

SECURITIES AND EXCHANGE COMMISSION

FORM POS AMC

Post-effective amendments for application or declaration

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FILER

MISSISSIPPI POWER & LIGHT CO

CIK: **66901** | IRS No.: **640205830** | State of Incorporation: **MS** | Fiscal Year End: **1231**
Type: **POS AMC** | Act: **35** | File No.: **070-07914** | Film No.: **94506033**
SIC: **4911** Electric services

Business Address
*PO BOX 1640
JACKSON MS 39215-1640
6019692311*

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form U-1

Post-Effective Amendment No. 18 to the
APPLICATION-DECLARATION
under
THE PUBLIC UTILITY HOLDING COMPANY ACT OF 1935

Mississippi Power & Light Company
P.O. Box 1640
Jackson, Mississippi 39215-1640

(Name of company filing this statement and address
of principal executive offices)

Entergy Corporation

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

Donald E. Meiners
President
Mississippi Power & Light Company
P.O. Box 1640
Jackson, Mississippi 39215-1640

(Name and address of agent for service)

The Commission is also requested to send copies of any
communications in connection with this matter to:

Laurence M. Hamric, Esq.
Entergy Services, Inc.
225 Baronne Street
New Orleans, Louisiana 70112

Glenn E. Harder
Vice President-Financial
Strategies and Treasurer
Mississippi Power & Light Company

Henderson Hall, Esq.
Wise Carter Child & Caraway
Professional Association
P.O. Box 651

P.O. Box 61000
New Orleans, Louisiana 70161

Jackson, Mississippi 39205

Bonnie Wilkinson, Esq.
Reid & Priest
40 West 57th Street
New York, New York 10019

David P. Falck, Esq.
Winthrop, Stimson, Putnam
& Roberts
One Battery Park Plaza
New York, New York 10004

Item 1. Description of Proposed Transactions.

Item 1 is hereby amended to add the following to the end thereof:

"Mississippi Power & Light Company ('Company') requested authorization in this proceeding, among other things, to enter into arrangements with one or more governmental authorities (each an 'Issuer') for the issuance and sale by the Issuer(s) of not to exceed \$25,000,000 of tax-exempt bonds ('Tax-Exempt Bonds') in one or more series through December 31, 1995, and to use the proceeds of such issuance and sale to refinance outstanding pollution control revenue bonds issued for the benefit of the Company. In orders in this proceeding dated December 19, 1991 (HCAR No. 25432), October 20, 1992 (HCAR No. 25656), November 13, 1992 (HCAR No. 25675), January 15, 1993 (HCAR No. 25737), July 26, 1993 (HCAR No. 25859) and November 5, 1993 (HCAR No. 25921), the Securities and Exchange Commission ('Commission') authorized other aspects of this proceeding and reserved jurisdiction over arrangements for the issuance and sale of the Tax-Exempt Bonds.

"The Company now proposes to complete the record with respect to the issuance and sale of the Tax-Exempt Bonds and requests the Commission to authorize such transactions on the terms and conditions previously described in this proceeding. The Company does not propose to issue Collateral Bonds in connection with the issuance of Tax-Exempt Bonds, and requests that the Commission reserve jurisdiction over this aspect of the transactions, as noted in Item 5.

"As noted above, the proceeds to be received from the issuance and sale of the Tax-Exempt Bonds will be used to refund outstanding pollution control revenue bonds. None of such proceeds will

be used to invest directly or indirectly in an exempt wholesale generator ('EWG') or foreign utility company, as defined in Section 32 or 33, respectively, of the Public Utility Holding Company Act of 1935. The Company will not use any savings derived from the refunding transaction to acquire or otherwise invest in an EWG or foreign utility company.

"Entergy Corporation, through its subsidiaries, Entergy Power Development Corporation and Entergy Richmond Power Corporation, has a 50% interest in a limited partnership, Richmond Power Enterprises L.P. ('Richmond'), that owns a 250 MW gas-fired combined cycle independent power plant in Richmond, Virginia that has been certified by the Federal Energy Regulatory Commission as an EWG. At September 30, 1993, the Entergy System's investment (including equity investment and other contingent obligations) in Richmond was \$12.675 million, which represents less than 1% of Entergy's predecessor corporation's total consolidated assets of \$15.463 billion, and less than 1% of Entergy's predecessor corporation's consolidated retained earnings of \$2.366 billion. At September 30, 1993, the equity investment in this project was \$12.5 million, compared to Entergy's predecessor corporation's total consolidated common stock equity of \$4.562 billion. Richmond had revenues of \$27.223 million and earnings of \$1.743 million for the nine-month period ended September 30, 1993."

Item 2. Fees, Commissions and Expenses.

Item 2 in this proceeding is hereby amended by adding the following to the end thereof:

The fees and expenses to be incurred in connection with the issuance and sale of the Tax-Exempt Bonds are estimated not to exceed the following:

	Initial Sale	Each Additional Sale
*Rating Agencies' fees	\$	\$
*Trustees' fees		
*Fees of Bond Counsel		
*Fees of State Bond Commission		
*Fees of Company's Counsel:		

Wise Carter Child & Caraway
Professional Association
Reid & Priest

*Fees of Entergy Services, Inc.
*Accountants' fees
*Printing and engraving costs
*Miscellaneous expenses (including
blue sky expenses)
*Total Expenses

* Estimated.

Item 5. Procedure.

Item 5 is hereby amended to add the following to the end thereof:

"The Company requests that the Commission's supplemental order authorizing the proposed arrangements for the issuance of Tax-Exempt Bonds and the related fees, commissions and expenses, and releasing jurisdiction over the same, be issued by March 4, 1994 or as soon thereafter as practicable. The Company consents to the Commission's continued reservation of jurisdiction over (1) issuance and sale of Remaining Bonds, (2) issuance and sale of series of Remaining New Preferred by negotiated public offering or private placement, (3) issuance of Collateral Bonds in connection with any issuance of Tax-Exempt Bonds, and (4) amendment of the Company's Restated Articles of Incorporation to establish a new class of preferred stock, in each case subject to completion of the record with respect thereto.

"The Company waives a recommended decision by a hearing officer or any other responsible officer of the Commission; agrees that the Staff of the Division of Investment Management may assist in the preparation of the Commission's decision; and requests that there be no waiting period between the issuance of the Commission's supplemental order and the date on which it is to become effective."

Item 6. Exhibits and Financial Statements.

(a) Exhibits:

- * B-5 - Proposed form of Indenture.
- * B-6 - Proposed form of Installment Sale Agreement.
- * F-1(m) - Opinion of Wise Carter Child & Caraway, Professional Association.
- * F-2(m) - Opinion of Reid & Priest.

* To be filed by amendment.

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 thereunto duly authorized.

MISSISSIPPI POWER & LIGHT COMPANY

By: /s/ Glenn E. Harder
Glenn E. Harder
Vice President - Financial
Strategies and Treasurer

Dated: February 10, 1994