, future earnings, dividend payout ratios, access to sources of capital, projections for the qualified pension plan, postretirement benefit plan, and nuclear decommissioning trust fund contributions, financing activities, start and completion of construction projects, plans and estimated costs for new generation resources, filings with state and federal regulatory authorities, impact of the Small Business Jobs and Credit Act of 2010, impact of the Tax Relief, Unemployment Insurance Reauthorization, and Job Creation Act of 2010, estimated sales and purchases under new power sale and purchase agreements, storm damage cost recovery and repairs, and estimated construction and other expenditures. In some cases, forward-looking statements can be identified by terminology such as may, will, could, should, expects, plans, anticipates, believes, projects, predicts, potential, or continue or the negative of these terms or other similar terminology. There are various factors that could cause actual results to differ materially from those suggested by the forward-looking statements; accordingly, there can be no assurance that such indicated results will be realized. These factors include:

the impact of recent and future federal and state regulatory changes, including legislative and regulatory initiatives regarding deregulation and restructuring of the electric utility industry, implementation of the Energy Policy Act of 2005, environmental laws including regulation of water, coal combustion byproducts, and emissions of sulfur, nitrogen, carbon, soot, particulate matter, hazardous air pollutants, including mercury, and other substances, financial reform legislation, and also changes in tax and other laws and regulations to which Southern Company and its subsidiaries are subject, as well as changes in application of existing laws and regulations;

current and future litigation, regulatory investigations, proceedings, or inquiries, including the pending EPA civil actions against certain Southern Company subsidiaries, FERC matters, and Internal Revenue Service and state tax audits;

the effects, extent, and timing of the entry of additional competition in the markets in which Southern Company's subsidiaries operate;

variations in demand for electricity, including those relating to weather, the general economy and recovery from the recent recession, population and business growth (and declines), and the effects of energy conservation measures;

available sources and costs of fuels;

effects of inflation;

ability to control costs and avoid cost overruns during the development and construction of facilities;

investment performance of Southern Company's employee benefit plans and nuclear decommissioning trust funds;

advances in technology;

state and federal rate regulations and the impact of pending and future rate cases and negotiations, including rate actions relating to fuel and other cost recovery mechanisms;

regulatory approvals and actions related to Plant Vogtle Units 3 and 4, including Georgia PSC approvals, NRC actions, and potential DOE loan guarantees;

regulatory approvals and actions related to the Kemper IGCC, including Mississippi PSC approvals, potential DOE loan guarantees, the South Mississippi Electric Power Association purchase decision, and utilization of investment tax credits;

the performance of projects undertaken by the non-utility businesses and the success of efforts to invest in and develop new opportunities;

internal restructuring or other restructuring options that may be pursued;

potential business strategies, including acquisitions or dispositions of assets or businesses, which cannot be assured to be completed or beneficial to Southern Company or its subsidiaries;

the ability of counterparties of Southern Company and its subsidiaries to make payments as and when due and to perform as required;

the ability to obtain new short- and long-term contracts with wholesale customers;

the direct or indirect effect on Southern Company's business resulting from terrorist incidents and the threat of terrorist incidents, including cyber intrusion;

interest rate fluctuations and financial market conditions and the results of financing efforts, including Southern Company's and its subsidiaries' credit ratings;

the impacts of any potential U.S. credit rating downgrade or other sovereign financial issues, including impacts on interest rates, access to capital markets, impacts on currency exchange rates, counterparty performance, and the economy in general, as well as potential impacts on the availability or benefits of proposed DOE loan guarantees;

the ability of Southern Company and its subsidiaries to obtain additional generating capacity at competitive prices;

catastrophic events such as fires, earthquakes, explosions, floods, hurricanes, droughts, pandemic health events such as influenzas, or other similar occurrences;

the direct or indirect effects on Southern Company's business resulting from incidents affecting the U.S. electric grid or operation of generating resources;

the effect of accounting pronouncements issued periodically by standard setting bodies; and

other factors discussed elsewhere herein and in other reports (including the Form 10-K) filed by the Company from time to time with the SEC.

Southern Company expressly disclaims any obligation to update any forward-looking statements.

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Table of Contents**Index to Financial Statements****CONSOLIDATED STATEMENTS OF INCOME**

For the Years Ended December 31, 2011, 2010, and 2009

Southern Company and Subsidiary Companies 2011 Annual Report

	2011	2010	2009
	<i>(in millions)</i>		
Operating Revenues:			
Retail revenues	\$ 15,071	\$ 14,791	\$ 13,307
Wholesale revenues	1,905	1,994	1,802
Other electric revenues	611	589	533
Other revenues	70	82	101
Total operating revenues	17,657	17,456	15,743
Operating Expenses:			
Fuel	6,262	6,699	5,952
Purchased power	608	563	474
Other operations and maintenance	3,938	4,010	3,526
MC Asset Recovery litigation settlement			202
Depreciation and amortization	1,717	1,513	1,503
Taxes other than income taxes	901	869	818
Total operating expenses	13,426	13,654	12,475
Operating Income	4,231	3,802	3,268
Other Income and (Expense):			
Allowance for equity funds used during construction	153	194	200
Interest expense, net of amounts capitalized	(857)	(895)	(905)
Other income (expense), net	(40)	(35)	41
Total other income and (expense)	(744)	(736)	(664)
Earnings Before Income Taxes	3,487	3,066	2,604
Income taxes	1,219	1,026	896
Consolidated Net Income	2,268	2,040	1,708
Dividends on Preferred and Preference Stock of Subsidiaries	65	65	65
Consolidated Net Income After Dividends on Preferred and Preference Stock of Subsidiaries	\$ 2,203	\$ 1,975	\$ 1,643
Common Stock Data:			
Earnings per share (EPS)			
Basic EPS	\$ 2.57	\$ 2.37	\$ 2.07
Diluted EPS	2.55	2.36	2.06

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Average number of shares of common stock outstanding (in millions)			
Basic	857	832	795
Diluted	864	837	796
Cash dividends paid per share of common stock	\$ 1.8725	\$ 1.8025	\$ 1.7325

The accompanying notes are an integral part of these financial statements.

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Table of Contents**Index to Financial Statements****CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

For the Years Ended December 31, 2011, 2010, and 2009

Southern Company and Subsidiary Companies 2011 Annual Report

	2011	2010	2009
		<i>(in millions)</i>	
Consolidated Net Income	\$ 2,268	\$ 2,040	\$ 1,708
Other comprehensive income:			
Qualifying hedges:			
Changes in fair value, net of tax of \$(10), \$-, and \$(3), respectively	(18)	(1)	(4)
Reclassification adjustment for amounts included in net income, net of tax of \$6, \$9, and \$18, respectively	9	15	28
Marketable securities:			
Change in fair value, net of tax of \$(2), \$(2), and \$1, respectively	(4)	(3)	4
Pension and other postretirement benefit plans:			
Benefit plan net gain (loss), net of tax of \$(1), \$1, and \$(8), respectively	(2)	6	(12)
Reclassification adjustment for amounts included in net income, net of tax of \$(14), \$1, and \$1, respectively	(26)	1	1
Total other comprehensive income (loss)	(41)	18	17
Dividends on preferred and preference stock of subsidiaries	(65)	(65)	(65)
Consolidated Comprehensive Income	\$ 2,162	\$ 1,993	\$ 1,660

The accompanying notes are an integral part of these financial statements.

Table of Contents**Index to Financial Statements****CONSOLIDATED STATEMENTS OF CASH FLOWS**

For the Years Ended December 31, 2011, 2010, and 2009

Southern Company and Subsidiary Companies 2011 Annual Report

	2011	2010	2009
	<i>(in millions)</i>		
Operating Activities:			
Consolidated net income	\$ 2,268	\$ 2,040	\$ 1,708
Adjustments to reconcile consolidated net income to net cash provided from operating activities			
Depreciation and amortization, total	2,048	1,831	1,788
Deferred income taxes	1,155	1,038	25
Deferred revenues	(4)	(103)	(54)
Allowance for equity funds used during construction	(153)	(194)	(200)
Pension, postretirement, and other employee benefits	(45)	(614)	(3)
Stock based compensation expense	42	33	23
Generation construction screening costs		(51)	(22)
Other, net	19	70	43
Changes in certain current assets and liabilities			
-Receivables	362	80	585
-Fossil fuel stock	(62)	135	(432)
-Materials and supplies	(60)	(30)	(39)
-Other current assets	(17)	(17)	(47)
-Accounts payable	(5)	4	(125)
-Accrued taxes	330	(308)	(95)
-Accrued compensation	10	180	(226)
-Other current liabilities	15	(103)	334
Net cash provided from operating activities	5,903	3,991	3,263
Investing Activities:			
Property additions	(4,525)	(4,086)	(4,670)
Distribution of restricted cash	63	25	119
Nuclear decommissioning trust fund purchases	(2,195)	(2,009)	(1,234)
Nuclear decommissioning trust fund sales	2,190	2,004	1,228
Proceeds from property sales	25	18	340
Cost of removal, net of salvage	(93)	(125)	(119)
Change in construction payables	191	(51)	215
Other investing activities	161	(32)	(198)
Net cash used for investing activities	(4,183)	(4,256)	(4,319)
Financing Activities:			
Increase (decrease) in notes payable, net	(438)	659	(306)
Proceeds			
Long-term debt issuances	3,719	3,151	3,042
Common stock issuances	723	772	1,286
Redemptions and repurchases			
Long-term debt	(3,170)	(2,966)	(1,234)

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Payment of common stock dividends	(1,601)	(1,496)	(1,369)
Payment of dividends on preferred and preference stock of subsidiaries	(65)	(65)	(65)
Other financing activities	(20)	(33)	(25)
Net cash provided from (used for) financing activities	(852)	22	1,329
Net Change in Cash and Cash Equivalents	868	(243)	273
Cash and Cash Equivalents at Beginning of Year	447	690	417
Cash and Cash Equivalents at End of Year	\$ 1,315	\$ 447	\$ 690

The accompanying notes are an integral part of these financial statements.

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Table of Contents**Index to Financial Statements****CONSOLIDATED BALANCE SHEETS**

At December 31, 2011 and 2010

Southern Company and Subsidiary Companies 2011 Annual Report

Assets	2011	2010
	<i>(in millions)</i>	
Current Assets:		
Cash and cash equivalents	\$ 1,315	\$ 447
Restricted cash and cash equivalents	8	68
Receivables		
Customer accounts receivable	1,074	1,140
Unbilled revenues	376	420
Under recovered regulatory clause revenues	143	209
Other accounts and notes receivable	282	285
Accumulated provision for uncollectible accounts	(26)	(25)
Fossil fuel stock, at average cost	1,367	1,308
Materials and supplies, at average cost	903	827
Vacation pay	160	151
Prepaid expenses	385	784
Other regulatory assets, current	239	210
Other current assets	46	59
Total current assets	6,272	5,883
Property, Plant, and Equipment:		
In service	59,744	56,731
Less accumulated depreciation	21,154	20,174
Plant in service, net of depreciation	38,590	36,557
Other utility plant, net	55	
Nuclear fuel, at amortized cost	774	670
Construction work in progress	5,591	4,775
Total property, plant, and equipment	45,010	42,002
Other Property and Investments:		
Nuclear decommissioning trusts, at fair value	1,207	1,370
Leveraged leases	649	624
Miscellaneous property and investments	262	277
Total other property and investments	2,118	2,271
Deferred Charges and Other Assets:		
Deferred charges related to income taxes	1,365	1,280
Prepaid pension costs		88
Unamortized debt issuance expense	156	178
Unamortized loss on reacquired debt	285	274

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Deferred under recovered regulatory clause revenues	48	218
Other regulatory assets, deferred	3,532	2,402
Other deferred charges and assets	481	436
Total deferred charges and other assets	5,867	4,876
Total Assets	\$ 59,267	\$ 55,032

The accompanying notes are an integral part of these financial statements.

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Table of Contents**Index to Financial Statements****CONSOLIDATED BALANCE SHEETS**

At December 31, 2011 and 2010

Southern Company and Subsidiary Companies 2011 Annual Report

Liabilities and Stockholders' Equity	2011	2010
	<i>(in millions)</i>	
Current Liabilities:		
Securities due within one year	\$ 1,717	\$ 1,301
Notes payable	859	1,297
Accounts payable	1,553	1,275
Customer deposits	347	332
Accrued taxes		
Accrued income taxes	13	8
Unrecognized tax benefits	22	187
Other accrued taxes	425	440
Accrued interest	226	225
Accrued vacation pay	205	194
Accrued compensation	450	438
Liabilities from risk management activities	209	152
Other regulatory liabilities, current	125	88
Other current liabilities	426	535
Total current liabilities	6,577	6,472
Long-Term Debt (See accompanying statements)	18,647	18,154
Deferred Credits and Other Liabilities:		
Accumulated deferred income taxes	8,809	7,554
Deferred credits related to income taxes	224	235
Accumulated deferred investment tax credits	611	509
Employee benefit obligations	2,442	1,580
Asset retirement obligations	1,321	1,257
Other cost of removal obligations	1,165	1,158
Other regulatory liabilities, deferred	297	312
Other deferred credits and liabilities	514	517
Total deferred credits and other liabilities	15,383	13,122
Total Liabilities	40,607	37,748
Redeemable Preferred Stock of Subsidiaries (See accompanying statements)	375	375
Total Stockholders' Equity (See accompanying statements)	18,285	16,909
Total Liabilities and Stockholders' Equity	\$ 59,267	\$ 55,032

Commitments and Contingent Matters (See notes)

The accompanying notes are an integral part of these financial statements.

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CONSOLIDATED STATEMENTS OF CAPITALIZATION

At December 31, 2011 and 2010

Southern Company and Subsidiary Companies 2011 Annual Report

	2011	2010	2011	2010
	<i>(in millions)</i>		<i>(percent of total)</i>	
Long-Term Debt:				
Long-term debt payable to affiliated trusts				
<u>Maturity</u>	<u>Interest Rates</u>			
2044	5.88%	\$	\$	206
Variable rate (3.68% at 1/1/12) due 2042		206		206
Total long-term debt payable to affiliated trusts		206		412
Long-term senior notes and debt				
<u>Maturity</u>	<u>Interest Rates</u>			
2011	4.00% to 5.57%			304
2012	4.85% to 6.25%	1,203		1,778
2013	1.30% to 6.00%	1,436		1,436
2014	4.15% to 4.90%	437		425
2015	2.38% to 5.25%	1,175		1,184
2016	1.95% to 5.30%	1,210		310
2017 through 2051	2.25% to 8.20%	9,797		9,128
Variable rates (0.56% to 0.78% at 1/1/11) due 2011				915
Variable rates (0.60% to 0.95% at 1/1/12) due 2012		490		
Variable rates (0.85% to 0.90% at 1/1/12) due 2013		650		350
Variable rate (0.44% at 1/1/11) due 2040				50
Total long-term senior notes and debt		16,398		15,880
Other long-term debt				
Pollution control revenue bonds				
<u>Maturity</u>	<u>Interest Rates</u>			
2016	4.40%			67
2018 through 2049	0.75% to 6.00%	1,590		1,740
Variable rate (0.39% at 1/1/11) due 2011				8
Variable rate (0.07% at 1/1/12) due 2015		54		54
Variable rate (0.16% at 1/1/12) due 2016		4		4
Variable rates (0.03% to 0.18% at 1/1/12) due 2017 to 2049		1,703		1,218
Plant Daniel revenue bonds (7.13%) due 2021		270		
Total other long-term debt		3,621		3,091
Capitalized lease obligations		93		99
Unamortized debt premium (related to plant acquisition)		78		1

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Unamortized debt discount		(32)	(28)		
Total long-term debt (annual interest requirement \$865 million)		20,364	19,455		
Less amount due within one year		1,717	1,301		
Long-term debt excluding amount due within one year		18,647	18,154	50.0%	51.2%

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Table of Contents**Index to Financial Statements****CONSOLIDATED STATEMENTS OF CAPITALIZATION (continued)**

At December 31, 2011 and 2010

Southern Company and Subsidiary Companies 2011 Annual Report

	2011	2010	2011	2010
	<i>(in millions)</i>		<i>(percent of total)</i>	
Redeemable Preferred Stock of Subsidiaries:				
<u>Cumulative preferred stock</u>				
\$100 par or stated value	4.20% to 5.44%			
Authorized	20 million shares			
Outstanding	81	81		
\$1 par value	5.20% to 5.83%			
Authorized	28 million shares			
Outstanding	294	294		
Total redeemable preferred stock of subsidiaries (annual dividend requirement \$20 million)	375	375	1.0	1.1
Common Stockholders Equity:				
Common stock, par value \$5 per share	4,328	4,219		
Authorized	1.5 billion shares			
Issued	2011: 866 million shares 2010: 844 million shares			
Treasury	2011: 0.5 million shares 2010: 0.5 million shares			
Paid-in capital	4,410	3,702		
Treasury, at cost	(17)	(15)		
Retained earnings	8,968	8,366		
Accumulated other comprehensive income (loss)	(111)	(70)		
Total common stockholders equity	17,578	16,202	47.1	45.7
Preferred and Preference Stock of Subsidiaries:				
<u>Non-cumulative preferred stock</u>				
\$25 par value	6.00% to 6.13%			
Authorized	60 million shares			
Outstanding	45	45		
<u>Preference stock</u>				
Authorized	65 million shares			
Outstanding	343	343		
\$1 par value	5.63% to 6.50%			
14 million shares (non-cumulative)				
\$100 par or stated value	319	319		
3 million shares (non-cumulative)				
Total preferred and preference stock of subsidiaries (annual dividend requirement \$45 million)	707	707	1.9	2.0

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Total stockholders' equity	18,285	16,909		
Total Capitalization	\$ 37,307	\$ 35,438	100.0%	100.0%

The accompanying notes are an integral part of these financial statements.

