

ENTERGY CORP /DE/  
Form U5S  
April 30, 2004

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D. C. 20549**

**FORM U5S**

**ANNUAL REPORT**

**For the Year Ended December 31, 2003**

**Filed Pursuant to the**  
**Public Utility Holding Company Act of 1935**

**by**

**ENTERGY CORPORATION**  
**639 Loyola Avenue**  
**New Orleans, Louisiana 70113**

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**ITEM 1. SYSTEM COMPANIES AND INVESTMENTS THEREIN AS OF DECEMBER 31, 2003**

| Name of Company (1, 8, 9)<br>(and abbreviations used herein) | Number of<br>Common<br>Shares Owned | % of<br>Voting<br>Power<br>(****) | Issuer<br>Book<br>Value | Owner's<br>Book<br>Value |
|--|-------------------------------------|-----------------------------------|-------------------------|--------------------------|
|--|-------------------------------------|-----------------------------------|-------------------------|--------------------------|

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|  |             |      | (000s)      | (000s)      |
|--|-------------|------|-------------|-------------|
| Entergy Corporation (2, 7) (registered holding company)                                      |             |      |             |             |
| Entergy Arkansas, Inc. (Entergy Arkansas) (2, 3, 4) (an electric utility company)            | 46,980,196  | 100  | \$1,278,423 | \$1,278,423 |
| System Fuels, Inc. (an authorized subsidiary)  | 70          | 35   | \$7,000     | \$7,000     |
| The Arkklahoma Corporation (ARKCO) (4) (an energy-related company)                           | 238         | 47.6 | \$211       | \$211       |
| Entergy Gulf States, Inc. (Entergy Gulf States) (2) (an electric and gas utility company)    | 100         | 100  | \$1,695,141 | \$2,069,240 |
| Varibus LLC (Varibus) (an authorized company)  | 100%        | 100  | \$5,833     | \$5,833     |
| Prudential Oil and Gas LLC (POG) (an authorized company)                                     | 100%        | 100  | \$737       | \$737       |
| Southern Gulf Railway Company (Southern Gulf) (an authorized company)                        | 100%        | 100  | \$(242)     | \$(242)     |
| GSG&T Inc. (GSG&T) (an authorized company)   | 25,000      | 100  | \$34,429    | \$34,429    |
| Entergy Louisiana, Inc. (Entergy Louisiana) (2, 3) (an electric utility company)             | 165,173,180 | 100  | \$968,038   | \$968,038   |
| System Fuels, Inc. (3) (an authorized subsidiary)  | 66          | 33   | \$6,600     | \$6,000     |
| Entergy Mississippi, Inc. (Entergy Mississippi) (2, 3) (an electric utility company)         | 8,666,357   | 100  | \$514,103   | \$514,103   |
| System Fuels, Inc. (3) (an authorized subsidiary)  | 38          | 19   | \$3,800     | \$3,800     |
| Jackson Gas Light Company (5) (an electric utility company)                                  | 360         | 100  | **          | **          |
| Entergy Power & Light (5) (an electric utility company)                                      | 75          | 100  | **          | **          |
| The Light, Heat, and Water Company of Jackson, Mississippi (5) (an electric utility company) | 75          | 100  | **          | **          |
| Entergy New Orleans, Inc. (Entergy New Orleans) (2, 3) (an electric and gas utility company) | 8,435,900   | 100  | \$132,555   | \$132,555   |

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|   |         |     |           |           |
|---|---------|-----|-----------|-----------|
| System Fuels, Inc. (3) (an authorized subsidiary)                               | 26      | 13  | \$2,600   | \$2,600   |
|   |         |     |           |           |
| System Energy Resources, Inc. (System Energy) (2) (an electric utility company) | 789,350 | 100 | \$893,236 | \$893,236 |
|   |         |     |           |           |

| Name of Company (1, 8, 9)<br>(and abbreviations used herein)   | Number of<br>Common<br>Shares Owned | % of<br>Voting<br>Power<br>(****) | Issuer<br>Book<br>Value<br><br>(000s) | Owner's<br>Book<br>Value<br><br>(000s) |
|--|-------------------------------------|-----------------------------------|---------------------------------------|--|
|  |                                     |                                   |                                       |  |
| Entergy Services, Inc. (Entergy Services) (2) (a service company)  | 2,000                               | 100                               | \$20                                  | \$20                                   |
|  |                                     |                                   |                                       |  |
| Entergy Operations, Inc. (Entergy Operations) (2) (a service company)  | 1,000                               | 100                               | \$999                                 | \$999                                  |
|  |                                     |                                   |                                       |  |
| Entergy Power, Inc. (a public utility company)   | 11,000                              | 100                               | \$42,945                              | \$42,945                               |
|  |                                     |                                   |                                       |  |
| Entergy Enterprises, Inc. (Entergy Enterprises)(a service company)   | 57,400                              | 100                               | \$51,103                              | \$38,628                               |
|  |                                     |                                   |                                       |  |
| Entergy Retail Holding Company *** (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies) | 1,000                               | 100                               | \$83,428                              | \$51,137                               |
|  |                                     |                                   |                                       |  |
| Entergy Retail Texas, Inc. *** (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)     | 1,000                               | 100                               | \$930                                 | \$800                                  |
|  |                                     |                                   |                                       |  |
| Entergy Solutions Ltd. *** (a Rule 58 energy-related company)  | 1% General<br>Partner Interest      | 100                               | \$3,549                               | \$367                                  |
|  |                                     |                                   |                                       |  |
| Entergy Solutions Supply Ltd. *** (a Rule 58 energy-related company)   | 1% General<br>Partner Interest      | 100                               | \$30,676                              | \$307                                  |
|  |                                     |                                   |                                       |  |
| Entergy Solutions Ltd. *** (a Rule 58 energy-related company)  | 99% Limited<br>Partner Interest     | -                                 | \$3,549                               | \$36,831                               |
|  |                                     |                                   |                                       |  |
| Entergy Solutions Supply Ltd. *** (a Rule 58 energy-related company)   | 99% Limited<br>Partner Interest     | -                                 | \$30,676                              | \$30,369                               |
|  |                                     |                                   |                                       |  |
| Entergy Retail Louisiana LLC-A *** (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies) | 100% Member<br>Interest             | 100                               | \$12,241                              | \$11,013                               |
|  |                                     |                                   |                                       |  |

