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November 24, 1999

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Ms. Blanca Bayo, Director
Division of Records and Reporting
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee FL 32399-0870

Dear Ms. Bayo:

RE: Gulf Power Company – Notification of Foreign Utility Company Status filed with the Securities and Exchange Commission on Behalf of an Associate Company – Form U-57 (NUON Trust D, E, and F)

Southern Energy, Inc., a subsidiary of The Southern Company, Inc., a registered holding company under the Public Utility Holding Company Act of 1935, as amended, 15 U.S.C. §§79a et seq. (the "Act"), has filed with the Securities and Exchange Commission ("SEC") a Notification of Foreign Utility Company Status pursuant to Section 33(a) of the Act. Gulf Power Company is an "associate company" of the foreign utility company identified in such filing. As required by the SEC's rules, we are herewith providing you with a copy of the Notification filed on such company's behalf.

Please mark the enclosed extra copy of this letter with the date and time the material was accepted in your office for filing and return same to the undersigned.

Sincerely,

Susan D. Ritenour

AFA	<u>hester</u>	Susan D. Ritenour
APP	<u>Beller</u>	Assistant Secretary and Assistant Treasurer
CAF	_____	
CMU	_____	
CTR	_____	lw
EAG	_____	
LEG	_____	Enclosure
MAS	_____	
OPC	_____	cc: Beggs and Lane
PAI	_____	J. A. Stone, Esq.
SEC	<u>I</u>	Florida Public Service Commission
WAW	_____	Cynthia Miller, Esquire
OTH	_____	

DOCUMENT NUMBER - DATE

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FPSC-RECORDS/REPORTING

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C.

FORM U-57

NOTIFICATION OF FOREIGN UTILITY COMPANY STATUS

Filed under section 33(a) of the
Public Utility Holding Company Act of 1935, as amended

(Names and addresses of foreign utility companies)

NUON Trust D
c/o Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001
Attention: Corporate Trust Administration

NUON Trust E
c/o Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001
Attention: Corporate Trust Administration

NUON Trust F
c/o Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001
Attention: Corporate Trust Administration

(Name and address of filing company)

Southern Energy, Inc.
900 Ashwood Parkway - Suite 500
Atlanta, Georgia 30338

The Commission is requested to address communications to:

S. Marce Fuller, President
Southern Energy, Inc.
900 Ashwood Parkway - Suite 500
Atlanta, Georgia 30338

John D. McLanahan, Esq.
Troutman Sanders LLP
600 Peachtree Street, N.E.
Suite 5200
Atlanta, Georgia 30308-2216

1. Name of the entity(ies) on whose behalf foreign utility company status is claimed, its (their) business address(es), and a description of the facilities used for the generation, transmission and distribution of electric energy for sale or for the distribution at retail of natural or manufactured gas. Identity of each person that holds five percent (5%) or more of any class of voting securities of the foreign utility company(ies) and description of the amount and nature of the interest.

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c/o Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001
Attention: Corporate Trust Administration

NUON Trust E
c/o Wilmington Trust Company
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1100 North Market Street
Wilmington, Delaware 19890-0001
Attention: Corporate Trust Administration

NUON Trust F
c/o Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001
Attention: Corporate Trust Administration

Southern Energy, Inc., a Delaware corporation (“Southern Energy”), is filing this Notification of Foreign Utility Company status pursuant to Section 33(a) of the Act and Rule 57 thereunder on behalf of the three companies named above, which are organized under the trust laws of the State of Delaware (collectively, the “Project Trusts”). Southern Energy is a wholly-owned subsidiary of The Southern Company (“Southern”), a registered holding company.¹

Southern Energy intends to acquire, indirectly through one or more intermediate subsidiaries, the beneficial interests in each of the three Project Trusts. The Project Trusts have been formed to acquire the retail natural gas distribution and transportation system owned by NV NUON Energie-Onderneming Voor Gelderland, Friesland en Flevoland (“NUON”), which supplies the regions of Drachten, Heerenveen, Nijmegen, Arnhem and Gooi en Vechtstreek in the Netherlands (referred to herein as the “NUON Gas Network”). The NUON Gas Network has three (3) regional energy groups which are responsible for supplying natural gas and managing the gas transmission/distribution infrastructure which consist of six (6) distinct gas networks. The NUON Gas Network is comprised of the connection between the end users (residential and business customers) and the national gas supply grid operated by N.V. Nederlandse Gasunie, the government

¹ See *The Southern Company, et al.*, Holding Co. Act Rel. No. 26468 (February 2, 1996).

controlled national supplier of natural gas for The Netherlands. The transportation assets are primarily comprised of approximately 1,236 kilometers of iron and steel piping and 3,457 kilometers of synthetic piping.

2. Name of any domestic associate public-utility company and, if applicable, its holding company, and a description of the relationship between the foreign utility company and such company, and the purchase price paid by any such domestic associate public-utility company for its interest in the foreign utility company.

The following domestic public-utility companies, each of which is a direct or indirect wholly-owned subsidiary of Southern, are associate companies of the Project Trusts:

Alabama Power Company
Georgia Power company
Gulf Power Company
Mississippi Power Company
Mobile Energy Services Company, L.L.C.
Savannah Electric and Power Company
Southern Electric Generating Company

None of the foregoing domestic public utility companies has made an investment in or has any contractual relationship with any of the Project Trusts, and no such investment or contractual relationship is contemplated.

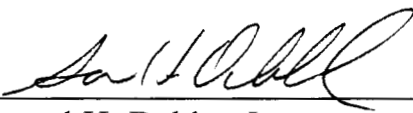
EXHIBIT A

Inapplicable

SIGNATURE

The undersigned company has duly caused this statement to be signed on its behalf by the undersigned thereunto duly authorized.

Southern Energy, Inc.

By 

Samuel H. Dabbs, Jr.
Assistant Secretary

Date: November 12, 1999