

SOUTHERN CO  
 Form 10-Q  
 August 08, 2016  
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UNITED STATES  
 SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

FORM 10-Q  
 þ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)  
 OF THE SECURITIES EXCHANGE ACT OF 1934  
 For the quarterly period ended June 30, 2016  
 OR  
 ¨ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)  
 OF THE SECURITIES EXCHANGE ACT OF 1934  
 For the transition period from to

Commission File Number	Registrant, State of Incorporation, Address and Telephone Number	I.R.S. Employer Identification No.
1-3526	The Southern Company (A Delaware Corporation) 30 Ivan Allen Jr. Boulevard, N.W. Atlanta, Georgia 30308 (404) 506-5000	58-0690070
1-3164	Alabama Power Company (An Alabama Corporation) 600 North 18 <sup>th</sup> Street Birmingham, Alabama 35203 (205) 257-1000	63-0004250
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 Boulevard Gulfport, Mississippi 39501 (228) 864-1211	64-0205820

Southern Power Company  
(A Delaware Corporation)  
001-37803 30 Ivan Allen Jr. Boulevard, N.W. 58-2598670  
Atlanta, Georgia 30308  
(404) 506-5000

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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 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 Accelerated Filer	Accelerated Filer	Non-accelerated Filer	Smaller Reporting 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.)

Registrant	Description of Common Stock	Shares Outstanding at June 30, 2016
The Southern Company	Par Value \$5 Per Share	941,598,673
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	5,642,717
Mississippi Power Company	Without Par Value	1,121,000
Southern Power Company	Par Value \$0.01 Per Share	1,000

This combined Form 10-Q 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 registrant is filed by such registrant on its own behalf. Each registrant makes no representation as to information relating to the other registrants.

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## DEFINITIONS

Term	Meaning
2012 MPSC CPCN Order	A detailed order issued by the Mississippi PSC in April 2012 confirming the CPCN originally approved by the Mississippi PSC in 2010 authorizing the acquisition, construction, and operation of the Kemper IGCC
2013 ARP	Alternative Rate Plan approved by the Georgia PSC in 2013 for Georgia Power for the years 2014 through 2016 and subsequently extended through 2019
AFUDC	Allowance for funds used during construction
Alabama Power	Alabama Power Company
ASU	Accounting Standards Update
Baseload Act	State of Mississippi legislation designed to enhance the Mississippi PSC's authority to facilitate development and construction of baseload generation in the State of Mississippi
Bridge Agreement	Senior unsecured Bridge Credit Agreement, dated as of September 30, 2015, among Southern Company, the lenders identified therein, and Citibank, N.A.
CCR	Coal combustion residuals
CO <sub>2</sub>	Carbon dioxide
COD	Commercial operation date
Contractor	Westinghouse and its affiliate, WECTEC Global Project Services Inc. (formerly known as CB&I Stone & Webster, Inc.), formerly a subsidiary of The Shaw Group Inc. and Chicago Bridge & Iron Company N.V.
CPCN	Certificate of public convenience and necessity
CWIP	Construction work in progress
DOE	U.S. Department of Energy
Eligible Project Costs	Certain costs of construction relating to Plant Vogtle Units 3 and 4 that are eligible for financing under the Title XVII Loan Guarantee Program
EPA	U.S. Environmental Protection Agency
FASB	Financial Accounting Standards Board
FERC	Federal Energy Regulatory Commission
FFB	Federal Financing Bank
Fitch	Fitch Ratings, Inc.
Form 10-K	Combined Annual Report on Form 10-K of Southern Company, Alabama Power, Georgia Power, Gulf Power, Mississippi Power, and Southern Power for the year ended December 31, 2015
GAAP	U.S. generally accepted accounting principles
Georgia Power	Georgia Power Company
Gulf Power	Gulf Power Company
IGCC	Integrated coal gasification combined cycle
IIC	Intercompany interchange contract
Internal Revenue Code	Internal Revenue Code of 1986, as amended
IRS	Internal Revenue Service
ITC	Investment tax credit
Kemper IGCC	IGCC facility under construction by Mississippi Power in Kemper County, Mississippi
KWH	Kilowatt-hour
LIBOR	London Interbank Offered Rate
MATS rule	Mercury and Air Toxics Standards rule
Merger	The merger of Merger Sub with and into Southern Company Gas on the terms and subject to the conditions set forth in the Merger Agreement, with Southern Company Gas continuing as the

surviving corporation and a wholly-owned, direct subsidiary of Southern Company



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## DEFINITIONS

(continued)

Term	Meaning
Merger Agreement	Agreement and Plan of Merger, dated August 23, 2015, among Southern Company, Southern Company Gas, and Merger Sub
Merger Sub	AMS Corp., a wholly-owned, direct subsidiary of Southern Company
Mirror CWIP	A regulatory liability account for use in mitigating future rate impacts for Mississippi Power customers
Mississippi Power	Mississippi Power Company
mmBtu	Million British thermal units
Moody's	Moody's Investors Service, Inc.
MW	Megawatt
NCCR	Georgia Power's Nuclear Construction Cost Recovery
NRC	U.S. Nuclear Regulatory Commission
OCI	Other comprehensive income
PEP	Mississippi Power's Performance Evaluation Plan
Plant Vogtle Units 3 and 4	Two new nuclear generating units under construction at Georgia Power's Plant Vogtle
power pool	The operating arrangement whereby the integrated generating resources of the traditional electric operating companies and Southern Power Company (excluding subsidiaries) are subject to joint commitment and dispatch in order to serve their combined load obligations
PPA	Power purchase agreements and contracts for differences that provide the owner of the renewable facility a certain fixed price for the electricity sold to the grid
PSC	Public Service Commission
PTC	Production tax credit
Rate CNP	Alabama Power's Rate Certificated New Plant
Rate CNP Compliance	Alabama Power's Rate Certificated New Plant Compliance
Rate CNP PPA	Alabama Power's Rate Certificated New Plant Power Purchase Agreement
Rate RSE	Alabama Power's Rate Stabilization and Equalization plan
registrants	Southern Company, Alabama Power, Georgia Power, Gulf Power, Mississippi Power, and Southern Power Company
ROE	Return on equity
S&P	Standard and Poor's Ratings Services, a division of The McGraw Hill Companies, Inc.
scrubber	Flue gas desulfurization system
SCS	Southern Company Services, Inc. (the Southern Company system service company)
SEC	U.S. Securities and Exchange Commission
SMEPA	South Mississippi Electric Power Association
Southern Company	The Southern Company
Southern Company Gas	Southern Company Gas (formerly known as AGL Resources Inc.)
Southern Company system	Southern Company, the traditional electric operating companies, Southern Power, Southern Electric Generating Company, Southern Nuclear, SCS, Southern Communications Services, Inc., and other subsidiaries as of June 30, 2016
Southern Nuclear	Southern Nuclear Operating Company, Inc.
Southern Power	Southern Power Company and its subsidiaries Alabama Power, Georgia Power, Gulf Power, and Mississippi Power

traditional electric  
operating companies

Vogle Owners Georgia Power, Oglethorpe Power Corporation, the Municipal Electric Authority of Georgia,  
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

Westinghouse Westinghouse Electric Company LLC

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This Quarterly Report on Form 10-Q contains forward-looking statements. Forward-looking statements include, among other things, statements concerning retail rates, the strategic goals for the wholesale business, economic conditions, fuel and environmental cost recovery and other rate actions, current and proposed environmental regulations and related compliance plans and estimated expenditures, pending or potential litigation matters, access to sources of capital, financing activities, completion dates of acquisitions and construction projects, filings with state and federal regulatory authorities, federal income tax benefits, estimated sales and purchases under power sale and purchase agreements, and estimated construction and other plans and expenditures. In some cases, forward-looking statements can be identified by terminology such as "may," "will," "could," "should," "expects," "plans," "anticipates," "believes," "estimates," "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 utility industry, environmental laws regulating emissions, discharges, and disposal to air, water, and land, 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, without limitation, IRS 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 and natural gas, including those relating to weather, the general economy and recovery from the last recession, population and business growth (and declines), the effects of energy conservation and efficiency measures, including from the development and deployment of alternative energy sources such as self-generation and distributed generation technologies, and any potential economic impacts resulting from federal fiscal decisions;
- available sources and costs of natural gas and other fuels;
- limits on pipeline capacity;
- effects of inflation;
- the ability to control costs and avoid cost overruns during the development and construction of facilities, which include the development and construction of generating facilities with designs that have not been finalized or previously constructed, including changes in labor costs and productivity, adverse weather conditions, shortages and inconsistent quality of equipment, materials, and labor, contractor or supplier delay, non-performance under construction, operating, or other agreements, operational readiness, including specialized operator training and required site safety programs, unforeseen engineering or design problems, start-up activities (including major equipment failure and system integration), and/or operational performance (including additional costs to satisfy any operational parameters ultimately adopted by any PSC);
  - the ability to construct facilities in accordance with the requirements of permits and licenses, to satisfy any environmental performance standards and the requirements of tax credits and other incentives, and to integrate facilities into the Southern Company system upon completion of construction;
- investment performance of Southern Company's employee and retiree benefit plans and the Southern Company system's 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;
- legal proceedings and regulatory approvals and actions related to Plant Vogtle Units 3 and 4, including Georgia PSC approvals and NRC actions;

actions related to cost recovery for the Kemper IGCC, including the ultimate impact of the 2015 decision of the Mississippi Supreme Court, the Mississippi PSC's December 2015 rate order, and related legal or regulatory proceedings, Mississippi PSC review of the prudence of Kemper IGCC costs and approval of further permanent rate recovery plans, actions relating to proposed securitization, satisfaction of requirements to utilize grants, and the ultimate impact of the termination of the proposed sale of an interest in the Kemper IGCC to SMEPA;

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

(continued)

the ability to successfully operate the electric utilities' generating, transmission, and distribution facilities and Southern Company Gas' natural gas distribution and storage facilities and the successful performance of necessary corporate functions;

- the inherent risks involved in operating and constructing nuclear generating facilities, including environmental, health, regulatory, natural disaster, terrorism, and financial risks;

the inherent risks involved in transporting and storing natural gas;

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 possibility that the anticipated benefits from the Merger cannot be fully realized or may take longer to realize than expected, the possibility that costs related to the integration of Southern Company and Southern Company Gas will be greater than expected, the ability to retain and hire key personnel and maintain relationships with customers,

suppliers, or other business partners, and the diversion of management time on integration-related issues;

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 the Southern Company system's business or Southern Company Gas' business resulting from cyber intrusion or terrorist incidents and the threat of terrorist incidents;

- interest rate fluctuations and financial market conditions and the results of financing efforts;

changes in Southern Company's and any of its subsidiaries' credit ratings, including impacts on interest rates, access to capital markets, and collateral requirements;

the impacts of any 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 benefits of the DOE loan guarantees;

the ability of Southern Company's subsidiaries to obtain additional generating capacity (or sell excess generating capacity) at competitive prices;

catastrophic events such as fires, earthquakes, explosions, floods, hurricanes and other storms, droughts, pandemic

health events such as influenzas, or other similar occurrences;

the direct or indirect effects on the Southern Company system's business or Southern Company Gas' business

resulting from incidents affecting the U.S. electric grid, natural gas pipeline infrastructure, or operation of generating or storage 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 registrants from time to time with the SEC.

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

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THE SOUTHERN COMPANY  
AND SUBSIDIARY COMPANIES

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CONDENSED CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2016	2015	2016	2015
	(in millions)		(in millions)	
<b>Operating Revenues:</b>				
Retail revenues	\$3,748	\$3,714	\$7,124	\$7,256
Wholesale revenues	446	448	842	915
Other electric revenues	166	162	348	325
Other revenues	99	13	137	24
Total operating revenues	4,459	4,337	8,451	8,520
<b>Operating Expenses:</b>				
Fuel	1,023	1,200	1,934	2,412
Purchased power	189	171	354	315
Cost of sales	58	—	77	—
Other operations and maintenance	1,099	1,100	2,206	2,222
Depreciation and amortization	569	500	1,110	987
Taxes other than income taxes	255	245	511	497
Estimated loss on Kemper IGCC	81	23	134	32
Total operating expenses	3,274	3,239	6,326	6,465
Operating Income	1,185	1,098	2,125	2,055
<b>Other Income and (Expense):</b>				
Allowance for equity funds used during construction	45	39	98	102
Interest expense, net of amounts capitalized	(293)	(180)	(539)	(393)
Other income (expense), net	(29)	(12)	(57)	(19)
Total other income and (expense)	(277)	(153)	(498)	(310)
Earnings Before Income Taxes	908	945	1,627	1,745
Income taxes	272	302	494	576
Consolidated Net Income	636	643	1,133	1,169
<b>Less:</b>				
Dividends on Preferred and Preference Stock of Subsidiaries	12	14	23	31
Net income attributable to noncontrolling interests	12	—	13	—
Consolidated Net Income Attributable to Southern Company	\$612	\$629	\$1,097	\$1,138
<b>Common Stock Data:</b>				
Earnings per share (EPS) —				
Basic EPS	\$0.65	\$0.69	\$1.19	\$1.25
Diluted EPS	\$0.65	\$0.69	\$1.18	\$1.25
Average number of shares of common stock outstanding (in millions)				
Basic	934	909	925	910
Diluted	940	912	931	914
Cash dividends paid per share of common stock	\$0.5600	\$0.5425	\$1.1025	\$1.0675

The accompanying notes as they relate to Southern Company are an integral part of these consolidated financial statements.





