



CORPORATION SERVICE COMPANY

January 20, 2005

Barbara Saddler  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423

RECORDATION NO. 25424 FILED

JAN 21 '05 3-15 PM  
SURFACE TRANSPORTATION BOARD



Dear Barbara, 141152-1

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of November 4, 2004 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**  
1211 Avenue of the Americas, 20<sup>th</sup> Floor New York, NY 10036

Lessee: **MISSISSIPPI POWER COMPANY**  
600 North 18<sup>th</sup> Street Birmingham, AL 35203

**A short summary of the document to appear in the index follows:**

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **MISSISSIPPI POWER COMPANY**, covering 120 coal hopper cars with reporting marks and numbers — CNFX 20001 – CNFX 20120 - INCLUSIVE.

Please file this memorandum as a PRIMARY document and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$32.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea  
Motor Vehicle Specialist

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JAN 21 '05 3-15 PM

MEMORANDUM OF RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 7 day of ~~NOVEMBER~~ NOVEMBER, 2004, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and MISSISSIPPI POWER COMPANY, a Mississippi corporation, with an address at 600 North 18<sup>th</sup> Street, Birmingham, Alabama (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Net Railcar Lease (the "Lease") dated as of 11/4, 2004 covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph J. Mankowski  
Name: Joseph Mankowski  
Title: Senior Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

MISSISSIPPI POWER COMPANY

By: Gene L. Haskins Jr.  
Name: Gene L. Haskins Jr.  
Title: Vice President

## Schedule A

Number of Cars			Equipment Description					
120	4,200 C.F. aluminum bottom discharge coal hopper							
1	CNFX	20001	53	CNFX	20053	105	CNFX	20105
2	CNFX	20002	54	CNFX	20054	106	CNFX	20106
3	CNFX	20003	55	CNFX	20055	107	CNFX	20107
4	CNFX	20004	56	CNFX	20056	108	CNFX	20108
5	CNFX	20005	57	CNFX	20057	109	CNFX	20109
6	CNFX	20006	58	CNFX	20058	110	CNFX	20110
7	CNFX	20007	59	CNFX	20059	111	CNFX	20111
8	CNFX	20008	60	CNFX	20060	112	CNFX	20112
9	CNFX	20009	61	CNFX	20061	113	CNFX	20113
10	CNFX	20010	62	CNFX	20062	114	CNFX	20114
11	CNFX	20011	63	CNFX	20063	115	CNFX	20115
12	CNFX	20012	64	CNFX	20064	116	CNFX	20116
13	CNFX	20013	65	CNFX	20065	117	CNFX	20117
14	CNFX	20014	66	CNFX	20066	118	CNFX	20118
15	CNFX	20015	67	CNFX	20067	119	CNFX	20119
16	CNFX	20016	68	CNFX	20068	120	CNFX	20120
17	CNFX	20017	69	CNFX	20069			
18	CNFX	20018	70	CNFX	20070			
19	CNFX	20019	71	CNFX	20071			
20	CNFX	20020	72	CNFX	20072			
21	CNFX	20021	73	CNFX	20073			
22	CNFX	20022	74	CNFX	20074			
23	CNFX	20023	75	CNFX	20075			
24	CNFX	20024	76	CNFX	20076			
25	CNFX	20025	77	CNFX	20077			
26	CNFX	20026	78	CNFX	20078			
27	CNFX	20027	79	CNFX	20079			
28	CNFX	20028	80	CNFX	20080			
29	CNFX	20029	81	CNFX	20081			
30	CNFX	20030	82	CNFX	20082			
31	CNFX	20031	83	CNFX	20083			
32	CNFX	20032	84	CNFX	20084			
33	CNFX	20033	85	CNFX	20085			
34	CNFX	20034	86	CNFX	20086			
35	CNFX	20035	87	CNFX	20087			
36	CNFX	20036	88	CNFX	20088			
37	CNFX	20037	89	CNFX	20089			
38	CNFX	20038	90	CNFX	20090			
39	CNFX	20039	91	CNFX	20091			
40	CNFX	20040	92	CNFX	20092			
41	CNFX	20041	93	CNFX	20093			
42	CNFX	20042	94	CNFX	20094			
43	CNFX	20043	95	CNFX	20095			
44	CNFX	20044	96	CNFX	20096			
45	CNFX	20045	97	CNFX	20097			
46	CNFX	20046	98	CNFX	20098			
47	CNFX	20047	99	CNFX	20099			
48	CNFX	20048	100	CNFX	20100			
49	CNFX	20049	101	CNFX	20101			
50	CNFX	20050	102	CNFX	20102			
51	CNFX	20051	103	CNFX	20103			
52	CNFX	20052	104	CNFX	20104			