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ALABAMA POWER CO Form 8-K November 26, 2002

SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Securi	ties Exchange Act of	f 1934		
Date of Report (Date of earlies	t event reported)	Novembe	r 20, 2002	
ALABAMA POWE				
(Exact name of registrant	-	charter)		
Alabama	1-3164		63-0004250	
(State or other jurisdiction of incorporation)				
600 North 18th Street, Birming		35291	35291	
(Address of principal executiv		(Zip Code)	
Registrant's telephone number,	including area code	(205)	257-1000	
	N/A			
(Former name or former				
2				
Item 5. Other Events.				
On November 20,	2002, Alabama Power	r Company (the	"Company")	
entered into Underwriting Agree	ments covering the	issue and sale	by the Company	
of an additional \$100,000,000 a	ggregate principal a	amount of its S	eries Q 5.50%	
Senior Notes due October 15, 20 aggregate principal amount of i 2010 (the "Series R Senior Note Securities Act of 1933, as amen	ts Series R 4.70% Ses"). Said notes were	enior Notes due e registered un	December 1, der the	

 $\texttt{registration statement} \hspace{0.2cm} \texttt{(Registration Nos. 333-100721, 333-100721-01)} \\$

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333-100721-02 and 333-100721-03) of the Company.

- Titem 7. Financial Statements, Pro Forma Financial Information and Exhibits.
 (c) Exhibits.
- 1.1 Underwriting Agreement, dated November 20, 2002 relating to the Series Q Senior Notes among the Company and Goldman, Sachs & Co., ABI Capital Management LLC and Credit Lyonnais Securities (USA) Inc. as the Underwriters.
- 1.2 Underwriting Agreement, dated November 20, 2002 relating to the Series R Senior Notes among the Company and Goldman, Sachs & Co., Morgan Stanley & Co. Incorporated and Credit Lyonnais Securities (USA) Inc. as the Underwriters.
- 4.2(a) Eighteenth Supplemental Indenture to Senior Note Indenture dated as of November 26, 2002, providing for the issuance of the Series R Senior Notes.
- 4.7(a) Form of Series R Senior Note (included in Exhibit 4.2(a) above).
- 5.1(a) Opinion of Balch & Bingham LLP relating to the Series Q Senior Notes.
- 5.1(b) Opinion of Balch & Bingham LLP relating to the Series R Senior Notes.
- 12.1 Computation of ratio of earnings to fixed charges.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 26, 2002 ALABAMA POWER COMPANY

By /s/ Wayne Boston
-----Wayne Boston

Assistant Secretary