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THE SOUTHERN COMPANY AND SUBSIDIARY COMPANIES  
 CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)

	For the		For the Six	
	Three	Months	For the Six	Months Ended
	Ended June	30,	June 30,	30,
	2016	2015	2016	2015
	(in millions)		(in millions)	
Consolidated Net Income	\$636	\$643	\$1,133	\$1,169
Other comprehensive income (loss):				
Qualifying hedges:				
Changes in fair value, net of tax of \$(13), \$12, \$(85), and \$1, respectively	(20	) 19	(137	) 1
Reclassification adjustment for amounts included in net income, net of tax of \$10, \$1, \$11, and \$2, respectively	16	2	18	3
Pension and other post retirement benefit plans:				
Reclassification adjustment for amounts included in net income, net of tax of \$-, \$1, \$1, and \$2, respectively	1	1	2	3
Total other comprehensive income (loss)	(3	) 22	(117	) 7
Less:				
Dividends on preferred and preference stock of subsidiaries	12	14	23	31
Comprehensive income attributable to noncontrolling interests	12	—	13	—
Consolidated Comprehensive Income Attributable to Southern Company	\$609	\$651	\$980	\$1,145

The accompanying notes as they relate to Southern Company are an integral part of these consolidated financial statements.

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THE SOUTHERN COMPANY AND SUBSIDIARY COMPANIES  
 CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

	For the Six Months Ended June 30,	
	2016	2015
	(in millions)	
Operating Activities:		
Consolidated net income	\$1,133	\$1,169
Adjustments to reconcile consolidated net income to net cash provided from operating activities —		
Depreciation and amortization, total	1,306	1,171
Deferred income taxes	279	783
Allowance for equity funds used during construction	(98 )	(102 )
Stock based compensation expense	69	66
Hedge settlements	(201 )	(3 )
Estimated loss on Kemper IGCC	134	32
Income taxes receivable, non-current	—	(444 )
Other, net	(69 )	(3 )
Changes in certain current assets and liabilities —		
-Receivables	(197 )	(158 )
-Fossil fuel stock	70	136
-Other current assets	(53 )	(99 )
-Accounts payable	(71 )	(311 )
-Accrued taxes	74	(60 )
-Accrued compensation	(222 )	(269 )
-Mirror CWIP	—	82
-Other current liabilities	(39 )	117
Net cash provided from operating activities	2,115	2,107
Investing Activities:		
Business acquisitions, net of cash acquired	(897 )	(408 )
Property additions	(3,486 )	(2,239 )
Investment in restricted cash	(8,608 )	—
Distribution of restricted cash	649	—
Nuclear decommissioning trust fund purchases	(585 )	(933 )
Nuclear decommissioning trust fund sales	580	928
Cost of removal, net of salvage	(99 )	(87 )
Change in construction payables, net	(260 )	56
Prepaid long-term service agreement	(82 )	(110 )
Other investing activities	113	27
Net cash used for investing activities	(12,675)	(2,766 )
Financing Activities:		
Increase in notes payable, net	471	184
Proceeds —		
Long-term debt issuances	12,038	3,075
Common stock issuances	1,383	116
Short-term borrowings	—	320
Redemptions and repurchases —		
Long-term debt	(1,272 )	(939 )

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Interest-bearing refundable deposits	—	(275 )
Preferred and preference stock	—	(412 )
Common stock repurchased	—	(115 )
Short-term borrowings	(475 )	(250 )
Distributions to noncontrolling interests	(11 )	(1 )
Capital contributions from noncontrolling interests	179	78
Purchase of membership interests from noncontrolling interests	(129 )	—
Payment of common stock dividends	(1,023 )	(972 )
Other financing activities	(108 )	(47 )
Net cash provided from financing activities	11,053	762
Net Change in Cash and Cash Equivalents	493	103
Cash and Cash Equivalents at Beginning of Period	1,404	710
Cash and Cash Equivalents at End of Period	\$1,897	\$813
Supplemental Cash Flow Information:		
Cash paid (received) during the period for —		
Interest (net of \$61 and \$57 capitalized for 2016 and 2015, respectively)	\$458	\$374
Income taxes, net	(138 )	(16 )
Noncash transactions — Accrued property additions at end of period	549	345
The accompanying notes as they relate to Southern Company are an integral part of these consolidated financial statements.		

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THE SOUTHERN COMPANY AND SUBSIDIARY COMPANIES  
CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)

Assets	At June 30, 2016	At December 31, 2015
	(in millions)	
Current Assets:		
Cash and cash equivalents	\$1,897	\$ 1,404
Restricted cash and cash equivalents	7,963	—
Receivables —		
Customer accounts receivable	1,281	1,058
Unbilled revenues	590	397
Under recovered regulatory clause revenues	12	63
Income taxes receivable, current	—	144
Other accounts and notes receivable	247	398
Accumulated provision for uncollectible accounts	(14	) (13
Fossil fuel stock, at average cost	798	868
Materials and supplies, at average cost	1,210	1,061
Vacation pay	181	178
Prepaid expenses	563	495
Other regulatory assets, current	350	402
Other current assets	71	71
Total current assets	15,149	6,526
Property, Plant, and Equipment:		
In service	78,112	75,118
Less accumulated depreciation	24,778	24,253
Plant in service, net of depreciation	53,334	50,865
Other utility plant, net	174	233
Nuclear fuel, at amortized cost	934	934
Construction work in progress	9,451	9,082
Total property, plant, and equipment	63,893	61,114
Other Property and Investments:		
Nuclear decommissioning trusts, at fair value	1,578	1,512
Leveraged leases	763	755
Goodwill	264	2
Other intangible assets, net of amortization of \$14 and \$12 at June 30, 2016 and December 31, 2015, respectively	490	317
Miscellaneous property and investments	230	166
Total other property and investments	3,325	2,752
Deferred Charges and Other Assets:		
Deferred charges related to income taxes	1,580	1,560
Unamortized loss on reacquired debt	220	227
Other regulatory assets, deferred	5,460	4,989
Income taxes receivable, non-current	413	413
Other deferred charges and assets	833	737
Total deferred charges and other assets	8,506	7,926
Total Assets	\$90,873	\$ 78,318

The accompanying notes as they relate to Southern Company are an integral part of these consolidated financial statements.

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CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)

Liabilities and Stockholders' Equity	At June 30, 2016	At December 31, 2015
	(in millions)	
Current Liabilities:		
Securities due within one year	\$2,724	\$ 2,674
Notes payable	1,372	1,376
Accounts payable	1,493	1,905
Customer deposits	408	404
Accrued taxes —		
Accrued income taxes	13	19
Other accrued taxes	398	484
Accrued interest	289	249
Accrued vacation pay	229	228
Accrued compensation	335	549
Asset retirement obligations, current	349	217
Liabilities from risk management activities	95	156
Other regulatory liabilities, current	115	278
Other current liabilities	694	590
Total current liabilities	8,514	9,129
Long-term Debt	35,368	24,688
Deferred Credits and Other Liabilities:		
Accumulated deferred income taxes	12,563	12,322
Deferred credits related to income taxes	183	187
Accumulated deferred investment tax credits	1,427	1,219
Employee benefit obligations	2,485	2,582
Asset retirement obligations, deferred	4,129	3,542
Unrecognized tax benefits	380	370
Other cost of removal obligations	1,154	1,162
Other regulatory liabilities, deferred	335	254
Other deferred credits and liabilities	724	720
Total deferred credits and other liabilities	23,380	22,358
Total Liabilities	67,262	56,175
Redeemable Preferred Stock of Subsidiaries	118	118
Redeemable Noncontrolling Interests	47	43
Stockholders' Equity:		
Common Stockholders' Equity:		
Common stock, par value \$5 per share —		
Authorized — 1.5 billion shares		
Issued — June 30, 2016: 942 million shares		
— December 31, 2015: 915 million shares		
Treasury — June 30, 2016: 0.8 million shares		
— December 31, 2015: 3.4 million shares		
Par value	4,708	4,572
Paid-in capital	7,499	6,282

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Treasury, at cost	(30 )	(142 )
Retained earnings	10,085	10,010
Accumulated other comprehensive loss	(247 )	(130 )
Total Common Stockholders' Equity	22,015	20,592
Preferred and Preference Stock of Subsidiaries	609	609
Noncontrolling Interests	822	781
Total Stockholders' Equity	23,446	21,982
Total Liabilities and Stockholders' Equity	\$90,873	\$ 78,318

The accompanying notes as they relate to Southern Company are an integral part of these consolidated financial statements.

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SECOND QUARTER 2016 vs. SECOND QUARTER 2015  
AND  
YEAR-TO-DATE 2016 vs. YEAR-TO-DATE 2015

OVERVIEW

Southern Company is a holding company that owns all of the common stock of the traditional electric operating companies and Southern Power Company and owns other direct and indirect subsidiaries. Discussion of the results of operations is focused on the Southern Company system's primary business as of June 30, 2016 of electricity sales by the traditional electric operating companies and Southern Power. The four traditional electric 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. Southern Company's other business activities include providing products and services in the areas of distributed generation, energy efficiency, and utility infrastructure, as well as investments in telecommunications and leveraged lease projects. For additional information on these businesses, see BUSINESS – "The Southern Company System – Traditional Operating Companies," " – Southern Power," and " – Other Businesses" in Item 1 of the Form 10-K.

Merger with Southern Company Gas

Southern Company Gas, formerly known as AGL Resources Inc., is an energy services holding company whose primary business is the distribution of natural gas through natural gas distribution utilities. On July 1, 2016, Southern Company completed the Merger for a total purchase price of approximately \$8.0 billion and Southern Company Gas became a wholly-owned, direct subsidiary of Southern Company.

Prior to the completion of the Merger on July 1, 2016, Southern Company and Southern Company Gas operated as separate companies. Accordingly, except for specific references to the Merger, the discussion and analysis of results of operations and financial condition as of and for the three and six months ended June 30, 2016 set forth herein relate solely to Southern Company and do not include Southern Company Gas. Following the Merger, the results of operations and financial condition of Southern Company Gas will be consolidated with those of Southern Company. The descriptions herein of strategy and outlook and the risks and challenges Southern Company faces include Southern Company Gas, to the extent material. See Note (I) to the Condensed Financial Statements under "Southern Company – Merger with Southern Company Gas" herein for additional information regarding the Merger.

During the three and six months ended June 30, 2016, Southern Company recorded in its statements of income external transaction costs for financing, legal, and consulting services associated with the Merger of approximately \$43.4 million and \$63.3 million, respectively, of which \$26.9 million and \$32.9 million is included in operating expenses and \$16.5 million and \$30.4 million is included in other income and (expense), respectively.

See RISK FACTORS in Item 1A herein for additional information related to the various risks related to the Merger.

Construction Program

Construction continues on Plant Vogtle Units 3 and 4 (45.7% ownership interest by Georgia Power in the two units, each with approximately 1,100 MWs) and Mississippi Power's 582-MW Kemper IGCC. See RESULTS OF OPERATIONS – "Estimated Loss on Kemper IGCC," FUTURE EARNINGS POTENTIAL – "Construction Program," and Note (B) to the Condensed Financial Statements under "Retail Regulatory Matters – Georgia Power – Nuclear Construction" and "Integrated Coal Gasification Combined Cycle" herein for additional information. For information about Southern Power's acquisitions and construction of renewable energy facilities, see Note (I) to the Condensed Financial Statements under "Southern Power" herein.



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## Key Performance Indicators

Southern Company continues to focus on several key performance indicators. These indicators include customer satisfaction, plant availability, system reliability, execution of major construction projects, and earnings per share. For additional information on these indicators, see MANAGEMENT'S DISCUSSION AND ANALYSIS – OVERVIEW – "Key Performance Indicators" of Southern Company in Item 7 of the Form 10-K.

## RESULTS OF OPERATIONS

## Net Income

Second Quarter 2016 vs. Second Year-to-Date 2016 vs.

Quarter 2015	Year-to-Date 2015	Quarter 2016	Year-to-Date 2016
(change in millions) (% change)	(change in millions) (% change)	(change in millions) (% change)	(change in millions) (% change)
\$(17)	(2.7)	\$(41)	(3.6)

Consolidated net income attributable to Southern Company was \$612 million (\$0.65 per share) for the second quarter 2016 compared to \$629 million (\$0.69 per share) for the second quarter 2015. For year-to-date 2016, consolidated net income attributable to Southern Company was \$1.10 billion (\$1.19 per share) compared to \$1.14 billion (\$1.25 per share) for the corresponding period in 2015. These decreases were primarily the result of higher interest expenses, higher depreciation and amortization, and higher charges related to revisions of the estimated costs expected to be incurred on Mississippi Power's construction of the Kemper IGCC. These decreases were partially offset by increases in retail revenues resulting from retail base rate increases as well as the 2015 correction of a Georgia Power billing error and a decrease in income taxes primarily from income tax benefits at Southern Power. Also contributing to the year-to-date 2016 decrease was lower retail revenues due to milder weather compared to the corresponding period in 2015.

## Retail Revenues

Second Quarter 2016 vs. Second Year-to-Date 2016 vs.

