

SECURITIES AND EXCHANGE COMMISSION

FORM POS AMC

Post-effective amendments for application or declaration

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MISSISSIPPI POWER CO

CIK: **66904** | IRS No.: **640205820** | State of Incorporation: **MS** | Fiscal Year End: **1231**
Type: **POS AMC** | Act: **35** | File No.: **070-08127** | Film No.: **95553389**
SIC: **4911** Electric services

Business Address
2992 W BEACH
GULFPORT MS 39501
6018641211

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Amendment No. 12
(Post-Effective No. 8)

Form U-1

APPLICATION OR DECLARATION

under

The Public Utility Holding Company Act of 1935

MISSISSIPPI POWER COMPANY
2992 West Beach
Gulfport, Mississippi 39501

(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)

Michael W. Southern
Vice President, Secretary and Treasurer
Mississippi Power Company
2992 West Beach
Gulfport, Mississippi 39501

(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
64 Perimeter Center East
Atlanta, Georgia 30346

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

Item 1. Description of Proposed Transactions.

Item 1 as amended in Amendment No. 11 (Post-Effective No. 7) is hereby deleted and replaced with the following:

"Mississippi has determined not to deliver the Letter of Credit or cause insurance policies to be issued in connection with the proposed issuance and sale by the Mississippi Business Finance Corporation (the "MBFC") of \$10,600,000 aggregate principal amount of its Solid Waste Disposal Facilities Revenue Bonds, Series 1995 (Mississippi Power Company Project) (the "Variable Bonds").

Mississippi will issue a series of its Collateral Bonds to the Trustee to secure its payment obligations with respect to the Variable Bonds, pursuant to a Supplemental Indenture substantially in the form filed as Exhibit A-2 hereto.

It is proposed that the MBFC will enter into underwriting arrangements with Morgan Stanley & Co. Incorporated (or other underwriter or underwriters) as the underwriter providing for the issuance and sale of the Variable Bonds. The Variable Bonds will have a stated maturity date of July 1, 2025 and will bear interest as hereinafter described. Pursuant to such underwriting arrangements, the underwriter is to agree to purchase the Variable Bonds from the MBFC at a purchase price of 100% of the principal amount thereof and Mississippi will pay an underwriting fee not to exceed \$21,200 for such underwriter's services. The proceeds from the sale of the Variable Bonds will be used to finance Mississippi's interest in certain solid waste disposal facilities located at Plant Watson in Harrison County, Mississippi, and Plant Daniel in Jackson County, Mississippi.

It is proposed that the Variable Bonds will bear interest at an interest rate determined on each business day (daily rate) until converted at the direction of Mississippi to a different interest rate mode permitted under the Trust Indenture. Other permitted modes will include interest periods of one week (weekly rate), one to 365 days (commercial paper rate), and 366 days or longer (long-term rate). Factors that could result in Mississippi's converting the Variable Bonds to a long-term interest rate include a decrease in long-term rates as compared to short-term rates. Except as otherwise provided in the Trust Indenture pursuant to which the Variable Bonds are to be issued and secured, the interest rate for each such mode will be determined by the Remarketing Agent appointed under the Trust Indenture as the minimum rate necessary for the Remarketing Agent to sell the Variable Bonds at their principal amount (without regard to accrued interest). Morgan Stanley & Co. Incorporated or other firm (which firm will also serve as underwriter as aforesaid) will initially serve as Remarketing Agent and may be removed or may resign as provided in the Trust Indenture. Mississippi will agree to pay the Remarketing Agent a fee not to exceed 1/8 of one percent of the principal amount of the Variable Bonds

annually. Mississippi expects to review closely the determinations made by the Remarketing Agent pursuant to the Trust Indenture and to measure such determinations against, among other things, any available published information concerning comparable securities. The effective cost to Mississippi of the Variable Bonds will not exceed the yield on the U.S. Treasury securities having a maturity comparable to that of the Variable Bonds. Such effective cost will reflect the applicable interest rate or rates and any underwriters' discount or commission.

The interest rate mode for the Variable Bonds is subject to conversion from time to time at the option of Mississippi as provided in the Trust Indenture.

The Trust Indenture provides that the Variable Bonds will be subject to purchase on the demand of the owners thereof and to mandatory redemption or purchase in lieu thereof upon the occurrence of certain events, as set forth in the Trust Indenture. Such mandatory redemption or purchase events generally include conversion of the interest rate mode. The Trust Indenture contemplates that the Remarketing Agent generally will use reasonable efforts to sell Variable Bonds required to be purchased.

The record is now complete with respect to the issuance of the Variable Bonds. Mississippi hereby requests that the Commission issue its order with respect to such \$10,600,000 of Variable Bonds and reserve jurisdiction over all transactions related to the sale of the remaining \$14,400,000 of Revenue Bonds pending completion of the record."

Item 3. Applicable Statutory Provisions.

Item 3 is hereby amended by adding the following thereto:

"Rule 54 Analysis. Under Rule 54, in determining whether to approve the issue or sale of a security by a registered holding company for purposes other than the acquisition of an "exempt wholesale generator" or "foreign utility company", or other transactions by such registered holding company or its subsidiaries other than with respect to "exempt wholesale generators" or "foreign utility companies," the Commission shall not consider the effect of the capitalization or earnings of any subsidiary which is an "exempt wholesale generator" or a "foreign utility company" upon the registered holding company system if the "safe harbor" conditions of Rule 53 are satisfied.

Southern currently meets all of the "safe harbor" conditions of Rule 53. Southern's "aggregate investment" in "exempt wholesale generators" and "foreign utility companies" at March 31, 1995 was approximately \$500.1 million, representing approximately 15.9% of Southern's "consolidated retained earnings," as defined in Rule 53(a)(1)(ii), as of such date (\$3.144 billion). Furthermore, Southern has and will continue to comply with the record keeping requirements of Rule 53(a)(2) concerning affiliated "exempt wholesale generators" and "foreign utility companies." In addition, as required by Rule 53(a)(3), no more than 2% of the employees of Southern's operating utility subsidiaries will, at any one time, directly or indirectly, render services to "exempt wholesale generators" and "foreign utility companies." Finally, since none of the circumstances described in Rule 53(b) exists, the provisions of Rule 53(a) are not made inapplicable by Rule 53(b).

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 COMPANY

Dated: July 12, 1995

By: /s/Wayne Boston
Wayne Boston
Assistant Secretary