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|   |                             |     |          |          |
|---|-----------------------------|-----|----------|----------|
| Entergy Solutions Management Services LLC (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies) | 100% Member Interest        | 100 | \$11,846 | \$11,846 |
|   |                             |     |          |          |
| Entergy PTB Holding Company (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)               | 1,000                       | 100 | \$38,732 | \$11,452 |
|   |                             |     |          |          |
| Entergy Select LLC (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)                        | 100% Member Interest        | 100 | \$786    | \$786    |
|   |                             |     |          |          |
| Entergy Solutions Essentials Ltd. (a Rule 58 energy-related company)  | 1% General Partner Interest | 100 | \$258    | \$14     |
|   |                             |     |          |          |

| Name of Company (1, 8, 9)<br>(and abbreviations used herein)   | Number of Common Shares Owned | % of Voting Power (****) | Issuer Book Value<br>(000s) | Owner's Book Value<br>(000s) |
|--|-------------------------------|--------------------------|-----------------------------|------------------------------|
|  |                               |                          |                             |                              |
| Entergy Solutions Select Ltd. (a Rule 58 energy-related company)   | 1% General Partner Interest   | 100                      | \$1,557                     | \$771                        |
|  |                               |                          |                             |                              |
| Entergy Solutions Essentials, Ltd. (a Rule 58 energy-related company)  | 99% Limited Partner Interest  | -                        | \$258                       | \$336                        |
|  |                               |                          |                             |                              |
| Entergy Solutions Select, Ltd. (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)         | 99% Limited Partner Interest  | -                        | \$1,557                     | \$27,973                     |
|  |                               |                          |                             |                              |
| Entergy Ventures Holding Company, Inc. (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies) | 1,000                         | 100                      | \$15,108                    | \$3,280                      |
|  |                               |                          |                             |                              |
| Entergy MHK Investments LLC (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)            | 100% Member Interest          | 100                      | **                          | \$11,093                     |
|  |                               |                          |                             |                              |
| Entergy Commerce, Inc. (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)                 | 1,000                         | 100                      | \$1,233                     | \$901                        |
|  |                               |                          |                             |                              |
| Entergy MHK Retail LLC (an exempt telecommunications company)  | 100% Member Interest          | 100                      | \$(9)                       | **                           |
|  |                               |                          |                             |                              |
| Entergy Resources, Inc. (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)                | 1,000                         | 100                      | \$489                       | \$489                        |
|  |                               |                          |                             |                              |

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|--|----------------------|-----|----------|----------|
| Entergy Operations Services, Inc. (EOSI) (a company authorized to provide operation and maintenance services to electric facilities)                   | 3,000                | 100 | \$2,638  | \$2,637  |
|  |                      |     |          |          |
| EntergyKoontz LLC (7) (a company authorized to provide operation and maintenance services to electric facilities)                                      | 70% Member Interest  | 70  | \$944    | \$760    |
|  |                      |     |          |          |
| Entergy Power Gas Holdings Corporation (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)           | 1,000                | 100 | \$23,131 | \$22,898 |
|  |                      |     |          |          |
| Entergy Power Gas Operations Corporation (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)         | 800                  | 100 | \$2,949  | \$2,923  |
|  |                      |     |          |          |
| Entergy Procurement Exchange Holding Corporation (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies) | 2,539                | 100 | \$5,698  | \$5,698  |
|  |                      |     |          |          |
| Entergy Holdings LLC (EHI) *** (a Rule 58 energy-related company)  | 100% Member Interest | 100 | \$7,139  | \$8,293  |
|  |                      |     |          |          |

| Name of Company (1, 8, 9)<br>(and abbreviations used herein)   | Number of Common Shares Owned  | % of Voting Power (****) | Issuer Book Value<br>(000s) | Owner's Book Value<br>(000s) |
|--|--------------------------------|--------------------------|-----------------------------|------------------------------|
|  |                                |                          |                             |                              |
| Entergy Thermal, LLC *** (a Rule 58 energy-related company)  | 100% Member Interest           | 100                      | \$19,723                    | \$17,100                     |
|  |                                |                          |                             |                              |
| Entergy District Energy Holdings LLC *** (7) (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies) | 100% Member Interest           | 100                      | \$(133)                     | \$(133)                      |
|  |                                |                          |                             |                              |
| Entergy Solutions District Energy LLC (7) *** (a Rule 58 energy-related company)   | 100% Member Interest           | 100                      | \$24,008                    | \$23,836                     |
|  |                                |                          |                             |                              |
| Entergy Solutions District Systems LLC (7) *** (a Rule 58 energy-related company)  | 100% Member Interest           | 100                      | \$21,973                    | \$21,973                     |
|  |                                |                          |                             |                              |
| Entergy Solutions District Cooling LP (7) *** (a Rule 58 energy-related company)   | 99.5% Limited Partner Interest | -                        | \$21,987                    | \$21,864                     |
|  |                                |                          |                             |                              |
| Entergy Solutions District GP (7) *** (a Rule 58 energy-related company)   | 100% Member Interest           | 100                      | \$110                       | \$110                        |
|  |                                |                          |                             |                              |
| Entergy Solutions District Cooling LP (7) *** (a Rule 58 energy-related company)   | 0.5% General Partner Interest  | 100                      | \$21,987                    | \$110                        |

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|---|----------------------|-----|------------|-----------|
| Entergy Thermal-UNO, LLC (a Rule 58 energy-related company)   | 100% Member Interest | 100 | **         | **        |
| Entergy Nuclear, Inc. (ENI) *** (a company authorized to provide operating and maintenance services to electric facilities) | 3,000                | 100 | \$(2,833)  | \$(6,679) |
| TLG Services, Inc. *** (a Rule 58 energy-related company)   | 5                    | 100 | \$4,605    | \$8,457   |
| Entergy Nuclear Environmental Services LLC (a Rule 58 energy-related company)   | 100% Member Interest | 100 | **         | **        |
| Entergy Nuclear PFS Company (a Rule 58 energy-related company)  | 1,000                | 100 | \$720      | \$720     |
| Entergy Nuclear Potomac Company (a company authorized to provide operating and maintenance services to electric facilities) | 1,000                | 100 | \$2,006    | \$8,457   |
| Entergy Nuclear Holding Company # 1 (ENHC #1) (6) *** (an exempt wholesale generator)                                       | 3,000                | 75  | \$146,472  | \$570,818 |
| Entergy Nuclear Generation Corporation (ENGCO) (6) *** (an exempt wholesale generator)                                      | 1                    | 100 | \$355,344  | \$89,222  |
| Entergy Nuclear New York Investment Company I (6) *** (an exempt wholesale generator)                                       | 1,000                | 100 | \$(68,733) | \$12,602  |

