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ENTERGY CORP /DE/
Form 35-CERT
May 30, 2001

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

* * * * *
In the Matter of *
*
ENTERGY CORPORATION, * CERTIFICATE
ENTERGY ENTEPRISES, INC., et al.* PURSUANT TO RULE 24
*
File No. 70-9123 *
*
(Public Utility Holding Company *
Act of 1935) *
* * * * *

Pursuant to Rule 24 promulgated by the Securities and Exchange Commission (SEC) under the Public Utility Holding Company Act of 1935, as amended (Act), as modified by the application-declaration, as amended, in the above referenced file and the related orders dated June 22, 1999 (June 1999 Order) and August 21, 2000 (the August 2000 Order), this is to certify that the following transactions were carried out during the three (3) months ended March 31, 2001 (the quarter) by Entergy Corporation's Non-utility Companies1 (Non-Reg Companies), pursuant to the authorization of the SEC. Capitalized terms used in this Certificate, unless otherwise defined, have the meanings set forth in the June 1999 Order and/or the August 2000 Order.

Authorized Transactions

Pursuant to the June 1999 Order or the August 2000 Order, as applicable, (a) the Non-Reg Companies are authorized to conduct

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development activities with respect to various investment opportunities for Entergy Corporation (Entergy), (b) the Non-Reg Companies are authorized to provide various consulting services to other Non-Reg Companies and to non-associates, including to market to non-associates the Entergy System's expertise and capabilities in energy-related areas, and to market to non-associates intellectual property developed or acquired by System companies, (c) the Non-Reg Companies are authorized to provide various management, administrative and support services to associate companies, excluding certain associate companies (Excepted Companies²), (d) Entergy is authorized to create O&M Subs to provide various operations and maintenance services to non-associate or associate companies, (e) Entergy is authorized to create one or more New Subsidiaries, (f) Entergy and the Non-Reg Companies are authorized to make Non-utility Loans to certain Non-Reg Companies, (g) the Non-Reg Companies are authorized to issue Other Securities of any type to Entergy, to other Non-Reg Companies or to third parties, (h) the Non-Reg Companies are authorized to pay dividends to their immediate parent companies from capital accounts or other unearned surplus, and (i) Entergy and the Non-Reg Companies are authorized to provide guarantees or other forms of credit support (Guarantees) to or for the benefit of Non-Reg Companies through December 31, 2005, in an aggregate principal amount not to exceed \$2 billion at any one time outstanding, excluding any Guarantees previously issued and outstanding under the June 1999 Order.)

During the quarter, Entergy and the Non-Reg Companies participated in the following authorized transactions:

- I. Administrative, Consulting, Management, and Other Services to Associate Companies

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During the quarter, Entergy Enterprises Inc. (Enterprises) provided certain management and support services, at cost, to its associate companies, Entergy Power, Inc. (EPI), Entergy Power Marketing Corp., Entergy Trading and Marketing Ltd., Entergy Technology Holding Company (ETHC), Entergy Technology Company (ETC), Entergy Holdings, Inc., Entergy Business Solutions, LLC, Entergy Thermal LLC, Entergy Global Investments, Inc., Entergy UK Enterprises Ltd., Entergy Operations Services, Inc., Entergy Procurement Exchange Corporation, Entergy Retail Management Services LLC-A, Entergy Power Development Corporation (EPDC), Entergy International Ltd. LLC, Entergy Pakistan, Ltd., Entergy Power Asia Ltd., EP Edegel, Inc., EWO Holdings Inc., Entergy Power Operations Corp., Entergy Power International Holdings Corp., Entergy Nuclear, Inc. (ENI), Entergy Nuclear Generation Company (ENGC), Entergy Nuclear Holding Company #1, Entergy Nuclear Operations, Inc., Entergy Nuclear Indian Point 3 LLC, Entergy Nuclear Fitzpatrick, LLC, TLG Services, Inc., Entergy MHK Retail, LLC, Entergy Solutions Ltd., Entergy Solutions Supply, Ltd., Entergy Power RS Corp., EWO Marketing, LP, Entergy Power E&C Holdings, LLC, Warren Power, LLC, and Entergy Power Gas Operations Corp. Enterprises' billings to all such associate companies included direct costs incurred plus, to the extent applicable, an indirect loading based upon current month administrative charges.

Enterprises billed, at cost, EPI (\$224,990) for services related to the marketing of EPI capacity and energy to third parties at wholesale, preparation of contracts and regulatory filings, oversight of plant operations and maintenance by plant operators, and procurement of transmission services. In regard to Entergy Power Marketing Corp. (\$951,857) and Entergy Trading and Marketing Ltd. (\$446,388), these services related to