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CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

For the Years Ended December 31, 2011, 2010, and 2009

Southern Company and Subsidiary Companies 2011 Annual Report

	Number of Common Shares		Common Stock			Retained	Accumulated Other Comprehensive	Preferred and Preference	Total
	Issued	Treasury	Par Value	Paid-In Capital	Treasury	Earnings	Income (Loss)	Stock of Subsidiaries	
	<i>(in thousands)</i>		<i>(in millions)</i>						
Balance at December 31, 2008	777,616	(424)	\$ 3,888	\$ 1,893	\$(12)	\$ 7,612	\$ (105)	\$707	\$ 13,983
Net income after dividends on preferred and preference stock of subsidiaries						1,643			1,643
Other comprehensive income (loss)							17		17
Stock issued	42,536		213	1,074					1,287
Stock-based compensation				26					26
Cash dividends						(1,369)			(1,369)
Other		(81)		2	(3)	(1)			(2)
Balance at December 31, 2009	820,152	(505)	4,101	2,995	(15)	7,885	(88)	707	15,585
Net income after dividends on preferred and preference stock of subsidiaries						1,975			1,975
Other comprehensive income (loss)							18		18
Stock issued	23,662		118	654					772
Stock-based compensation				52					52
Cash dividends						(1,496)			(1,496)
Other		31		1		2			3
Balance at December 31, 2010	843,814	(474)	4,219	3,702	(15)	8,366	(70)	707	16,909
Net income after dividends on preferred and preference stock of subsidiaries						2,203			2,203
Other comprehensive income (loss)							(41)		(41)
Stock issued	21,850		109	616					725
				89					89

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Stock-based compensation									
Cash dividends						(1,601)			(1,601)
Other		(65)		3		(2)			1

Balance at									
December 31, 2011	865,664	(539)	\$ 4,328	\$ 4,410	\$(17)	\$ 8,968	\$ (111)	\$707	\$ 18,285

The accompanying notes are an integral part of these financial statements.

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NOTES TO FINANCIAL STATEMENTS

Southern Company and Subsidiary Companies 2011 Annual Report

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

General

The Southern Company (the Company) is the parent company of four traditional operating companies, Southern Power Company (Southern Power), Southern Company Services, Inc. (SCS), Southern Communications Services, Inc. (SouthernLINC Wireless), Southern Company Holdings, Inc. (Southern Holdings), Southern Nuclear Operating Company, Inc. (Southern Nuclear), and other direct and indirect subsidiaries. The traditional operating companies—Alabama Power Company (Alabama Power), Georgia Power Company (Georgia Power), Gulf Power Company (Gulf Power), and Mississippi Power Company (Mississippi Power)—are vertically integrated utilities providing electric service in four Southeastern states. Southern Power constructs, acquires, owns, and manages generation assets, including renewable energy projects, and sells electricity at market-based rates in the wholesale market. SCS, the system service company, provides, at cost, specialized services to Southern Company and its subsidiary companies. SouthernLINC Wireless provides digital wireless communications for use by Southern Company and its subsidiary companies and also markets these services to the public and provides fiber cable services within the Southeast. Southern Holdings is an intermediate holding company subsidiary, primarily for Southern Company's investments in leveraged leases. Southern Nuclear operates and provides services to Southern Company's nuclear power plants.

The financial statements reflect Southern Company's investments in the subsidiaries on a consolidated basis. The equity method is used for entities in which the Company has significant influence but does not control and for variable interest entities (VIEs) where the Company has an equity investment, but is not the primary beneficiary. All material intercompany transactions have been eliminated in consolidation. Certain prior years' data presented in the financial statements have been reclassified to conform to the current year presentation.

The traditional operating companies, Southern Power, and certain of their subsidiaries are subject to regulation by the Federal Energy Regulatory Commission (FERC), and the traditional operating companies are also subject to regulation by their respective state public service commissions (PSC). The companies follow generally accepted accounting principles (GAAP) in the U.S. and comply with the accounting policies and practices prescribed by their respective commissions. The preparation of financial statements in conformity with GAAP requires the use of estimates, and the actual results may differ from those estimates.

Table of Contents**Index to Financial Statements****NOTES (continued)****Southern Company and Subsidiary Companies 2011 Annual Report****Regulatory Assets and Liabilities**

The traditional operating companies are subject to the provisions of the Financial Accounting Standards Board in accounting for the effects of rate regulation. Regulatory assets represent probable future revenues associated with certain costs that are expected to be recovered from customers through the ratemaking process. Regulatory liabilities represent probable future reductions in revenues associated with amounts that are expected to be credited to customers through the ratemaking process.

Regulatory assets and (liabilities) reflected in the balance sheets at December 31 relate to:

	2011	2010	Note
	<i>(in millions)</i>		
Deferred income tax charges	\$ 1,293	\$ 1,204	(a)
Deferred income tax charges Medicare subsidy	77	82	(j)
Asset retirement obligations-asset	117	79	(a,h)
Asset retirement obligations-liability	(42)	(82)	(a,h)
Other cost of removal obligations	(1,196)	(1,188)	(a)
Deferred income tax credits	(225)	(237)	(a)
State income tax credits	(62)		(k)
Loss on reacquired debt	285	274	(b)
Vacation pay	160	151	(c,h)
Under recovered regulatory clause revenues	50	27	(d)
Over recovered regulatory clause revenues	(28)	(40)	(d)
Building leases	43	45	(f)
Generating plant outage costs	38	31	(l)
Under recovered storm damage costs	43	8	(d)
Property damage reserves	(206)	(216)	(g)
Fuel hedging-asset	249	211	(d)
Fuel hedging-liability	(13)	(7)	(d)
Other assets	290	171	(d)
Environmental remediation-asset	71	67	(g,h)
Environmental remediation-liability	(8)	(10)	(g)
Other liabilities	(30)	(13)	(i)
Retiree benefit plans	2,959	2,041	(e,h)
Total assets (liabilities), net	\$ 3,865	\$ 2,598	

Note: The recovery and amortization periods for these regulatory assets and (liabilities) are as follows:

- (a) Asset retirement and removal assets and liabilities are recorded, deferred income tax assets are recovered, and deferred income tax liabilities are amortized over the related property lives, which may range up to 65 years. Asset retirement and removal assets and liabilities will be settled and trued up following completion of the related activities. At December 31, 2011, other cost of removal obligations included \$62 million that is being amortized over the remaining two-year period in accordance with an Alternate Rate Plan for Georgia Power for the

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years 2011 through 2013. See Note 3 under [Retail Regulatory Matters](#) [Georgia Power](#) [Rate Plans](#) for additional information.

- (b) Recovered over either the remaining life of the original issue or, if refinanced, over the life of the new issue, which may range up to 50 years.
- (c) Recorded as earned by employees and recovered as paid, generally within one year. This includes both vacation and banked holiday pay.
- (d) Recorded and recovered or amortized as approved or accepted by the appropriate state PSCs over periods not exceeding five years.
- (e) Recovered and amortized over the average remaining service period which may range up to 15 years. See Note 2 for additional information.
- (f) Recovered over the remaining lives of the buildings through 2026.
- (g) Recovered as storm restoration and potential reliability-related expenses or environmental remediation expenses are incurred as approved by the appropriate state PSCs.
- (h) Not earning a return as offset in rate base by a corresponding asset or liability.
- (i) Recorded and recovered or amortized as approved by the appropriate state PSC over periods up to the life of the plant or the remaining life of the original issue or, if refinanced, over the life of the new issue, which may range up to 50 years.
- (j) Recovered and amortized as approved by the appropriate state PSCs over periods not exceeding 14 years. See Note 5 under [Current and Deferred Income Taxes](#) for additional information.
- (k) Additional tax benefits resulting from the Georgia state income tax credit settlement that will be amortized over a 21-month period beginning April 2012 in accordance with a Georgia PSC order. See Note 3 under [Income Tax Matters](#) [Georgia State Income Tax Credits](#) for additional information.
- (l) Recovered over the respective operating cycles, which range from 18 months to 10 years. See [Property, Plant, and Equipment](#) herein for additional information.

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NOTES (continued)

Southern Company and Subsidiary Companies 2011 Annual Report

In the event that a portion of a traditional operating company's operations is no longer subject to applicable accounting rules for rate regulation, such company would be required to write off to income or reclassify to accumulated other comprehensive income (OCI) related regulatory assets and liabilities that are not specifically recoverable through regulated rates. In addition, the traditional operating company would be required to determine if any impairment to other assets, including plant, exists and write down the assets, if impaired, to their fair values. All regulatory assets and liabilities are to be reflected in rates. See Note 3 under Retail Regulatory Matters Alabama Power, Retail Regulatory Matters Georgia Power, and Integrated Coal Gasification Combined Cycle for additional information.

Revenues

Wholesale capacity revenues are generally recognized on a levelized basis over the appropriate contract period. Energy and other revenues are recognized as services are provided. Unbilled revenues related to retail sales are accrued at the end of each fiscal period. Electric rates for the traditional operating companies include provisions to adjust billings for fluctuations in fuel costs, fuel hedging, the energy component of purchased power costs, and certain other costs. Revenues are adjusted for differences between these actual costs and amounts billed in current regulated rates. Under or over recovered regulatory clause revenues are recorded in the balance sheets and are recovered or returned to customers through adjustments to the billing factors.

Southern Company's electric utility subsidiaries have a diversified base of customers. No single customer or industry comprises 10% or more of revenues. For all periods presented, uncollectible accounts averaged less than 1% of revenues.

Fuel Costs

Fuel costs are expensed as the fuel is used. Fuel expense generally includes fuel transportation costs and the cost of purchased emissions allowances as they are used. Fuel expense also includes the amortization of the cost of nuclear fuel and a charge, based on nuclear generation, for the permanent disposal of spent nuclear fuel. See Note 3 under Nuclear Fuel Disposal Costs for additional information.

Income and Other Taxes

Southern Company uses the liability method of accounting for deferred income taxes and provides deferred income taxes for all significant income tax temporary differences. Taxes that are collected from customers on behalf of governmental agencies to be remitted to these agencies are presented net on the statements of income.

In accordance with regulatory requirements, deferred investment tax credits (ITCs) for the traditional operating companies are amortized over the lives of the related property with such amortization normally applied as a credit to reduce depreciation in the statements of income. Credits amortized in this manner amounted to \$19 million in 2011, \$23 million in 2010, and \$24 million in 2009. At December 31, 2011, all ITCs available to reduce federal income taxes payable had not been utilized. The remaining ITCs will be carried forward and utilized in future years.

Under the American Recovery and Reinvestment Act of 2009, certain projects at certain Southern Company subsidiaries are eligible for ITCs or cash grants. These subsidiaries have elected to receive ITCs. The credits are recorded as a deferred credit, and are amortized to income tax expense over the life of the asset. Credits amortized in this manner amounted to \$0.9 million in 2011. No credits were amortized in 2010 or 2009. Furthermore, the tax basis of the asset is reduced by 50% of the credits received, resulting in a deferred tax asset. The subsidiaries have elected to recognize the tax benefit of this basis difference as a reduction to income tax expense as costs are incurred during the construction period. These basis differences will reverse and be recorded to income tax expense over the useful life of the asset once placed in service.

In accordance with accounting standards related to the uncertainty in income taxes, Southern Company recognizes tax positions that are more likely than not of being sustained upon examination by the appropriate taxing authorities. See Note 5 under Unrecognized Tax Benefits for additional information.

Table of Contents**Index to Financial Statements****NOTES (continued)****Southern Company and Subsidiary Companies 2011 Annual Report****Property, Plant, and Equipment**

Property, plant, and equipment is stated at original cost less any regulatory disallowances and impairments. Original cost includes: materials; labor; minor items of property; appropriate administrative and general costs; payroll-related costs such as taxes, pensions, and other benefits; and the interest capitalized and cost of equity funds used during construction.

The Southern Company system's property, plant, and equipment in service consisted of the following at December 31:

	000000	000000
	2011	2010
	<i>(in millions)</i>	
Generation	\$ 31,751	\$ 30,121
Transmission	8,240	7,835
Distribution	15,458	14,870
General	3,413	3,116
Plant acquisition adjustment	124	43
Utility plant in service	58,986	55,985
Information technology equipment and software	220	216
Communications equipment	428	423
Other	110	107
Other plant in service	758	746
Total plant in service	\$ 59,744	\$ 56,731

The cost of replacements of property, exclusive of minor items of property, is capitalized. The cost of maintenance, repairs, and replacement of minor items of property is charged to maintenance expense as incurred or performed with the exception of nuclear refueling costs, which are recorded in accordance with specific state PSC orders. Alabama Power and Georgia Power defer and amortize nuclear refueling costs over the unit's operating cycle. The refueling cycles for Alabama Power and Georgia Power range from 18 to 24 months for each unit. In accordance with a Georgia PSC order, Georgia Power also defers the costs of certain significant inspection costs for the combustion turbines at Plant McIntosh and amortizes such costs over 10 years, which approximates the expected maintenance cycle.

The amount of non-cash property additions recognized for the years ended December 31, 2011, 2010, and 2009 was \$929 million, \$427 million, and \$370 million, respectively. These amounts are comprised of construction related accounts payable outstanding at each year end together with retention amounts accrued during the respective year.

Included in the non-cash property additions for the year ended December 31, 2011 was \$346 million for the fair value of the debt assumed for Mississippi Power's purchase of the combined cycle generating units 3 and 4 built at Plant Daniel (Plant Daniel Units 3 and 4). In 2001, Mississippi Power began the initial 10-year term of an operating lease agreement for Plant Daniel Units 3 and 4. On July 20, 2011, Mississippi Power provided notice to the lessor of its intent to purchase Plant Daniel Units 3 and 4. On October 20, 2011, Mississippi Power purchased Plant Daniel Units 3 and 4 for approximately \$85 million in cash and the assumption of \$270 million face value of debt obligations of the lessor related to Plant Daniel Units 3 and 4, which mature in 2021 and bear interest at a fixed stated interest rate of 7.13% per annum. These

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obligations are secured by Plant Daniel Units 3 and 4 and certain personal property. Accounting rules require that Plant Daniel Units 3 and 4 be reflected on Southern Company's financial statements at the time of the purchase at the fair value of the consideration rendered. Based on interest rates as of October 20, 2011, the fair value of the debt assumed was approximately \$346 million. The fair value of the debt was determined using a discounted cash flow model based on Mississippi Power's borrowing rate at the closing date. The fair value is considered a Level 2 disclosure for financial reporting purposes. Accordingly, Plant Daniel Units 3 and 4 are reflected in Southern Company's financial statements at approximately \$431 million.

Southern Power has been engaged in acquiring assets. Southern Power has accounted for acquisitions under the acquisition method in accordance with GAAP. The purchase price of each acquisition is allocated to the fair value of the identifiable assets and liabilities, including property, plant, and equipment.

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Table of Contents**Index to Financial Statements****NOTES (continued)****Southern Company and Subsidiary Companies 2011 Annual Report****Depreciation and Amortization**

Depreciation of the original cost of utility plant in service is provided primarily by using composite straight-line rates, which approximated 3.2% in 2011, 3.3% in 2010, and 3.2% in 2009. Depreciation studies are conducted periodically to update the composite rates. These studies are filed with the respective state PSC for the traditional operating companies. Accumulated depreciation for utility plant in service totaled \$20.7 billion and \$19.7 billion at December 31, 2011 and 2010, respectively. When property subject to composite depreciation is retired or otherwise disposed of in the normal course of business, its original cost, together with the cost of removal, less salvage, is charged to accumulated depreciation. For other property dispositions, the applicable cost and accumulated depreciation are removed from the balance sheet accounts, and a gain or loss is recognized. Minor items of property included in the original cost of the plant are retired when the related property unit is retired.

In 2009, the Georgia PSC approved an accounting order allowing Georgia Power to amortize a portion of its regulatory liability related to other cost of removal obligations. Under the terms of the Alternate Rate Plan for the years 2011 through 2013 (2010 ARP), Georgia Power is amortizing approximately \$31 million annually of the remaining regulatory liability related to other cost of removal obligations over the three years ending December 31, 2013. See Note 3 under **Retail Regulatory Matters Georgia Power Rate Plans** for additional information.

Depreciation of the original cost of other plant in service is provided primarily on a straight-line basis over estimated useful lives ranging from three to 25 years. Accumulated depreciation for other plant in service totaled \$456 million and \$441 million at December 31, 2011 and 2010, respectively.

Asset Retirement Obligations and Other Costs of Removal

Asset retirement obligations are computed as the present value of the ultimate costs for an asset's future retirement and are recorded in the period in which the liability is incurred. The costs are capitalized as part of the related long-lived asset and depreciated over the asset's useful life. Each traditional operating company has received accounting guidance from the various state PSCs allowing the continued accrual of other future retirement costs for long-lived assets that it does not have a legal obligation to retire. Accordingly, the accumulated removal costs for these obligations are reflected in the balance sheets as a regulatory liability. See Note 3 under **Retail Regulatory Matters Georgia Power Rate Plans** for additional information related to Georgia Power's cost of removal regulatory liability.