| Name of Company (1, 8, 9)<br>(and abbreviations used herein)                           | Number of Common Shares Owned | % of Voting Power (****) | Issuer Book Value<br>(000s) | Owner's Book Value<br>(000s) |
|--|-------------------------------|--------------------------|-----------------------------|------------------------------|
| Entergy Nuclear Indian Point 3 LLC (6) *** (an exempt wholesale generator)             | 50% Member Interest           | 50                       | \$267,987                   | \$13,055                     |
| Entergy Nuclear FitzPatrick LLC (6) *** (an exempt wholesale generator)                | 50% Member Interest           | 50                       | \$ 92,196                   | \$10,428                     |
| Entergy Nuclear New York Investment Company II (6) *** (an exempt wholesale generator) | 1,000                         | 100                      | \$(68,435)                  | \$13,362                     |
| Entergy Nuclear Indian Point 3 LLC (6) *** (an exempt wholesale generator)             | 50% Member Interest           | 50                       | \$267,987                   | \$13,055                     |



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|--|----------------------|-----|-------------|-----------|
|  |                      |     |             |           |
| Entergy Nuclear FitzPatrick LLC (6) *** (an exempt wholesale generator)  | 50% Member Interest  | 50  | \$ 92,196   | \$10,428  |
|  |                      |     |             |           |
| Entergy Nuclear Holding Company # 2 *** (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)          | 1,000                | 100 | \$2         | \$(13)    |
|  |                      |     |             |           |
| Entergy Nuclear Operations, Inc. *** (a company authorized to provide operation and maintenance services to electric facilities)                       | 1,000                | 100 | \$1         | \$1       |
|  |                      |     |             |           |
| Entergy Nuclear Fuels Company *** (a company authorized to provide operation and maintenance services to electric facilities)                          | 1,000                | 100 | \$9,369     | \$1       |
|  |                      |     |             |           |
| Entergy Nuclear Holding Company *** (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)              | 2,200                | 100 | \$376,167   | \$575,166 |
|  |                      |     |             |           |
| Entergy Nuclear Holding Company # 3 *** (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)          | 2,200                | 100 | \$376,168   | \$376,168 |
|  |                      |     |             |           |
| Entergy Nuclear Investment Company *** (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)           | 2,200                | 100 | \$85,008    | \$259,536 |
|  |                      |     |             |           |
| Entergy Nuclear Indian Point 2 LLC (6) *** (an exempt wholesale generator)   | 100% Member Interest | 100 | \$1,137,452 | \$870,913 |
|  |                      |     |             |           |
| Entergy Nuclear Capital Management Corporation I (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies) | 1,000                | 100 | **          | **        |
|  |                      |     |             |           |

| Name of Company (1, 8, 9)<br>(and abbreviations used herein)  | Number of Common Shares Owned | % of Voting Power (****) | Issuer Book Value<br>(000s) | Owner's Book Value<br>(000s) |
|---|-------------------------------|--------------------------|-----------------------------|------------------------------|
|   |                               |                          |                             |                              |
| Entergy Indian Point Peaking Facility LLC * (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies) | 100% Member Interest          | 100                      | **                          | **                           |
|   |                               |                          |                             |                              |
| Entergy Nuclear Nebraska LLC (7) (a company authorized to provide operation and maintenance services to electric facilities)                      | 100% Member Interest          | 100                      | \$7,670                     | \$1,000                      |

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|---|----------------------|-----|-----------|-----------|
| Entergy Nuclear Vermont Investment Company *** (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)    | 1,000                | 100 | \$42,779  | \$116,631 |
| Entergy Nuclear Vermont Yankee LLC (6) (an exempt wholesale generator)  | 100% Member Interest | 100 | \$429,797 | \$324,117 |
| Entergy Nuclear Capital Management Corporation II (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies) | 1,000                | 100 | **        | **        |
| Entergy Nuclear Finance Holding, Inc. *** (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)         | 740                  | 100 | \$87,871  | \$43,946  |
| Entergy Nuclear Finance, Inc. *** (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)                 | 1,000                | 100 | \$829,115 | \$816,511 |
| Entergy Technology Holding Company (ETHC) *** (an exempt telecommunications company)  | 10                   | 100 | \$12,156  | \$18,096  |
| Entergy Technology Company (ETC) *** (an exempt telecommunications company)   | 10                   | 100 | \$12,950  | \$7,010   |
| EWO Marketing Holding, LLC *** (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)                    | 20% Member Interest  | 20  | \$546,415 | \$484,859 |
| Entergy International Holdings Ltd. LLC *** (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)       | 100% Member Interest | 100 | \$802,563 | \$884,834 |
| Entergy International Ltd. LLC *** (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)                | 100% Member Interest | 100 | \$440,871 | \$759,838 |

| Name of Company (1, 8, 9)<br>(and abbreviations used herein)  | Number of<br>Common<br>Shares Owned | % of<br>Voting<br>Power<br>(****) | Issuer<br>Book<br>Value<br><br>(000s) | Owner's<br>Book<br>Value<br><br>(000s) |
|---|-------------------------------------|-----------------------------------|---------------------------------------|--|
| Entergy International Investments No. 2 Ltd., LLC *** (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies) | 100% Member Interest                | 100                               | \$434,574                             | \$420,432                              |

