THE NASDAQ STOCK MARKET, INC. **NASDAQ**

Attn: Manager P&S Dept./Traders/Cashier/Manager Reorganization/Manager Dividends
UNIFORM PRACTICE ADVISORY (UPC # 084-97) November 3, 1997

Alabama Power Co. (APC), $4.20 Preferred Stock (APRDN)

Georgia Power Co. (GPC), $4.60 Preferred Stock (GPWEP)
Georgia Power Co. (GPC), $4.60 Preferred Stock 1962 Series (GPWDN)
Georgia Power Co. (GPC), $4.60 Preferred Stock 1963 Series (GPWEN)
Georgia Power Co. (GPC), $4.60 Preferred Stock 1964 Series (GPWEM)
Georgia Power Co. (GPC), $4.72 Preferred Stock (GPWGO)
Georgia Power Co. (GPC), $4.92 Preferred Stock (GPWGN)
Georgia Power Co. (GPC), $4.96 Preferred Stock (GPWGP)
Georgia Power Co. (GPC), $5.00 Preferred Stock (GPWGM)
Georgia Power Co. (GPC), $5.64 Preferred Stock (GPWSM)

Gulf Power Co. (GLF) 4.64% Ser R Preferred Stock (GLFWP)
Gulf Power Co. (GLF) 5.16% Preferred Stock (GLFPP)
Gulf Power Co. (GLF) 5.44% Preferred Stock (GLFWO)
Gulf Power Co. (GLF) 6.72 Preferred Stock (GLFWH)
Gulf Power Co. (GLF) 1993 Adj Preferred Stock (GLFWG)

Mississippi Power Co (MPC) 4.40% Preferred Stock (MPRWL)
Mississippi Power Co (MPC) 4.60% Preferred Stock (MPRWP)
Mississippi Power Co (MPC) 4.72% Preferred Stock (MSPWP)

On November 3, 1997, The Southern Co. announced the commencement of a Tender Offer (Offer) to holders of the above securities. This Offer will expire at 5:00 P.M., (ET) on December 10, 1997. Pursuant to the terms of the Offer, each of the above securities will be exchanged for cash.

In order for the shares to be accepted in the Offer, tendering shareholders must, in addition to providing a completed *Letter of Transmittal*, provide a properly executed proxy **voting FOR** a charter amendment that would remove provisions of the charter restricting the ability of each company to issue unsecured indebtedness, to sell assets, merge or consolidate without preferred stockholder approval under certain circumstances and to pay dividends on its common stock. This assignment of proxy must either be submitted with the *Letter of Transmittal* or the *Notice of Guaranteed of Delivery*.

Shareholders of record on November 6, 1997 will receive the *Offer to Purchase and Proxy Statement* and will be entitled to vote at the meeting.

Members are advised that, effective November 4, 1997, trades executed in the above securities shall be **"with proxy"**. The symbols for trade reporting and for OTCBB will be changed as listed below. The "with proxy" designation will cease and the securities will revert to their current symbols after the close of business on the final expiration date.

APC, 4.20 : APRDN to APRPT	GPC, 4.92 : GPWGN to GPWJT	GLF, 4.64 R : GLFWP to GLWPT
GPC, 4.60 : GPWEP to GPNPT	GPC, 4.96 : GPWGP to GPWIT	GLF, 5.16 : GLFPP to GLWOT
GPC, 4.60 62 : GPWDN to GPWNT	GPC, 5.00 : GPWGM to GPWGT	GLF, 5.44 : GLFWO to GLWNT
GPC, 4.60 63 : GPWEN to GPWMT	GPC, 5.64 : GPWSM to GPWHT	MPC, 4.40 : MPRWL to MPRLT
GPC, 4.60 64 : GPWEM to GPNLT	GLF, 6.72 : GLFWH to GLWMT	MPC, 4.60 : MPRWP to MPRPT
GPC, 4.72 : GPWGO to GPWKT	GLF, 1993 Adj : GLFWG to GLWLT	MPC, 4.72 : MSPWP to MSPPT

Deliveries made in settlement of contracts executed up to and including December 10, 1997, or any extended expiration date, shall be accompanied by a duly completed proxy which must be in the form of an *Assignment of Proxy* (from the registered holder) as provided in the Offer.

Questions regarding the terms and conditions of the Offer (including the assignment of proxies) may be directed to the Depositary: The Bank of New York, (800) 507-9357 or the Information Agent: Corporate Investor Communications, Inc, (888) 881-0526.

Questions regarding this notice should be directed to: Market Data Integrity Dept., (203) 375-9609. Attn: O'Neil Blake, Manager.

Dorothy L. Kennedy
Assistant Director