The liability for asset retirement obligations primarily relates to the Southern Company system's nuclear facilities, Plants Farley, Hatch, and Vogtle. In addition, the Southern Company system has retirement obligations related to various landfill sites, ash ponds, underground storage tanks, asbestos removal, and disposal of polychlorinated biphenyls in certain transformers. The Southern Company system also has identified retirement obligations related to certain transmission and distribution facilities, co-generation facilities, certain wireless communication towers, and certain structures authorized by the U.S. Army Corps of Engineers. However, liabilities for the removal of these assets have not been recorded because the range of time over which the applicable company may settle these obligations is unknown and cannot be reasonably estimated. The Company will continue to recognize in the statements of income allowed removal costs in accordance with regulatory treatment. Any differences between costs recognized in accordance with accounting standards related to asset retirement and environmental obligations and those reflected in rates are recognized as either a regulatory asset or liability, as ordered by the various state PSCs, and are reflected in the balance sheets. See **Nuclear Decommissioning** herein for additional information on amounts included in rates.

Details of the asset retirement obligations included in the balance sheets are as follows:

	2011	2010
	<i>(in millions)</i>	
Balance at beginning of year	\$ 1,266	\$ 1,206

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Liabilities incurred	1	
Liabilities settled	(13)	(16)
Accretion	82	78
Cash flow revisions	8	(2)
Balance at end of year	\$ 1,344	\$ 1,266

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Table of Contents**Index to Financial Statements****NOTES (continued)****Southern Company and Subsidiary Companies 2011 Annual Report****Nuclear Decommissioning**

The Nuclear Regulatory Commission (NRC) requires licensees of commercial nuclear power reactors to establish a plan for providing reasonable assurance of funds for future decommissioning. Alabama Power and Georgia Power have external trust funds (the Funds) to comply with the NRC's regulations. Use of the Funds is restricted to nuclear decommissioning activities. The Funds are managed and invested in accordance with applicable requirements of various regulatory bodies, including the NRC, the FERC, and state PSCs, as well as the Internal Revenue Service (IRS). The Funds are required to be held by one or more trustees with an individual net worth of at least \$100 million. The FERC requires the Funds' managers to exercise the standard of care in investing that a prudent investor would use in the same circumstances. The FERC regulations also require that the Funds' managers may not invest in any securities of the utility for which it manages funds or its affiliates, except for investments tied to market indices or other mutual funds. In addition, the NRC prohibits investments in securities of power reactor licensees. While Southern Company is allowed to prescribe an overall investment policy to the Funds' managers, neither Southern Company nor its subsidiaries or affiliates are allowed to engage in the day-to-day management of the Funds or to mandate individual investment decisions. Day-to-day management of the investments in the Funds is delegated to unrelated third party managers with oversight by the management of Southern Company, Alabama Power, and Georgia Power. The Funds' managers are authorized, within broad limits, to actively buy and sell securities at their own discretion in order to maximize the return on the Funds' investments. The Funds are invested in a tax-efficient manner in a diversified mix of equity and fixed income securities and are reported as trading securities.

Southern Company records the investment securities held in the Funds at fair value, as disclosed in Note 10, as management believes that fair value best represents the nature of the Funds. Gains and losses, whether realized or unrealized, are recorded in the regulatory liability for asset retirement obligations in the balance sheets and are not included in net income or OCI. Fair value adjustments and realized gains and losses are determined on a specific identification basis.

The Funds at Georgia Power participate in a securities lending program through the managers of the Funds. Under this program, the Funds' investment securities are loaned to investment brokers for a fee. Securities so loaned are fully collateralized by cash, letters of credit, and securities issued or guaranteed by the U.S. government, its agencies, and the instrumentalities. As of December 31, 2011 and 2010, approximately \$39 million and \$141 million, respectively, of the fair market value of the Funds' securities were on loan and pledged to creditors under the Funds' managers' securities lending program. The fair value of the collateral received was approximately \$42 million and \$144 million at December 31, 2011 and 2010, respectively, and can only be sold by the borrower upon the return of the loaned securities. The collateral received is treated as a non-cash item in the statements of cash flows.

At December 31, 2011, investment securities in the Funds totaled \$1.2 billion consisting of equity securities of \$626 million, debt securities of \$543 million, and \$36 million of other securities. At December 31, 2010, investment securities in the Funds totaled \$1.4 billion consisting of equity securities of \$664 million, debt securities of \$632 million, and \$74 million of other securities. These amounts include the investment securities pledged to creditors and collateral received, and exclude receivables related to investment income and pending investment sales, and payables related to pending investment purchases and the lending pool.

Sales of the securities held in the Funds resulted in cash proceeds of \$2.2 billion, \$2.0 billion, and \$1.2 billion in 2011, 2010, and 2009, respectively, all of which were reinvested. For 2011, fair value increases, including reinvested interest and dividends and excluding the Funds' expenses, were \$29 million, of which \$41 million related to realized gains and \$60 million related to unrealized losses related to securities held in the Funds at December 31, 2011. For 2010, fair value increases, including reinvested interest and dividends and excluding the Funds' expenses, were \$139 million, of which \$6 million related to securities held in the Funds at December 31, 2010. For 2009, fair value increases, including reinvested interest and dividends and excluding the Funds' expenses, were \$215 million, of which \$198 million related to securities held in the Funds at December 31, 2009. While the investment securities held in the Funds are reported as trading securities, the Funds continue to be managed with a long-term focus. Accordingly, all purchases and sales within the Funds are presented separately in the statements of cash flows as investing cash flows, consistent with the nature of and purpose for which the securities were acquired.

For Alabama Power, amounts previously recorded in internal reserves are being transferred into the Funds over periods approved by the Alabama PSC. The NRC's minimum external funding requirements are based on a generic estimate of the cost to decommission only the

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radioactive portions of a nuclear unit based on the size and type of reactor. Alabama Power and Georgia Power have filed plans with the NRC designed to ensure that, over time, the deposits and earnings of the Funds will provide the minimum funding amounts prescribed by the NRC.

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At December 31, 2011, the accumulated provisions for decommissioning were as follows:

	Plant Farley	Plant Hatch	Plant Vogtle Units 1 and 2
	<i>(in millions)</i>		
External trust funds	\$ 540	\$ 399	\$ 235
Internal reserves	23		
Total	\$ 563	\$ 399	\$ 235

Site study cost is the estimate to decommission a specific facility as of the site study year. The estimated costs of decommissioning based on the most current studies, which were performed in 2008 for Alabama Power's Plant Farley and in 2009 for the Georgia Power plants, were as follows for Alabama Power's Plant Farley and Georgia Power's ownership interests in Plant Hatch and Plant Vogtle Units 1 and 2:

	Plant Farley	Plant Hatch	Plant Vogtle Units 1 and 2
Decommissioning periods:			
Beginning year	2037	2034	2047
Completion year	2065	2063	2067
	<i>(in millions)</i>		
Site study costs:			
Radiated structures	\$ 1,060	\$ 583	\$ 500
Non-radiated structures	72	46	71
Total	\$ 1,132	\$ 629	\$ 571

The decommissioning periods and site study costs for Plant Vogtle reflect the extended operating license approved by the NRC in June 2009. The decommissioning cost estimates are based on prompt dismantlement and removal of the plant from service. The actual decommissioning costs may vary from the above estimates because of changes in the assumed date of decommissioning, changes in NRC requirements, or changes in the assumptions used in making these estimates.

For ratemaking purposes, Alabama Power's decommissioning costs are based on the site study, and Georgia Power's decommissioning costs are based on the NRC generic estimate to decommission the radioactive portion of the facilities as of 2009. Current NRC estimates are \$584 million and \$426 million for Plant Hatch and Plant Vogtle Units 1 and 2, respectively. Amounts expensed were \$3 million annually for Plant Vogtle Units 1 and 2 for 2009 and 2010. Effective for the years 2011 through 2013, the annual decommissioning cost for ratemaking is \$2 million for Plant Hatch. Georgia Power projects the Funds for Plant Vogtle Units 1 and 2 would be adequate to meet the decommissioning obligations of the NRC with no further contributions. Significant assumptions used to determine these costs for ratemaking were an inflation rate of 4.5% and 2.4% for Alabama Power and Georgia Power, respectively, and a trust earnings rate of 7.0% and 4.4% for Alabama Power and Georgia Power, respectively.

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As a result of license extensions, amounts previously contributed to the Funds for Plant Farley are currently projected to be adequate to meet the decommissioning obligations. Alabama Power will continue to provide site specific estimates of the decommissioning costs and related projections of funds in the external trust to the Alabama PSC and, if necessary, would seek the Alabama PSC's approval to address any changes in a manner consistent with NRC and other applicable requirements.

Allowance for Funds Used During Construction and Interest Capitalized

In accordance with regulatory treatment, the traditional operating companies record allowance for funds used during construction (AFUDC), which represents the estimated debt and equity costs of capital funds that are necessary to finance the construction of new regulated facilities. While cash is not realized currently from such allowance, it increases the revenue requirement over the service life of the plant through a higher rate base and higher depreciation. The equity component of AFUDC is not included in calculating taxable income. Interest related to the construction of new facilities not included in the traditional operating companies' regulated rates is capitalized in accordance with standard interest capitalization requirements. AFUDC and interest capitalized, net of income taxes were 9.1%, 12.5%, and 15.3% of net income for 2011, 2010, and 2009, respectively.

Cash payments for interest totaled \$832 million, \$789 million, and \$788 million in 2011, 2010, and 2009, respectively, net of amounts capitalized of \$78 million, \$86 million, and \$84 million, respectively.

Table of Contents**Index to Financial Statements****NOTES (continued)****Southern Company and Subsidiary Companies 2011 Annual Report****Impairment of Long-Lived Assets and Intangibles**

Southern Company evaluates long-lived assets for impairment when events or changes in circumstances indicate that the carrying value of such assets may not be recoverable. The determination of whether an impairment has occurred is based on either a specific regulatory disallowance or an estimate of undiscounted future cash flows attributable to the assets, as compared with the carrying value of the assets. If an impairment has occurred, the amount of the impairment recognized is determined by either the amount of regulatory disallowance or by estimating the fair value of the assets and recording a loss if the carrying value is greater than the fair value. For assets identified as held for sale, the carrying value is compared to the estimated fair value less the cost to sell in order to determine if an impairment loss is required. Until the assets are disposed of, their estimated fair value is re-evaluated when circumstances or events change.

Storm Damage Reserves

Each traditional operating company maintains a reserve to cover the cost of damages from major storms to its transmission and distribution lines and generally the cost of uninsured damages to its generation facilities and other property. In accordance with their respective state PSC orders, the traditional operating companies accrued \$29 million in 2011 and \$32 million in 2010. Alabama Power, Gulf Power, and Mississippi Power also have discretionary authority from their state PSCs to accrue certain additional amounts as circumstances warrant. In 2011 and 2010, such additional accruals totaled \$31 million and \$48 million, respectively, all at Alabama Power. See Note 3 under Retail Regulatory Matters Alabama Power Natural Disaster Reserve for additional information regarding Alabama Power's natural disaster reserve.

Leveraged Leases

Southern Company has several leveraged lease agreements, with original terms ranging up to 45 years, which relate to international and domestic energy generation, distribution, and transportation assets. Southern Company receives federal income tax deductions for depreciation and amortization, as well as interest on long-term debt related to these investments. The Company reviews all important lease assumptions at least annually, or more frequently if events or changes in circumstances indicate that a change in assumptions has occurred or may occur. These assumptions include the effective tax rate, the residual value, the credit quality of the lessees, and the timing of expected tax cash flows.

The recent financial and operational performance of one of Southern Company's lessees and the associated generation assets has raised potential concerns on the part of Southern Company as to the credit quality of the lessee and the residual value of the asset. Southern Company will continue to monitor the performance of the underlying assets and to evaluate the ability of the lessee to continue to make the required lease payments. While there are strategic options that Southern Company may pursue to recover its investment in the leveraged lease, the potential impairment loss that would be incurred if there is an abandonment of the project is approximately \$90 million on an after-tax basis. The ultimate outcome of this matter cannot be determined at this time.

Southern Company's net investment in domestic leveraged leases consists of the following at December 31:

	2011	2010
	<i>(in millions)</i>	
Net rentals receivable	\$ 482	\$ 475
Unearned income	(205)	(207)
Investment in leveraged leases	277	268
Deferred taxes from leveraged leases	(238)	(223)

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Net investment in leveraged leases	\$ 39	\$ 45
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A summary of the components of income from domestic leveraged leases follows:

	2011	2010	2009
	<i>(in millions)</i>		
Pretax leveraged lease income	\$ 10	\$ 4	\$ 12
Income tax expense	(4)	(3)	(5)
Net leveraged lease income	\$ 6	\$ 1	\$ 7

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Southern Company's net investment in international leveraged leases consists of the following at December 31:

	2011	2010
	<i>(in millions)</i>	
Net rentals receivable	\$ 734	\$ 733
Unearned income	(362)	(377)
Investment in leveraged leases	372	356
Deferred taxes from leveraged leases	(39)	(40)
Net investment in leveraged leases	\$ 333	\$ 316

A summary of the components of income from international leveraged leases follows:

	2011	2010	2009
	<i>(in millions)</i>		
Pretax leveraged lease income (loss)	\$ 15	\$ 14	\$ 19
Income tax benefit (expense)	(5)	(5)	(7)
Net leveraged lease income (loss)	\$ 10	\$ 9	\$ 12

The Company terminated two international leveraged lease investments during 2009. The proceeds were used to extinguish all debt related to leveraged lease investments, a portion of which had make-whole redemption provisions. This resulted in a \$17 million loss which partially offset a \$26 million gain on the terminations.

Cash and Cash Equivalents

For purposes of the financial statements, temporary cash investments are considered cash equivalents. Temporary cash investments are securities with original maturities of 90 days or less.

Materials and Supplies

Generally, materials and supplies include the average cost of transmission, distribution, and generating plant materials. Materials are charged to inventory when purchased and then expensed or capitalized to plant, as appropriate, at weighted average cost when installed.

Fuel Inventory

Fuel inventory includes the average cost of coal, natural gas, oil, and emissions allowances. Fuel is charged to inventory when purchased and then expensed as used and recovered by the traditional operating companies through fuel cost recovery rates approved by each state PSC. Emissions allowances granted by the Environmental Protection Agency (EPA) are included in inventory at zero cost.

Financial Instruments

Southern Company uses derivative financial instruments to limit exposure to fluctuations in interest rates, the prices of certain fuel purchases, electricity purchases and sales, and occasionally foreign currency exchange rates. All derivative financial instruments are recognized as either assets or liabilities (included in Other or shown separately as Risk Management Activities) and are measured at fair value. See Note 10 for additional information. Substantially all of Southern Company's bulk energy purchases and sales contracts that meet the definition of a derivative are excluded from fair value accounting requirements because they qualify for the normal scope exception, and are accounted for under the accrual method. Other derivative contracts qualify as cash flow hedges of anticipated transactions or are recoverable through the traditional operating companies' fuel hedging programs. This results in the deferral of related gains and losses in OCI or regulatory assets and liabilities, respectively, until the hedged transactions occur. Any ineffectiveness arising from cash flow hedges is recognized currently in net income. Other derivative contracts are marked to market through current period income and are recorded on a net basis in the statements of income. See Note 11 for additional information.

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The Company does not offset fair value amounts recognized for multiple derivative instruments executed with the same counterparty under a master netting arrangement. At December 31, 2011, the amount included in accounts payable in the balance sheets that the Company has recognized for the obligation to return cash collateral arising from derivative instruments was not material.

Southern Company is exposed to losses related to financial instruments in the event of counterparties' nonperformance. The Company has established controls to determine and monitor the creditworthiness of counterparties in order to mitigate the Company's exposure to counterparty credit risk.

Comprehensive Income

The objective of comprehensive income is to report a measure of all changes in common stock equity of an enterprise that result from transactions and other economic events of the period other than transactions with owners. Comprehensive income consists of net income after dividends on preferred and preference stock of subsidiaries, changes in the fair value of qualifying cash flow hedges and marketable securities, certain changes in pension and other postretirement benefit plans, and reclassifications for amounts included in net income.

Accumulated OCI (loss) balances, net of tax effects, were as follows:

	Qualifying Hedges	Marketable Securities	Pension and Other Postretirement Benefit Plans	Accumulated Other Comprehensive Income (Loss)
			<i>(in millions)</i>	
Balance at December 31, 2010	\$(35)	\$ 7	\$(42)	\$ (70)
Current period change	(9)	(4)	(28)	(41)
Balance at December 31, 2011	\$(44)	\$ 3	\$(70)	\$(111)

Variable Interest Entities

The primary beneficiary of a VIE is required to consolidate the VIE when it has both the power to direct the activities of the VIE that most significantly impact the VIE's economic performance and the obligation to absorb losses or the right to receive benefits from the VIE that could potentially be significant to the VIE. The adoption of this accounting guidance did not result in the traditional operating companies or Southern Power consolidating any VIEs that were not already consolidated under previous guidance, nor deconsolidating any VIEs.

Certain of the traditional operating companies have established certain wholly-owned trusts to issue preferred securities. See Note 6 under Long-Term Debt Payable to Affiliated Trusts for additional information. However, Southern Company and the applicable traditional operating companies are not considered the primary beneficiaries of the trusts. Therefore, the investments in these trusts are reflected as other investments, and the related loans from the trusts are reflected in long-term debt in the balance sheets.

Table of Contents**Index to Financial Statements****NOTES (continued)****Southern Company and Subsidiary Companies 2011 Annual Report****2. RETIREMENT BENEFITS**

Southern Company has a defined benefit, trustee, pension plan covering substantially all employees. This qualified pension plan is funded in accordance with requirements of the Employee Retirement Income Security Act of 1974, as amended (ERISA). No contributions to the qualified pension plan were made for the year ended December 31, 2011. No mandatory contributions to the qualified pension plan are anticipated for the year ending December 31, 2012. Southern Company also provides certain defined benefit pension plans for a selected group of management and highly compensated employees. Benefits under these non-qualified pension plans are funded on a cash basis. In addition, Southern Company provides certain medical care and life insurance benefits for retired employees through other postretirement benefit plans. The traditional operating companies fund related other postretirement trusts to the extent required by their respective regulatory commissions. For the year ending December 31, 2012, other postretirement trust contributions are expected to total approximately \$31 million.