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|  |                                 |     |            |           |
|--|---------------------------------|-----|------------|-----------|
|  |                                 |     |            |           |
| Entergy UK Holdings Limited *** (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)          | 307,309,889                     | 100 | \$507,246  | \$505,981 |
|  |                                 |     |            |           |
| Entergy UK Limited *** (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)                   | 308,086,786                     | 100 | \$947,455  | \$507,236 |
|  |                                 |     |            |           |
| Entergy UK Enterprises Limited *** (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)       | 574,000,002                     | 100 | \$961,595  | \$947,444 |
|  |                                 |     |            |           |
| EWO Holdings LLC *** (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)                     | 100 % Class B Member Interest   | 25  | \$220,361  | \$7,894   |
|  |                                 |     |            |           |
| Entergy Global Investments, Inc. *** (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)     | 1,000                           | 100 | \$(22,711) | \$46,051  |
|  |                                 |     |            |           |
| Entergy Nuclear Holding Company #1 (6) (an exempt wholesale generator)   | 1,000                           | 25  | \$992,463  | \$43,781  |
|  |                                 |     |            |           |
| Entergy Power Development Corporation (6) (a foreign utility company)  | 10,959                          | 15  | \$333,741  | \$48,042  |
|  |                                 |     |            |           |
| Entergy Power Generation Corporation (7) (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies) | 206 Shares Class B Common Stock | -   | \$355,148  | \$211,000 |
|  |                                 |     |            |           |
| Entergy Marketing Corporation *** (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)        | 1,000                           | 100 | \$438,388  | \$438,388 |
|  |                                 |     |            |           |
| EWO Marketing Holding LLC *** (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)            | 80% Member Interest             | 80  | \$546,415  | \$438,388 |
|  |                                 |     |            |           |
| EWO Marketing, LP (a Rule 58 energy-related company)   | 99% Limited Partner Interest    | -   | \$(38,095) | \$7,525   |
|  |                                 |     |            |           |
| EWO GP LLC *** (a Rule 58 energy-related company)  | 100% Member Interest            | 100 | \$76       | \$76      |
|  |                                 |     |            |           |

| Name of Company (1, 8, 9) | Number of Common | % of Voting Power | Issuer Book | Owner's Book |
|---------------------------|------------------|-------------------|-------------|--------------|
|---------------------------|------------------|-------------------|-------------|--------------|

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| <b>(and abbreviations used herein)</b>   | <b>Shares Owned</b>                    | <b>(****)</b> | <b>Value</b>  | <b>Value</b>  |
|--|--|---------------|---------------|---------------|
|  |  |               | <b>(000s)</b> | <b>(000s)</b> |
| EWO Marketing, LP (a Rule 58 energy-related company)   | 1% General Partner Interest            | 100           | \$(38,095)    | \$76          |
| Entergy Power International Holdings Corporation *** (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies) | 7,920                                  | 95.9          | \$690,954     | \$518,265     |
| EK Holding I, LLC *** (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)                                | 100% Member Interest                   | 100           | \$1,026,114   | \$688,944     |
| Entergy Asset Management, Inc. *** (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)                   | 1,689,888.1<br>Class A<br>Common Stock | 35.55         | \$363,195     | \$28,366      |
| Crete Energy Ventures, LLC (6) (an exempt wholesale generator)   | 50% Member Interest                    | 50            | \$64,172      | \$(28,327)    |
| Crete Turbine Holdings, LLC (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)                          | 50% Member Interest                    | 50            | \$84,807      | \$41,472      |
| Entergy Investments Holding Company, Inc. (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)            | 1,000                                  | 100           | \$232,386     | \$232,386     |
| Entergy Power Ventures LP (6) (an exempt wholesale generator)  | 99% Limited Partner Interest           | -             | \$231,054     | \$228,620     |
| EN Services, LP (a company authorized to provide operation and maintenance services to electric facilities)  | 99% Limited Partner Interest           | -             | \$1,524       | \$1,517       |
| Warren Power, LLC (6) (an exempt wholesale generator)  | 100% Member Interest                   | 100           | \$99,567      | \$154,692     |
| Entergy Power RS Holding Company, LLC (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)                | 100% Membership Interest               | 100           | \$10,486      | \$14,014      |
| Entergy Power RS LLC (a Rule 58 energy-related company)  | 100% Membership Interest               | 100           | \$3,333       | \$7,742       |

| <b>Name of Company (1, 8, 9)<br/>(and abbreviations used herein)</b> | <b>Number of<br/>Common<br/>Shares Owned</b> | <b>% of<br/>Voting<br/>Power<br/>(****)</b> | <b>Issuer<br/>Book<br/>Value</b> | <b>Owner's<br/>Book<br/>Value</b> |
|--|--|---|----------------------------------|-----------------------------------|
|--|--|---|----------------------------------|-----------------------------------|

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|  |                                |     | (000s)      | (000s)    |
|--|--------------------------------|-----|-------------|-----------|
| RS Cogen LLC (a Rule 58 energy-related company)  | 50% Member Interest            | 50  | \$(974)     | **        |
| EWO Wind II, LLC *** (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies) | 100% Member Interest           | 100 | \$5,001     | \$5,001   |
| EWO Wind LLC *** (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)     | 100% Member Interest           | 100 | \$974       | \$5,001   |
| Northern Iowa Windpower, LLC (6) (an exempt wholesale generator)   | 99% Member Interest            | 99  | \$84,153    | \$82,891  |
| Entergy-Koch, LP (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)     | 48.5% Limited Partner Interest | -   | \$1,183,246 | \$573,874 |
| Entergy-Koch Trading Canada, ULC (a company authorized to trade energy commodities in Canada)                              | 1,000,000                      | 50  | \$8,598     | \$8,598   |
| GS Pipeline Company, LLC (directly or indirectly owns interest in subsidiaries engaged in owning energy-related assets)    | 100% Member Interest           | 50  | \$9,002     | \$9,002   |
| Gulf South Pipeline Company, LP (a company authorized to own energy-related assets)  | 1% General Partner Interest    | 50  | \$900,172   | \$9,002   |
| Gulf Pines Pipeline Company, LP (a company authorized to own energy-related assets)  | 1% General Partner Interest    | 50  | **          | **        |
| GS Pipeline Company, LP (a company authorized to own energy-related assets)  | 1% General Partner Interest    | 50  | **          | **        |
| Gulf South Pipeline Company, LP (a company authorized to own energy-related assets)  | 99% Limited Partner Interest   | -   | \$900,172   | \$891,170 |
| GS Pipeline Company, LP (a company authorized to own energy-related assets)  | 99% Limited Partner Interest   | -   | \$900.172   | \$891,170 |
| Gulf Pines Pipeline Company, LP (a company authorized to own energy-related assets)  | 99% Limited Partner Interest   | -   | **          | **        |

|  | Number of | % of Voting | Issuer | Owner's |
|--|-----------|-------------|--------|---------|
|--|-----------|-------------|--------|---------|

