

One Energy Place
Pensacola, Florida 32520

Tel 850.444.6111

ORIGINAL



November 9, 1999

Ms. Blanca S. 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 - Amendment No. 11 (Post-Effective No. 5) to Form U-1 filed with Securities and Exchange Commission Relating to the Sale of Additional Shares of Common Stock by The Southern Company

Enclosed for official filing are fifteen copies of Amendment No. 11 (Post-Effective No. 5) to Form U-1 relating to the sale of additional shares of common stock by The Southern Company as filed with the Securities and Exchange Commission (SEC File No. 70-8277) on October 15, 1999. This filing is required by Rule 53(a)(4), 17 C.F.R. Section 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. Sections 79a et seq.

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
Assistant Secretary and Assistant Treasurer

lw

Enclosures

cc: Florida Public Service Commission
Cindy Miller, Esq.
Beggs and Lane
J. A. Stone, Esq.

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File No. 70-8277

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**AMENDMENT NO. 11
(Post-Effective Amendment No. 5)
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**

INFORMATION REQUIRED

Item 1. Description of Proposed Transactions.

Item 1 of the statement on Form U-1 in this proceeding is hereby amended by adding the following thereto:

Southern is currently authorized to issue and sell up to 25 million additional shares of its authorized but unissued common stock, par value \$5 per share, as such number may be adjusted for any share split or distribution hereafter authorized by the Commission, in one or more transactions from time to time not later than December 31, 1999. (See HCAR No. 35-26349, dated August 3, 1995.) Southern now requests that such authority be extended to September 30, 2004.

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 15, 1999

THE SOUTHERN COMPANY

By: 

Tommy Chisholm
Secretary