Actuarial Assumptions

The weighted average rates assumed in the actuarial calculations used to determine both the benefit obligations as of the measurement date and the net periodic costs for the pension and other postretirement benefit plans for the following year are presented below. Net periodic benefit costs were calculated in 2008 for the 2009 plan year using a discount rate of 6.75% and an annual salary increase of 3.75%.

	2011	2010	2009
Discount rate:			
Pension plans	4.98%	5.52%	5.93%
Other postretirement benefit plans	4.88	5.40	5.83
Annual salary increase	3.84	3.84	4.18
Long-term return on plan assets:			
Pension plans*	8.45	8.45	8.20
Other postretirement benefit plans	7.39	7.40	7.51

* Net of estimated investment management expenses of 30 basis points.

The Company estimates the expected rate of return on pension plan and other postretirement benefit plan assets using a financial model to project the expected return on each current investment portfolio. The analysis projects an expected rate of return on each of seven different asset classes in order to arrive at the expected return on the entire portfolio relying on each trust's target asset allocation and reasonable capital market assumptions. The financial model is based on four key inputs: anticipated returns by asset class (based in part on historical returns), each trust's target asset allocation, an anticipated inflation rate, and the projected impact of a periodic rebalancing of each trust's portfolio.

An additional assumption used in measuring the accumulated other postretirement benefit obligations (APBO) is the weighted average medical care cost trend rate. The weighted average medical care cost trend rates used in measuring the APBO as of December 31, 2011 were as follows:

Initial Cost Trend Rate	Ultimate Cost Trend Rate	Year That Ultimate Rate Is Reached
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Pre-65	8.00%	5.00%	2019
Post-65 medical	6.00	5.00	2019
Post-65 prescription	6.00	5.00	2023

An annual increase or decrease in the assumed medical care cost trend rate of 1% would affect the APBO and the service and interest cost components at December 31, 2011 as follows:

	1 Percent Increase	1 Percent Decrease
	<i>(in millions)</i>	
Benefit obligation	\$125	\$(106)
Service and interest costs	7	(6)

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The total accumulated benefit obligation for the pension plans was \$7.4 billion at December 31, 2011 and \$6.7 billion at December 31, 2010. Changes in the projected benefit obligations and the fair value of plan assets during the plan years ended December 31, 2011 and 2010 were as follows:

	\$(1,279) 2011	\$(1,279) 2010
	<i>(in millions)</i>	
Change in benefit obligation		
Benefit obligation at beginning of year	\$ 7,223	\$ 6,758
Service cost	184	172
Interest cost	389	391
Benefits paid	(324)	(296)
Actuarial loss (gain)	607	198
Balance at end of year	8,079	7,223
Change in plan assets		
Fair value of plan assets at beginning of year	6,834	5,627
Actual return (loss) on plan assets	256	859
Employer contributions	34	644
Benefits paid	(324)	(296)
Fair value of plan assets at end of year	6,800	6,834
Accrued liability	\$ (1,279)	\$ (389)

At December 31, 2011, the projected benefit obligations for the qualified and non-qualified pension plans were \$7.5 billion and \$0.5 billion, respectively. All pension plan assets are related to the qualified pension plan.

Amounts recognized in the balance sheets at December 31, 2011 and 2010 related to the Company's pension plans consist of the following:

	\$(1,279) 2011	\$(1,279) 2010
	<i>(in millions)</i>	
Prepaid pension costs	\$	\$ 88
Other regulatory assets, deferred	2,614	1,749
Other current liabilities	(34)	(28)
Employee benefit obligations	(1,245)	(449)

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Accumulated OCI	109	68
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Presented below are the amounts included in accumulated OCI and regulatory assets at December 31, 2011 and 2010 related to the defined benefit pension plans that had not yet been recognized in net periodic pension cost along with the estimated amortization of such amounts for 2012.

	Prior Service Cost	Net (Gain) Loss
	<i>(in millions)</i>	
Balance at December 31, 2011:		
Accumulated OCI	\$ 7	\$ 102
Regulatory assets	128	2,486
Total	\$135	\$2,588
Balance at December 31, 2010:		
Accumulated OCI	\$ 8	\$ 60
Regulatory assets	159	1,590
Total	\$167	\$1,650
Estimated amortization in net periodic pension cost in 2012:		
Accumulated OCI	\$ 1	\$ 4
Regulatory assets	29	91
Total	\$ 30	\$ 95

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The components of OCI and the changes in the balance of regulatory assets related to the defined benefit pension plans for the years ended December 31, 2011 and 2010 are presented in the following table:

	Accumulated OCI	Regulatory Assets
	<i>(in millions)</i>	
Balance at December 31, 2009	\$ 74	\$1,894
Net (gain) loss	(4)	(106)
Change in prior service costs		2
Reclassification adjustments:		
Amortization of prior service costs	(1)	(32)
Amortization of net gain (loss)	(1)	(9)
Total reclassification adjustments	(2)	(41)
Total change	(6)	(145)
Balance at December 31, 2010	\$ 68	\$1,749
Net (gain) loss	43	915
Change in prior service costs		1
Reclassification adjustments:		
Amortization of prior service costs	(1)	(31)
Amortization of net gain (loss)	(1)	(20)
Total reclassification adjustments	(2)	(51)
Total change	41	865
Balance at December 31, 2011	\$109	\$2,614

Components of net periodic pension cost were as follows:

	2011	2010	2009
	<i>(in millions)</i>		
Service cost	\$ 184	\$ 172	\$ 146
Interest cost	389	391	387
Expected return on plan assets	(607)	(552)	(541)
Recognized net loss	21	10	7
Net amortization	32	33	35

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Net periodic pension cost \$ 19 \$ 54 \$ 34

Net periodic pension cost is the sum of service cost, interest cost, and other costs netted against the expected return on plan assets. The expected return on plan assets is determined by multiplying the expected rate of return on plan assets and the market-related value of plan assets. In determining the market-related value of plan assets, the Company has elected to amortize changes in the market value of all plan assets over five years rather than recognize the changes immediately. As a result, the accounting value of plan assets that is used to calculate the expected return on plan assets differs from the current fair value of the plan assets. Future benefit payments reflect expected future service and are estimated based on assumptions used to measure the projected benefit obligation for the pension plans. At December 31, 2011, estimated benefit payments were as follows:

	Benefit Payments
	<i>(in millions)</i>
2012	\$ 361
2013	380
2014	398
2015	418
2016	438
2017 to 2021	2,488

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Changes in the APBO and in the fair value of plan assets during the plan years ended December 31, 2011 and 2010 were as follows:

	2011	2010
	<i>(in millions)</i>	
Change in benefit obligation		
Benefit obligation at beginning of year	\$ 1,752	\$ 1,759
Service cost	21	25
Interest cost	92	100
Benefits paid	(103)	(95)
Actuarial loss (gain)	29	(41)
Plan amendments	(12)	(2)
Retiree drug subsidy	8	6
Balance at end of year	1,787	1,752
Change in plan assets		
Fair value of plan assets at beginning of year	802	743
Actual return (loss) on plan assets	4	82
Employer contributions	54	66
Benefits paid	(95)	(89)
Fair value of plan assets at end of year	765	802
Accrued liability	\$ (1,022)	\$ (950)

Amounts recognized in the balance sheets at December 31, 2011 and 2010 related to the Company's other postretirement benefit plans consist of the following:

	2011	2010
	<i>(in millions)</i>	
Other regulatory assets, deferred	\$ 345	\$ 292
Other current liabilities	(4)	(1)
Employee benefit obligations	(1,018)	(949)
Accumulated OCI	6	3

Presented below are the amounts included in accumulated OCI and regulatory assets at December 31, 2011 and 2010 related to the other postretirement benefit plans that had not yet been recognized in net periodic other postretirement benefit cost along with the estimated amortization of such amounts for 2012.

	Prior Service Cost	Net (Gain) Loss	Transition Obligation
<i>(in millions)</i>			
Balance at December 31, 2011:			
Accumulated OCI	\$	\$ 6	\$
Regulatory assets	17	314	14
Total	\$17	\$320	\$14
Balance at December 31, 2010:			
Accumulated OCI	\$	\$ 3	\$
Regulatory assets	34	233	25
Total	\$34	\$236	\$25
Estimated amortization as net periodic postretirement benefit cost in 2012:			
Accumulated OCI	\$	\$	\$
Regulatory assets	4	6	10
Total	\$ 4	\$ 6	\$10

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The components of OCI, along with the changes in the balance of regulatory assets, related to the other postretirement benefit plans for the plan years ended December 31, 2011 and 2010 are presented in the following table:

	Accumulated OCI	Regulatory Assets
	<i>(in millions)</i>	
Balance at December 31, 2009	\$ 5	\$ 374
Net (gain) loss	(2)	(60)
Change in prior service costs/transition obligation		(2)
Reclassification adjustments:		
Amortization of transition obligation		(10)
Amortization of prior service costs		(5)
Amortization of net gain (loss)		(5)
Total reclassification adjustments		(20)
Total change	(2)	(82)
Balance at December 31, 2010	\$ 3	\$ 292
Net (gain) loss	3	84
Change in prior service costs/transition obligation		(12)
Reclassification adjustments:		
Amortization of transition obligation		(10)
Amortization of prior service costs		(5)
Amortization of net gain (loss)		(4)
Total reclassification adjustments		(19)
Total change	3	53
Balance at December 31, 2011	\$ 6	\$ 345

Components of the other postretirement benefit plans net periodic cost were as follows:

	2011	2010	2009
	<i>(in millions)</i>		
Service cost	\$ 21	\$ 25	\$ 26
Interest cost	92	100	113
Expected return on plan assets	(64)	(63)	(61)

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Net amortization	20	20	25
Net postretirement cost	\$ 69	\$ 82	\$103

Future benefit payments, including prescription drug benefits, reflect expected future service and are estimated based on assumptions used to measure the APBO for the other postretirement benefit plans. Estimated benefit payments are reduced by drug subsidy receipts expected as a result of the Medicare Prescription Drug, Improvement, and Modernization Act of 2003 as follows:

	Benefit Payments	Subsidy Receipts	Total
		<i>(in millions)</i>	
2012	\$110	\$(10)	\$100
2013	116	(12)	104
2014	122	(13)	109
2015	128	(15)	113
2016	133	(16)	117
2017 to 2021	691	(90)	601

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Pension plan and other postretirement benefit plan assets are managed and invested in accordance with all applicable requirements, including ERISA and the Internal Revenue Code of 1986, as amended (Internal Revenue Code). In 2009, in determining the optimal asset allocation for the pension fund, the Company performed an extensive study based on projections of both assets and liabilities over a 10-year forward horizon. The primary goal of the study was to maximize plan funded status. The Company's investment policies for both the pension plan and the other postretirement benefit plans cover a diversified mix of assets, including equity and fixed income securities, real estate, and private equity. Derivative instruments are used primarily to gain efficient exposure to the various asset classes and as hedging tools. The Company minimizes the risk of large losses primarily through diversification but also monitors and manages other aspects of risk.

The composition of the Company's pension plan and other postretirement benefit plan assets as of December 31, 2011 and 2010, along with the targeted mix of assets for each plan, is presented below:

	Target	2011	2010
Pension plan assets:			
Domestic equity	26%	29%	29%
International equity	25	25	27
Fixed income	23	23	22
Special situations	3		
Real estate investments	14	14	13
Private equity	9	9	9
Total	100%	100%	100%
Other postretirement benefit plan assets:			
Domestic equity	41%	39%	40%
International equity	17	18	21
Domestic fixed income	30	31	29
Global fixed income	3	4	3
Special situations	1		
Real estate investments	5	5	4
Private equity	3	3	3
Total	100%	100%	100%

The investment strategy for plan assets related to the Company's qualified pension plan is to be broadly diversified across major asset classes. The asset allocation is established after consideration of various factors that affect the assets and liabilities of the pension plan including, but not limited to, historical and expected returns, volatility, correlations of asset classes, the current level of assets and liabilities, and the assumed growth in assets and liabilities. Because a significant portion of the liability of the pension plan is long-term in nature, the assets are invested consistent with long-term investment expectations for return and risk. To manage the actual asset class exposures relative to the target asset allocation, the Company employs a formal rebalancing program. As additional risk management, external investment managers and service providers are subject to written guidelines to ensure appropriate and prudent investment practices.

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Investment Strategies

Detailed below is a description of the investment strategies for each major asset category for the pension and other postretirement benefit plans disclosed above:

Domestic equity. A mix of large and small capitalization stocks with generally an equal distribution of value and growth attributes managed both actively and through passive index approaches.

International equity. An actively-managed mix of growth stocks and value stocks with both developed and emerging market exposure.

Fixed income. A mix of domestic and international bonds.

Trust-owned life insurance. Investments of the Company's taxable trusts aimed at minimizing the impact of taxes on the portfolio.

Special situations. Investments in opportunistic strategies with the objective of diversifying and enhancing returns and exploiting short-term inefficiencies as well as investments in promising new strategies of a longer-term nature.

Real estate investments. Investments in traditional private market, equity-oriented investments in real properties (indirectly through pooled funds or partnerships) and in publicly traded real estate securities.

Private equity. Investments in private partnerships that invest in private or public securities typically through privately-negotiated and/or structured transactions, including leveraged buyouts, venture capital, and distressed debt.

Benefit Plan Asset Fair Values

Following are the fair value measurements for the pension plan and the other postretirement benefit plan assets as of December 31, 2011 and 2010. The fair values presented are prepared in accordance with applicable accounting standards regarding fair value. For purposes of determining the fair value of the pension plan and other postretirement benefit plan assets and the appropriate level designation, management relies on information provided by the plan's trustee. This information is reviewed and evaluated by management with changes made to the trustee information as appropriate.

Securities for which the activity is observable on an active market or traded exchange are categorized as Level 1. Fixed income securities classified as Level 2 are valued using matrix pricing, a common model utilizing observable inputs. Domestic and international equity securities classified as Level 2 consist of pooled funds where the value is not quoted on an exchange but where the value is determined using observable inputs from the market. Securities that are valued using unobservable inputs are classified as Level 3 and include investments in real estate and investments in limited partnerships. The Company invests (through the pension plan trustee) directly in the limited partnerships which then invest in various types of funds or various private entities within a fund. The fair value of the limited partnerships' investments is based on audited annual capital accounts statements which are generally prepared on a fair value basis. The Company also relies on the fact that, in most instances, the underlying assets held by the limited partnerships are reported at fair value. External investment managers typically send

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valuations to both the custodian and to the Company within 90 days of quarter end. The custodian reports the most recent value available and adjusts the value for cash flows since the statement date for each respective fund.

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The fair values of pension plan assets as of December 31, 2011 and 2010 are presented below. These fair value measurements exclude cash, receivables related to investment income, pending investments sales, and payables related to pending investment purchases. Assets that are considered special situations investments are presented in the tables below based on the nature of the investment.

As of December 31, 2011:	Fair Value Measurements Using			Total
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant		
		Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
	<i>(in millions)</i>			
Assets:				
Domestic equity*	\$1,155	\$ 533	\$	\$1,688
International equity*	1,187	340		1,527
Fixed income:				
U.S. Treasury, government, and agency bonds		433		433
Mortgage- and asset-backed securities		135		135
Corporate bonds		832	3	835
Pooled funds		380		380
Cash equivalents and other	1	139		140
Real estate investments	220		782	1,002
Private equity			582	582
Total	\$2,563	\$2,792	\$1,367	\$6,722

* Level 1 securities consist of actively traded stocks while Level 2 securities consist of pooled funds. Management believes that the portfolio is well-diversified with no significant concentrations of risk.

As of December 31, 2010:	Fair Value Measurements Using			Total
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant		
		Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	

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(in millions)

Assets:				
Domestic equity*	\$1,266	\$ 511	\$ 1	\$1,778
International equity*	1,277	443		1,720
Fixed income:				
U.S. Treasury, government, and agency bonds		304		304
Mortgage- and asset-backed securities		247		247
Corporate bonds		594	2	596
Pooled funds		201		201
Cash equivalents and other	2	478		480
Real estate investments	184		674	858
Private equity			638	638
Total	\$2,729	\$2,778	\$1,315	\$6,822
Liabilities:				
Derivatives	(1)			(1)
Total	\$2,728	\$2,778	\$1,315	\$6,821

* Level 1 securities consist of actively traded stocks while Level 2 securities consist of pooled funds. Management believes that the portfolio is well-diversified with no significant concentrations of risk.

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Changes in the fair value measurement of the Level 3 items in the pension plan assets valued using significant unobservable inputs for the years ended December 31, 2011 and 2010 were as follows:

	2011		2010	
	Real Estate Investments	Private Equity	Real Estate Investments	Private Equity
	<i>(in millions)</i>			
Beginning balance	\$674	\$638	\$547	\$555
Actual return on investments:				
Related to investments held at year end	72	(12)	59	67
Related to investments sold during the year	20	47	18	18
Total return on investments	92	35	77	85
Purchases, sales, and settlements	16	(91)	50	(2)
Transfers into/out of Level 3				
Ending balance	\$782	\$582	\$674	\$638

The fair values of other postretirement benefit plan assets as of December 31, 2011 and 2010 are presented below. These fair value measurements exclude cash, receivables related to investment income, pending investments sales, and payables related to pending investment purchases. Assets that are considered special situations investments are presented in the tables below based on the nature of the investment.

