

# 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.: **94538340**  
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. 21 to the  
APPLICATION-DECLARATION  
under  
THE PUBLIC UTILITY HOLDING COMPANY ACT OF 1935

Mississippi Power & Light Company  
P. O. Box 1640  
Jackson, MS 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, MS 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:

Glenn E. Harder  
Vice President-Financial Strategies  
Mississippi Power & Light Company  
P. O. Box 61000  
New Orleans, LA 70161

Henderson Hall, Esq.  
Wise Carter Child & Caraway,  
Professional Association  
P. O. Box 651  
Jackson, MS 39205

Thomas J. Igoe, Jr., Esq.  
Reid & Priest  
40 West 57th Street  
New York, NY 10019

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

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

Item 1. Description of Proposed Transactions.

Item 1 of the Application-Declaration on Form U-1 in this proceeding is hereby amended to add the following at the end thereof:

"As stated in Item 1 of Post-Effective Amendment No. 20 in this proceeding, the Company proposes to issue and sell a new series of the Company's General and Refunding Mortgage Bonds ("New G&R Bonds"), to be issued under the proposed Ninth Supplemental Indenture to the Company's Mortgage, in a negotiated public offering through Bear, Stearns & Co. Inc., as underwriter ("Underwriters"). The Company has now concluded negotiations with the Underwriters with respect to the proposed issuance and sale of the New G&R Bonds and has executed an Underwriting Agreement, subject to further order of the Commission, providing for the sale to the Underwriters of the New G&R Bonds. The New G&R Bonds will be \$25,000,000 in aggregate principal amount and will mature on July 1, 2004. In accordance with the Underwriting Agreement, the proceeds to the Company from the issuance and sale of the New G&R Bonds will be 98.557% of the principal amount thereof (plus accrued interest from July 1, 1994 to the date of payment for and delivery of the New G&R Bonds), and the New G&R Bonds will bear interest at a rate of 8.25% of the principal amount thereof, resulting in an effective interest cost to the Company in respect of the New G&R Bonds of 8.467% per annum. The Underwriters have advised the Company that they propose to offer all or part of the New G&R Bonds directly to the public at the public offering price of 99.207% of the principal amount thereof (plus accrued interest from July 1, 1994 to the date of payment for and delivery of the

New G&R Bonds), resulting in Underwriters' discounts and commissions of .650% of the principal amount of the New G&R Bonds. The Underwriters have also advised the Company that they propose to offer all or part of the New G&R Bonds to certain dealers at a price which represents a concession of .40% of the principal amount under the public offering price, and that the Underwriters may allow and such dealers may reallow a concession, not in excess of .25% of the principal amount, to certain other dealers and brokers.

"The New G&R Bonds will not be redeemable for any purpose prior to July 1, 1999. Thereafter, the New G&R Bonds will be redeemable, in whole or in part, on 30 days' notice (a) at the special redemption price of 100% of the principal amount thereof with certain deposited cash and proceeds of released property, and (b) at the general redemption prices set forth below for all other redemptions:

Year	General Redemption Price (%)
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If redeemed during the twelve-month period ending June 30,

2000.....	102.80
2001.....	101.87
2002.....	100.94
2003.....	100.00
2004.....	100.00

in each case together with accrued interest to the date fixed for redemption.

"Reference is made to Exhibit A-2(j) hereto for further information on the terms of the New G&R Bonds.

"The Company requests, in accordance with Item 5 of Post-Effective Amendment No. 20 in this proceeding, that the Commission issue a further supplemental order herein as soon as practicable approving the terms and conditions of sale of the New G&R Bonds and the related fees and expenses and releasing jurisdiction over the same.

"The net proceeds to be received from the

issuance and sale of the New G&R Bonds will be added to the Company's general funds and are expected to be used, along with other funds, to redeem at maturity \$18 million principal amount of the Company's General and Refunding Mortgage Bonds, 11.11% Series due 1994. Accordingly, none of the proceeds will be used to invest in an exempt wholesale generator ("EWG") or foreign utility company, as defined in Sections 32 and 33, respectively, of the Holding Company Act.