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| Name of Company (1, 8, 9)<br>(and abbreviations used herein)   | Common<br>Shares Owned          | Power<br>(****) | Book<br>Value<br>(000s) | Book<br>Value<br>(000s) |
|--|---------------------------------|-----------------|-------------------------|-------------------------|
| Entergy-Koch Trading, LP (a Rule 58 energy-related company)  | 99% Limited<br>Partner Interest | -               | \$30,551                | \$30,245                |
| EGT Holding Ltd. (6) *** (a foreign utility company)   | 100% Interest                   | 100             | \$30                    | \$30                    |
| Entergy-Koch Trading, Ltd. (UK) (a FUCO subsidiary-brokering,<br>marketing of energy commodities in Europe)                  | 100%                            | 50              | \$48,678                | \$48,678                |
| Entergy-Koch Trading GmbH (a FUCO subsidiary-brokering,<br>marketing of energy commodities in Europe)                        | 100%                            | 50              | \$(1,556)               | \$(1,556)               |
| Entergy-Koch Trading Europe, Ltd. (a FUCO subsidiary-brokering,<br>marketing of energy commodities in Europe)                | 100% Member<br>Interest         | 50              | \$22                    | \$22                    |
| EKT, LLC (a company authorized to develop, acquire, or finance the<br>acquisition of other non-utility companies)            | 100% Member<br>Interest         | 50              | \$30,551                | \$306                   |
| Entergy-Koch Trading, LP (a Rule 58 energy-related company)  | 1% General<br>Partner Interest  | 100             | \$30,551                | \$306                   |
| EK Holding II, LLC (a company authorized to develop, acquire, or<br>finance the acquisition of other non-utility companies)  | 100% Member<br>Interest         | 100             | \$20,945                | \$14,533                |
| Entergy-Koch LP (a company authorized to develop, acquire, or<br>finance the acquisition of other non-utility companies)     | 1% Limited<br>Partner Interest  | -               | \$1,183,246             | \$11,832                |
| EK Holding III, LLC (a company authorized to develop, acquire, or<br>finance the acquisition of other non-utility companies) | 100% Member<br>Interest         | 100             | \$7,332                 | \$5,515                 |
| EKLP, LLC (a company authorized to develop, acquire, or finance the<br>acquisition of other non-utility companies)           | 50% Member<br>Interest          | 50              | \$13,733                | \$6,867                 |
| Entergy-Koch, LP (a company authorized to develop, acquire, or<br>finance the acquisition of other non-utility companies)    | 1% General<br>Partner Interest  | 50              | \$1,183,246             | \$11,832                |

| Name of Company (1, 8, 9)<br>(and abbreviations used herein) | Number of<br>Common<br>Shares Owned | % of<br>Voting<br>Power<br>(****) | Issuer<br>Book<br>Value | Owner's<br>Book<br>Value |
|--|-------------------------------------|-----------------------------------|-------------------------|--------------------------|
|--|-------------------------------------|-----------------------------------|-------------------------|--------------------------|

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|  |                                  |       | (000s)    | (000s)    |
|--|----------------------------------|-------|-----------|-----------|
| Entergy Power Generation Corporation *** (7) (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies) | 1,000 Class A Common Stock       | 100   | \$355,148 | \$150,491 |
| Entergy Asset Management, Inc. *** (7) (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)       | 1,844,171.5 Class A Common Stock | 38.79 | \$363,195 | \$312,966 |
| Entergy Power Ventures Corporation I (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)         | 1,000                            | 100   | \$2,434   | \$2,443   |
| Entergy Power Ventures L.P. (6) (an exempt wholesale generator)  | 1% General Partner Interest      | 100   | \$236,197 | \$2,433   |
| Entergy Global Power Operations Corporation (a company authorized to provide operation and maintenance services to electric facilities)            | 1,000                            | 100   | \$11,235  | \$12,317  |
| Entergy Power Operations U.S., Inc. (a company authorized to provide operation and maintenance services to electric facilities)                    | 1,000                            | 100   | \$(465)   | \$1,298   |
| Entergy Power Operations Corporation (6) (a foreign utility company)   | 1,000                            | 100   | \$11,266  | \$11,266  |
| Entergy Power Development Corporation (6) (a foreign utility company)  | 3,605                            | 5     | **        | **        |
| Entergy Power Operations Damhead Creek Corporation (6) (a foreign utility company)   | 1,000                            | 100   | **        | **        |
| EN Services II Corporation (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)                   | 1,000                            | 100   | \$5       | \$5       |
| EN Services L.P. (a company authorized to provide operation and maintenance services to electric facilities)                                       | 1% General Partner Interest      | 100   | \$1,524   | \$7       |

| Name of Company (1, 8, 9)<br>(and abbreviations used herein) | Number of Common Shares Owned | % of Voting Power (****) | Issuer Book Value<br>(000s) | Owner's Book Value<br>(000s) |
|--|-------------------------------|--------------------------|-----------------------------|------------------------------|
|  |                               |                          |                             |                              |

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|  |                                       |       |           |           |
|--|---------------------------------------|-------|-----------|-----------|
| Entergy Global Trading Holdings, Ltd. *** (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)            | 1,000                                 | 100   | \$24,124  | \$24,124  |
|  |                                       |       |           |           |
| Entergy Asset Management, Inc. ***(7) (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)                | 31,221.7<br>Class A<br>Common Stock   | 0.66  | \$363,195 | \$200     |
|  | 2,500<br>Class B<br>Common Stock      | 25.0  | \$249     | \$25      |
|  | 4,759.1<br>Class A<br>Preferred Stock |       | \$284     | \$717     |
|  |                                       |       |           |           |
| Entergy Power International Holdings Corporation *** (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies) | 337                                   | 4.1   | \$489,598 | \$23,158  |
|  |                                       |       |           |           |
| Entergy Power Development Corporation (6) (a foreign utility company)  | 63,000                                | 81    | \$333,741 | \$193,573 |
|  |                                       |       |           |           |
| Entergy Power Operations Holdings, Ltd (6) (a foreign utility company)   | 10                                    | 90.9  | \$47,965  | \$40,596  |
|  |                                       |       |           |           |
| Entergy Power Hull, Ltd (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)                              | 361,548                               | 88.47 | \$176,095 | \$50,362  |
|  |                                       |       |           |           |
| Entergy Power Damhead Creek Holding II, Ltd (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)          | 60,000                                | 15.92 | \$142,129 | \$(6,315) |
|  |                                       |       |           |           |
| Entergy Mississippi Turbine Company (7) (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)              | 1,800                                 | 100   | \$14,872  | \$14,324  |
|  |                                       |       |           |           |
| Entergy Power Holdings Turkey B.V. (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)                   | 20,000                                | 100   | \$2       | \$18      |
|  |                                       |       |           |           |
| Entergy Power Bulgaria, Ltd. (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)                         | 853                                   | 100   | \$49,252  | \$45,173  |
|  |                                       |       |           |           |
| Entergy Power Netherlands B.V. (7) (a company authorized to develop, acquire, or finance the acquisition of other non utility companies)                   | 20,000                                | 100   | \$408     | \$420     |
|  |                                       |       |           |           |
| Maritza East 3 Operating Company A.D. (6) (a foreign utility company)  | 365                                   | 73    | \$486     | \$317     |
|  |                                       |       |           |           |



