



Southern Company Shareholder Resolution Withdrawal with As You Sow

Southern Company and As You Sow conducted dialogues on two occasions regarding the As You Sow shareholder resolution for the 2014 proxy statement filed on December 11, 2013 entitled "*Increased Clean Energy Sources*". The resolution and supporting statement read as follows:

"RESOLVED:

Shareholders request that the Southern Company prepare a report, reviewed by a board committee of independent directors, on policies the company could adopt to take additional near-term actions to reduce its greenhouse gas emissions consistent with the national goal of 80% reduction in greenhouse gas emissions by 2050. The report should be published by October 1, 2014 at a reasonable cost and omit proprietary information.

Supporting statement:

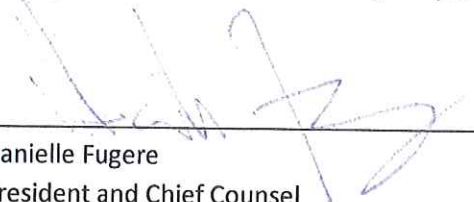
Such policy options shall consider innovative technologies and strategies for energy generation, such as placing greater emphasis on distributed clean energy sources or strategies to deploy centralized renewable energy generation in the Company's geographic region, as well as consideration of the most advanced practices and policies of utility peers in the US and worldwide."

Disclosure of Clean Energy Resources

As You Sow has agreed to withdraw the resolution in consideration of Southern Company's agreement to produce the information requested in the resolution regarding its distributed and renewable energy initiatives. Compiled below are elements of Southern Company's disclosures. It is understood that Southern Company should not disclose anything it deems proprietary. As You Sow believes that addressing the topics below will increase the availability of high quality business information on this critical issue and will enable investors to better understand how the Southern Company system is positioned to address this matter across its energy portfolio. Southern Company's report containing this information will be in the form of a separate brief this year, though successive additions may be incorporated into the Sustainability Report in following years.

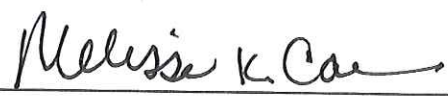
1. A document published prior to the 2014 Shareholder Meeting available on Southern Company's website and in print at the 2014 Shareholder Meeting which:
 - 1.1. Itemizes the Southern Company system's renewable and distributed generation assets.
 - 1.2. Describes renewable and distributed generation projects that will be brought online by 2015, if known, and their capacity.
 - 1.3. Provides a general discussion of continuing efforts within the Southern Company system to make further renewable and distributed generation additions to its portfolio.
 - 1.4. Describes the Southern Company system's approach to renewable and distributed generation.

This agreement will be executed by the parties on the latest signing date.



Danielle Fugere
President and Chief Counsel
As You Sow

Feb. 26, 2014
Date



Melissa Caen
Corporate Secretary
The Southern Company

3/3/14
Date