"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 March 31, 1994, the Entergy System's investment (including equity investment and other contingent obligations) in Richmond was \$12.6 million, which represents less than 1% of Entergy's total consolidated assets of \$22.5 billion, and less than 1% of Entergy's consolidated retained earnings of \$2.2 billion. At March 31, 1994, the equity investment in this project was \$12.6 million, compared to total consolidated common stock equity of \$6.4 billion. Richmond had revenues of \$10.1 million and earnings of \$0.3 million for the three-month period ended March 31, 1994."

Item 6. Exhibits and Financial Statements.

(a) Exhibits:

F-1(o) Opinion of Wise Carter Child & Caraway, Professional Association.

F-2(o) Opinion of Reid & Priest.

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: July 8, 1994

[Letterhead of Wise Carter Child & Caraway]

July 7, 1994

Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, D.C. 20549

Dear Sirs:

Referring to the Application-Declaration on Form U-1 (File No. 70-7914), as amended, filed with the Securities and Exchange Commission under the Public Utility Holding Company Act of 1935 by Mississippi Power & Light Company (the "Company") contemplating, among other things, the issuance and sale by the Company, by negotiated public offering, of \$25,000,000 in aggregate principal amount of a new series of the Company's General and Refunding Mortgage Bonds (the "Bonds"), as referred to and described in the Application-Declaration, as amended, we advise as follows:

(1) The Company is a corporation duly organized and validly existing under the laws of the State of Mississippi.

(2) In the event that the proposed transactions are consummated (i) in accordance with the Application-Declaration, as amended and (ii) within the limits specified in the Company's Mortgage and Deed of Trust, dated as of February 1, 1988, as supplemented and as proposed to be further supplemented:

(a) all state laws which relate or are applicable to the participation by the Company in the proposed transactions (other than so-called "blue sky" laws or similar laws, upon which we do not pass herein) will have been complied with;

(b) the Bonds will be valid and binding

obligations of the Company in accordance with their terms, except as limited by bankruptcy, insolvency or other laws affecting enforcement of mortgagees' and other creditors' rights; and

(c) the consummation of the proposed transactions by the Company will not violate the legal rights of the holders of any securities issued by the Company.

In giving this opinion, we have relied, as to matters of New York law, upon the opinion of even date herewith of Reid & Priest of New York, New York, which is to be filed as an exhibit to the Application-Declaration on Form U-1.

We hereby consent to the use of this opinion as an exhibit to the Application-Declaration, as amended.

Very truly yours,

WISE CARTER CHILD & CARAWAY,  
Professional Association

By: /s/ Betty Toon Collins  
Betty Toon Collins



[Letterhead of Reid & Priest]

July 7, 1994

Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, D.C. 20549

Dear Sirs:

Referring to the Application-Declaration on Form U-1 (File No. 70-7914), as amended, filed with the Securities and Exchange Commission under the Public Utility Holding Company Act of 1935 by Mississippi Power & Light Company (the "Company") contemplating, among other things, the issuance and sale by the Company, by negotiated public offering, of \$25,000,000 in aggregate principal amount of a new series of the Company's General and Refunding Mortgage Bonds (the "Bonds"), as referred to and described in the Application-Declaration, as amended, we advise as follows:

(1) The Company is a corporation duly organized and validly existing under the laws of the State of Mississippi.

(2) In the event that the proposed transactions are consummated (i) in accordance with the Application-Declaration, as amended and (ii) within the limits specified in the Company's Mortgage and Deed of Trust, dated as of February 1, 1988, as supplemented and as proposed to be further supplemented:

(a) all state laws which relate or are applicable to the participation by the Company in the proposed transactions (other than so-called "blue sky" laws or similar laws, upon which we do not pass herein) will have been complied with;

(b) the Bonds will be valid and binding obligations of the Company in accordance with their terms, except as limited by bankruptcy, insolvency or other laws affecting enforcement of mortgagees' and other creditors' rights; and

(c) the consummation of the proposed transactions by the Company will not violate the legal rights of the holders of any securities issued by the Company or any associate company thereof.

We are members of the New York Bar and do not hold ourselves out as experts on the laws of any other state. In giving this opinion, we have relied, as to matters of the laws of the States of Mississippi and Arkansas, upon the opinion of even date herewith of Wise Carter Child & Caraway, Professional Association, of Jackson, Mississippi, General Counsel for the Company, which is to be filed as an exhibit to the Application-Declaration on Form U-1.

We hereby consent to the use of this opinion as an exhibit to the Application-Declaration, as amended.

Very truly yours,

/s/ Reid & Priest

REID & PRIEST