Quarter 2015	Year-to-Date 2015	Quarter 2016	Year-to-Date 2016
(change in millions) (% change)	(change in millions) (% change)	(change in millions) (% change)	(change in millions) (% change)
\$34	0.9	\$(132)	(1.8)

In the second quarter 2016, retail revenues were \$3.75 billion compared to \$3.71 billion for the corresponding period in 2015. For year-to-date 2016, retail revenues were \$7.1 billion compared to \$7.3 billion for the corresponding period in 2015.

Details of the changes in retail revenues were as follows:

	Second Quarter 2016		Year-to-Date 2016	
	(in millions)	(% change)	(in millions)	(% change)
Retail – prior year	\$3,714		\$7,256	
Estimated change resulting from –				
Rates and pricing	186	5.0	296	4.1
Sales growth (decline)	(18)	(0.5)	4	0.1
Weather	(2)	(0.1)	(87)	(1.2)
Fuel and other cost recovery	(132)	(3.5)	(345)	(4.8)
Retail – current year	\$3,748	0.9%	\$7,124	(1.8)%

Revenues associated with changes in rates and pricing increased in the second quarter and year-to-date 2016 when compared to the corresponding periods in 2015 primarily due to increases in base tariffs at Georgia Power under the 2013 ARP and the NCCR tariff and increased revenues at Alabama Power under Rate CNP Compliance, all effective January 1, 2016. The increase in rates and pricing was also due to the 2015 correction of a Georgia Power



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billing error to a small number of large commercial and industrial customers and the implementation of rates for certain Kemper IGCC in-service assets at Mississippi Power.

See Note 3 to the financial statements of Southern Company under "Retail Regulatory Matters – Alabama Power," "Retail Regulatory Matters – Georgia Power – Rate Plans" and " – Nuclear Construction," and "Integrated Coal Gasification Combined Cycle – Rate Recovery of Kemper IGCC Costs" in Item 8 of the Form 10-K and Note (B) to the Condensed Financial Statements herein for additional information.

Revenues attributable to changes in sales decreased in the second quarter 2016 when compared to the corresponding period in 2015. Weather-adjusted residential KWH sales and weather-adjusted commercial KWH sales decreased 0.2% and 1.9%, respectively, in the second quarter 2016 primarily due to decreased customer usage, partially offset by customer growth. Industrial KWH sales decreased 1.9% in the second quarter 2016 primarily in the chemicals, primary metals, textiles, and pipeline sectors, partially offset by increases in the paper and lumber sectors. A strong dollar, low oil prices, and weak global economic conditions have constrained growth in the industrial sector.

Revenues attributable to changes in sales increased slightly for year-to-date 2016 when compared to the corresponding period in 2015. Weather-adjusted residential KWH sales increased 0.6% for year-to-date 2016 due to customer growth, partially offset by decreased customer usage. Weather-adjusted commercial KWH sales decreased 0.6% for year-to-date 2016 primarily due to decreased customer usage, partially offset by customer growth. Industrial KWH sales decreased 1.5% for year-to-date 2016 primarily in the chemicals, primary metals, non-manufacturing, textiles, and pipeline sectors, partially offset by increases in the paper, stone, clay, and glass, and lumber sectors. A strong dollar, low oil prices, and weak global economic conditions have constrained growth in the industrial sector.

In the first quarter 2015, Mississippi Power updated the methodology to estimate the unbilled revenue allocation among customer classes. This change did not have a significant impact on net income. The KWH sales variances discussed above reflect an adjustment to the estimated allocation of Mississippi Power's unbilled first quarter 2015 KWH sales among customer classes that is consistent with the actual allocation in 2016. Without this adjustment, year-to-date 2016 weather-adjusted residential sales increased 0.7%, weather-adjusted commercial sales decreased 0.4%, and industrial KWH sales decreased 1.4% as compared to the corresponding period in 2015.

Fuel and other cost recovery revenues decreased \$132 million and \$345 million in the second quarter and year-to-date 2016, respectively, when compared to the corresponding periods in 2015 primarily due to a decrease in fuel prices.

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

**Wholesale Revenues**

Second Quarter 2016 vs. Second Year-to-Date 2016 vs.

Quarter 2015	Year-to-Date 2015	Quarter 2015	Year-to-Date 2015
(change in millions)	(% change)	(change in millions)	(% change)
\$(2)	(0.4)	\$(73)	(8.0)

Wholesale revenues consist of PPAs primarily with investor-owned utilities and electric cooperatives and short-term opportunity sales. Wholesale revenues from PPAs (other than solar and wind PPAs) 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.



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Wholesale revenues at Mississippi Power include FERC-regulated municipal and rural association sales as well as market-based sales. 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 the second quarter 2016, wholesale revenues were \$446 million compared to \$448 million for the corresponding period in 2015. This decrease was primarily related to a \$21 million decrease in capacity revenues, partially offset by a \$19 million increase in energy revenues. The decrease in capacity revenues was primarily due to the elimination in consolidation of a Southern Power PPA that was remarketed from a third party to Georgia Power in January 2016, the expiration of Plant Scherer Unit 3 power sales agreements at Gulf Power, and the expiration of wholesale contracts at Georgia Power. The increase in energy revenues was primarily due to an increase in short-term sales and renewable energy sales at Southern Power, partially offset by lower fuel prices.

For year-to-date 2016, wholesale revenues were \$842 million compared to \$915 million for the corresponding period in 2015. This decrease was primarily related to a \$64 million decrease in capacity revenues and a \$9 million decrease in energy revenues. The decrease in capacity revenues was primarily due to the elimination in consolidation of a Southern Power PPA that was remarketed from a third party to Georgia Power in January 2016, unit retirements as well as the expiration of wholesale contracts at Georgia Power, and the expiration of Plant Scherer Unit 3 power sales agreements at Gulf Power. The decrease in energy revenues was primarily due to lower fuel prices, partially offset by an increase in short-term sales and renewable energy sales at Southern Power.

See FUTURE EARNINGS POTENTIAL – "Retail Regulatory Matters – Gulf Power" herein for additional information regarding the expiration of long-term sales agreements at Gulf Power for Plant Scherer Unit 3, which will impact future wholesale earnings.

## Other Revenues

Second Quarter 2016 vs. Second Year-to-Date 2016 vs.

Quarter 2015	Year-to-Date 2015	Quarter 2015	Year-to-Date 2015
(change in millions)	(% change)	(change in millions)	(% change)
\$86	N/M	\$113	N/M

N/M - Not meaningful

In the second quarter 2016, other revenues were \$99 million compared to \$13 million for the corresponding period in 2015. For year-to-date 2016, other revenues were \$137 million compared to \$24 million for the corresponding period in 2015. These increases were primarily due to \$59 million in revenues from products and services at PowerSecure International, Inc. (PowerSecure), which was acquired on May 9, 2016. Additionally, for the second quarter and year-to-date 2016, revenues from certain unregulated sales of products and services by the traditional electric operating companies of \$20 million and \$46 million, respectively, were reclassified as other revenues for consistency of presentation on a consolidated basis. In prior periods, these revenues were included in other income (expense), net. See Note (I) to the Condensed Financial Statements under "Southern Company – Acquisition of PowerSecure International, Inc." herein for additional information.

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## Fuel and Purchased Power Expenses

	Second Quarter 2016	Year-to-Date 2016	vs.	Second Quarter 2015	Year-to-Date 2015
			vs.		
	(change in millions)	(change in millions)		(change in millions)	(change in millions)
Fuel	\$ (177 )	(14.8)		\$ (478 )	(19.8)
Purchased power	18	10.5		39	12.4
Total fuel and purchased power expenses	\$ (159 )			\$ (439 )	

In the second quarter 2016, total fuel and purchased power expenses were \$1.2 billion compared to \$1.4 billion for the corresponding period in 2015. The decrease was primarily the result of a \$159 million decrease in the average cost of fuel and purchased power primarily due to lower natural gas and coal prices.

For year-to-date 2016, total fuel and purchased power expenses were \$2.3 billion compared to \$2.7 billion for the corresponding period in 2015. The decrease was primarily the result of a \$376 million decrease in the average cost of fuel and purchased power primarily due to lower natural gas and coal prices and a \$63 million net decrease in the volume of KWHs generated and purchased.

Fuel and purchased power energy transactions at the traditional electric operating companies are generally offset by fuel revenues and do not have a significant impact on net income. See FUTURE EARNINGS POTENTIAL – "Retail Regulatory Matters – Retail Fuel Cost Recovery" herein for additional information. Fuel expenses incurred under Southern Power's PPAs are generally the responsibility of the counterparties and do not significantly impact net income.

Details of the Southern Company system's generation and purchased power were as follows:

	Second Quarter 2016	Second Quarter 2015	Year-to-Date 2016	Year-to-Date 2015
Total generation (billions of KWHs)	45	46	89	92
Total purchased power (billions of KWHs)	4	4	8	6
Sources of generation (percent) —				
Coal	32	39	30	36
Nuclear	16	15	17	16
Gas	48	42	47	44
Hydro	2	3	4	3
Other Renewables	2	1	2	1
Cost of fuel, generated (cents per net KWH) —				
Coal	3.20	3.37	3.22	3.52
Nuclear	0.82	0.84	0.82	0.75
Gas	2.24	2.76	2.20	2.73
Average cost of fuel, generated (cents per net KWH)	2.33	2.70	2.28	2.70
Average cost of purchased power (cents per net KWH) <sup>(*)</sup>	5.03	5.63	5.14	6.26

<sup>(\*)</sup> Average cost of purchased power includes fuel purchased by the Southern Company system for tolling agreements where power is generated by the provider.

## Fuel

In the second quarter 2016, fuel expense was \$1.0 billion compared to \$1.2 billion for the corresponding period in 2015. The decrease was primarily due to a 19.2% decrease in the volume of KWHs generated by coal, an 18.8%



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decrease in the average cost of natural gas per KWH generated, and a 5.0% decrease in the average cost of coal per KWH generated, partially offset by a 14.7% increase in the volume of KWHs generated by natural gas.

For year-to-date 2016, fuel expense was \$1.9 billion compared to \$2.4 billion for the corresponding period in 2015.

The decrease was primarily due to a 20.4% decrease in the volume of KWHs generated by coal, a 19.4% decrease in the average cost of natural gas per KWH generated, and an 8.5% decrease in the average cost of coal per KWH generated, partially offset by a 4.6% increase in the volume of KWHs generated by natural gas.

**Purchased Power**

In the second quarter 2016, purchased power expense was \$189 million compared to \$171 million for the corresponding period in 2015. The increase was primarily due to a 20.9% increase in the volume of KWHs purchased, partially offset by a 10.7% decrease in the average cost per KWH purchased, primarily as a result of lower natural gas and coal prices.

For year-to-date 2016, purchased power expense was \$354 million compared to \$315 million for the corresponding period in 2015. The increase was primarily due to a 33.0% increase in the volume of KWHs purchased, partially offset by a 17.9% decrease in the average cost per KWH purchased, primarily as a result of lower natural gas and coal prices.

Energy purchases will vary depending on demand for energy within the Southern Company system's service territory, the market prices of wholesale energy as compared to the cost of the Southern Company system's generation, and the availability of the Southern Company system's generation.

**Cost of Sales**

Second Quarter 2016 vs. Second Year-to-Date 2016 vs.

Quarter 2015	Year-to-Date 2015	Quarter 2015	Year-to-Date 2015
(change in millions)	(% change)	(change in millions)	(% change)
\$58	N/M	\$77	N/M

N/M - Not meaningful

In the second quarter and year-to-date 2016, cost of sales were \$58 million and \$77 million, respectively. These costs were primarily related to sales of products and services by PowerSecure, which was acquired on May 9, 2016.

Additionally, for the second quarter and year-to-date 2016, costs of \$13 million and \$32 million, respectively, related to certain unregulated sales of products and services by the traditional electric operating companies, were reclassified as cost of sales for consistency of presentation on a consolidated basis. In prior periods, these costs were included in other income (expense), net.

See "Other Revenues" herein and Note (I) to the Condensed Financial Statements under "Southern Company – Acquisition of PowerSecure International, Inc." herein for additional information.

**Other Operations and Maintenance Expenses**

Second Quarter 2016 vs. Second Year-to-Date 2016 vs.

Quarter 2015	Year-to-Date 2015	Quarter 2015	Year-to-Date 2015
(change in millions)	(% change)	(change in millions)	(% change)
\$(1)	(0.1)	\$(16)	(0.7)

Other operations and maintenance expenses decreased slightly in the second quarter 2016 as compared to the corresponding period in 2015. The decrease was primarily related to a \$22 million decrease in employee compensation and benefits including pension costs and an \$18 million decrease in scheduled outage and maintenance costs at generation facilities, partially offset by \$28 million in transaction fees related to the Merger and the acquisition of PowerSecure and \$10 million in operations and maintenance expenses at PowerSecure since the acquisition closed on May 9, 2016.



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Other operations and maintenance expenses decreased slightly for year-to-date 2016 as compared to the corresponding period in 2015. The decrease was primarily due to a \$45 million decrease in scheduled outage and maintenance costs at generation facilities and a \$36 million decrease in employee compensation and benefits including pension costs. These decreases were partially offset by \$34 million in transaction fees related to the Merger and the acquisition of PowerSecure, \$10 million in operations and maintenance expenses at PowerSecure since the acquisition closed on May 9, 2016, and an increase of \$10 million in general business expenses associated with Southern Power's overall growth strategy.