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management oversight, the marketing of energy commodities to third parties at wholesale, the preparation of contracts and regulatory filings and the procurement of transmission services. In regard to ETHC (\$143,538), ETC (\$218,495), Entergy Holdings, Inc. (\$26,696), Entergy Thermal LLC (\$118,500), Entergy Business Solutions, LLC (\$6,188), EPDC (\$1,595,635), Entergy International Ltd. LLC (\$1,777,393), Entergy Global Investments, Inc. (\$10,950), Entergy MHK Retail, LLC (\$21,603), Entergy UK Enterprises Ltd. (\$4,780), Entergy Operations Services, Inc. (\$168,310), Entergy Procurement Exchange Corporation, (\$11,169), Entergy Retail Louisiana Management Services, LLC-A (\$2,776), Entergy Pakistan Ltd. (\$184,747), Entergy Power Asia Ltd., (\$156,750), EP Edegel, Inc. (\$144,322), EWO Holdings Inc. (\$97,759), Entergy Power Operations Corporation (\$209,130), Entergy Power International Holdings Corp. (\$4,226,559), Entergy Solutions Ltd (\$542,270), Entergy Solutions Supply, Ltd. (\$72,403), Entergy Power RS Corp. (\$442,193), EWO Marketing, LP (\$44,438), Entergy Power E&C Holdings, LLC (\$101,750), Warren Power, LLC (\$448,372), Entergy Power Gas Operations, Corp., (\$168,622), Entergy Nuclear Holding Company #1 (\$970), Entergy Nuclear Operations, Inc. (\$7,185), Entergy Nuclear Indian Point 3 LLC (\$686,217), Entergy Nuclear Fitzpatrick LLC (\$626,810), TLG Services, Inc. (\$31,137 credit), and ENI (\$1,107,695), these services were primarily related to management oversight and/or project development. In regard to ENGC (\$1,296,893), Enterprises provided services related to the marketing of energy to third parties at wholesale.

During the quarter, ENI provided management oversight services, at cost, in the amount of \$128,635 to TLG Services, Inc. (TLG), a subsidiary of ENI that provides nuclear decommissioning consulting and related services to non-

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affiliates. ENI also billed, at cost, Entergy Nuclear Indian Point 3, LLC (IP3) and Entergy Nuclear Fitzpatrick, LLC (JAF) for project development activities related to the acquisition by such companies of nuclear generating facilities in the amount of \$4,285,168 and \$4,285,168, respectively.

During the quarter, Entergy Operations Services, Inc. (EOSI) provided management support to services EntergyShaw, LLC, at cost, in the amount of \$45,682.

During the quarter, Entergy Holdings, Inc. provided management/administrative and consulting services to Entergy Business Solutions LLC and to Entergy Thermal LLC. The amounts billed, at cost, to Entergy Business Solutions LLC and Entergy Thermal LLC during this quarter were \$30 and \$13, respectively.

During the quarter, Entergy Retail Louisiana Management Services, LLC-A provided management/administrative and consulting services to Entergy Solutions Ltd. The amounts billed, at cost, during this quarter were \$899,546.

During the quarter, Axia Energy LP provided management and administrative support services to EWO Marketing LP in connection with scheduling, dispatching and trading of energy to third parties at wholesale. The amounts billed, at cost, during this quarter were \$697,360.

II. Consulting Services Provided to Non-Associate Companies

Enterprises, under contract with a hydroelectric partnership, continues to provide an array of technical services/support and maintenance for a hydroelectric transmission line. Certain Entergy Services, Inc. personnel are providing the services. Enterprises is paid a fixed annual fee plus market based rates for performing maintenance on the transmission line owned by the partnership. The partnership was charged \$14,376 for services rendered during the second quarter. Also,

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Enterprises provided consulting services to a third-party related to the marketing of such party's excess energy capacity to third parties at wholesale. These services were billed at cost in the amount of \$29,369.

During the quarter, no other consulting services were provided by Non-Reg Companies to non-associate companies.

III. Non-utility Loans Made by Entergy to Non-Reg Companies, or Between Non-Reg Companies

During the quarter, no Non-utility Loans subject to reporting in this Certificate were made by Entergy to Non-Reg Companies or between Non-Reg Companies.

IV. Other Securities Issuances by Non-Reg Companies

During the quarter, no Other Securities issuances subject to reporting in this Certificate were made by Non-Reg Companies.

V. Formation and Capitalization of New Subsidiaries and O&M Subs

During the quarter, Entergy formed the following companies as New Subsidiaries in accordance with the June 1999 Order: EK Holding I LLC, EK Holding II LLC, EK Holding III LLC, Entergy-Koch LLC, Entergy-Koch LP, Axia Energy LLC, and Gulf South Pipeline LLC, each of which was formed in connection with the Entergy-Koch L.P. joint venture; Entergy PTB Holding Company, Inc., Entergy Select LLC, and Entergy Solutions Select Ltd. each of which was formed in connection with Entergy's unregulated retail energy business in Texas; and Entergy Nuclear Vermont Investment Company, and Entergy Nuclear Vermont Yankee LLC, each of which was formed to develop and/or acquire nuclear generating facilities.

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During the quarter, certain of the foregoing companies were minimally capitalized as follows: Entergy Nuclear Vermont Investment Company, and Entergy Nuclear Vermont Yankee LLC, EK Holding I LLC, EK Holding II LLC, EK Holding III LLC, Entergy-Koch LLC, Axia Energy LLC and Gulf South Pipeline LLC. Also, the foregoing companies were capitalized as follows: Entergy-Koch LP (\$327,737,710), Entergy PTB Holding Company, Inc. (\$1,000,000), Entergy Select LLC (\$10,850) and Entergy Solutions Select Ltd. (\$986,000).