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| Name of Company (1, 8, 9)<br>(and abbreviations used herein)  | Number of<br>Common<br>Shares Owned | % of<br>Voting<br>Power<br>(****) | Issuer<br>Book<br>Value<br><br>(000s) | Owner's<br>Book<br>Value<br><br>(000s) |
|---|-------------------------------------|-----------------------------------|---------------------------------------|--|
|   |                                     |                                   |                                       |  |
| Maritza East III Power Holdings B.V. (6) (7) (a foreign utility company)  | 20,000                              | 40                                | **                                    | \$(2)                                  |
|   |                                     |                                   |                                       |  |
| Maritza East III Power Company AD (6) (a foreign utility company)   | 1,941,388                           | 73                                | **                                    | **                                     |
| Entergy Power Netherlands Company BV (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)        | 400                                 | 100                               | \$4,901                               | \$3,608                                |
|   |                                     |                                   |                                       |  |
| Entergy Power Projects Italia, S.r.L. (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)       | 100                                 | 1                                 | \$679                                 | **                                     |
|   |                                     |                                   |                                       |  |
| Entergy Power Development Italia S.r.L. (7) (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies) | 100                                 | 1                                 | \$1,529                               | **                                     |
|   |                                     |                                   |                                       |  |
| Entergy Power Rinnovabili S.r.L. (7) (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)        | 100                                 | 1                                 | \$72                                  | **                                     |
|   |                                     |                                   |                                       |  |
| Entergy Power Services Italia, S.r.L. (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)       | 100                                 | 1                                 | \$210                                 | **                                     |
|   |                                     |                                   |                                       |  |
| Sabinas Power Company BV (6) (a foreign utility company)  | 400                                 | 100                               | \$4,150                               | \$4,952                                |
|   |                                     |                                   |                                       |  |
| Entergy Power Projects Italia, S.r.L. (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)       | 9,900                               | 99                                | \$679                                 | \$1,524                                |
|   |                                     |                                   |                                       |  |
| Entergy Power Development Italia S.r.L.(7) (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)  | 9,900                               | 99                                | \$1,529                               | \$1,568                                |
|   |                                     |                                   |                                       |  |
| Entergy Power Rinnovabili S.r.L (7). (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)        | 9,900                               | 99                                | \$72                                  | \$231                                  |
|   |                                     |                                   |                                       |  |
| Entergy Power Services Italia, S.r.L. (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)       | 9,900                               | 99                                | \$210                                 | \$921                                  |
|   |                                     |                                   |                                       |  |
| Entergy Power Hull Holding, Ltd. (a company authorized to develop, acquire, or finance the  | 4,716,700                           | 100                               | \$124,248                             | \$78,917                               |

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|  |         |       |           |           |
|--|---------|-------|-----------|-----------|
| acquisition of other non-utility companies)  |         |       |           |           |
| Entergy Power Damhead Creek Holding II, Ltd. (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies) | 316,000 | 83.82 | \$142,129 | \$104,141 |

| Name of Company (1, 8, 9)<br>(and abbreviations used herein)   | Number of<br>Common<br>Shares Owned | % of<br>Voting<br>Power<br>(****) | Issuer<br>Book<br>Value<br><br>(000s) | Owner's<br>Book<br>Value<br><br>(000s) |
|--|-------------------------------------|-----------------------------------|---------------------------------------|--|
| Entergy Power Damhead Creek Holding I, Ltd. (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)  | 2,000                               | 100                               | \$24,529                              | \$24,156                               |
| Entergy Power Damhead Creek Holding II, Ltd. (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies) | 999                                 | .27                               | \$142,129                             | \$32,461                               |
| Entergy Europe Operations Limited (6) (7) (a foreign utility company)  | 5,002                               | .007                              | \$359                                 | **                                     |
| Entergy Power Hull, Ltd. (7) (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)                 | 48,147                              | 11.53                             | \$176,095                             | \$59,735                               |
| Entergy Europe Operations Limited (6) (7) (a foreign utility company)  | 39,041,208                          | 57.55                             | \$29,511                              | \$89,505                               |
| Entergy Power Operations UK Limited (6) (a foreign utility company)  | 1,000                               | 100                               | \$1,060                               | \$10,492                               |
| Entergy Power Properties (Kingsnorth), Ltd (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)   | 5,002                               | 100                               | \$8                                   | \$8                                    |
| Damhead Finance LDC (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)                          | 489                                 | 99                                | \$3,938                               | \$33,611                               |
| Damhead Finance (Netherlands Antilles) N.V. (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)  | 5,940                               | 99                                | \$467                                 | \$3,436                                |
| Damhead Finance (Netherlands) B.V. (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)           | 396                                 | 99                                | \$42                                  | **                                     |
|  | 2,000                               | 100                               | \$152,217                             | **                                     |