See Note (F) to the Condensed Financial Statements herein for additional information related to pension costs and Note (I) to the Condensed Financial Statements under "Southern Company" herein for additional information related to the Merger and the acquisition of PowerSecure.

## Depreciation and Amortization

Second Quarter 2016 vs. Second Year-to-Date 2016 vs.

Quarter 2015	(change in millions)	(% change)	Year-to-Date 2015	(change in millions)	(% change)
\$69		13.8	\$123		12.5

In the second quarter 2016, depreciation and amortization was \$569 million compared to \$500 million for the corresponding period in 2015. The increase was primarily due to additional plant in service at the traditional electric operating companies and Southern Power.

For year-to-date 2016, depreciation and amortization was \$1.1 billion compared to \$987 million for the corresponding period in 2015. The increase was primarily due to an \$86 million increase related to additional plant in service at the traditional electric operating companies and Southern Power. Also contributing to the increase, Gulf Power recorded \$13 million less of a reduction in depreciation compared to the corresponding period in 2015, as authorized by the Florida PSC.

See Note 3 to the financial statements of Southern Company under "Retail Regulatory Matters – Gulf Power – Retail Base Rate Case" in Item 8 of the Form 10-K and Note (B) to the Condensed Financial Statements under "Retail Regulatory Matters – Gulf Power – Retail Base Rate Case" herein for additional information.

## Estimated Loss on Kemper IGCC

Second Quarter 2016 vs. Second Year-to-Date 2016 vs.

Quarter 2015	(change in millions)	(% change)	Year-to-Date 2015	(change in millions)	(% change)
\$58		N/M	\$102		N/M

N/M - Not meaningful

In the second quarter 2016 and 2015, estimated probable losses on the Kemper IGCC of \$81 million and \$23 million, respectively, were recorded at Southern Company. For year-to-date 2016 and 2015, estimated probable losses on the Kemper IGCC of \$134 million and \$32 million, respectively, were recorded at Southern Company. These losses reflect revisions of estimated costs expected to be incurred on Mississippi Power's construction of the Kemper IGCC in excess of the \$2.88 billion cost cap established by the Mississippi PSC, net of \$245 million of grants awarded to the project by the DOE under the Clean Coal Power Initiative Round 2 (Initial DOE Grants) and excluding the cost of the lignite mine and equipment, the cost of the CO<sub>2</sub> pipeline facilities, AFUDC, and certain general exceptions, including change of law, force majeure, and beneficial capital (which exists when Mississippi Power demonstrates that the purpose and effect of the construction cost increase is to produce efficiencies that will result in a neutral or favorable effect on customers relative to the original proposal for the CPCN) (Cost Cap Exceptions). See FUTURE EARNINGS POTENTIAL – "Construction Program – Integrated Coal Gasification Combined Cycle" and Note (B) to the Condensed Financial Statements under "Integrated Coal Gasification Combined Cycle" herein for additional information.



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## Interest Expense, Net of Amounts Capitalized

Second Quarter 2016 vs. Second Year-to-Date 2016 vs.

Quarter 2015		Year-to-Date 2015	
(change in millions)	(% change)	(change in millions)	(% change)
\$113	62.8	\$146	37.2

In the second quarter 2016, interest expense, net of amounts capitalized was \$293 million compared to \$180 million in the corresponding period in 2015. For year-to-date 2016, interest expense, net of amounts capitalized was \$539 million compared to \$393 million in the corresponding period in 2015. These increases were primarily due to an increase in outstanding long-term debt related to the Merger, as well as increases in average outstanding long-term debt balances and higher interest rates at the traditional electric operating companies. Also contributing to the increases was the May 2015 termination of an asset purchase agreement between Mississippi Power and SMEPA and the resulting reversal of accrued interest on related deposits.

See Note (E) to the Condensed Financial Statements herein for additional information.

## Other Income (Expense), Net

Second Quarter 2016 vs. Second Year-to-Date 2016 vs.

Quarter 2015		Year-to-Date 2015	
(change in millions)	(% change)	(change in millions)	(% change)
\$(17)	N/M	\$(38)	N/M

N/M - Not meaningful

In the second quarter 2016, other income (expense), net was \$(29) million compared to \$(12) million for the corresponding period in 2015. For year-to-date 2016, other income (expense), net was \$(57) million compared to \$(19) million for the corresponding period in 2015. These changes were primarily due to fees associated with the Bridge Agreement for the Merger. Additionally, in the second quarter 2016, revenues and costs associated with certain unregulated sales of products and services by the traditional electric operating companies were reclassified to other revenues and cost of sales for consistency of presentation on a consolidated basis following the PowerSecure acquisition. For the second quarter and year-to-date 2016, net amounts reclassified were \$7 million and \$14 million, respectively.

See "Other Revenues" and "Cost of Sales" herein and Note 12 to the financial statements of Southern Company under "Southern Company – Merger Financing" in Item 8 of the Form 10-K for additional information.

## Income Taxes

Second Quarter 2016 vs. Second Year-to-Date 2016 vs.

Quarter 2015		Year-to-Date 2015	
(change in millions)	(% change)	(change in millions)	(% change)
\$(30)	(9.9)	\$(82)	(14.2)

In the second quarter 2016, income taxes were \$272 million compared to \$302 million for the corresponding period in 2015. For year-to-date 2016, income taxes were \$494 million compared to \$576 million for the corresponding period in 2015. These decreases were primarily due to increased federal income tax benefits from ITCs and PTCs at Southern Power and increased tax benefits related to the estimated probable losses on Mississippi Power's construction of the Kemper IGCC, partially offset by an increase related to state income tax benefits realized in 2015.

See Note (G) to the Condensed Financial Statements herein for additional information.

## FUTURE EARNINGS POTENTIAL

The results of operations discussed above are not necessarily indicative of Southern Company's future earnings potential. The level of Southern Company's future earnings depends on numerous factors that affect the opportunities, challenges, and risks of the Southern Company system's primary business of selling electricity and, as



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a result of closing the Merger on July 1, 2016, Southern Company Gas' primary business of natural gas distribution. These factors include the traditional electric operating companies' and Southern Company Gas' ability to maintain a constructive regulatory environment that allows for the timely recovery of prudently-incurred costs during a time of increasing costs and the completion and subsequent operation of the Kemper IGCC and Plant Vogtle Units 3 and 4 as well as other ongoing construction projects. Other major factors include the profitability of Southern Power's competitive wholesale business and successful additional investments in renewable and other energy projects. Future earnings for the electricity and natural gas businesses in the near term will depend, in part, upon maintaining and growing sales which are subject to a number of factors. These factors include weather, competition, new energy contracts with other utilities and other wholesale customers, energy conservation practiced by customers, the use of alternative energy sources by customers, the prices of electricity and natural gas, the price elasticity of demand, and the rate of economic growth or decline in the service territory. In addition, the level of future earnings for the wholesale business also depends on numerous factors including regulatory matters, creditworthiness of customers, total generating capacity available and related costs, future acquisitions and construction of generating facilities, the impact of tax credits from renewable energy projects, and the successful remarketing of capacity as current contracts expire. Demand for electricity and natural gas is primarily driven by economic growth. The pace of economic growth and electricity and natural gas demand may be affected by changes in regional and global economic conditions, which may impact future earnings.

Volatility of natural gas prices has a significant impact on Southern Company Gas' customer rates, long-term competitive position against other energy sources, and the ability of Southern Company Gas' retail operations and wholesale services businesses to capture value from locational and seasonal spreads. Additionally, changes in commodity prices subject a significant portion of Southern Company Gas' operations to earnings variability. 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, and 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.

On July 10, 2016, Southern Company and Kinder Morgan, Inc. (Kinder Morgan) entered into a definitive agreement under which Southern Company will acquire a 50% equity interest in Southern Natural Gas Company, L.L.C. (SNG), which is the owner of a 7,600-mile pipeline system connecting natural gas supply basins in Texas, Louisiana, Mississippi, Alabama, and the Gulf of Mexico to markets in Louisiana, Mississippi, Alabama, Florida, Georgia, South Carolina, and Tennessee. In addition, the agreement commits Southern Company and Kinder Morgan to cooperatively pursue specific growth opportunities to develop natural gas infrastructure through SNG. Southern Company expects to finance the purchase price of approximately \$1.5 billion with a mix of equity and debt in a credit-supportive manner. Southern Company's investment in SNG will be accounted for under the equity method of accounting.

The transaction is subject to the notification and clearance and reporting requirements under the Hart-Scott-Rodino Antitrust Improvements Act of 1976. Southern Company and Kinder Morgan expect to complete the transaction in the third quarter or early in the fourth quarter 2016. The ultimate outcome of this matter cannot be determined at this time. For additional information relating to these issues, see RISK FACTORS in Item 1A and MANAGEMENT'S DISCUSSION AND ANALYSIS – FUTURE EARNINGS POTENTIAL of Southern Company in Item 7 of the Form 10-K and RISK FACTORS in Item 1A herein.

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 or through market-based contracts.



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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, as compliance plans are revised or updated, and as legal challenges to rules are completed. Further, higher costs that are recovered through regulated rates could contribute to reduced demand for electricity, which could negatively affect results of operations, cash flows, and financial condition. See MANAGEMENT'S DISCUSSION AND ANALYSIS – FUTURE EARNINGS POTENTIAL – "Environmental Matters" of Southern Company in Item 7 and Note 3 to the financial statements of Southern Company under "Environmental Matters" in Item 8 of the Form 10-K for additional information.

Environmental Statutes and Regulations

Air Quality

See MANAGEMENT'S DISCUSSION AND ANALYSIS – FUTURE EARNINGS POTENTIAL – "Environmental Matters – Environmental Statutes and Regulations – Air Quality" of Southern Company in Item 7 of the Form 10-K for additional information regarding the EPA's final MATS rule and regional haze regulations.

On April 25, 2016, in response to a June 2015 U.S. Supreme Court opinion, the EPA published its supplemental finding regarding consideration of costs in support of the MATS rule. This finding does not impact MATS rule compliance requirements, costs, or deadlines, and all units within the Southern Company system that are subject to the MATS rule have completed the measures necessary to achieve compliance with the MATS rule by the applicable deadlines.

Also on April 25, 2016, the EPA issued proposed revisions to the regional haze regulations. The ultimate impact of the proposed revisions will depend on their ultimate adoption, implementation, and any legal challenges and cannot be determined at this time.

Coal Combustion Residuals

See MANAGEMENT'S DISCUSSION AND ANALYSIS – FUTURE EARNINGS POTENTIAL – "Environmental Matters – Environmental Statutes and Regulations – Coal Combustion Residuals" of Southern Company in Item 7 of the Form 10-K for additional information regarding the EPA's regulation of CCR.

On June 13, 2016, Georgia Power announced that all of its 29 ash ponds will cease operations and stop receiving coal ash in the next three years, and all ponds will eventually be closed either by removal, consolidation, and/or recycling for the beneficial use of coal ash or through closure in place using advanced engineering methods. On July 7, 2016, the Georgia Environmental Protection Division (EPD) proposed amendments to its state solid waste regulations to incorporate the requirements of the EPA's Disposal of Coal Combustion Residuals from Electric Utilities Rule (CCR Rule) and establish additional requirements for all of Georgia Power's onsite storage units consisting of landfills and surface impoundments. The proposed Georgia EPD regulations are expected to be finalized in October 2016 and are not anticipated to have a material impact on the Southern Company system's compliance obligations under the CCR Rule. See Note (A) to the Condensed Financial Statements herein for information regarding Southern Company's asset retirement obligations (ARO) as of June 30, 2016.

Retail Regulatory Matters

Retail Fuel Cost Recovery

See MANAGEMENT'S DISCUSSION AND ANALYSIS – FUTURE EARNINGS POTENTIAL – "Retail Regulatory Matters – Retail Fuel Cost Recovery" of Southern Company in Item 7 and Note 3 to the financial statements of Southern Company under "Retail Regulatory Matters – Alabama Power – Rate ECR" and "Retail Regulatory Matters – Georgia Power – Fuel Cost Recovery" in Item 8 of the Form 10-K for additional information regarding retail fuel cost recovery.

The traditional electric operating companies each have established fuel cost recovery rates approved by their respective state PSCs. Fuel cost recovery revenues are adjusted for differences in actual recoverable fuel costs and





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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. The traditional electric operating companies continuously monitor their under or over recovered fuel cost balances and make appropriate filings with their state PSCs to adjust fuel cost recovery rates as necessary.

On May 17, 2016, the Georgia PSC approved Georgia Power's request to decrease fuel rates by 15% effective June 1, 2016, which will reduce annual billings by approximately \$313 million. Georgia Power is currently scheduled to file its next fuel case by February 28, 2017.

Renewables

See MANAGEMENT'S DISCUSSION AND ANALYSIS – FUTURE EARNINGS POTENTIAL – "Retail Regulatory Matters – Renewables" of Southern Company in Item 7 of the Form 10-K for additional information regarding the Southern Company system's renewables activity.

As part of the Georgia Power Advanced Solar Initiative (ASI), four PPAs totaling 149 MWs of Georgia Power's solar contracted capacity from Southern Power began in the first quarter 2016. During the second quarter 2016, Georgia Power executed PPAs to purchase an additional 41 MWs of solar capacity under the ASI. Ownership of any associated renewable energy credits (REC) is specified in each respective PPA. The party that owns the RECs retains the right to use them.

