

SECURITIES AND EXCHANGE COMMISSION

FORM U-1/A

Application or declaration under the act 1935 [amend]

Filing Date: **1994-01-21**
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FILER

SOUTHERN CO

CIK: **92122** | IRS No.: **580690070** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **U-1/A** | Act: **35** | File No.: **070-08181** | Film No.: **94502139**
SIC: **4911** Electric services

Business Address
64 PERIMETER CTR EAST
ATLANTA GA 30346
4043930650

File No. 70-8181

SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

Amendment No. 4
(Post-Effective No. 2)
to
FORM U-1

APPLICATION OR DECLARATION
under
The Public Utility Holding Company Act of 1935

THE SOUTHERN COMPANY
64 Perimeter Center East
Atlanta, Georgia 30346

(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
64 Perimeter Center East
Atlanta, Georgia 30346

(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

John F. Young

Financial Vice President
The Southern Company
64 Perimeter Center East
Atlanta, Georgia 30346

Vice President
Southern Company Services, Inc.
One Wall Street, 42nd Floor
New York, New York 10005

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

Item 2. Fees, Commissions and Expenses.

The fees and expenses paid or incurred, or to be paid or incurred, directly or indirectly, in connection with the transactions proposed in Amendment No. 3 (Post-Effective No.

1) hereto are as follows:

| | |
|--|-------------|
| Form U-1 filing fee | \$ 2,000 |
| Printing of certificates, postage and handling | 445,000 |
| Expenses of transfer agent, including salaries | 300,000 |
| New York Stock Exchange Listing | 250,000 |
| Legal fees | 15,000 |
| Fees of Southern Company Services | 20,000 |
| Miscellaneous | 25,000 |
| Total | \$1,057,000 |

Item 3. Applicable Statutory Provisions

Sections 6(a) and 7 of the Act are applicable to the transactions proposed in Amendment No. 3 (Post-Effective No. 1) hereto.

Item 6. Exhibits and Financial Statements

(a) Exhibits

SIGNATURES

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.

Dated: January 21, 1994

THE SOUTHERN COMPANY

By: /s/ Tommy Chisholm
Tommy Chisholm, Secretary

TOUTMAN SANDERS
600 PEACHTREE STREET, N.E. SUITE 5200
ATLANTA, GEORGIA 30308-2216

January 21, 1994

Securities and Exchange Commission
Washington, D.C. 20549

RE: Statement on Form U-1 of
The Southern Company
File No. 70-8181

Gentlemen:

We are familiar with the statement on Form U-1 referred to above and are furnishing this opinion with respect to the proposal by The Southern Company ("Southern") to effect a stock split in the form of a stock distribution, as set forth in Amendment No. 3 to such statement on Form U-1.

We are of the opinion that Southern is a validly organized and duly existing corporation under the laws of the State of Delaware and that upon the issuance of your order or orders herein and in the event that the proposed transaction by Southern is consummated in accordance with such statement on Form U-1 and such order or orders:

- (a) All State laws applicable to such proposed transaction by Southern will have been complied with; and
- (b) The consummation of such proposed transaction by Southern will not violate the legal rights of the holders of any securities issued by Southern or any associate company thereof.

We hereby consent to the use of this opinion in connection with the above-mentioned statement on Form U-1.

Very truly yours,

/s/ Troutman Sanders