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|   |            |       |          |             |
|---|------------|-------|----------|-------------|
| Entergy Power Damhead Creek Holding III, Ltd. (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies) |            |       |          |             |
| Entergy Europe Operations Limited (6) (7) (a foreign utility company)   | 28,798,225 | 42.45 | \$21,782 | \$(164,196) |

| Name of Company (1, 8, 9)<br>(and abbreviations used herein)  | Number of<br>Common<br>Shares Owned | % of<br>Voting<br>Power<br>(****) | Issuer<br>Book<br>Value<br><br>(000s) | Owner's<br>Book<br>Value<br><br>(000s) |
|---|-------------------------------------|-----------------------------------|---------------------------------------|--|
| Entergy Power Damhead Finco LLC (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)             | 100% Member Interest                | 100                               | \$7,708                               | \$9,478                                |
| Entergy Power Damhead Finco 1 (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)               | 1,100                               | 100                               | \$30                                  | \$26                                   |
| Damhead Finance LDC (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)                         | 11                                  | 1                                 | \$40                                  | **                                     |
| Damhead Finance (Netherlands Antilles) N.V. (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies) | 60                                  | 1                                 | \$5                                   | \$(46)                                 |
| Damhead Finance (Netherlands) B.V. (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)          | 4                                   | 1                                 | **                                    | \$(7)                                  |
| Entergy Power Damhead Finco 2 (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)               | 1,100                               | 100                               | \$6,867                               | \$11,901                               |
| Entergy Power Operations Holdings Ltd. (6) (a foreign utility company)  | 1                                   | 9.1                               | \$47,965                              | \$6,871                                |
| EWO Holdings, LLC (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)                           | 100% Class A Member Interest        | 75                                | \$220,360                             | \$91,462                               |
| Entergy Power BJE Holding, Ltd.(*)(a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)           | 200                                 | 100                               | \$1,572                               | \$1,572                                |

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|  |           |       |           |           |
|--|-----------|-------|-----------|-----------|
| Bom Jardim Energetica, LTDA. (*) (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies) | 4,586,584 | 99.92 | \$441     | \$1,471   |
|  |           |       |           |           |
| Entergy Power BJE, Ltd.(*) (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)       | 1,000     | 100   | \$(3)     | \$3       |
|  |           |       |           |           |
| Bom Jardim Energetica, LTDA (*) (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)  | 3,483     | .08   | \$441     | **        |
|  |           |       |           |           |
| EP Edegel, Inc. (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)                  | 2,000     | 100   | \$116,806 | \$167,548 |

| Name of Company (1, 8, 9)<br>(and abbreviations used herein)  | Number of<br>Common<br>Shares Owned | % of<br>Voting<br>Power<br>(****) | Issuer<br>Book<br>Value<br><br>(000s) | Owner's<br>Book<br>Value<br><br>(000s) |
|---|-------------------------------------|-----------------------------------|---------------------------------------|--|
|   |                                     |                                   |                                       |  |
| EWO Holdings, LLC (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)                               | 100% Class C<br>Member Interest     | 11.97                             | \$220,361                             | \$122,492                              |
|   |                                     |                                   |                                       |  |
| Entergy Power Maritza Holding Limited (*) (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)       | 1,000                               | 100                               | **                                    | **                                     |
|   |                                     |                                   |                                       |  |
| Entergy Power Services Poland Spolka z.o.o. (*) (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies) | 1,000                               | 100                               | **                                    | **                                     |
|   |                                     |                                   |                                       |  |
| Entergy Power E & C Corporation (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)                 | 1,000                               | 100                               | \$1,359                               | **                                     |
|   |                                     |                                   |                                       |  |
| Entergy Power E & C Holdings, LLC (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)               | 100% Member<br>Interest             | 100                               | \$1,406                               | \$1,406                                |
|   |                                     |                                   |                                       |  |
| EntergyShaw, LLC (a company authorized to provide operation and maintenance services to electric facilities)  | 50% Member<br>Interest              | 50                                | \$3,497                               | \$1,313                                |
|   |                                     |                                   |                                       |  |
| EntergyShaw Investments of Texas, LLC (a company authorized to provide operation and maintenance services to electric facilities)                     | 100% Member<br>Interest             | 100                               | **                                    | **                                     |
|   |                                     |                                   |                                       |  |
| EntergyShaw Project Management, LP (a company authorized to provide operation and maintenance services to electric facilities)                        | 99% Limited<br>Partner Interest     | -                                 | **                                    | **                                     |
|   |                                     |                                   |                                       |  |
| EntergyShaw Investments of Nevada, LLC (a company authorized to provide operation and maintenance services to electric facilities)                    | 100% Member<br>Interest             | 100                               | \$3                                   | \$3                                    |
|   |                                     |                                   |                                       |  |

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|   |                               |     |    |    |
|---|-------------------------------|-----|----|----|
| EntergyShaw Project Management, LP (a company authorized to provide operation and maintenance services to electric facilities)  | 0.9% General Partner Interest | 100 | ** | ** |
|   |                               |     |    |    |
| EntergyShaw General Management, LLC (a company authorized to provide operation and maintenance services to electric facilities) | 100% Member Interest          | 100 | ** | ** |
|   |                               |     |    |    |
| EntergyShaw Project Management, LP (a company authorized to provide operation and maintenance services to electric facilities)  | 0.1% General Partner Interest | -   | ** | ** |
|   |                               |     |    |    |

\* Inactive

\*\* Less than \$1,000

\*\*\* These companies and their subsidiaries are accounted for on a cost basis, and "Issuer Book Value" is at 100%.

\*\*\*\* Represents % of voting power held directly by the tiered company immediately above.