	Fair Value Measurements Using			Total
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
	<i>(in millions)</i>			
Assets:				
Domestic equity*	\$156	\$ 38	\$	\$194
International equity*	45	39		84
Fixed income:				
U.S. Treasury, government, and agency bonds		24		24
Mortgage- and asset-backed securities		5		5

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Corporate bonds		32		32
Pooled funds		48		48
Cash equivalents and other		46		46
Trust-owned life insurance		291		291
Real estate investments	9		30	39
Private equity			23	23
Total	\$210	\$523	\$53	\$786

* Level 1 securities consist of actively traded stocks while Level 2 securities consist of pooled funds. Management believes that the portfolio is well-diversified with no significant concentrations of risk.

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As of December 31, 2010:	Fair Value Measurements Using Significant			Total
	Quoted Prices in Active Markets for Identical	Other Observable	Significant Unobservable	
	Assets (Level 1)	Inputs (Level 2)	Inputs (Level 3)	
	<i>(in millions)</i>			
Assets:				
Domestic equity*	\$176	\$ 45	\$	\$221
International equity*	49	50		99
Fixed income:				
U.S. Treasury, government, and agency bonds		15		15
Mortgage- and asset-backed securities		10		10
Corporate bonds		23		23
Pooled funds		34		34
Cash equivalents and other		41		41
Trust-owned life insurance		291		291
Real estate investments	7		26	33
Private equity			23	23
Total	\$232	\$509	\$49	\$790

* Level 1 securities consist of actively traded stocks while Level 2 securities consist of pooled funds. Management believes that the portfolio is well-diversified with no significant concentrations of risk.

Changes in the fair value measurement of the Level 3 items in the other postretirement benefit plan assets valued using significant unobservable inputs for the years ended December 31, 2011 and 2010 were as follows:

	2011		2010	
	Real Estate Investments	Private Equity	Real Estate Investments	Private Equity
	<i>(in millions)</i>			
Beginning balance	\$26	\$23	\$24	\$24
Actual return on investments:				
Related to investments held at year end	3		2	1
Related to investments sold during the year	1	2		
Total return on investments	4	2	2	1

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Purchases, sales, and settlements		(2)		(2)
Transfers into/out of Level 3				
Ending balance	\$30	\$23	\$26	\$23

Employee Savings Plan

Southern Company also sponsors a 401(k) defined contribution plan covering substantially all employees. The Company provides an 85% matching contribution on up to 6% of an employee's base salary. Total matching contributions made to the plan for 2011, 2010, and 2009 were \$78 million, \$76 million, and \$78 million, respectively.

Table of Contents**Index to Financial Statements****NOTES (continued)****Southern Company and Subsidiary Companies 2011 Annual Report****3. CONTINGENCIES AND REGULATORY MATTERS****General Litigation Matters**

Southern Company and its subsidiaries are subject to certain claims and legal actions arising in the ordinary course of business. In addition, the business activities of Southern Company's subsidiaries are subject to extensive governmental regulation related to public health and the environment such as regulation of air emissions and water discharges. Litigation over environmental issues and claims of various types, including property damage, personal injury, common law nuisance, and citizen enforcement of environmental requirements such as air quality and water standards, has increased generally throughout the U.S. In particular, personal injury and other claims for damages caused by alleged exposure to hazardous materials, and common law nuisance claims for injunctive relief and property damage allegedly caused by greenhouse gas and other emissions, have become more frequent. The ultimate outcome of such pending or potential litigation against Southern Company and its subsidiaries cannot be predicted at this time; however, for current proceedings not specifically reported herein, management does not anticipate that the ultimate liabilities, if any, arising from such current proceedings would have a material effect on Southern Company's financial statements.

Environmental Matters***New Source Review Actions***

In 1999, the EPA brought a civil action in the U.S. District Court for the Northern District of Georgia against certain Southern Company subsidiaries, including Alabama Power and Georgia Power, alleging that these subsidiaries had violated the New Source Review (NSR) provisions of the Clean Air Act and related state laws at certain coal-fired generating facilities. The EPA alleged NSR violations at five coal-fired generating facilities operated by Alabama Power, including a unit co-owned by Mississippi Power, and three coal-fired generating facilities operated by Georgia Power, including a unit co-owned by Gulf Power. The civil action sought penalties and injunctive relief, including an order requiring installation of the best available control technology at the affected units. The case against Georgia Power (including claims related to the unit co-owned by Gulf Power) was administratively closed in 2001 and has not been reopened. After Alabama Power was dismissed from the original action, the EPA filed a separate action in 2001 against Alabama Power (including claims related to the unit co-owned by Mississippi Power) in the U.S. District Court for the Northern District of Alabama.

In 2006, the U.S. District Court for the Northern District of Alabama entered a consent decree, resolving claims relating to the alleged NSR violations at Plant Miller. In September 2010, the EPA dismissed five of its eight remaining claims against Alabama Power, leaving only three claims, including one relating to the unit co-owned by Mississippi Power. On March 14, 2011, the U.S. District Court for the Northern District of Alabama granted Alabama Power summary judgment on all remaining claims and dismissed the case with prejudice. That judgment is on appeal to the U.S. Court of Appeals for the Eleventh Circuit.

Southern Company believes the traditional operating companies complied with applicable laws and regulations in effect at the time the work in question took place. The Clean Air Act authorizes maximum civil penalties of \$25,000 to \$37,500 per day, per violation, depending on the date of the alleged violation. An adverse outcome could require substantial capital expenditures that cannot be determined at this time and could possibly require payment of substantial penalties. Such expenditures could affect future results of operations, cash flows, and financial condition if such costs are not recovered through regulated rates. The ultimate outcome of these matters cannot be determined at this time.

Climate Change Litigation***Kivalina Case***

In 2008, the Native Village of Kivalina and the City of Kivalina filed a lawsuit in the U.S. District Court for the Northern District of California against several electric utilities (including Southern Company), several oil companies, and a coal company. The plaintiffs allege that the village

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is being destroyed by erosion allegedly caused by global warming that the plaintiffs attribute to emissions of greenhouse gases by the defendants. The plaintiffs assert claims for public and private nuisance and contend that some of the defendants (including Southern Company) acted in concert and are therefore jointly and severally liable for the plaintiffs' damages. The suit seeks damages for lost property values and for the cost of relocating the village, which is alleged to be \$95 million to \$400 million. In 2009, the U.S. District Court for the Northern District of California granted the defendants' motions to dismiss the case. The plaintiffs appealed the dismissal to the U.S. Court of Appeals for the Ninth Circuit. Southern Company believes that these claims are without merit. It is not possible to predict with certainty whether the Company will incur any liability or to estimate the reasonably possible losses, if any, that the Company might incur in connection with this matter. The ultimate outcome of this matter cannot be determined at this time.

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Table of Contents**Index to Financial Statements****NOTES (continued)****Southern Company and Subsidiary Companies 2011 Annual Report***Hurricane Katrina Case*

In 2005, immediately following Hurricane Katrina, a lawsuit was filed in the U.S. District Court for the Southern District of Mississippi by Ned Comer on behalf of Mississippi residents seeking recovery for property damage and personal injuries caused by Hurricane Katrina. In 2006, the plaintiffs amended the complaint to include Southern Company and many other electric utilities, oil companies, chemical companies, and coal producers. The plaintiffs allege that the defendants contributed to climate change, which contributed to the intensity of Hurricane Katrina. In 2007, the U.S. District Court for the Southern District of Mississippi dismissed the case. On appeal to the U.S. Court of Appeals for the Fifth Circuit, a three-judge panel reversed the U.S. District Court for the Southern District of Mississippi, holding that the case could proceed, but, on rehearing, the full U.S. Court of Appeals for the Fifth Circuit dismissed the plaintiffs' appeal, resulting in reinstatement of the decision of the U.S. District Court for the Southern District of Mississippi in favor of the defendants. On May 27, 2011, the plaintiffs filed an amended version of their class action complaint, arguing that the earlier dismissal was on procedural grounds and under Mississippi law the plaintiffs have a right to re-file. The amended complaint was also filed against numerous chemical, coal, oil, and utility companies, including Alabama Power, Georgia Power, Gulf Power, and Southern Power. Southern Company believes that these claims are without merit. It is not possible to predict with certainty whether the Company will incur any liability or to estimate the reasonably possible losses, if any, that the Company might incur in connection with this matter. The ultimate outcome of this matter cannot be determined at this time.

Environmental Remediation

The Southern Company system must comply with environmental laws and regulations that cover the handling and disposal of waste and releases of hazardous substances. Under these various laws and regulations, the Southern Company system could incur substantial costs to clean up properties. The traditional operating companies have each received authority from their respective state PSCs to recover approved environmental compliance costs through regulatory mechanisms. These rates are adjusted annually or as necessary within limits approved by the state PSCs.

Georgia Power's environmental remediation liability as of December 31, 2011 was \$17 million. Georgia Power has been designated or identified as a potentially responsible party (PRP) at sites governed by the Georgia Hazardous Site Response Act and/or by the federal Comprehensive Environmental Response, Compensation, and Liability Act (CERCLA), including a large site in Brunswick, Georgia on the CERCLA National Priorities List (NPL). The parties have completed the removal of wastes from the Brunswick site as ordered by the EPA. Additional cleanup and claims for recovery of natural resource damages at this site or for the assessment and potential cleanup of other sites on the Georgia Hazardous Sites Inventory and the CERCLA NPL are anticipated; however, they are not expected to have a material impact on Southern Company's financial statements.

In 2008, the EPA advised Georgia Power that it has been designated as a PRP at the Ward Transformer Superfund site located in Raleigh, North Carolina. Numerous other entities have also received notices regarding this site from the EPA.

On September 29, 2011, the EPA issued a unilateral administrative order (UAO) to Georgia Power and 22 other parties, ordering specific remedial action of certain areas at the Ward Transformer Superfund site. Georgia Power does not believe it is a liable party under CERCLA based on its alleged connection to the site. As a result, on November 7, 2011, Georgia Power filed a response with the EPA indicating that Georgia Power is not willing to undertake the work set forth in the UAO because Georgia Power has sufficient cause to believe it is not a liable party. On November 22, 2011, the EPA sent Georgia Power a letter stating that the EPA does not consider Georgia Power to be in compliance with the UAO. The EPA also stated that it is considering enforcement options against Georgia Power and other UAO recipients who are not complying with the UAO.

The EPA may seek to enforce the UAO in court pursuant to its enforcement authority under CERCLA and may seek recovery of its costs in undertaking the UAO work. If the court determines that a respondent failed to comply with the UAO without sufficient cause, the EPA may also seek civil penalties of up to \$37,500 per day for the violation and punitive damages of up to three times the costs incurred by the EPA as a result of the party's failure to comply with the UAO.

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In addition to the EPA's action at the Ward Transformer Superfund site, in 2009, Georgia Power, along with many other parties, was sued by several existing PRPs for cost recovery for a removal action that is currently taking place. Georgia Power and numerous other defendants moved for a dismissal of these lawsuits. The court denied the dismissal of the lawsuits in March 2010 but granted Georgia Power's motion regarding the dismissal of the claim pertaining to the plaintiffs' joint and several liability.

The ultimate outcome of these matters will depend upon the success of defenses asserted, the ultimate number of PRPs participating in the cleanup, and numerous other factors and cannot be determined at this time; however, as a result of the regulatory treatment, it is not expected to have a material impact on Southern Company's financial statements.

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Gulf Power's environmental remediation liability includes estimated costs of environmental remediation projects of approximately \$62 million as of December 31, 2011. These estimated costs relate to site closure criteria by the Florida Department of Environmental Protection (FDEP) for potential impacts to soil and groundwater from herbicide applications at Gulf Power substations. The schedule for completion of the remediation projects will be subject to FDEP approval. The projects have been approved by the Florida PSC for recovery through Gulf Power's environmental cost recovery clause; therefore, there was no impact on net income as a result of these estimates.

The final outcome of these matters cannot be determined at this time. However, based on the currently known conditions at these sites and the nature and extent of activities relating to these sites, management does not believe that additional liabilities, if any, at these sites would be material to the financial statements.

Nuclear Fuel Disposal Costs

Alabama Power and Georgia Power have contracts with the U.S., acting through the U.S. Department of Energy (DOE), that provide for the permanent disposal of spent nuclear fuel. The DOE failed to begin disposing of spent nuclear fuel in 1998 as required by the contracts, and Alabama Power and Georgia Power are pursuing legal remedies against the government for breach of contract.

In 2007, the U.S. Court of Federal Claims awarded Georgia Power approximately \$30 million, based on its ownership interests, and awarded Alabama Power approximately \$17 million, representing substantially all of the Southern Company system's direct costs of the expansion of spent nuclear fuel storage facilities at Plants Farley and Hatch and Plant Vogtle Units 1 and 2 from 1998 through 2004.

In 2008, the government filed an appeal and, on March 11, 2011, the U.S. Court of Appeals for the Federal Circuit issued an order in which it affirmed the damage award to Alabama Power, but remanded the Georgia Power portion of the proceeding back to the U.S. Court of Federal Claims for reconsideration of the damages amount in light of the spent nuclear fuel acceptance rates adopted in a separate proceeding by the U.S. Court of Appeals for the Federal Circuit. Georgia Power filed a motion for summary judgment related to a portion of the costs, which remains pending. On July 12, 2011, the court entered final judgment in favor of Alabama Power and awarded Alabama Power approximately \$17 million. In April 2012, the award will be credited to cost of service for the benefit of customers.

In 2008, a second claim against the government was filed for damages incurred after December 31, 2004 (the court-mandated cut-off in the original claim) due to the government's alleged continuing breach of contract. The complaint does not contain any specific dollar amount for recovery of damages. Damages will continue to accumulate until the issue is resolved or the storage is provided. No amounts have been recognized in the financial statements as of December 31, 2011 for the second claim.

The final outcome of these matters cannot be determined at this time, but no material impact on Southern Company's net income is expected as a significant portion of any damage amounts collected from the government are expected to be returned to customers.

Sufficient pool storage capacity for spent fuel is available at Plant Vogtle Units 1 and 2 to maintain full-core discharge capability for both units into 2014. Construction of an on-site dry storage facility at Plant Vogtle Units 1 and 2 is expected to begin in sufficient time to maintain pool full-core discharge capability. At Plants Hatch and Farley, on-site dry spent fuel storage facilities are operational and can be expanded to accommodate spent fuel through the expected life of each plant.

Income Tax Matters

Georgia State Income Tax Credits

Georgia Power's 2005 through 2009 income tax filings for the State of Georgia included state income tax credits for increased activity through Georgia ports. Georgia Power also filed similar claims for the years 2002 through 2004. In 2007, Georgia Power filed a complaint in the Superior Court of Fulton County to recover the credits claimed for the years 2002 through 2004. On June 10, 2011, Georgia Power and the

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Georgia Department of Revenue agreed to a settlement resolving the claims. As a result, Georgia Power recorded additional tax benefits of approximately \$64 million and, in accordance with the 2010 ARP, also recorded a related regulatory liability of approximately \$62 million. In addition, Georgia Power recorded a reduction of approximately \$23 million in related interest expense. See Retail Regulatory Matters Georgia Power Other Construction herein for additional information on the regulatory liability.

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Table of Contents**Index to Financial Statements****NOTES (continued)****Southern Company and Subsidiary Companies 2011 Annual Report****Retail Regulatory Matters***Alabama Power**Retail Rate Adjustments*

On July 12, 2011, the Alabama PSC issued an order to eliminate a tax-related adjustment under Alabama Power's rate structure effective with October 2011 billings. The elimination of this adjustment resulted in additional revenues of approximately \$31 million for 2011. In accordance with the order, Alabama Power made additional accruals to the natural disaster reserve (NDR) in the fourth quarter 2011 of an amount equal to such additional 2011 revenues. The NDR was impacted as a result of operations and maintenance expenses incurred in connection with the April 2011 storms in Alabama. See "Natural Disaster Reserve" below for additional information.

Rate RSE

Alabama Power operates under rate stabilization and equalization (Rate RSE) approved by the Alabama PSC. Alabama Power's Rate RSE adjustments are based on forward-looking information for the applicable upcoming calendar year. Rate adjustments for any two-year period, when averaged together, cannot exceed 4.0% and any annual adjustment is limited to 5.0%. Retail rates remain unchanged when the retail return on common equity (ROE) is projected to be between 13.0% and 14.5%. If Alabama Power's actual retail ROE is above the allowed equity return range, customer refunds will be required; however, there is no provision for additional customer billings should the actual retail ROE fall below the allowed equity return range.

In 2011, retail rates under Rate RSE remained unchanged from 2010. The expected effect of the Alabama PSC order eliminating a tax-related adjustment, discussed above, is to increase revenues by approximately \$150 million beginning in 2012. Accordingly, Alabama Power agreed to a moratorium on any increase in rates in 2012 under Rate RSE. Additionally, on December 1, 2011, Alabama Power made its Rate RSE submission to the Alabama PSC of projected data for calendar year 2012; earnings were within the specified return range, which precluded the need for a rate adjustment under Rate RSE. Under the terms of Rate RSE, the maximum possible increase for 2013 is 5.00%.

Rate CNP

Alabama Power's retail rates, approved by the Alabama PSC, provide for adjustments to recognize the placing of new generating facilities into retail service and the recovery of retail costs associated with certificated power purchase agreements (PPAs) under a rate certificated new plant (Rate CNP). Effective April 2010, Rate CNP was reduced by approximately \$70 million annually, primarily due to the expiration in May 2010 of the PPA with Southern Power covering the capacity of Plant Harris Unit 1. Effective on April 1, 2011, Rate CNP was reduced by approximately \$5 million annually. It is anticipated that no adjustment will be made to Rate CNP in 2012. As of December 31, 2011, Alabama Power had an under recovered certificated PPA balance of \$6 million which is included in deferred under recovered regulatory clause revenues in the balance sheet.