In November 2015, the Mississippi PSC issued orders approving three solar facilities for a combined total of approximately 105 MWs. Mississippi Power will purchase all of the energy produced by the solar facilities for the 25-year term under each of the three PPAs. The projects are expected to be in service by the second quarter 2017 and the resulting energy purchases are expected to be recovered through Mississippi Power's fuel cost recovery mechanism. Mississippi Power may retire the RECs generated on behalf of its customers or sell the RECs, separately or bundled with energy, to third parties.

The Florida PSC issued a final approval order on Gulf Power's Community Solar Pilot Program on April 15, 2016. The program will offer all Gulf Power customers an opportunity to voluntarily contribute to the construction and operation of a solar photovoltaic facility with electric generating capacity of up to 1 MW through annual subscriptions. The energy generated from the solar facility is expected to provide power to all of Gulf Power's customers.

In accordance with the Alabama PSC order approving up to 500 MWs of renewable projects, Alabama Power has entered into agreements to purchase power from or to build renewable generation sources, including a 72-MW solar PPA approved by the Alabama PSC in June 2016. Alabama Power is marketing the associated RECs generated by this solar PPA to customers interested in supporting renewable energy development. The terms of the renewable agreements permit Alabama Power to use the energy and retire the associated RECs in service of its customers or to sell RECs, separately or bundled with energy.

Alabama Power

Alabama Power's revenues from regulated retail operations are collected through various rate mechanisms subject to the oversight of the Alabama PSC. Alabama Power currently recovers its costs from the regulated retail business primarily through its Rate RSE, Rate CNP Compliance, rate energy cost recovery, and rate natural disaster reserve. In addition, the Alabama PSC issues accounting orders to address current events impacting Alabama Power. See Note 3 to the financial statements of Southern Company under "Retail Regulatory Matters – Alabama Power" in Item 8 of the Form 10-K for additional information regarding Alabama Power's rate mechanisms and accounting orders. The recovery balance of each regulatory clause for Alabama Power is reported in Note (B) to the Condensed Financial Statements herein.

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Environmental Accounting Order

In April 2016, as part of its environmental compliance strategy, Alabama Power ceased using coal at Plant Greene County Units 1 and 2 (300 MWs representing Alabama Power's ownership interest) and began operating Units 1 and 2 solely on natural gas in May 2016 and July 2016, respectively.

Georgia Power

Georgia Power's revenues from regulated retail operations are collected through various rate mechanisms subject to the oversight of the Georgia PSC. Georgia Power currently recovers its costs from the regulated retail business through the 2013 ARP, which includes traditional base tariff rates, Demand-Side Management tariffs, Environmental Compliance Cost Recovery tariffs, and Municipal Franchise Fee tariffs. In addition, financing costs related to the construction of Plant Vogtle Units 3 and 4 are being collected through the NCCR tariff and fuel costs are collected through separate fuel cost recovery tariffs. See Note (B) to the Condensed Financial Statements under "Retail Regulatory Matters – Georgia Power – Fuel Cost Recovery" herein and Note 3 to the financial statements of Southern Company under "Retail Regulatory Matters – Georgia Power – Nuclear Construction" in Item 8 of the Form 10-K for additional information regarding Georgia Power's fuel cost recovery and the NCCR tariff, respectively.

Pursuant to the terms and conditions of a settlement agreement related to Southern Company's acquisition of Southern Company Gas approved by the Georgia PSC on April 14, 2016, Georgia Power's 2013 ARP will continue in effect until December 31, 2019, and Georgia Power will be required to file its next base rate case by July 1, 2019.

Furthermore, through December 31, 2019, Georgia Power and Atlanta Gas Light Company (collectively, Utilities) each will retain their respective merger savings, net of transition costs, as defined in the settlement agreement; through December 31, 2022, such net merger savings applicable to each utility will be shared on a 60/40 basis between their respective customers and the Utilities; thereafter, all merger savings will be retained by customers. See Note 3 to the financial statements of Southern Company under "Retail Regulatory Matters – Georgia Power" in Item 8 of the Form 10-K for additional information regarding the 2013 ARP and Note (I) to the Condensed Financial Statements under "Southern Company – Merger with Southern Company Gas" herein for additional information regarding the Merger.

Integrated Resource Plan

See MANAGEMENT'S DISCUSSION AND ANALYSIS – FUTURE EARNINGS POTENTIAL – "Retail Regulatory Matters – Georgia Power – Integrated Resource Plan" of Southern Company in Item 7 of the Form 10-K for additional information regarding Georgia Power's triennial Integrated Resource Plan (2016 IRP).

On July 28, 2016, the Georgia PSC voted to approve the 2016 IRP including the decertification and retirement of Plant Mitchell Units 3, 4A, and 4B (217 MWs) and Plant Kraft Unit 1 combustion turbine (17 MWs), as well as the decertification of the Intercession City unit (143 MWs total capacity). On August 2, 2016, the Plant Mitchell and Plant Kraft units were retired. Georgia Power exercised its contractual option to sell its 33% ownership interest in the Intercession City unit to Duke Energy Florida, Inc., with an expected closing date in late August 2016.

Additionally, the Georgia PSC approved Georgia Power's environmental compliance strategy and related expenditures proposed in the 2016 IRP, including measures taken to comply with existing government-imposed environmental mandates, subject to limits on expenditures for Plant McIntosh Unit 1 and Plant Hammond Units 1 through 4.

The Georgia PSC approved reclassification of the remaining net book value of Plant Mitchell Unit 3 and costs associated with materials and supplies remaining at the unit retirement date to a regulatory asset. Recovery of the unit's net book value will continue through December 31, 2019, as provided in the 2013 ARP. Recovery of the remaining balance of the unit's net book value as of December 31, 2019 and costs associated with materials and supplies remaining at the unit retirement date will be deferred for consideration in Georgia Power's 2019 general base rate case.

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The Georgia PSC also approved the Renewable Energy Development Initiative to procure an additional 1,200 MWs of renewable resources primarily utilizing market-based prices established through a competitive bidding process with expected in-service dates between 2018 and 2021. Additionally, 200 MWs of self-build capacity for use by Georgia Power was approved, as well as consideration for no more than 200 MWs of capacity as part of a renewable commercial and industrial program.

The Georgia PSC also approved recovery of costs up to \$99 million through June 30, 2019 to preserve the nuclear option at a future generation site in Stewart County, Georgia. The timing of cost recovery will be determined by the Georgia PSC in a future base rate case. The ultimate outcome of this matter cannot be determined at this time.

Gulf Power

Through 2015, long-term non-affiliate capacity sales from Gulf Power's ownership of Plant Scherer Unit 3 (205 MWs) provided the majority of Gulf Power's wholesale earnings. The revenues from wholesale contracts covering 100% of this capacity represented 82% of Gulf Power's wholesale capacity revenues in 2015. Following contract expirations at the end of 2015 and the end of May 2016, Gulf Power's remaining contracted sales from the unit will cover approximately 24% of the unit through 2019. The expiration of these contracts is not expected to have a material impact on Southern Company's earnings. Gulf Power is actively evaluating alternatives, including, without limitation, rededication of the asset to serve retail customers for whom it was originally planned and built, replacement long-term wholesale contracts or other sales into the wholesale market, or an asset sale. On May 5, 2016, Gulf Power delivered a letter to the Florida PSC requesting recognition of Gulf Power's ownership in Plant Scherer Unit 3 as being in service to retail customers when and as the contracts expire. The ultimate outcome of this matter cannot be determined at this time.

Construction Program

Overview

The subsidiary companies of Southern Company are engaged in continuous construction programs to accommodate existing and estimated future loads on their respective systems. The Southern Company system intends to continue its strategy of developing and constructing new generating facilities, as well as adding or changing fuel sources for certain existing units, adding environmental control equipment, and expanding the transmission and distribution systems. For the traditional electric operating companies, major generation construction projects are subject to state PSC approval 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. Southern Company Gas is engaged in various infrastructure programs that update or expand its distribution systems to improve reliability and ensure the safety of its utility infrastructure and recovers in rates its investment and a return associated with these infrastructure programs.

The two largest construction projects currently underway in the Southern Company system are Plant Vogtle Units 3 and 4 (45.7% ownership interest by Georgia Power in the two units, each with approximately 1,100 MWs) and Mississippi Power's 582-MW Kemper IGCC. See Note 3 to the financial statements of Southern Company under "Retail Regulatory Matters – Georgia Power – Nuclear Construction" and "Integrated Coal Gasification Combined Cycle" in Item 8 of the Form 10-K and Note (B) to the Condensed Financial Statements under "Retail Regulatory Matters – Georgia Power – Nuclear Construction" and "Integrated Coal Gasification Combined Cycle" herein for additional information. For additional information about costs relating to Southern Power's acquisitions that involve construction of renewable energy facilities, see Note 12 to the financial statements of Southern Company under "Southern Power – Construction Projects" in Item 8 of the Form 10-K and Note (I) to the Condensed Financial Statements under "Southern Power – Construction Projects" herein.

Also see FINANCIAL CONDITION AND LIQUIDITY – "Capital Requirements and Contractual Obligations" herein for additional information regarding Southern Company's capital requirements for its subsidiaries' construction programs.



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Integrated Coal Gasification Combined Cycle

Mississippi Power's current cost estimate for the Kemper IGCC in total is approximately \$6.68 billion, which includes approximately \$5.43 billion of costs subject to the construction cost cap and is net of \$137 million in additional DOE grants Mississippi Power received for the Kemper IGCC on April 8, 2016 (Additional DOE Grants), which are expected to be used to reduce future rate impacts for customers. Mississippi Power does not intend to seek any rate recovery for any related costs that exceed the \$2.88 billion cost cap, net of the Initial DOE Grants and excluding the Cost Cap Exceptions. In the aggregate, Southern Company has incurred charges of \$2.55 billion (\$1.57 billion after tax) as a result of changes in the cost estimate above the cost cap for the Kemper IGCC through June 30, 2016. Mississippi Power's current cost estimate includes costs through October 31, 2016, which reflects a one-month extension. The initial production of syngas began on July 14, 2016 and testing has continued on gasifier 'B' and the related lignite feed and ash systems. The schedule extension provides for time to complete mechanical equipment modifications to the gasifiers' supporting systems to increase capacity to the levels necessary to complete the remaining start-up activities and achieve sustained operations on both gasifiers. The remaining schedule also reflects the time expected to complete the initial operation and testing of the facility's syngas clean-up systems, as well as the integration of all systems necessary for both combustion turbines to simultaneously generate electricity with syngas. In subsequent periods, any further changes in the estimated costs to complete construction of the Kemper IGCC subject to the \$2.88 billion cost cap, net of the Initial DOE Grants and excluding the Cost Cap Exceptions, will be reflected in Southern Company's statements of income and these changes could be material.

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

Litigation

On April 26, 2016, a complaint against Mississippi Power was filed in Harrison County Circuit Court (Circuit Court) by Biloxi Freezing & Processing Inc., Gulfside Casino Partnership, and John Carlton Dean, which was amended and refiled on July 11, 2016 to include, among other things, Southern Company as a defendant. The individual plaintiff, John Carlton Dean, alleges that Mississippi Power and Southern Company violated the Mississippi Unfair Trade Practices Act. All plaintiffs have alleged that Mississippi Power and Southern Company concealed, falsely represented, and failed to fully disclose important facts concerning the cost and schedule of the Kemper IGCC and that these alleged breaches have unjustly enriched Mississippi Power and Southern Company. The plaintiffs seek unspecified actual damages and punitive damages; ask the Circuit Court to appoint a receiver to oversee, operate, manage, and otherwise control all affairs relating to the Kemper IGCC; ask the Circuit Court to revoke any licenses or certificates authorizing Mississippi Power or Southern Company to engage in any business related to the Kemper IGCC in Mississippi; and seek attorney's fees, costs, and interest. The plaintiffs also seek an injunction to prevent any Kemper IGCC costs from being charged to customers through electric rates.

On June 9, 2016, Treetop Midstream Services, LLC (Treetop) and other related parties filed a complaint against Mississippi Power, Southern Company, and SCS in the state court in Gwinnett County, Georgia. The complaint relates to the cancelled CO<sub>2</sub> contract with Treetop and alleges fraudulent misrepresentation, fraudulent concealment, civil conspiracy, and breach of contract on the part of Mississippi Power, Southern Company, and SCS and seeks compensatory damages of \$100 million, as well as unspecified punitive damages.

Southern Company believes these legal challenges have no merit; however, an adverse outcome in these proceedings could have an impact on Southern Company's results of operations, financial condition, and liquidity. Southern Company will vigorously defend itself in these matters, and the ultimate outcome of these matters cannot be determined at this time.

Other Matters

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



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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 occurred throughout the U.S. This litigation has included claims for damages alleged to have been caused by CO<sub>2</sub> and other emissions, CCR, and alleged exposure to hazardous materials, and/or requests for injunctive relief in connection with such matters.

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 in Note (B) to the Condensed Financial Statements herein or in Note 3 to the financial statements of Southern Company in Item 8 of the Form 10-K, 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 (B) to the Condensed Financial Statements herein for a discussion of various other contingencies, regulatory matters, and other matters being litigated which may affect future earnings potential.

