EXHIBIT 10(a)(3)

SCS RECORD FI
DOCUMENT
14(F)

AMENDMENT NO. 1 TO

AMENDED AND RESTATED AGREEMENT

This Amendment No. 1 to Amended and Restated Agreement, made and entered into as of the 6th day of September, 1985, by and between SOUTHERN COMPANY SERVICES, INC., a corporation organized under the laws of the State of Alabama (hereinafter referred to as the "Service Company") and THE SOUTHERN COMPANY, a corporation organized under the laws of the State of Delaware (hereinafter referred to as "Client Company"),

W I T N E S S E T H:

WHEREAS, the parties hereto entered into an Amended and Restated Agreement dated as of January 1, 1984, providing for the performance by the Service Company for Client Company of certain services more particularly set forth therein; and

WHEREAS, the parties thereto desire to make certain modifications to the description of the types of services to be provided the Client Company by Service Company.

NOW, THEREFORE, in consideration of the premises and mutual agreements herein, the parties hereto agree as follows:

1. Paragraph J of Section 2 shall be deleted and there shall be substituted therefor the following:

> To advise and assist Client Company in connection with its corporate affairs, including assistance and suggestions in connection with the preparation of petitions and applications for the issuance of securities, contracts for the sale or underwriting of securities, preparation of schedules of steps required in connection with major financial and other corporate matters and the consummation thereof, and the preparation of various documents required in connection therewith, proceedings for release of property from mortgage and other mortgage requirements such as purchase or sale of property, sinking funds, maintenance and

improvement funds, contacts with trustees, serving as transfer agent, registrar, and dividend disbursing agent for the Client Company's common stock, and agent to administer the Client Company's Dividend Reinvestment and Stock Purchase Plan; maintenance of minutes of directors' and stockholders' meetings and other proceedings and of other related corporate records; and also arrangements for stockholders' meetings, including notices, proxies and records thereof and for other types of meetings relating to its securities.

2. This amendatory agreement shall become effective as of the day and year first above written.

3. Except as herein otherwise provided, the aforesaid Amended and Restated Agreement, dated as of January 1, 1984, shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed in their respective corporate names by their respective presidents or one of their respective vice-presidents and their respective seals to be hereunto affixed and attested by their respective secretaries or one of their respective assistant secretaries as of the day and year first above written.

ATTEST:

Tommy Chisholm

SOUTHERN COMPANY SERVICES, INC.

By A. W. Dahlberg

SEAL

ATTEST:

Tommy Chisholm

THE SOUTHERN COMPANY

By E. L. Addison

SEAL