Alabama Power's rate certificated new plant environmental (Rate CNP Environmental) also allows for the recovery of Alabama Power's retail costs associated with environmental laws, regulations, or other such mandates. Rate CNP Environmental is based on forward-looking information and provides for the recovery of these costs pursuant to a factor that is calculated annually. Environmental costs to be recovered include operations and maintenance expenses, depreciation, and a return on certain invested capital. Retail rates increased approximately 4.3% in January 2010 due to environmental costs. There was no adjustment to Rate CNP Environmental to recover environmental costs in 2011. On December 1, 2011, Alabama Power submitted calculations associated with its cost of complying with environmental mandates, as provided under Rate CNP Environmental. The filing reflected a projected unrecovered retail revenue requirement for environmental compliance, which is to be recovered in the billing months of January 2012 through December 2012. On December 6, 2011, the Alabama PSC ordered that Alabama Power leave in effect for 2012 the factors associated with Alabama Power's environmental compliance costs for the year 2011. Any recoverable amounts associated with 2012 will be reflected in the 2013 filing. As of December 31, 2011, Alabama Power had an under recovered environmental clause balance of \$11 million which is included in deferred under recovered regulatory clause revenues in the balance sheet.

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Proposed and final environmental regulations could result in significant additional compliance costs that could affect future unit retirement and replacement decisions. On September 7, 2011, the Alabama PSC approved an order allowing for the establishment of a regulatory asset to record the unrecovered investment costs associated with any such decisions, including the unrecovered plant asset balance and the unrecovered costs associated with site removal and closure. These costs would be amortized over the affected unit's remaining useful life, as established prior to the decision regarding early retirement.

Fuel Cost Recovery

Alabama Power has established fuel cost recovery rates under Alabama Power's energy cost recovery rate (Rate ECR) as approved by the Alabama PSC. Rates are based on an estimate of future energy costs and the current over or under recovered balance. Revenues recognized under Rate ECR and recorded on the financial statements are adjusted for the difference in actual recoverable fuel costs and amounts billed in current regulated rates. The difference in the recoverable fuel costs and amounts billed give rise to the over or under recovered amounts recorded as regulatory assets or liabilities. Alabama Power, along with the Alabama PSC, continually monitors the over or under recovered cost balance to determine whether an adjustment to billing rates is required. Changes in the Rate ECR factor have no significant effect on net income, but will impact operating cash flows. Currently, the Alabama PSC may approve billing rates under Rate ECR of up to 5.910 cents per KWH. On December 6, 2011, the Alabama PSC issued a consent order that Alabama Power leave in effect the fuel cost recovery rates which began in April 2011 for 2012. Therefore, the Rate ECR factor as of January 1, 2012 remained at 2.681 cents per KWH. Effective with billings beginning in January 2013, the Rate ECR factor will be 5.910 cents per KWH, absent a further order from the Alabama PSC.

As of December 31, 2011 and 2010, Alabama Power had an under recovered fuel balance of approximately \$31 million and \$4 million, respectively, which is included in deferred under recovered regulatory clause revenues in the balance sheets. This classification is based on estimates, which include such factors as weather, generation availability, energy demand, and the price of energy. A change in any of these factors could have a material impact on the timing of any recovery of the under recovered fuel costs.

Natural Disaster Reserve

Based on an order from the Alabama PSC, Alabama Power maintains a reserve for operations and maintenance expenses to cover the cost of damages from major storms to its transmission and distribution facilities. The order approves a separate monthly Rate Natural Disaster Reserve (Rate NDR) charge to customers consisting of two components. The first component is intended to establish and maintain a reserve balance for future storms and is an on-going part of customer billing. The second component of the Rate NDR charge is intended to allow recovery of any existing deferred storm-related operations and maintenance costs and any future reserve deficits over a 24-month period. The Alabama PSC order gives Alabama Power authority to record a deficit balance in the NDR when costs of storm damage exceed any established reserve balance. Alabama Power has discretionary authority to accrue certain additional amounts as circumstances warrant.

As revenue from the Rate NDR charge is recognized, an equal amount of operations and maintenance expenses related to the NDR will also be recognized. As a result, the Rate NDR charge will not have an effect on net income but will impact operating cash flows.

In August 2010, the Alabama PSC approved an order enhancing the NDR that eliminated the \$75 million authorized limit and allows Alabama Power to make additional accruals to the NDR. The order also allows for reliability-related expenditures to be charged against the additional accruals when the NDR balance exceeds \$75 million. Alabama Power may designate a portion of the NDR to reliability-related expenditures as a part of an annual budget process for the following year or during the current year for identified unbudgeted reliability-related expenditures that are incurred. Accruals that have not been designated can be used to offset storm charges. Additional accruals to the NDR will enhance Alabama Power's ability to deal with the financial effects of future natural disasters, promote system reliability, and offset costs retail customers would otherwise bear. The structure of the monthly Rate NDR charge to customers is not altered and continues to include a component to maintain the reserve.

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During the first half of 2011, multiple storms caused varying degrees of damage to Alabama Power's transmission and distribution facilities. The most significant storms occurred on April 27, 2011, causing over 400,000 of Alabama Power's 1.4 million customers to be without electrical service. The cost of repairing the damage to facilities and restoring electrical service to customers as a result of these storms was \$42 million for operations and maintenance expenses and \$161 million for capital-related expenditures.

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In accordance with the order that was issued by the Alabama PSC on July 12, 2011 to eliminate a tax-related adjustment under Alabama Power's rate structure that resulted in additional revenues, Alabama Power made additional accruals to the NDR in the fourth quarter 2011 of an amount equal to the additional 2011 revenues, which were approximately \$31 million.

The accumulated balance in the NDR for the year ended December 31, 2011 was approximately \$110 million. For the year ended December 31, 2010, Alabama Power accrued an additional \$48 million to the NDR, resulting in an accumulated balance of approximately \$127 million. Accruals to the NDR are included in the balance sheets under other regulatory liabilities, deferred and are reflected as operations and maintenance expense in the statements of income.

Nuclear Outage Accounting Order

In August 2010, the Alabama PSC approved a change to the nuclear maintenance outage accounting process associated with routine refueling activities. Previously, Alabama Power accrued nuclear outage operations and maintenance expenses for the two units at Plant Farley during the 18-month cycle for the outages. In accordance with the new order, nuclear outage expenses are deferred when the charges actually occur and then amortized over the subsequent 18-month period.

The initial result of implementation of the new accounting order is that no nuclear maintenance outage expenses were recognized from January 2011 through December 2011, which decreased nuclear outage operations and maintenance expenses in 2011 from 2010 by approximately \$50 million. During the fall of 2011, approximately \$38 million of actual nuclear outage expenses associated with one unit at Plant Farley was deferred to a regulatory asset account; beginning in January 2012, these deferred costs are being amortized to nuclear operations and maintenance expenses over an 18-month period. During the spring of 2012, actual nuclear outage expenses associated with the other unit at Plant Farley will be deferred to a regulatory asset account; beginning in July 2012, these deferred costs will be amortized to nuclear operations and maintenance expenses over an 18-month period. Alabama Power will continue the pattern of deferral of nuclear outage expenses as incurred and the recognition of expenses over a subsequent 18-month period pursuant to the existing order.

Georgia Power

Rate Plans

The economic recession significantly reduced Georgia Power's revenues upon which retail rates were set by the Georgia PSC for 2008 through 2010 (2007 Retail Rate Plan). In 2009, despite stringent efforts to reduce expenses, Georgia Power's projected retail ROE for both 2009 and 2010 was below 10.25%. However, in lieu of a full base rate case to increase customer rates as allowed under the 2007 Retail Rate Plan, in 2009, the Georgia PSC approved Georgia Power's request for an accounting order. Under the terms of the accounting order, Georgia Power could amortize up to \$108 million of the regulatory liability related to other cost of removal obligations in 2009 and up to \$216 million in 2010, limited to the amount needed to earn no more than a 9.75% and 10.15% retail ROE in 2009 and 2010, respectively. For the years ended December 31, 2009 and 2010, Georgia Power amortized \$41 million and \$174 million, respectively, of the regulatory liability related to other cost of removal obligations.

In December 2010, the Georgia PSC approved the 2010 ARP, which became effective January 1, 2011. The terms of the 2010 ARP reflect a settlement agreement among Georgia Power, the Georgia PSC Public Interest Advocacy Staff, and eight other intervenors. Under the terms of the 2010 ARP, Georgia Power is amortizing approximately \$92 million of its remaining regulatory liability related to other cost of removal obligations over the three years ending December 31, 2013.

Also under the terms of the 2010 ARP, effective January 1, 2011, Georgia Power increased its (1) traditional base tariff rates by approximately \$347 million; (2) Demand-Side Management (DSM) tariff rates by approximately \$31 million; (3) ECCR tariff rate by approximately \$168 million; and (4) Municipal Franchise Fee (MFF) tariff rate by approximately \$16 million, for a total increase in base revenues of approximately \$562 million.

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Under the 2010 ARP, the following additional base rate adjustments have been or will be made to Georgia Power's tariffs in 2012 and 2013:

Effective January 1, 2012, the DSM tariffs increased by \$17 million;

Effective April 1, 2012 and January 1, 2013, the traditional base tariffs will increase by an estimated \$122 million and \$60 million, respectively, to recover the revenue requirements for the lesser of actual capital costs incurred or the amounts certified by the Georgia PSC for Plant McDonough Units 4, 5, and 6 for the period from commercial operation through December 31, 2013, which also reflects a separate settlement agreement associated with the June 30, 2011 quarterly construction monitoring report for Plant McDonough (see *Other Construction* below for additional information);

Effective January 1, 2013, the DSM tariffs will increase by \$18 million; and

The MFF tariff will increase consistent with these adjustments.

Under the 2010 ARP, Georgia Power's retail ROE is set at 11.15%, and earnings will be evaluated against a retail ROE range of 10.25% to 12.25%. Two-thirds of any earnings above 12.25% will be directly refunded to customers, with the remaining one-third retained by Georgia Power. There were no refunds related to earnings for 2011. If at any time during the term of the 2010 ARP, Georgia Power projects that retail earnings will be below 10.25% for any calendar year, it may petition the Georgia PSC for the implementation of an Interim Cost Recovery (ICR) tariff to adjust Georgia Power's earnings back to a 10.25% retail ROE. The Georgia PSC will have 90 days to rule on any such request. If approved, any ICR tariff would expire at the earlier of January 1, 2014 or the end of the calendar year in which the ICR tariff becomes effective. In lieu of requesting implementation of an ICR tariff, or if the Georgia PSC chooses not to implement the ICR, Georgia Power may file a full rate case.

Except as provided above, Georgia Power will not file for a general base rate increase while the 2010 ARP is in effect. Georgia Power is required to file a general rate case by July 1, 2013, in response to which the Georgia PSC would be expected to determine whether the 2010 ARP should be continued, modified, or discontinued.

2011 Integrated Resource Plan Update

On August 4, 2011, Georgia Power filed an update to its Integrated Resource Plan (2011 IRP Update). The filing included Georgia Power's application to decertify and retire Plant Branch Units 1 and 2 as of December 31, 2013 and October 1, 2013, the compliance dates for the respective units under the Georgia Multi-Pollutant Rule. Georgia Power also requested approval of expenditures for certain baghouse project preparation work at Plants Bowen, Wansley, and Hammond. However, as a result of the considerable uncertainty regarding pending federal environmental regulations, Georgia Power is continuing to defer decisions to add controls, switch fuel, or retire its remaining fleet of coal- and oil-fired generation where environmental controls have not yet been installed, representing approximately 2,600 megawatts (MWs) of capacity. Georgia Power is currently updating its economic analysis of these units based on the final Mercury and Air Toxics Standards (MATS) rule and currently expects that certain units, representing approximately 600 MWs of capacity, are more likely than others to switch fuel or be controlled in time to comply with the MATS rule. If the updated economic analysis shows more positive benefits associated with adding controls or switching fuel for more units, it is unlikely that all of the required controls could be completed by April 16, 2015, the compliance date for the MATS rule. As a result, Georgia Power cannot rely on the availability of approximately 2,000 MWs of capacity in 2015. As such, the 2011 IRP Update also includes Georgia Power's application requesting that the Georgia PSC certify the purchase of a total of 1,562 MWs of capacity beginning in 2015 from four PPAs selected through the 2015 request for proposal process. If approved, these PPAs are expected to result in additional contractual obligations of approximately \$84 million in 2015, \$102 million in 2016, and \$1.4 billion thereafter.

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In addition, Georgia Power filed a request with the Georgia PSC on August 4, 2011 for the certification of 562 MWs of certain wholesale capacity that is scheduled to be returned to retail service in 2015 and 2016 under a September 2010 agreement with the Georgia PSC. On January 30, 2012, Georgia Power entered into a stipulation with the Georgia PSC Advocacy Staff to grant the Georgia PSC an extension to the Georgia PSC's termination option date from February 1, 2012 to March 27, 2012. The Georgia PSC can exercise the termination option under specific conditions, such as changes in the cost of compliance with the EPA rules and coal unit retirement decisions.

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Under the terms of the 2010 ARP, any costs associated with changes to Georgia Power's approved environmental operating or capital budgets resulting from new or revised environmental regulations through 2013 that are approved by the Georgia PSC in connection with an updated Integrated Resource Plan will be deferred as a regulatory asset to be recovered over a time period deemed appropriate by the Georgia PSC. In connection with the retirement decision, Georgia Power reclassified the retail portion of the net carrying value of Plant Branch Units 1 and 2 from plant in service, net of depreciation, to other utility plant, net. Georgia Power is continuing to depreciate these units using the current composite straight-line rates previously approved by the Georgia PSC and upon actual retirement has requested that the Georgia PSC approve the continued deferral and amortization of the units' remaining net carrying value. As a result of this regulatory treatment, the de-certification of Plant Branch Units 1 and 2 is not expected to have a significant impact on Southern Company's financial statements.

The Georgia PSC is expected to vote on these requests in March 2012. The ultimate outcome of these matters cannot be determined at this time.

Fuel Cost Recovery

Georgia Power has established fuel cost recovery rates approved by the Georgia PSC. The Georgia PSC approved an increase in Georgia Power's total annual billings of approximately \$373 million effective April 2010, as well as a decrease of approximately \$43 million effective June 1, 2011. In addition, the Georgia PSC has authorized an interim fuel rider, which allows Georgia Power to adjust its fuel cost recovery rates prior to the next fuel case if the under recovered fuel balance exceeds budget by more than \$75 million. Georgia Power currently expects to file its next case on March 30, 2012, with rates to be effective July 1, 2012.

At December 31, 2011, Georgia Power's under recovered fuel balance totaled approximately \$137 million, all of which is included in current assets.

Fuel cost recovery revenues as recorded on the financial statements are adjusted for differences in actual recoverable fuel costs and amounts billed in current regulated rates. Accordingly, changes in the billing factor will not have a significant effect on Southern Company's revenues or net income, but will affect cash flow.

Nuclear Construction

In 2009, the NRC issued an Early Site Permit and Limited Work Authorization to Southern Nuclear, on behalf of Georgia Power, Oglethorpe Power Corporation (OPC), the Municipal Electric Authority of Georgia (MEAG Power), and the City of Dalton, Georgia, an incorporated municipality in the State of Georgia acting by and through its Board of Water, Light, and Sinking Fund Commissioners (collectively, Owners), related to two additional nuclear units on the site of Plant Vogtle (Plant Vogtle Units 3 and 4). See Note 4 for additional information on the Owners. In 2008, Southern Nuclear filed applications with the NRC for the combined construction and operating licenses (COLs) for the new units. The NRC certified the Westinghouse Electric Company LLC's (Westinghouse) Design Certification Document, as amended (DCD), for the AP1000 reactor design, effective December 30, 2011. On February 9, 2012, the NRC affirmed a decision directing the NRC staff to proceed with issuance of the COLs for Plant Vogtle Units 3 and 4 in accordance with its regulations. The COLs were received on February 10, 2012. Receipt of the COLs allows full construction to begin on Plant Vogtle Units 3 and 4, which are expected to attain commercial operation in 2016 and 2017, respectively.

On February 16, 2012, a group of four plaintiffs who had intervened in the NRC's COL proceedings for Plant Vogtle Units 3 and 4 filed a petition in the U.S. Court of Appeals for the District of Columbia Circuit seeking judicial review and a stay of the NRC's issuance of the COLs. In addition, on February 16, 2012, a group of nine plaintiffs filed a petition with the U.S. Court of Appeals for the District of Columbia Circuit seeking judicial review of the NRC's certification of the DCD. The Company intends to vigorously contest these petitions.

In 2009, the Georgia PSC voted to certify construction of Plant Vogtle Units 3 and 4. In addition, the Georgia PSC voted to approve inclusion of the related construction work in progress accounts in rate base. Also in 2009, the Governor of the State of Georgia signed into law the Georgia Nuclear Energy Financing Act that allows Georgia Power to recover financing costs for nuclear construction projects by including the related construction work in progress accounts in rate base during the construction period. With respect to Plant Vogtle Units 3 and 4, this legislation

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allows Georgia Power to recover projected financing costs of approximately \$1.7 billion during the construction period beginning in 2011, which reduces the projected in-service cost to approximately \$4.4 billion. The Georgia PSC has ordered Georgia Power to report against this total certified cost of approximately \$6.1 billion. In addition, in December 2010, the Georgia PSC approved Georgia Power's Nuclear Construction Cost Recovery (NCCR) tariff. The NCCR tariff became effective January 1, 2011 and annual adjustments are filed with the Georgia PSC on November 1 to become effective on January 1 of the following year. Georgia Power is collecting and amortizing to earnings approximately \$91 million of financing costs,

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capitalized in 2009 and 2010, over the five-year period ending December 31, 2015, in addition to the ongoing financing costs. At December 31, 2011, approximately \$73 million of these 2009 and 2010 costs remained in construction work in progress. At December 31, 2011, Georgia Power's portion of construction work in progress for Plant Vogtle Units 3 and 4 was \$1.9 billion.