The SEC is conducting a formal investigation of Southern Company and Mississippi Power concerning the estimated costs and expected in-service date of the Kemper IGCC. Southern Company and Mississippi Power believe the investigation is focused primarily on periods subsequent to 2010 and on accounting matters, disclosure controls and procedures, and internal controls over financial reporting associated with the Kemper IGCC. See ACCOUNTING POLICIES – "Application of Critical Accounting Policies and Estimates" herein for additional information on the Kemper IGCC estimated construction costs and expected in-service date. The ultimate outcome of this matter cannot be determined at this time; however, it is not expected to have a material impact on the financial statements of Southern Company.

ACCOUNTING POLICIES

Application of Critical Accounting Policies and Estimates

Southern Company prepares its consolidated financial statements in accordance with GAAP. Significant accounting policies are described in Note 1 to the financial statements of Southern Company in Item 8 of the Form 10-K. 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. See MANAGEMENT'S DISCUSSION AND ANALYSIS – ACCOUNTING POLICIES – "Application of Critical Accounting Policies and Estimates" of Southern Company in Item 7 of the Form 10-K for a complete discussion of Southern Company's critical accounting policies and estimates related to Electric Utility Regulation, Asset Retirement Obligations, Pension and Other Postretirement Benefits, and Contingent Obligations.

Kemper IGCC Estimated Construction Costs, Project Completion Date, and Rate Recovery

During 2016, Mississippi Power further revised its cost estimate to complete construction and start-up of the Kemper IGCC to an amount that exceeds the \$2.88 billion cost cap, net of the Initial DOE Grants and excluding the Cost Cap Exceptions. Mississippi Power does not intend to seek any rate recovery for any costs related to the construction of the Kemper IGCC that exceed the \$2.88 billion cost cap, net of the Initial DOE Grants and excluding the Cost Cap Exceptions.

As a result of the revisions to the cost estimate, Southern Company recorded total pre-tax charges to income for the estimated probable losses on the Kemper IGCC of \$81 million (\$50 million after tax) in the second quarter 2016, \$53 million (\$33 million after tax) in the first quarter 2016, \$183 million (\$113 million after tax) in the fourth quarter 2015, \$150 million (\$93 million after tax) in the third quarter 2015, \$23 million (\$14 million after tax) in the second quarter 2015, \$9 million (\$6 million after tax) in the first quarter 2015, \$70 million (\$43 million after tax) in the fourth quarter 2014, \$418 million (\$258 million after tax) in the third quarter 2014, \$380 million (\$235 million after tax) in the first quarter 2014, \$40 million (\$25 million after tax) in the fourth quarter 2013, \$150 million (\$93 million after tax) in the third quarter 2013, \$450 million (\$278 million after tax) in the second quarter 2013, and





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\$540 million (\$333 million after tax) in the first quarter 2013. In the aggregate, Southern Company has incurred charges of \$2.55 billion (\$1.57 billion after tax) as a result of changes in the cost estimate above the cost cap for the Kemper IGCC through June 30, 2016.

Mississippi Power has experienced, and may continue to experience, material changes in the cost estimate for the Kemper IGCC. In subsequent periods, any further changes in the estimated costs to complete construction and start-up of the Kemper IGCC subject to the \$2.88 billion cost cap, net of the Initial DOE Grants and excluding the Cost Cap Exceptions, will be reflected in Southern Company's statements of income and these changes could be material.

Further cost increases and/or extensions of the expected in-service date may result from factors including, but not limited to, difficulties integrating the systems required for sustained operations, major equipment failure, unforeseen engineering or design problems including any repairs and/or modifications to systems, and/or operational performance (including additional costs to satisfy any operational parameters ultimately adopted by the Mississippi PSC).

Mississippi Power's revised cost estimate includes costs through October 31, 2016. Any extension of the in-service date beyond October 31, 2016 is currently estimated to result in additional base costs of approximately \$25 million to \$35 million per month, which includes maintaining necessary levels of start-up labor, materials, and fuel, as well as operational resources required to execute start-up and commissioning activities. However, additional costs may be required for remediation of any further equipment and/or design issues identified. Any extension of the in-service date with respect to the Kemper IGCC beyond October 31, 2016 would also increase costs for the Cost Cap Exceptions, which are not subject to the \$2.88 billion cost cap established by the Mississippi PSC. These costs include AFUDC, which is currently estimated to total approximately \$14 million per month, as well as carrying costs and operating expenses on Kemper IGCC assets placed in service and consulting and legal fees of approximately \$3 million per month.

Given the significant judgment involved in estimating the future costs to complete construction and start-up, the project completion date, the ultimate rate recovery for the Kemper IGCC, and the potential impact on Southern Company's results of operations, Southern Company considers these items to be critical accounting estimates. See Note 3 to the financial statements of Southern Company under "Integrated Coal Gasification Combined Cycle" in Item 8 of the Form 10-K and Note (B) to the Condensed Financial Statements under "Integrated Coal Gasification Combined Cycle" herein for additional information.

Recently Issued Accounting Standards

On February 25, 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842) (ASU 2016-02). ASU 2016-02 requires lessees to recognize on the balance sheet a lease liability and a right-of-use asset for all leases. ASU 2016-02 also changes the recognition, measurement, and presentation of expense associated with leases and provides clarification regarding the identification of certain components of contracts that would represent a lease. The accounting required by lessors is relatively unchanged and there is no change to the accounting for existing leveraged leases. ASU 2016-02 is effective for fiscal years beginning after December 15, 2018, with early adoption permitted. Southern Company is currently evaluating the new standard and has not yet determined its ultimate impact; however, adoption of ASU 2016-02 is expected to have a significant impact on Southern Company's balance sheet.

On March 30, 2016, the FASB issued ASU No. 2016-09, Compensation-Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting (ASU 2016-09). ASU 2016-09 changes the accounting for income taxes and the cash flow presentation for share-based payment award transactions. Most significantly, entities are required to recognize all excess tax benefits and deficiencies related to the exercise or vesting of stock compensation as income tax expense or benefit in the income statement. Southern Company currently recognizes any excess tax benefits and deficiencies related to the exercise and vesting of stock compensation in additional paid-in capital. ASU 2016-09 is effective for fiscal years beginning after December 15, 2016. Early adoption is permitted and Southern Company intends to adopt the ASU in the fourth quarter 2016. The adoption is not expected to have a material impact on the results of operations, financial position, or cash flows of Southern Company.



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FINANCIAL CONDITION AND LIQUIDITY

Overview

See MANAGEMENT'S DISCUSSION AND ANALYSIS – FINANCIAL CONDITION AND LIQUIDITY – "Overview" of Southern Company in Item 7 of the Form 10-K for additional information. Southern Company's financial condition remained stable at June 30, 2016. Through June 30, 2016, Southern Company has incurred non-recoverable cash expenditures of \$2.28 billion and is expected to incur approximately \$0.27 billion in additional non-recoverable cash expenditures through completion of the construction and start-up of the Kemper IGCC. Southern Company intends to continue to monitor its access to short-term and long-term capital markets as well as bank credit agreements to meet future capital and liquidity needs. See "Capital Requirements and Contractual Obligations," "Sources of Capital," and "Financing Activities" herein for additional information.

Net cash provided from operating activities totaled \$2.1 billion for the first six months of 2016 and the corresponding period in 2015. Net cash used for investing activities totaled \$12.7 billion for the first six months of 2016 primarily due to an investment in restricted cash to be used to complete the Merger, as well as construction of generation, transmission, and distribution facilities and installation of equipment to comply with environmental standards. Net cash provided from financing activities totaled \$11.1 billion for the first six months of 2016 primarily due to issuances of long-term debt and common stock associated with financing and completing the Merger. Cash flows from financing activities vary from period to period based on capital needs and the maturity or redemption of securities.

Significant balance sheet changes for the first six months of 2016 include increases of \$10.7 billion in long-term debt, \$8.0 billion in restricted cash and cash equivalents, and \$1.4 billion in total common stockholder's equity primarily associated with financing and completing the Merger; an increase of \$2.8 billion in total property, plant, and equipment to comply with environmental standards and construction of generation, transmission, and distribution facilities; and increases of \$0.7 billion in AROs and \$0.5 billion in other regulatory assets, deferred primarily related to changes in ash pond closure strategy primarily for Georgia Power. See Notes (A) and (I) to the Condensed Financial Statements herein under "Asset Retirement Obligations" and "Southern Company – Merger with Southern Company Gas," respectively, for additional information.

At the end of the second quarter 2016, the market price of Southern Company's common stock was \$53.63 per share (based on the closing price as reported on the New York Stock Exchange) and the book value was \$23.38 per share, representing a market-to-book ratio of 229%, compared to \$46.79, \$22.59, and 207%, respectively, at the end of 2015. Southern Company's common stock dividend for the second quarter 2016 was \$0.560 per share compared to \$0.5425 per share in the second quarter 2015.

Capital Requirements and Contractual Obligations

See MANAGEMENT'S DISCUSSION AND ANALYSIS – FINANCIAL CONDITION AND LIQUIDITY – "Capital Requirements and Contractual Obligations" of Southern Company in Item 7 of the Form 10-K for a description of Southern Company's capital requirements for the construction programs of the Southern Company system, including estimated capital expenditures for new generating facilities and to comply with existing environmental statutes and regulations, scheduled maturities of long-term debt, as well as related interest, derivative obligations, preferred and preference stock dividends, leases, purchase commitments, trust funding requirements, and unrecognized tax benefits. Approximately \$3.3 billion will be required through June 30, 2017 to fund maturities of long-term debt, which includes \$0.6 billion with respect to Southern Company Gas that was assumed subsequent to June 30, 2016 in connection with the Merger. In addition, approximately \$1.5 billion will be required for Southern Company's acquisition of a 50% equity interest in SNG, which is expected to be completed in the third quarter or early in the fourth quarter 2016. See "Sources of Capital" and Note (I) to the Condensed Financial Statements under "Southern Company – Natural Gas Pipeline Venture" herein for additional information.

The Southern Company system's construction program is currently estimated to total \$9.4 billion for 2016, \$5.2 billion for 2017, and \$5.5 billion for 2018. These amounts include expenditures of approximately \$0.7 billion related to the construction and start-up of the Kemper IGCC in 2016; \$0.6 billion, \$0.7 billion, and \$0.4 billion to



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continue construction on Plant Vogtle Units 3 and 4 in 2016, 2017, and 2018, respectively; and \$4.4 billion, \$0.9 billion, and \$1.4 billion for Southern Power's acquisitions and/or construction of new generating facilities in 2016, 2017, and 2018, respectively. In addition, Southern Company Gas' construction program is currently estimated to total \$0.8 billion for the period from July 1, 2016 to December 31, 2016.

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 and adding or changing fuel sources at existing units, to meet regulatory requirements; changes in FERC rules and regulations; PSC approvals; changes in the expected environmental compliance program; 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. Additionally, planned expenditures for plant acquisitions may vary due to market opportunities and Southern Power's ability to execute its growth strategy. See Note 12 to the financial statements of Southern Company under "Southern Power" in Item 8 of the Form 10-K and Note (I) to the Condensed Financial Statements under "Southern Power" herein for additional information regarding Southern Power's plant acquisitions. See Note 3 to the financial statements of Southern Company under "Retail Regulatory Matters – Georgia Power – Nuclear Construction" and "Integrated Coal Gasification Combined Cycle" in Item 8 of the Form 10-K and Note (B) to the Condensed Financial Statements under "Retail Regulatory Matters – Georgia Power – Nuclear Construction" and "Integrated Coal Gasification Combined Cycle" herein for information regarding additional factors that may impact construction expenditures.

Sources of Capital

Southern Company intends to meet its future capital needs through operating cash flows, short-term debt, term loans, and external security issuances. Equity capital can be provided from any combination of Southern Company's stock plans, private placements, or public offerings. The amount and timing of additional equity capital and debt issuances in 2016, as well as in subsequent years, will be contingent on Southern Company's investment opportunities and the Southern Company system's and Southern Company Gas' capital requirements. See "Capital Requirements and Contractual Obligations" herein for additional information.

Except as described herein, the traditional electric operating companies, Southern Company Gas, and Southern Power plan to obtain the funds required for construction and other purposes from operating cash flows, external security issuances, term loans, short-term borrowings, and equity contributions or loans 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. See MANAGEMENT'S DISCUSSION AND ANALYSIS – FINANCIAL CONDITION AND LIQUIDITY – "Sources of Capital" of Southern Company in Item 7 of the Form 10-K for additional information.

In addition, Georgia Power may make borrowings through a loan guarantee agreement (Loan Guarantee Agreement) between Georgia Power and the DOE, the proceeds of which may be used to reimburse Georgia Power for Eligible Project Costs incurred in connection with its construction of Plant Vogtle Units 3 and 4. Under the Loan Guarantee Agreement, the DOE agreed to guarantee borrowings of up to \$3.46 billion (not to exceed 70% of Eligible Project Costs) to be made by Georgia Power under a multi-advance credit facility (FFB Credit Facility) among Georgia Power, the DOE, and the FFB. Eligible Project Costs incurred through June 30, 2016 would allow for borrowings of up to \$2.6 billion under the FFB Credit Facility, of which Georgia Power has borrowed \$2.5 billion. See Note 6 to the financial statements of Southern Company under "DOE Loan Guarantee Borrowings" in Item 8 of the Form 10-K for additional information regarding the Loan Guarantee Agreement and Note (B) to the Condensed Financial Statements under "Retail Regulatory Matters – Georgia Power – Nuclear Construction" herein for additional information regarding Plant Vogtle Units 3 and 4.

