ALABAMA POWER CO
Form 35-CERT
June 27, 2002

CERTIFICATE OF NOTIFICATION

Filed by

GEORGIA POWER COMPANY

Pursuant to orders of the Securities and Exchange Commission (the "Commission") dated December 15, 1994, January 17, 1996, August 26, 1996, January 14, 1997, January 29, 1997, February 5, 1997, June 10, 1997, January 16, 1998, December 7, 1998 and June 8, 2001 in the matter of File No. 70-8461.

Georgia Power Company (the "Company") hereby certifies to said Commission, pursuant to Rule 24, as follows with respect to the transactions described herein:

1. On June 21, 2002, the issuance and sale by Georgia Power Capital Trust V, a Delaware statutory business trust (the "Trust"), of 17,600,000 of its 7 1/8% Trust Preferred Securities (Liquidation Amount $25 per Preferred Security) (the "Trust Preferred Securities") and all transactions relating thereto were carried out in accordance with the terms and conditions of and for the purposes represented by the application, as amended, and of said orders with respect thereto.

2. The issuance by the Company of $453,608,250 aggregate principal amount of its Series E 7 1/8% Junior Subordinated Notes due March 31, 2042 (the "Junior Subordinated Notes"), pursuant to the Third Supplemental Indenture dated as of June 21, 2002, supplementing the Subordinated Note Indenture dated as of June 1, 1997, between the Company and JPMorgan Chase Bank (formerly The Chase Manhattan Bank), as Trustee, was carried out in accordance with the terms and conditions of and for the purposes represented by the application, as amended, and of said orders with respect thereto.

3. The execution by the Company of the Guarantee Agreement, dated as of June 1, 2002, providing for the guarantee by the Company of certain obligations of the Trust in respect of the Trust Preferred Securities was carried out in accordance with the terms and conditions of and for the purposes represented by the application, as amended, and of said orders with respect thereto.

- 2 -

4. Filed herewith are the following exhibits:

Exhibit A - Prospectus Supplement with respect to the Trust Preferred Securities, dated June 13, 2002. (Filed electronically June 17, 2002, in File Nos. 333-57884, 333-57884-01, 333-57884-02, 333-57884-03 and 333-57884-04.)

Exhibit B - Underwriting Agreement dated June 13, 2002. (Designated in Form 8-K dated June 13, 2002, as Exhibit 1.)

Exhibit C - Amended and Restated Trust Agreement dated as of June 1, 2002. (Designated in Form 8-K dated June 13, 2002, as Exhibit 4.7-A.)

Exhibit D - Third Supplemental Indenture to the Subordinated Note Indenture dated as of June 21, 2002, between the Company and JPMorgan Chase Bank, as trustee. (Designated in Form 8-K dated June 13, 2002, as Exhibit 4.4.)

Exhibit E - Guarantee Agreement dated as of June 1, 2002 with respect to the Trust Preferred Securities. (Designated in Form 8-K dated June 13, 2002, as Exhibit 4.11-A.)

Exhibit F - Opinion of Troutman Sanders LLP dated June 27, 2002.

Dated June 27, 2002

GEORGIA POWER COMPANY

By /s/Wayne Boston
Wayne Boston
Assistant Secretary