

RECORDATION NO. 24907-B FILED

FEB 21 '06

4-54 PM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588

VIA UPS 2nd DAY AIR

February 17, 2006

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) original copies of a Memorandum of Lease Agreement, dated January 3, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 24907. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Mississippi Power Company
600 N. 18th Street
14N8160
Birmingham, AL 35202

A description of the railroad equipment covered by the enclosed document is one hundred twenty (120) 4200 cu. ft. capacity, aluminum automatic discharge open top hopper cars, marked NDYX (see Exhibit A for car numbers).

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

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

Susan Grokulsky
Manager of Documentation

Enclosures

(MIP0004)

ASSGN. NO.: MIPO004

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD 3rd

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 3rd day of January, 2006, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Mississippi Power Company ("Lessee"), a Mississippi corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of January 1, 2004, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 4 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of November 4, 2005 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR
Vice President Sales & Marketing

By: Susan Grokulska

Title: _____

Name: SUSAN GROKULSKY

Title: MGR. OF DOCUMENTATION

Executed on this 3rd day of January, 2006.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 3rd day of January, 2006

Georgia Freiburger
Notary Public

Commission Expires:

5-2008
(Notary Public)



LESSEE:

MISSISSIPPI POWER COMPANY

ATTEST:

By: [Signature]
Name: ANNE KING
Title: Executive Assistant

By: [Signature]
Name: KIMBERLY D FLOWERS
Title: VP Generation
[Signature]

Executed on this 9th day of December, 2005.

[CORPORATE SEAL]

STATE OF Mississippi
COUNTY OF Harrison

I, Pamela J. Raybourn, a Notary Public of the County and State aforesaid, certify that Kimberly D. Flowers personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 9th day of December, 2005.

[Signature]
Notary Public

Commission Expires:
July 25, 2009
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: One hundred twenty (120)

DESCRIPTION OF CARS: 4200 cu. ft. capacity, 286,000 lbs GRL, aluminum automatic discharge open top hopper cars (AutoFlood III) to be manufactured new by Johnstown America.

CAR NUMBERS: NDYX 930360 – NDYX 930479