Mississippi Power received \$245 million of Initial DOE Grants in prior years that were used for the construction of the Kemper IGCC. An additional \$25 million of grants from the DOE is expected to be received for commercial

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operation of the Kemper IGCC. On April 8, 2016, Mississippi Power received approximately \$137 million in Additional DOE Grants for the Kemper IGCC, which are expected to be used to reduce future rate impacts for customers. In addition, see Note 3 to the financial statements of Southern Company under "Integrated Coal Gasification Combined Cycle" in Item 8 of the Form 10-K for information regarding legislation related to the securitization of certain costs of the Kemper IGCC.

As of June 30, 2016, Southern Company's current assets exceeded current liabilities by \$6.6 billion. Excluding restricted cash of \$8.0 billion associated with the Merger, Southern Company's current liabilities exceeded current assets by \$1.3 billion, primarily due to long-term debt that is due within one year of \$2.7 billion, including approximately \$0.9 billion at the parent company, \$0.2 billion at Alabama Power, \$0.7 billion at Georgia Power, \$0.2 billion at Gulf Power, \$0.3 billion at Mississippi Power, and \$0.4 billion at Southern Power. To meet short-term cash needs and contingencies, Southern Company has substantial cash flow from operating activities and access to capital markets and financial institutions. Southern Company, the traditional electric operating companies, Southern Power, and Southern Company Gas intend to utilize operating cash flows, as well as commercial paper, lines of credit, bank notes, and securities issuances, as market conditions permit, as well as, under certain circumstances for the traditional electric operating companies and Southern Power, equity contributions and/or loans from Southern Company to meet their short-term capital needs. In addition, for the remainder of 2016, Georgia Power expects to utilize borrowings through the FFB Credit Facility as an additional source of long-term borrowed funds.

At June 30, 2016, Southern Company and its subsidiaries had approximately \$1.9 billion of cash and cash equivalents. In addition, Southern Company had approximately \$8.0 billion of restricted cash, which was subsequently used to complete the Merger. Committed credit arrangements with banks at June 30, 2016 were as follows:

Company <sup>(a)</sup>	Expires				Total	Unused	Executable Term Loans		Due Within One Year	
	2016	2017	2018	2020			One Year	Two Years	Term Out	No Term Out
	(in millions)				(in millions)		(in millions)		(in millions)	
Southern Company	\$—	\$—	\$1,000	\$1,250	\$2,250	\$2,250	\$—	\$—	\$—	\$—
Alabama Power	3	32	500	800	1,335	1,335	—	—	—	35
Georgia Power	—	—	—	1,750	1,750	1,732	—	—	—	—
Gulf Power	75	40	165	—	280	280	45	—	45	70
Mississippi Power	115	60	—	—	175	150	—	15	15	160
Southern Power Company <sup>(b)</sup>	—	—	—	600	600	560	—	—	—	—
Other	25	45	—	40	110	80	20	—	20	50
<b>Total</b>	<b>\$218</b>	<b>\$177</b>	<b>\$1,665</b>	<b>\$4,440</b>	<b>\$6,500</b>	<b>\$6,387</b>	<b>\$ 65</b>	<b>\$ 15</b>	<b>\$80</b>	<b>\$ 315</b>

Excludes Southern Company Gas as the Merger was not completed at June 30, 2016. Southern Company Gas has (a) committed credit arrangements with banks totaling \$2.0 billion at July 1, 2016, of which \$0.1 billion expire in 2017 and \$1.9 billion expire in 2018.

Excludes credit agreements (Project Credit Facilities) assumed with the acquisition of certain solar facilities, which (b) are non-recourse to Southern Power Company, the proceeds of which are being used to finance project costs related to such solar facilities currently under construction. See Note (I) to the Condensed Financial Statements under "Southern Power" herein for additional information.

See Note 6 to the financial statements of Southern Company under "Bank Credit Arrangements" in Item 8 of the Form 10-K and Note (E) to the Condensed Financial Statements under "Bank Credit Arrangements" herein for additional information.

On May 24, 2016, the \$8.1 billion Bridge Agreement to provide Merger financing, to the extent necessary, was terminated.

Most of these bank credit arrangements, as well as the term loan arrangements of Southern Company, Alabama Power, Mississippi Power, and Southern Power, contain covenants that limit debt levels and contain cross acceleration or cross default provisions to other indebtedness (including guarantee obligations) that are restricted only to the indebtedness of the individual company. Such cross default provisions to other indebtedness would



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trigger an event of default if the applicable borrower defaulted on indebtedness or guarantee obligations over a specified threshold. Such cross acceleration provisions to other indebtedness would trigger an event of default if the applicable borrower defaulted on indebtedness, the payment of which was then accelerated. Southern Company, the traditional electric operating companies, and Southern Power Company are currently in compliance with all such covenants. None of the bank credit arrangements contain material adverse change clauses at the time of borrowings. Subject to applicable market conditions, Southern Company and its subsidiaries expect to renew or replace their bank credit arrangements as needed, prior to expiration. In connection therewith, Southern Company and its subsidiaries may extend the maturity dates and/or increase or decrease the lending commitments thereunder.

A portion of the unused credit with banks is allocated to provide liquidity support to the traditional electric operating companies' pollution control revenue bonds and commercial paper programs. The amount of variable rate pollution control revenue bonds outstanding requiring liquidity support as of June 30, 2016 was approximately \$1.9 billion. In addition, at June 30, 2016, the traditional electric operating companies had approximately \$320 million of fixed rate pollution control revenue bonds outstanding that were required to be reoffered within the next 12 months.

Southern Company, the traditional electric operating companies, and Southern Power make short-term borrowings primarily through commercial paper programs that have the liquidity support of the committed bank credit arrangements described above. Southern Company, the traditional electric operating companies, and Southern Power may also borrow through various other arrangements with banks. Short-term borrowings are included in notes payable in the balance sheets.

Details of short-term borrowings were as follows:

	Short-term Debt at June 30, 2016 <sup>(a)</sup>			Short-term Debt During the Period <sup>(a,b)</sup>		
	Weighted Average Amount Outstanding	Weighted Average Interest Rate		Weighted Average Amount Outstanding	Weighted Average Interest Rate	Maximum Amount Outstanding
	(in millions)		(in millions)			(in millions)
Commercial paper	\$478	0.8 %	\$1,082	0.8 %	\$ 1,712	
Short-term bank debt	125	1.5 %	215	1.5 %	262	
Total	\$603	1.0 %	\$1,297	0.9 %		

(a) Excludes Southern Company Gas as the Merger was not completed at June 30, 2016.

(b) Average and maximum amounts are based upon daily balances during the three-month period ended June 30, 2016. In addition to the short-term borrowings in the table above, the Project Credit Facilities had total amounts outstanding as of June 30, 2016 of \$769 million at a weighted average interest rate of 2.02%. For the three-month period ended June 30, 2016, these credit agreements had a maximum amount outstanding of \$769 million and an average amount outstanding of \$586 million at a weighted average interest rate of 2.03%.

Southern Company believes the need for working capital can be adequately met by utilizing commercial paper programs, lines of credit, bank term loans, and operating cash flows.

**Credit Rating Risk**

At June 30, 2016, Southern Company and its subsidiaries did 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/or Baa2 or below. These contracts are for physical electricity purchases and sales, fuel purchases, fuel transportation and storage, energy price risk management, transmission, interest rate management, and construction of new generation at Plant Vogtle Units 3 and 4.



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The maximum potential collateral requirements under these contracts at June 30, 2016 were as follows:

Credit Ratings	Maximum Potential Collateral Requirements (in millions)
At BBB and/or Baa2	\$ 29
At BBB- and/or Baa3	\$ 597
Below BBB- and/or Baa3	\$ 2,519

Generally, collateral may be provided by a Southern Company guaranty, letter of credit, or cash. Additionally, a credit rating downgrade could impact the ability of Southern Company and its subsidiaries to access capital markets, and would be likely to impact the cost at which they do so.

On May 12, 2016, Fitch downgraded the senior unsecured long-term debt rating of Southern Company to A- from A and revised the ratings outlook from negative to stable. Fitch also downgraded the senior unsecured long-term debt rating of Mississippi Power to BBB+ from A- and revised the ratings outlook from negative to stable.

On May 13, 2016, Moody's downgraded the senior unsecured long-term debt rating of Southern Company to Baa2 from Baa1 and revised the ratings outlook from negative to stable.

Financing Activities

On May 11, 2016, Southern Company issued 18.3 million shares of common stock in an underwritten offering for an aggregate purchase price of approximately \$889 million. Of the 18.3 million shares, approximately 2.6 million were issued from treasury and the remainder were newly issued shares. The proceeds were used to fund a portion of the Merger and for other general corporate purposes.

In addition, during the first six months of 2016, Southern Company issued approximately 11.6 million shares of common stock primarily through employee equity compensation plans and received proceeds of approximately \$494 million.

The following table outlines the long-term debt financing activities for Southern Company and its subsidiaries for the first six months of 2016:

Company <sup>(a)</sup>	Senior Note Issuances and Redemptions (in millions)	Senior Note Maturities and Redemptions	Revenue Bond Maturities, Redemptions, and Repurchases	Other Long-Term Debt Issuances	Other Long-Term Debt Redemptions and Maturities <sup>(b)</sup>
Southern Company	\$8,500	\$ —	\$ —	\$ —	\$ —
Alabama Power	400	200	—	45	—
Georgia Power	650	500	4	300	3
Gulf Power	—	125	—	—	—
Mississippi Power	—	—	—	1,100	651
Southern Power	1,241	—	—	2	4
Other	—	—	—	—	10
Elimination <sup>(c)</sup>	—	—	—	(200)	(225)
Total	\$10,791	\$ 825	\$ 4	\$ 1,247	\$ 443

(a) Excludes Southern Company Gas as the Merger was not completed at June 30, 2016.

(b) Includes reductions in capital lease obligations resulting from cash payments under capital leases.

(c) Intercompany loans from Southern Company to Mississippi Power eliminated in Southern Company's Consolidated Financial Statements.



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In February 2016, Southern Company entered into \$700 million notional amount of forward-starting interest rate swaps to hedge exposure to interest rate changes related to anticipated debt issuances. These interest rate swaps were settled in May 2016.

In May 2016, Southern Company issued the following series of senior notes for an aggregate principal amount of \$8.5 billion:

- \$0.5 billion of 1.55% Senior Notes due July 1, 2018;
- \$1.0 billion of 1.85% Senior Notes due July 1, 2019;
- \$1.5 billion of 2.35% Senior Notes due July 1, 2021;
- \$1.25 billion of 2.95% Senior Notes due July 1, 2023;
- \$1.75 billion of 3.25% Senior Notes due July 1, 2026;
- \$0.5 billion of 4.25% Senior Notes due July 1, 2036; and
- \$2.0 billion of 4.40% Senior Notes due July 1, 2046.

The net proceeds were used to fund a portion of the Merger and related transaction costs and for other general corporate purposes.

Except as described herein, Southern Company's subsidiaries used the proceeds of the debt issuances shown in the table above for their redemptions and maturities shown in the table above, to repay short-term indebtedness, and for general corporate purposes, including their continuous construction programs and, for Southern Power, its growth strategy.

On March 8, 2016, Mississippi Power entered into an unsecured term loan agreement with a syndicate of financial institutions for an aggregate amount of \$1.2 billion to repay existing indebtedness and for other general corporate purposes. Mississippi Power borrowed \$900 million under the term loan agreement and has the right to borrow the remaining \$300 million on or before October 15, 2016, upon satisfaction of certain customary conditions. Mississippi Power used the initial proceeds to repay \$900 million in maturing bank notes on March 8, 2016 and expects the remaining \$300 million to be used to repay senior notes maturing in October 2016. The term loan pursuant to this agreement matures on April 1, 2018 and bears interest based on one-month LIBOR.

In May 2016, Gulf Power entered into an 11-month floating rate bank loan bearing interest based on one-month LIBOR. This short-term loan was for \$100 million aggregate principal amount and the proceeds were used to repay existing indebtedness and for working capital and other general corporate purposes.

Georgia Power's "Other Long-Term Debt Issuances" reflected in the table above include borrowings under the FFB Credit Facility in an aggregate principal amount of \$300 million in June 2016. The interest rate applicable to the \$300 million principal amount is 2.571% for an interest period that extends to the final maturity date of February 20, 2044. The proceeds were used to reimburse Georgia Power for Eligible Project Costs relating to the construction of Plant Vogtle Units 3 and 4.

During the six months ended June 30, 2016, Southern Power's subsidiaries borrowed an additional \$632 million pursuant to the Project Credit Facilities at a weighted average interest rate of 2.00%. Subsequent to June 30, 2016, Southern Power's subsidiaries borrowed \$48 million pursuant to the Project Credit Facilities at a weighted average interest rate of 1.98%.

In June 2016, Southern Power issued €600 million aggregate principal amount of Series 2016A 1.00% Senior Notes due June 20, 2022 and €500 million aggregate principal amount of Series 2016B 1.85% Senior Notes due June 20, 2026. The proceeds will be allocated to renewable energy generation projects. Southern Power's obligations under its euro-denominated fixed-rate notes were effectively converted to fixed-rate U.S. dollars at issuance through cross-currency swaps, removing foreign currency exchange risk associated with the interest and principal payments. See Note (H) to the Condensed Financial Statements under "Foreign Currency Derivatives" herein for additional information.



