

ENTERGY MISSISSIPPI INC
 Form 35-CERT
 April 08, 2004

UNITED STATES OF AMERICA
 BEFORE THE SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C.

-----	X	
In the Matter of	:	
	:	CERTIFICATE PURSUANT
ENTERGY MISSISSIPPI, INC.	:	TO
	:	RULE 24
File No. 70-10157	:	
	:	
(Public Utility Holding Company Act of 1935)	:	
-----	X	

This is to certify, pursuant to Rule 24 under the Public Utility Holding Company Act of 1935, as amended, that the transactions described below, which were proposed by Entergy Mississippi, Inc. (the "Company") in its Application-Declaration on Form U-1, as amended, in the above file (the "Application-Declaration"), have been carried out in accordance with the terms and conditions of, and for the purposes represented by, the Application-Declaration and pursuant to the order of the Securities and Exchange Commission with respect thereto dated December 29, 2003 (Release No. 35-27787).

On April 1, 2004, the Company issued and sold, by negotiated public offering, severally to the underwriters set forth in Schedule I attached to the Underwriting Agreement dated March 22, 2004 (the "Underwriting Agreement"), among ABN AMRO Incorporated and J.P. Morgan Securities Inc. as representatives of the several underwriters named therein, and the Company, an aggregate of \$100,000,000 principal amount of the Company's First Mortgage Bonds, 6.25% Series due April 1, 2034 (the "Bonds"), issued pursuant to the Twenty-second Supplemental Indenture dated as of March 1, 2004 (the "Twenty-second Supplemental Indenture"), between the Company and The Bank of New York and Stephen J. Giurlando, as Trustees, under the Company's Mortgage and Deed of Trust, as supplemented, which Twenty-second Supplemental Indenture established the terms of the Bonds.

Attached hereto and incorporated by reference are:

- Exhibit A-3(a) - Conformed copy of the Twenty-second Supplemental Indenture, including form of the Bonds.
- Exhibit B-1(a) - Conformed copy of the Underwriting Agreement.
- Exhibit C-1 - Copy of the Prospectus used in connection with the sale of the Bonds (previously filed in Registration No. 333-110675 and incorporated herein by reference).

Edgar Filing: ENTERGY MISSISSIPPI INC - Form 35-CERT

Exhibit F-1(a) - Post-effective opinion of Wise Carter Child & Caraway, Professional Association, counsel for the Company.

Exhibit F-2(a) - Post-effective opinion of Thelen Reid & Priest LLP, counsel for the Company.

IN WITNESS WHEREOF, Entergy Mississippi, Inc. has caused this certificate to be executed this 8th day of April, 2004.

	ENTERGY MISSISSIPPI, INC.	
	By:	/s/ Steven C. McNeal
		Steven C. McNeal
		Vice President and Treasurer