

ORIGINAL



November 4, 1998

960835-ET

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: The Southern Company – Amendment No. 1 to Form U-1, File No. 70-9335 filed with the Securities and Exchange Commission

Rule 53(a)(4), 17 C.F.R. §250.53 (a)(4), of the rules and regulations promulgated by the Securities and Exchange Commission (“SEC”) under the Public Utility Holding Company Act of 1935, as amended, 15 U.S.C. §§79a et seq. (the “Act”), specifies that a copy of each application must be filed with each public utility commission having jurisdiction over retail rates of such holding Company’s public utility subsidiaries.

The enclosed Amendment No. 1 to Form U-1 was filed with the SEC by Southern on October 16, 1998. To comply with the requirements of the SEC’s Rule 53(a)(4), a copy of such filing is being provided to you herewith.

If you have any questions regarding the enclosed, please feel free to call me at (850) 444-6231.

Sincerely,

Susan D. Cranmer

Susan D. Cranmer
Assistant Secretary and Assistant Treasurer

lw

Enclosure

- ACK _____
- AFA I
- APP I
- CAF _____
- CMU _____
- CTR _____
- EAG I
- LEG _____
- LIN _____
- OPC _____
- RCH _____
- SEC I
- WAS _____
- OTH _____

DOCUMENT NUMBER-DATE

12495 NOV-5 88

FPSC-RECORDS/REPORTING

960835

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

AMENDMENT NO. 1
to
FORM U-1
APPLICATION OR DECLARATION
under
The Public Utility Holding Company Act of 1935

THE SOUTHERN COMPANY
270 Peachtree Street, N.W.
Atlanta, Georgia 30303

(Name of company or companies filing this statement
and addresses of principal executive offices)

THE SOUTHERN COMPANY

(Name of top registered holding company parent of each
applicant or declarant)

Tommy Chisholm, Secretary
The Southern Company
270 Peachtree Street, N.W.
Atlanta, Georgia 30303

(Names and addresses of agents for service)

The Commission is requested to mail signed copies of all orders, notices and communications to:

W. L. Westbrook
Financial Vice President
The Southern Company
270 Peachtree Street, N.W.
Atlanta, Georgia 30303

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

DOCUMENT NUMBER-DATE

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FPSO-RECORDS/REPORTING

The Southern Company, a Delaware corporation and a holding company registered under the Public Utility Holding Company Act of 1935, as amended, hereby amends its Application or Declaration on Form U-1 in File No. 70-9335 by amending and restating Section 1.13 (Use of Proceeds) of Item 1. (Description of Proposed Transactions) in its entirety as follows:

“It is proposed that the proceeds of the Preferred Securities, Debt Securities, Preferred Stock, Stock Purchase Contracts and Stock Purchase Units may be utilized to pay dividends to Southern to the extent permitted under the Act and/or applicable state law, to acquire the securities of associate companies in transactions that are exempt from Section 9(a)(1) of the Act pursuant to Rule 52(d), to make capital contributions or open account advances to subsidiaries in transactions that are exempt from Section 12(b) of the Act pursuant to Rule 45(b)(4), to acquire the securities of one or more “exempt wholesale generators” (“EWGs”), “foreign utility companies” (“FUCOs”) or “exempt telecommunications companies” in transactions that are exempt from the application requirements of the Act pursuant to Section 32(g), Section 33(c) or Section 34(d) of the Act, as applicable, and/or as authorized pursuant to orders of the Commission issued in separate proceedings or as permitted under other rules of general applicability (including general corporate purposes such as repayment of indebtedness).”

SIGNATURE

Pursuant to the requirements of the Public Utility Holding Company Act of 1935, the undersigned company has duly caused this amendment to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: October 16, 1998

THE SOUTHERN COMPANY

By: 

Tommy Chisholm
Secretary