

SECURITIES AND EXCHANGE COMMISSION

FORM U-1/A

Application or declaration under the act 1935 [amend]

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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.: **070-08233** | Film No.: **94545921**
SIC: **4911** Electric services

Business Address
64 PERIMETER CTR EAST
ATLANTA GA 30346
4043930650

SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

AMENDMENT 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

SOUTHERN COMPANY COMMUNICATIONS, INC.
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

(Name 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 D. McLanahan, Esq.

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

Troutman Sanders
5200 NationsBank Plaza
600 Peachtree Street, N.E.
Atlanta, Georgia 30308-2216

INFORMATION REQUESTED

The foregoing Application-Declaration (the "Application") is hereby amended as follows:

1. Section 1.1 - Background, is hereby amended by deleting the first three sentences of the thirteenth paragraph (Page 10 of Amendment No. 1) and substituting the following:

"Southern has completed 95% of the design for the Southern System area ("Internal System"), comprised of substantially all of the State of Georgia, the operating areas of Alabama Power Company in Alabama¹, the Gulf Power Company service area within the panhandle of the State of Florida², and the twenty-three counties in Southeastern Mississippi served by Mississippi Power Company.³ This Southern System area corresponds to the 120,000 square mile service area wherein Southern is responsible for bulk power and retail service on an integrated basis and maintains a continuous integration of supply and demand for power as approved by the Commission. Coverage of this Internal System area will require development of approximately 280 cell sites. The Internal System infrastructure investment required will be approximately \$140.4 million. Southern estimates that approximately thirty

1 Which excludes the area in North Alabama served by the Tennessee Valley Authority, an area which is included in the Expanded Southern Territory.

2 Excludes the area east of Gulf Power Company's utility service area to Tallahassee, Florida, which is considered as part of the Expanded Southern Territory.

3 This excludes the connection to Jackson, Mississippi.

additional sites will be necessary to extend service to the Expanded Southern Territory."

2. Section 1.1 - Background, is further amended by deleting the second sentence of the eighteenth paragraph (last sentence beginning on Page 13 of Amendment No. 1) and the first three sentences of the next paragraph and substituting the following:

"Southern's investment in the subsidiary in order to serve voice, dispatch and data requirements of the Internal System is estimated to comprise substantially all of the requested authority of \$179 million. This investment includes the above-mentioned \$140.4 million in infrastructure, approximately \$12.8 million in prepaid operations and maintenance and approximately \$25.8 million working capital and frequency license acquisition costs.

Southern also requests authority to proceed with service to

the Expanded Southern System territory. Authority to include North Alabama, Jackson, Mississippi, and Northern Florida would enable Southern to amortize its investment more efficiently and would facilitate utility-related communications."

3. Section 1.1 - Background, last sentence (Page 14 of Amendment No. 1) is amended by substituting "authorized territory" for "Expanded Southern Territory."

4. Section 1.3 - Transactions Between Affiliates, is hereby amended by deleting the fifth sentence of the second

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paragraph (Page 19 of Amendment No. 1) and all of the following third paragraph.

5. Section 1.3 - Transactions Between Affiliates, is hereby further amended by deleting the fifth paragraph (Page 20 of Amendment No. 1).

6. Item VI - Exhibits and Financial Statements, is amended as follows:

Exhibit H - Documents requested by Staff on page 3 of Staff's June 30, 1994, letter: Southern's May 27, 1994 Initial Response To Dial Page, Inc., Southern's March 15, 1994, letter to the Hon. Edward J. Markey and the Hon. Philip R. Sharp, and the May 2, 1994, Mobile Radio Business Plan. (Filed under separate cover.)

Exhibit I - Response Of The Southern Company To
Staff Inquiries. (Filed under separate
cover.)

The text of the Application will control over the exhibits
in case of any inconsistencies between them.

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SIGNATURE

Pursuant to the requirements of the Public Utility Holding
Company Act of 1935, the undersigned companies have duly caused
this amendment to be signed on their behalf by the undersigned
thereunto duly authorized.

Dated: August 25, 1994

THE SOUTHERN COMPANY

By: Tommy Chisholm
Tommy Chisholm, Secretary

SOUTHERN COMPANY COMMUNICATIONS, INC.

By: Tommy Chisholm
Tommy Chisholm, Secretary