On February 10, 2012, the Georgia PSC voted to approve Georgia Power's fifth semi-annual construction monitoring report including total costs of \$1.7 billion for Plant Vogtle Units 3 and 4 incurred through June 30, 2011. Georgia Power will continue to file construction monitoring reports by February 28 and August 31 of each year during the construction period.

In 2008, Georgia Power, acting for itself and as agent for the Owners, and a consortium consisting of Westinghouse and Stone & Webster, Inc. (collectively, Consortium) entered into an engineering, procurement, and construction agreement to design, engineer, procure, construct, and test two AP1000 nuclear units with electric generating capacity of approximately 1,100 MWs each and related facilities, structures, and improvements at Plant Vogtle (Vogtle 3 and 4 Agreement).

The Vogtle 3 and 4 Agreement is an arrangement whereby the Consortium supplies and constructs the entire facility with the exception of certain items provided by the Owners. Under the terms of the Vogtle 3 and 4 Agreement, the Owners agreed to pay a purchase price that will be subject to certain price escalations and adjustments, including fixed escalation amounts and certain index-based adjustments, as well as adjustments for change orders, and performance bonuses for early completion and unit performance. Each Owner is severally (and not jointly) liable for its proportionate share, based on its ownership interest, of all amounts owed to the Consortium under the Vogtle 3 and 4 Agreement. Georgia Power's proportionate share is 45.7%.

The Owners and the Consortium have agreed to certain liquidated damages upon the Consortium's failure to comply with the schedule and performance guarantees. The Consortium's liability to the Owners for schedule and performance liquidated damages and warranty claims is subject to a cap.

Certain payment obligations of Westinghouse and Stone & Webster, Inc. under the Vogtle 3 and 4 Agreement are guaranteed by Toshiba Corporation and The Shaw Group, Inc., respectively. In the event of certain credit rating downgrades of any Owner, such Owner will be required to provide a letter of credit or other credit enhancement.

The Owners may terminate the Vogtle 3 and 4 Agreement at any time for their convenience, provided that the Owners will be required to pay certain termination costs and, at certain stages of the work, cancellation fees to the Consortium. The Consortium may terminate the Vogtle 3 and 4 Agreement under certain circumstances, including delays in receipt of the COLs or delivery of full notice to proceed, certain Owner suspension or delays of work, action by a governmental authority to permanently stop work, certain breaches of the Vogtle 3 and 4 Agreement by the Owners, Owner insolvency, and certain other events.

The Owners and the Consortium have established both informal and formal dispute resolution procedures in accordance with the Vogtle 3 and 4 Agreement in order to resolve issues arising during the course of constructing a project of this magnitude. The Consortium and Georgia Power (on behalf of the Owners) have successfully initiated both formal and informal claims through these procedures, including ongoing claims, to resolve disputes and expect to resolve any existing and future disputes through these procedures as well.

During the course of construction activities, issues have arisen that may impact the project budget and schedule, including potential costs associated with design changes the Consortium made to the DCD during the NRC review process and potential costs associated with delays in the project schedule related to the timing of approval of the DCD and issuance of the COLs. The Consortium has not specified the amount of these costs, but such costs could be substantial, and Georgia Power expects the Consortium to seek recovery of these costs. Georgia Power is engaged in discussions with the Consortium regarding the allocation of responsibility for these costs under the terms of the Vogtle 3 and 4 Agreement. Georgia Power has not agreed that the Owners have responsibility for any of these costs and, with regard to most of these costs, denies any liability and Georgia Power intends to vigorously defend itself in these matters. Georgia Power expects negotiations with the Consortium to continue over the next several months. If these costs are imposed upon the Owners, Georgia Power would seek an amendment to the certified cost of Plant Vogtle Units 3 and 4 if necessary. Additional claims by the Consortium and Georgia Power (on behalf of the Owners)

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may arise throughout the construction of Plant Vogtle Units 3 and 4.

There are pending technical and procedural challenges to the construction and licensing of Plant Vogtle Units 3 and 4, including legal challenges to the NRC's issuance of the COLs and certification of the DCD. Similar additional challenges at the state and federal level are expected as construction proceeds.

The ultimate outcome of these matters cannot be determined at this time.

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Georgia Power is currently constructing Plant McDonough Units 5 and 6 which are expected to be placed into service in May and November 2012, respectively. Georgia Power completed construction of Plant McDonough Unit 4 and placed it into service on December 28, 2011. On January 24, 2012, the Georgia PSC approved a stipulation agreement between Georgia Power and the Georgia PSC Public Interest Advocacy Staff to increase the certified amount for the project by 3.9% and to amortize \$62 million of a regulatory liability for state income tax credits over a 21-month period beginning April 2012. See *Income Tax Matters* *Georgia State Income Tax Credits* herein for additional information on this regulatory liability and *Rate Plans* above for additional information on base rate increases in 2012 and 2013 associated with the new units.

The Georgia PSC has also approved Georgia Power's quarterly construction monitoring reports, including actual project expenditures incurred, through June 30, 2011. Georgia Power will continue to file quarterly construction monitoring reports throughout the construction period.

Integrated Coal Gasification Combined Cycle

Mississippi Power is constructing a new electric generating facility located in Kemper County, Mississippi that will utilize an integrated coal gasification combined cycle technology with an output capacity of 582 MWs (Kemper IGCC). In May 2010, Mississippi Power filed a motion with the Mississippi PSC accepting the conditions contained in the Mississippi PSC order confirming Mississippi Power's application for a certificate of public convenience and necessity (CPCN) authorizing the acquisition, construction, and operation of the Kemper IGCC. In June 2010, the Mississippi PSC issued the CPCN.

The estimated cost of the plant is \$2.4 billion, net of \$245 million of grants awarded to the project by the DOE under the Clean Coal Power Initiative Round 2 (CCPI2). The Mississippi PSC's order (1) approved a construction cost cap of up to \$2.88 billion (exemptions from the cost cap include the cost of the lignite mine and equipment and the carbon dioxide (CO₂) pipeline facilities), (2) provided for the establishment of operational cost and revenue parameters based upon assumptions in Mississippi Power's proposal, and (3) approved financing cost recovery on construction work in progress (CWIP) balances, which provided for the accrual of AFUDC in 2010 and 2011 and provides for the recovery of financing costs on 100% of CWIP in 2012, 2013, and through May 1, 2014 (provided that the amount of CWIP allowed is (i) reduced by the amount of state and federal government construction cost incentives received by Mississippi Power in excess of \$296 million to the extent that such amount increases cash flow for the pertinent regulatory period and (ii) justified by a showing that such CWIP allowance will benefit customers over the life of the plant). The Mississippi PSC order established periodic prudence reviews during the annual CWIP review process. Of the total costs incurred through March 2009, \$46 million has been reviewed and approved by the Mississippi PSC. A decision regarding the remaining \$5 million has been deferred to a later date. The timing of the review of the remaining Kemper IGCC costs is uncertain.

The Kemper IGCC plant, expected to begin commercial operation in May 2014, will use locally mined lignite (an abundant, lower heating value coal) from a mine adjacent to the plant as fuel. In conjunction with the Kemper IGCC, Mississippi Power will own the lignite mine and equipment and will acquire mineral reserves located around the plant site in Kemper County. The estimated capital cost of the mine is approximately \$245 million. In May 2010, Mississippi Power executed a 40-year management fee contract with Liberty Fuels Company, LLC, a subsidiary of The North American Coal Corporation (Liberty Fuels), which will develop, construct, and manage the mining operations. The contract with Liberty Fuels is effective June 2010 through the end of the mine reclamation. On December 13, 2011, the Mississippi Department of Environmental Quality (MDEQ) approved the surface coal mining and the water pollution control permits for the mining operations operated by Liberty Fuels. On January 12, 2012, two individuals each filed a notice of appeal and a request for evidentiary hearing with the MDEQ regarding the surface coal mining and water pollution control permits.

In 2009, Mississippi Power received notification from the IRS formally certifying that the IRS allocated \$133 million of Internal Revenue Code Section 48A tax credits (Phase I) to Mississippi Power. On April 19, 2011, Mississippi Power received notification from the IRS formally certifying that the IRS allocated \$279 million of Internal Revenue Code Section 48A tax credits (Phase II) to Mississippi Power. The utilization of Phase I and Phase II credits is dependent upon meeting the IRS certification requirements, including an in-service date no later than May 11, 2014 for the Phase I credits and April 19, 2016 for the Phase II credits. In order to remain eligible for the Phase II credits, Mississippi Power plans to capture and sequester (via enhanced oil recovery) at least 65% of the CO₂ produced by the plant during operations in accordance with

the recapture rules for Section 48A investment tax credits.

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Through December 31, 2011, Mississippi Power received or accrued tax benefits totaling \$100 million for these tax credits, which will be amortized as a reduction to depreciation and amortization over the life of the Kemper IGCC. As a result of 100% bonus tax depreciation on certain assets placed, or to be placed, in service in 2011 and 2012, and the subsequent reduction in federal taxable income, Mississippi Power estimates that it will not be able to utilize \$77 million of these tax credits until after 2012. IRS guidelines allow these unused tax credits to be carried forward for 20 years, expiring at the end of 2031, if not utilized before then.

In 2008, Mississippi Power requested that the DOE transfer the remaining funds previously granted under the CCPI2 from a cancelled integrated coal gasification combined cycle project of one of Southern Company's subsidiaries that would have been located in Orlando, Florida, and, later in 2008, an agreement was reached to assign the remaining funds (\$270 million) to the Kemper IGCC. Through December 31, 2011, Mississippi Power received grant funds of \$245 million that were used for the construction of the Kemper IGCC. An additional \$25 million is expected to be received for its initial operation.

On March 10, 2011, the Sierra Club filed a lawsuit in the U.S. District Court for the District of Columbia against the DOE regarding the National Environmental Policy Act review process for the Kemper IGCC asking for a preliminary and permanent injunction on the issuance of CCPI2 funds and loan guarantees and a stay to any related construction activities based upon alleged deficiencies in the DOE's environmental impact statement. Mississippi Power intervened as a party in this lawsuit on May 18, 2011. On November 18, 2011, the U.S. District Court for the District of Columbia denied the Sierra Club's motion for preliminary injunction in the case and dismissed with prejudice the portion of the Sierra Club's claim relating to loan guarantees. On February 2, 2012, the Sierra Club filed for a voluntary dismissal with prejudice of all claims against the DOE pending in the U.S. District Court for the District of Columbia.

In March 2010, the MDEQ issued the Prevention of Significant Deterioration (PSD) air permit modification for the Kemper IGCC, which modifies the original PSD air permit issued in 2008. The Sierra Club requested a formal evidentiary hearing regarding the issuance of the modified permit. On April 4, 2011, the MDEQ Permit Board unanimously affirmed the PSD air permit. On June 30, 2011, the Sierra Club appealed the final PSD air permit issued by the MDEQ to the Chancery Court of Kemper County, Mississippi. Mississippi Power has intervened as a party in this appeal.

In June 2010, the Sierra Club filed an appeal of the Mississippi PSC's June 2010 decision to grant the CPCN for the Kemper IGCC with the Chancery Court of Harrison County, Mississippi (Chancery Court). Subsequently, in July 2010, the Sierra Club also filed an appeal directly with the Mississippi Supreme Court. In October 2010, the Mississippi Supreme Court dismissed the Sierra Club's direct appeal. On February 28, 2011, the Chancery Court issued a judgment affirming the Mississippi PSC's order authorizing the construction of the Kemper IGCC. On March 1, 2011, the Sierra Club appealed the Chancery Court's decision to the Mississippi Supreme Court.

In July 2010, Mississippi Power and South Mississippi Electric Power Association (SMEPA) entered into an Asset Purchase Agreement whereby SMEPA agreed to purchase a 17.5% undivided ownership interest in the Kemper IGCC. The closing of this transaction is conditioned upon execution of a joint ownership and operating agreement, receipt of all construction permits, appropriate regulatory approvals, financing, and other conditions. In December 2010, Mississippi Power and SMEPA filed a joint petition with the Mississippi PSC requesting regulatory approval for SMEPA's 17.5% ownership of the Kemper IGCC.

On March 4, 2011, Mississippi Power and Denbury Onshore (Denbury), a subsidiary of Denbury Resources Inc., entered into a contract pursuant to which Denbury will purchase 70% of the CO₂ captured from the Kemper IGCC. On May 19, 2011, Mississippi Power and Treetop Midstream Services, LLC (Treetop), an affiliate of Tellus Operating Group, LLC and a subsidiary of Tenrgys, LLC, entered into a contract pursuant to which Treetop will purchase 30% of the CO₂ captured from the Kemper IGCC.

On April 27, 2011, Mississippi Power submitted to the Mississippi PSC a proposed rate schedule detailing Certificated New Plant-A (CNP-A), a new proposed cost recovery mechanism designed specifically to recover financing costs during the construction phase of the Kemper IGCC. As part of the review of the mechanism, the Mississippi PSC will consider costs to be included as well as the allowed rate of return. CNP-A rate filings are made annually. The first filing was made on November 15, 2011 and requested an 11.66% increase in rates, or approximately \$98 million annually, to recover these financing costs. If approved by the Mississippi PSC, CNP-A will remain in place thereafter until the end of the

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calendar year that the Kemper IGCC is placed into commercial service, which is projected to be 2014.

On August 9, 2011, Mississippi Power submitted to the Mississippi PSC a proposed rate schedule detailing Certificated New Plant-B (CNP-B) to govern rates effective from the first calendar year after the Kemper IGCC is placed into commercial service through the first seven full calendar years of its operation. Under the proposed CNP-B, Mississippi Power's allowed cost of capital would be adjusted based on certain operational performance indicators.

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On June 7, 2011, consistent with the treatment of non-capital costs incurred during the pre-construction period, the Mississippi PSC granted Mississippi Power the authority to defer all non-capital Kemper IGCC-related costs to a regulatory asset during the construction period. This includes deferred costs associated with the generation resource planning, evaluation, and screening activities for the Kemper IGCC. The amortization period for the regulatory asset will be determined by the Mississippi PSC at a later date. In addition, Mississippi Power is authorized to accrue carrying costs on the unamortized balance of such regulatory assets at a rate and in a manner to be determined by the Mississippi PSC in future cost recovery mechanism proceedings.

On September 9, 2011, Mississippi Power filed a request for confirmation of the Kemper IGCC's CPCN with the Mississippi PSC authorizing the acquisition, construction, and operation of approximately 61 miles of CO₂ pipeline infrastructure at an estimated capital cost of \$141 million. On January 11, 2012, the Mississippi PSC affirmed the confirmation of the Kemper IGCC's CPCN for the acquisition, construction, and operation of the CO₂ pipeline.

As of December 31, 2011, Mississippi Power had spent a total of \$943 million on the Kemper IGCC, including regulatory filing costs. Of this total, \$918 million was included in CWIP (which is net of \$245 million of CCPI2 grant funds), \$21 million was recorded in other regulatory assets, \$3 million was recorded in other deferred charges and assets, and \$1 million was previously expensed.

The ultimate outcome of these matters cannot be determined at this time.

4. JOINT OWNERSHIP AGREEMENTS

Alabama Power owns an undivided interest in Units 1 and 2 at Plant Miller and related facilities jointly with Power South Energy Cooperative, Inc. Georgia Power owns undivided interests in Plants Vogtle, Hatch, Scherer, and Wansley in varying amounts jointly with OPC, MEAG Power, the City of Dalton, Georgia, Florida Power & Light Company, and Jacksonville Electric Authority. In addition, Georgia Power has joint ownership agreements with OPC for the Rocky Mountain facilities and with Florida Power Corporation for a combustion turbine unit at Intercession City, Florida. Southern Power owns an undivided interest in Plant Stanton Unit A and related facilities jointly with the Orlando Utilities Commission, Kissimmee Utility Authority, and Florida Municipal Power Agency.

At December 31, 2011, Alabama Power's, Georgia Power's, and Southern Power's percentage ownership and investment (exclusive of nuclear fuel) in jointly owned facilities in commercial operation with the above entities were as follows:

Facility (Type)	Percent	Amount of	Accumulated
	Ownership	Investment	Depreciation
		<i>(in millions)</i>	
Plant Vogtle (nuclear) Units 1 and 2	45.7%	\$3,296	\$1,962
Plant Hatch (nuclear)	50.1	978	545
Plant Miller (coal) Units 1 and 2	91.8	1,389	510
Plant Scherer (coal) Units 1 and 2	8.4	157	76
Plant Wansley (coal)	53.5	709	225
Rocky Mountain (pumped storage)	25.4	175	113
Intercession City (combustion turbine)	33.3	12	4
Plant Stanton (combined cycle) Unit A	65.0	154	27

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At December 31, 2011, the portion of total construction work in progress related to Plants Miller, Scherer, and Wansley was \$7 million, \$63 million, and \$36 million, respectively. Construction at Plants Miller, Wansley, and Scherer relates primarily to environmental projects.

Alabama Power, Georgia Power, and Southern Power have contracted to operate and maintain the jointly owned facilities, except for Rocky Mountain and Intercession City, as agents for their respective co-owners. The companies' proportionate share of their plant operating expenses is included in the corresponding operating expenses in the statements of income and each company is responsible for providing its own financing.

