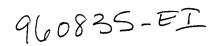
850.444.6111

ORIGINAL



November 4, 1998



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

Dear Ms. Bayo:

WAS ____

OTH ____

The Southern Company - Amendment No. 1 to Form U-1, File No. 70-9335 filed RE: 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 ACK . such filing is being provided to you herewith. AFA If you have any questions regarding the enclosed, please feel free to call me at APP (850) 444-6231. CAF . CMU _____ Sincerely, Wan D. Cranmer CTR _ EAG _L Susan D. Cranmer LEG Assistant Secretary and Assistant Treasurer LIN OPC lw Enclosure SEC

> DOCUMENT NUMBER-DATE 12495 NOV-58

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 12495 NOV-5需

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

Tommy Chisholm

Secretary