During the quarter, no other amounts were expended to form and initially capitalize any New Subsidiaries or O&M Subs.

During the quarter, Entergy International Holding Ltd. LLC relinquished its status as a FUCO and has claimed status as a New Subsidiary. Also, Entergy Global Trading Holdings Ltd. (EGTH) changed its status to a New Subsidiary. No additional capital was invested by Entergy in EGTH in connection with the change in status.

VI. Nature and Extent of O&M Services Provided

During the quarter, ENI provided decommissioning management services to two non-associate large nuclear operating utilities in the Northeast. ENI is paid a fixed monthly fee and certain incentive fees and is reimbursed for its actual expenses for labor and related charges for all services provided. The total amount billed by ENI for all such services during the quarter was \$1,360,286. ENI also provided license renewal management services to non-associate nuclear utility customers. The total amount billed for all such services during the quarter was \$1,683, consisting of market-based fees and reimbursable expenses. In connection with its O&M services business, ENI billed \$6,000 for annual software license fees, consisting of market-based fees, to

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several non-associate customers for annual software license fees for the use of various nuclear software applications which were developed by System Companies. ENI also billed \$20,000, consisting of market-based fees, to non-associate customers for the use of monitoring equipment in conjunction with its O&M services.

In addition, during the quarter, EOSI provided power project related operation and management services to several non-associate customers, including professional advice, technical expertise and maintenance services. Specifically, EOSI's services to non-associate customers included performing preventive maintenance on substations; providing O&M consulting services; installing a transformer and substation; installing various electrical equipment including a 230kV breaker; providing project management for the installation of a steam turbine; completing construction of a 230kV switchyard for a merchant plant; and preparing a technical analysis on boiler tube failures. The total amounts billed for all such services during the quarter were \$1,222,305 consisting, in each case, of market-based fees and reimbursable expenses.

During the quarter, EOSI also provided management, technical and environmental support to EPGC in respect of its North American peaker projects, at cost in the amount of \$3,473, and EPDC's Saltend and Damhead Creek projects, at cost, in the amount of \$108,280. EOSI also provided construction and engineering support to Warren Power LLC, a peaker project and a wholly-owned indirect subsidiary of Entergy, at cost, for \$5,255,785.

During the quarter, Entergy Nuclear Operations, Inc. (ENOI) billed, at cost, ENI (\$2,133,498), TLG (\$792,848), ENG C (\$1,542,298 credit), IP3 (\$20,084,524) and JAF (\$17,047,997) for operation and management services, including professional advice,

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technical support primarily related to the operation or decommissioning of nuclear facilities.

Entergy represents that no Excepted Company has subsidized the operations of any Non-Reg Company and that the rendering of O&M Services by O&M Subs is in compliance with the applicable rules, regulations and orders of the SEC and has not adversely affected the services provided by any Excepted Company to its customers.

VII. Payment of Dividends By Certain Non-Reg Companies

During the quarter, no other dividends subject to reporting in this Certificate were paid by Non-Reg Companies.

VIII. Reorganizations

The Entergy Non-Reg Companies' organizational structure as of March 31, 2001 is included in Exhibit 1.

No reorganizations of Entergy's ownership interests in Non-Reg Companies subject to reporting in this Certificate were effected during the quarter.

IX. Outstanding Guarantees Issued by Entergy or by Non-utility Companies

As of the end of the quarter, the total outstanding amount of Guarantees issued pursuant to the August 2000 Order by Entergy or by Non-utility Companies (to the extent reportable herein) to or for the benefit of Non-utility Companies was \$664,299,137, excluding Guarantees previously issued and outstanding under the June 22, 1999 Order in the amount of \$163,205,000.

X. Financial Statements

Entergy Corporation's unaudited Balance Sheet and Income Statement for the quarter ended March 31, 2001 are included in

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Exhibit 2.

IN WITNESS WHEREOF, the undersigned company has caused this certificate to be executed on this 30th day of May 2001.

ENTERGY CORPORATION

/s/Nathan E. Langston

Nathan E. Langston
Vice President and Chief Accounting Officer

FN1 Non-utility Companies are defined in the August 2000 Order as "exempt wholesale generators" ("EWGs"), "foreign utility companies" ("FUCOs"), "exempt telecommunications companies" ("ETCs"), "O&M Subs", "Authorized Subsidiary Companies", "New Subsidiaries" and "Energy-related Companies".

FN2 The Excepted Companies are Entergy's retail operating companies (Entergy Arkansas Inc., Entergy Louisiana Inc., Entergy Mississippi Inc., Entergy New Orleans Inc. and Entergy Gulf States Inc.), System Energy Resources, Inc., System Fuels, Inc., Entergy Operations, Inc., Entergy Services, Inc., and any other subsidiaries that Entergy may create whose activities and operations are primarily related to the domestic sale of electric energy at retail or at wholesale to affiliates or the provision of goods or services thereto.