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Southern Company files a consolidated federal income tax return and combined state income tax returns for the States of Alabama, Georgia, Mississippi, and Texas. Under a joint consolidated income tax allocation agreement, each subsidiary's current and deferred tax expense is computed on a stand-alone basis and no subsidiary is allocated more expense than would be paid if it filed a separate income tax return. In accordance with IRS regulations, each company is jointly and severally liable for the federal tax liability.

Current and Deferred Income Taxes

Details of income tax provisions are as follows:

	2011	2010	2009
	<i>(in millions)</i>		
Federal			
Current	\$ 57	\$ 42	\$ 771
Deferred	1,035	898	40
	\$ 1,092	940	811
State			
Current	8	(54)	100
Deferred	119	140	(15)
	127	86	85
Total	\$ 1,219	\$ 1,026	\$ 896

Net cash payments/(refunds) for income taxes in 2011, 2010, and 2009 were \$(401) million, \$276 million, and \$975 million, respectively.

The tax effects of temporary differences between the carrying amounts of assets and liabilities in the financial statements and their respective tax bases, which give rise to deferred tax assets and liabilities, are as follows:

	2011	2010
	<i>(in millions)</i>	
Deferred tax liabilities		
Accelerated depreciation	\$ 7,882	\$ 6,833
Property basis differences	1,256	1,150
Leveraged lease basis differences	277	263
Employee benefit obligations	499	485
Under recovered fuel clause	82	179

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Premium on reacquired debt	111	109
Regulatory assets associated with employee benefit obligations	1,198	814
Regulatory assets associated with asset retirement obligations	546	509
Other	276	215
Total	12,127	10,557
Deferred tax assets		
Federal effect of state deferred taxes	393	386
State effect of federal deferred taxes	1	50
Employee benefit obligations	1,594	1,179
Over recovered fuel clause	33	40
Other property basis differences	134	119
Deferred costs	55	100
Cost of removal	40	52
Tax credit carryforward	129	192
Unbilled revenue	110	126
Other comprehensive losses	81	69
Asset retirement obligations	546	509
Other	357	331
Total	3,473	3,153
Total deferred tax liabilities, net	8,654	7,404
Portion included in prepaid expenses (accrued income taxes), net	125	117
Deferred state tax assets	86	91
Valuation allowance	(56)	(58)
Accumulated deferred income taxes	\$ 8,809	\$ 7,554

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At December 31, 2011, Southern Company had subsidiaries with State of Georgia net operating loss (NOL) carryforwards totaling \$879 million, which could result in net state income tax benefits of \$51 million, if utilized. However, the subsidiaries have established a valuation allowance for the potential \$51 million tax benefit due to the remote likelihood that the tax benefit will be realized. These NOLs expire between 2012 and 2021. Beginning in 2002, the State of Georgia allowed Southern Company to file a combined return, which has prevented the creation of any additional NOL carryforwards.

At December 31, 2011, the tax-related regulatory assets to be recovered from customers were \$1.4 billion. These assets are attributable to tax benefits that flowed through to customers in prior years, to deferred taxes previously recognized at rates lower than the current enacted tax law, and to taxes applicable to capitalized interest. In 2010, \$82 million was deferred as a regulatory asset related to the impact of the Patient Protection and Affordable Care Act and the Health Care and Education Reconciliation Act of 2010 (together, the Acts). The Acts eliminated the deductibility of healthcare costs that are covered by federal Medicare subsidy payments. The traditional operating companies will recover and amortize the regulatory asset as approved by the state PSCs over periods not exceeding 15 years.

At December 31, 2011, the tax-related regulatory liabilities to be credited to customers were \$224 million. These liabilities are attributable to deferred taxes previously recognized at rates higher than the current enacted tax law and to unamortized investment tax credits.

In accordance with regulatory requirements, deferred investment tax credits are amortized over the life of the related property with such amortization normally applied as a credit to reduce depreciation in the statements of income. Credits amortized in this manner amounted to \$19 million in 2011, \$23 million in 2010, and \$24 million in 2009. At December 31, 2011, all investment tax credits available to reduce federal income taxes payable had not been utilized. The remaining investment tax credits will be carried forward and utilized in future years.

In September 2010, the Small Business Jobs and Credit Act of 2010 (SBJCA) was signed into law. The SBJCA includes an extension of the 50% bonus depreciation for certain property acquired and placed in service in 2010 (and for certain long-term construction projects placed in service in 2011). Additionally, in December 2010, the Tax Relief, Unemployment Insurance Reauthorization, and Job Creation Act of 2010 (Tax Relief Act) was signed into law. Major tax incentives in the Tax Relief Act include 100% bonus depreciation for property placed in service after September 8, 2010 and through 2011 (and for certain long-term construction projects to be placed in service in 2012) and 50% bonus depreciation for property placed in service in 2012 (and for certain long-term construction projects to be placed in service in 2013). The application of the bonus depreciation provisions in these acts significantly increased deferred tax liabilities related to accelerated depreciation.

Effective Tax Rate

A reconciliation of the federal statutory income tax rate to the effective income tax rate is as follows:

	2011	2010	2009
Federal statutory rate	35.0%	35.0%	35.0%
State income tax, net of federal deduction	2.4	1.8	2.1
Employee stock plans dividend deduction	(1.1)	(1.2)	(1.4)
Non-deductible book depreciation	0.7	0.8	0.9
Difference in prior years deferred and current tax rate	(0.1)	(0.1)	(0.1)
AFUDC-Equity	(1.5)	(2.2)	(2.7)
Production activities deduction			(0.7)
ITC basis difference	(0.2)	(0.4)	
Leveraged lease termination			(0.9)
MC Asset Recovery			2.7

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Donations			(0.4)
Other	(0.2)	(0.2)	(0.1)
Effective income tax rate	35.0%	33.5%	34.4%

Southern Company's effective tax rate is lower than or equal to the statutory rate primarily due to the employee stock plans' dividend deduction and AFUDC equity, which is not taxable.

Southern Company's 2011 effective tax rate increased from 2010 primarily due to less AFUDC equity capitalized and no Georgia state income tax credits for activity through Georgia ports available to Southern Company in 2011. Additionally, the tax benefit of the basis difference associated with investment tax credits realized during construction decreased in 2011 as compared to 2010.

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For 2011, the total amount of unrecognized tax benefits decreased by \$176 million, resulting in a balance of \$120 million as of December 31, 2011.

Changes during the year in unrecognized tax benefits were as follows:

	0000000000 2011	0000000000 2010	0000000000 2009
	<i>(in millions)</i>		
Unrecognized tax benefits at beginning of year	\$ 296	\$199	\$146
Tax positions from current periods	46	62	53
Tax positions increase from prior periods	1	62	12
Tax positions decrease from prior periods	(111)	(27)	(10)
Reductions due to settlements	(112)		
Reductions due to expired statute of limitations			(2)
Balance at end of year	\$ 120	\$296	\$199

The tax positions from current periods for 2011 relate primarily to a litigation settlement refund claim in 2009 relating to MC Asset Recovery, LLC, the tax accounting method change for repairs-generation assets, and other miscellaneous tax positions. See *Effective Tax Rate* herein for additional information. The tax positions decrease from prior periods and reductions due to settlements for 2011 relate to the settlement of the Georgia state tax credit litigation on June 10, 2011. See Note 3 under *Income Tax Matters* *Georgia State Income Tax Credits* for additional information. In addition, the tax positions decrease from prior periods for 2011 also relates to the uncertain tax position for the tax accounting method change for repairs-transmission and distribution assets. See *Tax Method of Accounting for Repairs* herein for additional information.

The impact on Southern Company's effective tax rate, if recognized, was as follows:

	0000000000 2011	0000000000 2010	0000000000 2009
	<i>(in millions)</i>		
Tax positions impacting the effective tax rate	\$ 69	\$217	\$199
Tax positions not impacting the effective tax rate	51	79	
Balance of unrecognized tax benefits	\$120	\$296	\$199

The tax positions impacting the effective tax rate for 2011 primarily relate to the production activities deduction tax position and the 2009 litigation settlement refund claim referenced above. See *Effective Tax Rate* herein for additional information. The tax positions not impacting

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the effective tax rate for 2011 relate to the timing difference associated with the tax accounting method change for repairs-generation assets. These amounts are presented on a gross basis without considering the related federal or state income tax impact. See Tax Method of Accounting for Repairs herein for additional information.

Accrued interest for unrecognized tax benefits was as follows:

	0000000000 2011	0000000000 2010	0000000000 2009
	<i>(in millions)</i>		
Interest accrued at beginning of year	\$ 29	\$21	\$15
Interest reclassified due to settlements	(24)		
Interest accrued during the year	5	8	6
Balance at end of year	\$ 10	\$29	\$21

Southern Company classifies interest on tax uncertainties as interest expense. The interest reclassified due to settlements in 2011 is primarily associated with the Georgia state tax credit litigation settled on June 10, 2011.

Southern Company did not accrue any penalties on uncertain tax positions.

It is reasonably possible that the amount of the unrecognized tax benefits associated with a majority of Southern Company's unrecognized tax positions will significantly increase or decrease within the next 12 months. The resolution of the tax accounting method change for repairs-generation assets, as well as the conclusion or settlement of federal or state audits, could impact the balances significantly. At this time, an estimate of the range of reasonably possible outcomes cannot be determined.

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The IRS has audited and closed all tax returns prior to 2007 and is currently auditing the federal income tax returns for 2007-2009. For tax years 2010 through 2012, Southern Company is in the Compliance Assurance Program of the IRS. The audits for the state returns have either been concluded, or the statute of limitations has expired, for years prior to 2006.

Tax Method of Accounting for Repairs

Southern Company submitted a tax accounting method change for repair costs associated with its subsidiaries' generation, transmission, and distribution systems with the filing of the 2009 federal income tax return in September 2010. The new tax method resulted in net positive cash flow in 2010 of approximately \$297 million for Southern Company on a consolidated basis. On August 19, 2011, the IRS issued a revenue procedure, which provides a safe harbor method of accounting that taxpayers may use to determine repair costs for transmission and distribution property. Based upon this guidance from the IRS, the uncertain tax position for the tax accounting method change for repairs-transmission and distribution assets has been removed. However, the IRS continues to work with the utility industry in an effort to resolve the repair costs for generation assets matter in a consistent manner for all utilities. On December 23, 2011, the IRS published regulations on the deduction and capitalization of expenditures related to tangible property that generally apply for tax years beginning on or after January 1, 2012. The utility industry anticipates more detailed guidance concerning these regulations. Due to the uncertainty regarding the ultimate resolution of the repair costs for generation assets, an unrecognized tax position has been recorded for the tax accounting method change for repairs-generation assets. The ultimate outcome of this matter cannot be determined at this time.

6. FINANCING**Long-Term Debt Payable to Affiliated Trusts**

Certain of the traditional operating companies formed certain wholly-owned trust subsidiaries for the purpose of issuing preferred securities. The proceeds of the related equity investments and preferred security sales were loaned back to the applicable traditional operating company through the issuance of junior subordinated notes totaling \$206 million as of December 31, 2011 and \$412 million as of December 31, 2010, which constitute substantially all of the assets of these trusts and are reflected in the balance sheets as long-term debt. Each traditional operating company considers that the mechanisms and obligations relating to the preferred securities issued for its benefit, taken together, constitute a full and unconditional guarantee by it of the respective trust's payment obligations with respect to these securities. At December 31, 2011 and 2010, trust preferred securities of \$200 million and \$400 million, respectively, were outstanding. See Note 1 under "Variable Interest Entities" for additional information on the accounting treatment for these trusts and the related securities.

Securities Due Within One Year

A summary of scheduled maturities and redemptions of securities due within one year at December 31 was as follows:

	2011	2010
	<i>(in millions)</i>	
Pollution control revenue bonds	\$ 8	\$ 8
Capitalized leases	24	23
Senior notes	1,200	600
Other long-term debt	493	670
Total	\$ 1,717	\$ 1,301

Maturities through 2016 applicable to total long-term debt are as follows: \$1.7 billion in 2012; \$2.1 billion in 2013; \$449 million in 2014; \$1.2 billion in 2015; and \$1.2 billion in 2016.

Bank Term Loans

Certain of the traditional operating companies have entered into various floating rate bank term loan agreements for loans bearing interest based on one-month London Interbank Offered Rate (LIBOR). At December 31, 2011 and 2010, certain of the traditional operating companies (Georgia Power and Mississippi Power) had outstanding bank term loans totaling \$690 million and \$615 million, respectively. During 2011, Georgia Power entered into \$250 million aggregate principal amount of long-term bank loans and \$200 million aggregate principal amount of short-term bank loans. Also during 2011, Mississippi Power entered into \$240 million aggregate principal amount of long-term bank loans. The proceeds of these loans were used to repay maturing long-term and short-term indebtedness and for other general corporate purposes, including the applicable subsidiary's continuous construction program.

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Subsequent to December 31, 2011, Georgia Power entered into a floating rate six-month short-term bank loan in an aggregate principal amount of \$100 million bearing interest based on one-month LIBOR.

These bank loans have covenants that limit debt levels to 65% of total capitalization, as defined in the agreements. For purposes of these definitions, debt excludes the long-term debt payable to affiliated trusts and other hybrid securities. At December 31, 2011, Georgia Power and Mississippi Power were each in compliance with their respective debt limits.

In addition, these bank loans contain cross default provisions that would be triggered if the borrower defaulted on other indebtedness above a specified threshold. The cross default provisions are restricted to the indebtedness, including any guarantee obligations, of the company that has such bank loans. Georgia Power and Mississippi Power are currently in compliance with all such covenants.

Senior Notes

Southern Company and its subsidiaries issued a total of \$2.8 billion of senior notes in 2011. Southern Company issued \$500 million, and the traditional operating companies and Southern Power's combined issuances totaled \$2.3 billion. The proceeds of these issuances were used to repay long-term and short-term indebtedness, to fund acquisitions, and for other general corporate purposes, including the applicable subsidiary's continuous construction program.

At December 31, 2011 and 2010, Southern Company and its subsidiaries had a total of \$15.9 billion and \$15.2 billion, respectively, of senior notes outstanding. At December 31, 2011 and 2010, Southern Company had a total of \$1.8 billion and \$1.6 billion, respectively, of senior notes outstanding.

Subsequent to December 31, 2011, Southern Company's \$500 million aggregate principal amount of Series 2007A 5.30% Senior Notes matured.

Subsequent to December 31, 2011, Alabama Power issued \$250 million aggregate principal amount of Series 2012A 4.10% Senior Notes due January 15, 2042. The proceeds were used for general corporate purposes, including Alabama Power's continuous construction program.

Subsequent to December 31, 2011, Alabama Power announced the redemption of \$250 million aggregate principal amount of its Series 2007B 5.875% Senior Notes due April 1, 2047 that will occur on April 2, 2012.

Pollution Control Revenue Bonds

Pollution control obligations represent loans to the traditional operating companies from public authorities of funds derived from sales by such authorities of revenue bonds issued to finance pollution control and solid waste disposal facilities. The traditional operating companies had \$3.4 billion and \$3.1 billion of outstanding pollution control revenue bonds at December 31, 2011 and 2010, respectively. The traditional operating companies are required to make payments sufficient for the authorities to meet principal and interest requirements of such bonds. Proceeds from certain issuances are restricted until qualifying expenditures are incurred.

Subsequent to December 31, 2011, Alabama Power announced the redemption of approximately \$1 million aggregate principal amount of The Industrial Development Board of the Town of West Jefferson Solid Waste Disposal Revenue Bonds (Alabama Power Company Miller Plant Project), Series 2008 that will occur on March 12, 2012.

Plant Daniel Revenue Bonds

In October 2011, in connection with Mississippi Power's election under its operating lease of Plant Daniel Units 3 and 4 to purchase the assets, Mississippi Power assumed the obligations of the lessor related to \$270 million aggregate principal amount of Mississippi Business Finance Corporation Taxable Revenue Bonds, 7.13% Series 1999A due October 21, 2021, issued for the benefit of the lessor. See Note 1 under Property,

Plant, and Equipment and Assets Subject to Lien herein for additional information.

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Other revenue bond obligations represent loans to Mississippi Power from a public authority of funds derived from the sale by such authority of revenue bonds. Mississippi Power had \$50 million and \$100 million of such obligations outstanding at December 31, 2011 and 2010, respectively. Such amounts are reflected in the statements of capitalization as long-term senior notes and debt.

Assets Subject to Lien

Each of Southern Company's subsidiaries is organized as a legal entity, separate and apart from Southern Company and its other subsidiaries. Alabama Power and Gulf Power have granted one or more liens on certain of their respective property in connection with the issuance of certain pollution control revenue bonds with an outstanding principal amount of \$194 million. There are no agreements or other arrangements among the Southern Company system companies under which the assets of one company have been pledged or otherwise made available to satisfy obligations of Southern Company or any of its other subsidiaries.

On October 20, 2011, Mississippi Power purchased Plant Daniel Units 3 and 4 for approximately \$85 million in cash and the assumption of \$270 million face value (with a fair value on the assumption date of \$346 million) of debt obligations of the lessor related to Plant Daniel Units 3 and 4, which mature in 2021 and bear interest at a fixed stated interest rate of 7.13% per annum. These obligations are secured by Plant Daniel Units 3 and 4 and certain personal property. See Note 1 under Property, Plant, and Equipment for additional information.

Bank Credit Arrangements

At December 31, 2011, committed credit arrangements with banks were as follows:

Company	Expires ^(a)					Unused	Due Within One Year		Executable Term-Loans		
	2012	2013	2014	2016	Total		Term Out	No Term Out	One Year	Two Years	
	<i>(in millions)</i>					<i>(in millions)</i>		<i>(in millions)</i>		<i>(in millions)</i>	

Southern Company