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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.

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PART I

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

During the six months ended June 30, 2016, there were no material changes to each registrant's disclosures about market risk. For an in-depth discussion of each registrant's market risks, see MANAGEMENT'S DISCUSSION AND ANALYSIS – FINANCIAL CONDITION AND LIQUIDITY – "Market Price Risk" of each registrant in Item 7 of the Form 10-K and Note 1 to the financial statements of each registrant under "Financial Instruments," Note 11 to the financial statements of Southern Company, Alabama Power, and Georgia Power, Note 10 to the financial statements of Gulf Power and Mississippi Power, and Note 9 to the financial statements of Southern Power in Item 8 of the Form 10-K. Also, see Note (H) to the Condensed Financial Statements herein for information relating to derivative instruments.

Item 4. Controls and Procedures.

(a) Evaluation of disclosure controls and procedures.

As of the end of the period covered by this Quarterly Report on Form 10-Q, Southern Company, Alabama Power, Georgia Power, Gulf Power, Mississippi Power, and Southern Power Company conducted separate evaluations under the supervision and with the participation of each company's management, including the Chief Executive Officer and the Chief Financial Officer, of the effectiveness of the design and operation of the disclosure controls and procedures (as defined in Sections 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended). 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.

(b) Changes in internal controls over financial reporting.

There have been no changes in Southern Company's, Alabama Power's, Georgia Power's, Gulf Power's, Mississippi Power's, or Southern Power Company'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, as amended) during the second quarter 2016 that have materially affected or are reasonably likely to materially affect Southern Company's, Alabama Power's, Georgia Power's, Gulf Power's, Mississippi Power's, or Southern Power Company's internal control over financial reporting. Southern Company completed the Merger on July 1, 2016, with Southern Company Gas surviving the Merger as a wholly-owned, direct subsidiary of Southern Company. Southern Company is currently in the process of integrating Southern Company Gas' operations and will be conducting control reviews pursuant to Section 404 of the Sarbanes-Oxley Act of 2002. See Note (I) to the Condensed Financial Statements under "Southern Company – Merger with Southern Company Gas" herein for additional information regarding the Merger.



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ALABAMA POWER COMPANY

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CONDENSED STATEMENTS OF INCOME (UNAUDITED)

	For the Three Months Ended June 30, 2016		For the Six Months Ended June 30, 2015	
	(in millions)		(in millions)	
Operating Revenues:				
Retail revenues	\$1,316	\$1,326	\$2,510	\$2,594
Wholesale revenues, non-affiliates	67	57	130	123
Wholesale revenues, affiliates	9	20	31	35
Other revenues	52	52	105	104
Total operating revenues	1,444	1,455	2,776	2,856
Operating Expenses:				
Fuel	295	343	564	653
Purchased power, non-affiliates	40	45	76	86
Purchased power, affiliates	55	49	88	103
Other operations and maintenance	355	370	747	768
Depreciation and amortization	175	160	347	318
Taxes other than income taxes	94	90	191	184
Total operating expenses	1,014	1,057	2,013	2,112
Operating Income	430	398	763	744
Other Income and (Expense):				
Allowance for equity funds used during construction	6	14	16	29
Interest expense, net of amounts capitalized	(74)	(69)	(147)	(134)
Other income (expense), net	(4)	(14)	(11)	(18)
Total other income and (expense)	(72)	(69)	(142)	(123)
Earnings Before Income Taxes	358	329	621	621
Income taxes	142	122	245	235
Net Income	216	207	376	386
Dividends on Preferred and Preference Stock	5	7	9	17
Net Income After Dividends on Preferred and Preference Stock	\$211	\$200	\$367	\$369

## CONDENSED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)

	For the Three Months Ended June 30, 2016		For the Six Months Ended June 30, 2015	
	(in millions)		(in millions)	
Net Income	\$216	\$207	\$376	\$386
Other comprehensive income (loss):				
Qualifying hedges:				
Changes in fair value, net of tax of \$-, \$3, \$(1), and \$-, respectively	—	5	(2)	1
	1	—	2	1

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Reclassification adjustment for amounts included in net income,  
net of tax of \$-, \$-, \$1, and \$1, respectively

Total other comprehensive income (loss)	1	5	—	2
Comprehensive Income	\$217	\$212	\$376	\$388

The accompanying notes as they relate to Alabama Power are an integral part of these condensed financial statements.

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CONDENSED STATEMENTS OF CASH FLOWS (UNAUDITED)

	For the Six Months Ended June 30, 2016 2015 (in millions)	
Operating Activities:		
Net income	\$376	\$386
Adjustments to reconcile net income to net cash provided from operating activities —		
Depreciation and amortization, total	419	387
Deferred income taxes	175	60
Allowance for equity funds used during construction	(16 )	(29 )
Other, net	(37 )	(23 )
Changes in certain current assets and liabilities —		
-Receivables	64	(115 )
-Fossil fuel stock	(32 )	19
-Other current assets	(67 )	(52 )
-Accounts payable	(75 )	(212 )
-Accrued taxes	98	177
-Accrued compensation	(50 )	(66 )
-Retail fuel cost over recovery	(60 )	25
-Other current liabilities	8	40
Net cash provided from operating activities	803	597
Investing Activities:		
Property additions	(645 )	(612 )
Nuclear decommissioning trust fund purchases	(200 )	(278 )
Nuclear decommissioning trust fund sales	200	278
Cost of removal, net of salvage	(51 )	(28 )
Change in construction payables	(27 )	28
Other investing activities	(18 )	(14 )
Net cash used for investing activities	(741 )	(626 )
Financing Activities:		
Proceeds —		
Senior notes issuances	400	975
Capital contributions from parent company	237	10
Pollution control revenue bonds	—	80
Other long-term debt issuances	45	—
Redemptions and repurchases —		
Preferred and preference stock	—	(412 )
Pollution control revenue bonds	—	(134 )
Senior notes	(200 )	(250 )
Payment of common stock dividends	(382 )	(286 )
Other financing activities	(13 )	(32 )
Net cash provided from (used for) financing activities	87	(49 )
Net Change in Cash and Cash Equivalents	149	(78 )

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Cash and Cash Equivalents at Beginning of Period	194	273
Cash and Cash Equivalents at End of Period	\$343	\$195
Supplemental Cash Flow Information:		
Cash paid (received) during the period for —		
Interest (net of \$7 and \$10 capitalized for 2016 and 2015, respectively)	\$131	\$118
Income taxes, net	(122 )	47
Noncash transactions — Accrued property additions at end of period	94	35

The accompanying notes as they relate to Alabama Power are an integral part of these condensed financial statements.

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CONDENSED BALANCE SHEETS (UNAUDITED)

Assets	At June 30, 2016	At December 31, 2015
	(in millions)	
Current Assets:		
Cash and cash equivalents	\$343	\$ 194
Receivables —		
Customer accounts receivable	357	332
Unbilled revenues	174	119
Under recovered regulatory clause revenues	7	43
Income taxes receivable, current	—	142
Other accounts and notes receivable	35	20
Affiliated companies	32	50
Accumulated provision for uncollectible accounts	(9	) (10
Fossil fuel stock, at average cost	271	239
Materials and supplies, at average cost	412	398
Vacation pay	66	66
Prepaid expenses	100	83
Other regulatory assets, current	87	115
Other current assets	10	10
Total current assets	1,885	1,801
Property, Plant, and Equipment:		
In service	25,572	24,750
Less accumulated provision for depreciation	8,889	8,736
Plant in service, net of depreciation	16,683	16,014
Nuclear fuel, at amortized cost	368	363
Construction work in progress	423	801
Total property, plant, and equipment	17,474	17,178
Other Property and Investments:		
Equity investments in unconsolidated subsidiaries	69	71
Nuclear decommissioning trusts, at fair value	759	737
Miscellaneous property and investments	101	96
Total other property and investments	929	904
Deferred Charges and Other Assets:		
Deferred charges related to income taxes	519	522
Deferred under recovered regulatory clause revenues	136	99
Other regulatory assets, deferred	1,100	1,114
Other deferred charges and assets	113	103
Total deferred charges and other assets	1,868	1,838
Total Assets	\$22,156	\$ 21,721

The accompanying notes as they relate to Alabama Power are an integral part of these condensed financial statements.

Table of ContentsALABAMA POWER COMPANY  
CONDENSED BALANCE SHEETS (UNAUDITED)

Liabilities and Stockholder's Equity	At June 30, 2016	At December 31, 2015
	(in millions)	
Current Liabilities:		
Securities due within one year	\$200	\$ 200
Accounts payable —		
Affiliated	293	278
Other	294	410
Customer deposits	88	88
Accrued taxes —		
Accrued income taxes	10	—
Other accrued taxes	93	38
Accrued interest	80	73
Accrued vacation pay	55	55
Accrued compensation	72	119
Liabilities from risk management activities	17	55
Other regulatory liabilities, current	81	240
Other current liabilities	41	39
Total current liabilities	1,324	1,595
Long-term Debt	6,894	6,654
Deferred Credits and Other Liabilities:		
Accumulated deferred income taxes	4,413	4,241
Deferred credits related to income taxes	68	70
Accumulated deferred investment tax credits	114	118
Employee benefit obligations	360	388
Asset retirement obligations	1,502	1,448
Other cost of removal obligations	699	722
Other regulatory liabilities, deferred	106	136
Deferred over recovered regulatory clause revenues	102	—
Other deferred credits and liabilities	69	76
Total deferred credits and other liabilities	7,433	7,199
Total Liabilities	15,651	15,448
Redeemable Preferred Stock	85	85
Preference Stock	196	196
Common Stockholder's Equity:		
Common stock, par value \$40 per share —		
Authorized — 40,000,000 shares		
Outstanding — 30,537,500 shares	1,222	1,222
Paid-in capital	2,589	2,341
Retained earnings	2,445	2,461
Accumulated other comprehensive loss	(32 )	(32 )
Total common stockholder's equity	6,224	5,992
Total Liabilities and Stockholder's Equity	\$22,156	\$ 21,721

The accompanying notes as they relate to Alabama Power are an integral part of these condensed financial statements.





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AND  
YEAR-TO-DATE 2016 vs. YEAR-TO-DATE 2015

## OVERVIEW

Alabama Power operates as a vertically integrated utility providing electricity to retail and wholesale customers within its traditional service territory located within the State of Alabama in addition to wholesale customers in the Southeast.

Many factors affect the opportunities, challenges, and risks of Alabama Power's business of selling electricity. These factors include the ability to maintain a constructive regulatory environment, to maintain and grow energy sales, 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, reliability, fuel, capital expenditures, and restoration following major storms. Alabama Power has various regulatory mechanisms that operate to address cost recovery. Effectively operating pursuant to these regulatory mechanisms and appropriately balancing required costs and capital expenditures with customer prices will continue to challenge Alabama Power for the foreseeable future.

Alabama Power continues to focus on several key performance indicators. These indicators include customer satisfaction, plant availability, system reliability, and net income after dividends on preferred and preference stock. For additional information on these indicators, see MANAGEMENT'S DISCUSSION AND ANALYSIS – OVERVIEW – "Key Performance Indicators" of Alabama Power in Item 7 of the Form 10-K.

## RESULTS OF OPERATIONS

## Net Income

Second Quarter 2016 vs. Second Quarter 2015		Year-to-Date 2016 vs. Year-to-Date 2015	
(change in millions)	(% change)	(change in millions)	(% change)
\$11	5.5	\$(2)	(0.5)

Alabama Power's net income after dividends on preferred and preference stock for the second quarter 2016 was \$211 million compared to \$200 million for the corresponding period in 2015. The increase was primarily related to an increase in retail revenues under Rate CNP Compliance and a decrease in non-fuel operations and maintenance expenses. These increases to income were partially offset by decreases in customer usage and AFUDC and increases in interest expense and depreciation and amortization.

Alabama Power's net income after dividends on preferred and preference stock for year-to-date 2016 was \$367 million compared to \$369 million for the corresponding period in 2015. The decrease was primarily related to a decrease in retail revenues associated with milder weather for year-to-date 2016 compared to the corresponding period in 2015, a decrease in AFUDC, and increases in interest expense, taxes other than income taxes, and depreciation and amortization. These decreases to income were partially offset by an increase in revenue under Rate CNP Compliance, a decrease in non-fuel operations and maintenance expenses, and a decrease in dividends on preferred and preference stock.

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Retail Revenues

Second Quarter 2016 vs. Quarter 2015	Second Year-to-Date 2016 vs. Year-to-Date 2015
(change in millions) (\$10)	(change in millions) (\$84)
(% change) (0.8)	(% change) (3.2)

In the second quarter 2016, retail revenues were \$1.32 billion compared to \$1.33 billion for the corresponding period in 2015. For year-to-date 2016, retail revenues were \$2.51 billion compared to \$2.59 billion for the corresponding period in 2015.

Details of the changes in retail revenues were as follows:

	Second Quarter 2016 (in millions)(% change)	Year-to-Date 2016 (in millions) (% change)
Retail – prior year	\$ 1,326	\$ 2,594
Estimated change resulting from –		