**NOTES**

- (1) Pursuant to the General Instructions to Form U5S, the companies listed in the table, together with System Fuels, Inc. (SFI or System Fuels), are collectively defined herein as "System Companies" and individually as a "System Company".
- (2) During 2003, Entergy Corporation, Entergy Services, Entergy Arkansas, Entergy Gulf States, Entergy Louisiana, Entergy Mississippi, Entergy New Orleans, System Fuels, System Energy, and Entergy Operations participated in a joint money pool arrangement whereby those companies with available funds made short-term loans to certain System Companies having short-term borrowing requirements. As of December 31, 2003, Entergy Operations, Entergy Corporation, Entergy Gulf States, Entergy Mississippi, Entergy New Orleans, and System Energy had total investments in the money pool in the amounts of \$17,379,609, \$119,773,059, \$273,438,889, \$87,038,913, \$7,030,871, and \$75,163,822, respectively. Entergy Arkansas, Entergy Services, Entergy Louisiana, and System Fuels had total borrowings in the money pool in the amount of \$69,153,287, \$9,383,164, \$41,316,866, and \$27,211,703, respectively. The interest rate on money pool investments/borrowings was 1.06% at December 31, 2003. The unborrowed balance in the money pool amounted to \$432,760,144 as of December 31, 2003, and was invested in high quality commercial paper and certificates of deposit.
- (3) The percentage ownership of System Fuels' common stock is held as follows: 35% by Entergy Arkansas, 33% by Entergy Louisiana, 19% by Entergy Mississippi and 13% by Entergy New Orleans. The numbers of common shares owned and the book values to both the issuer and owners are as follows: Entergy Arkansas, 70 shares - \$7,000; Entergy Louisiana, 66 shares - \$6,600; Entergy Mississippi, 38 shares - \$3,800; and Entergy New Orleans, 26 shares - \$2,600. Under a loan agreement, System Fuels had borrowings outstanding from its parent companies to finance its fuel supply business. As of December 31, 2003, approximate loans to System Fuels from its parent companies were as follows: Entergy Arkansas, \$11.0 million; Entergy Louisiana, \$14.2 million; Entergy Mississippi, \$5.5 million; and Entergy New Orleans, \$3.3 million. These loans have rates that approximate a prime rate of 4.7% as of December 31, 2003 and mature on December 31, 2008.
- (4) The Capital Stock of The Arkklahoma Corporation (ARKCO) is owned in the proportions of 47%, 5%, and 48%, respectively, by Entergy Arkansas, Oklahoma Gas and Electric Company and Southwestern Electric Power Company. ARKCO owns an electric transmission line that is leased to these three companies. Information covering ARKCO is included herein pursuant to the instructions for Form U5S. Entergy Arkansas is exempted from holding company status under the Public Utility Holding Company Act of 1935 ("Act") (except with regard to section 9(a)(2) of the Act) pursuant to the provisions of Reg. 250.2(a)(2).
- (5) Inactive companies held to preserve franchises.
- (6) See Items 5 and 9 and Exhibit I for further information regarding direct and indirect holdings in Exempt Wholesale Generators (EWG) and Foreign Utility Companies (FUCO).
- (7) Information Re: Subsidiaries added, merged, dissolved, sold, and changes in status of existing subsidiaries.

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During 2003, Entergy Corporation organized Entergy District Energy Holdings, LLC (under Delaware Law, on September 22, 2003), a direct subsidiary company, as a "New Subsidiary" to own or acquire, directly or indirectly, interests in thermal energy projects and other non-utility companies as permitted by SEC Order dated December 20, 2002 (the December 2002 Order).

During 2003, Entergy Corporation through its direct subsidiary, Entergy District Energy Holdings, LLC acquired the following companies on November 18, 2003 to engage in the business of developing, owning and operating thermal energy facilities as permitted under Rule 58: Entergy Solutions District Energy, LLC, a Rule 58 energy-related company; Entergy Solutions District Systems, LLC, a Rule 58 energy-related company; Entergy Solutions District GP, LLC, a Rule 58 energy-related company; Entergy Solutions District Cooling LP, a Rule 58 energy-related company).

During 2003, Entergy Nuclear Investment Company (formerly Entergy Nuclear New York Investment Company III) acquired the 100% member interest in Entergy Nuclear Nebraska, LLC (formed under Delaware Law, July 29, 2003), an "O&M Sub", as permitted by the December 2002 Order.

During 2003, Entergy Operations Services, Inc. acquired a 70% member interest in EntergyKoontz, LLC (formed under Delaware Law, April 14, 2003), an "O&M Sub", as permitted by the December 2002 Order.

During 2003, the following companies changed name:

On September 9, 2003, Entergy Nuclear Investment Company, a company engaged in the ownership of EWGs, changed its name from Entergy Nuclear New York Investment Company III.

On May 18, 2003, Entergy Europe Operations Limited., a FUCO, changed its name from Damhead Creek Holding Limited.

On March 19, 2003 Maritza East III Power Holding B.V., a FUCO, changed its name from Entergy Power Holdings Maritza B.V.

During 2003, the following companies changed status:

Entergy Europe Operations Ltd. (formerly Damhead Creek Holding Ltd.) changed its status from New Subsidiary to a FUCO.

During 2003, the following companies became active and each claimed status as a New Subsidiary:

Entergy Power Development Italia S.r.L

Entergy Power Rinnovabili S.r.L.

Entergy Power Netherlands B.V

Entergy Power Maritza Holding Ltd.

During 2003, the following companies were dissolved or liquidated:

Entergy Power Operations Damhead Creek Limited Partnership (dissolved 11-7-03)

Entergy Power Development Espana SL (dissolved 11-11-03)

Entergy Business Solutions LLC (dissolved 3-25-03)

Entergy Australia DB 1 Pty. Limited. (dissolved 2-17-03)

Entergy Australia DB 1A Pty. Limited (dissolved 2-17-03)

Entergy Australia Debt II Pty. Limited (dissolved 2-17-03)

Entergy do Brazil LTDA (8-8-03)

Entergy US DB I LLC (8-28-03)

Entergy US DB IV LLC (8-28-03)

Entergy Victoria, Inc. (8-28-03)

Entergy Power Wireless Company (8-28-03)

Entergy Power Investment Holdings Corporation (9-4-03)

During 2003, the following companies were reorganized:

On July 31, 2003, Entergy merged multiple non-utility companies into Entergy Power Generation Corporation. The companies merged are Entergy Power Jackson Generating Company I, Entergy Power Jackson Generating Company II, Entergy Power Greenville Generating Company I, Entergy Power Greenville Generating Company II, Entergy Power Rowan Generating Company, Hawkgen I, Inc., Hawkgen II, Inc., Entergy Power Crete Corporation, Entergy Power Holdings USA Corporation, Entergy Power Ventures Corporation II, and Entergy Power Warren Corporation I.

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On July 31, 2003, the following companies merged into Entergy Asset Management, Inc.: Greenville Generating Company, LLC, Hawkeye Generating LLC, Jackson Generating Company, LLC, and Rowan Generating Company, LLC.

On October 15, 2003, Entergy merged the non-utility company EN Services I Corporation into Entergy Power Global Operations Corporation.

(8) Other Equity or Debt Investments

In addition, the following System Companies owned other equity or debt securities in other System Companies as of December 31, 2003. This chart excludes information regarding equity investments to the extent reported in the table above and investments in Non-System Companies which are reported in Item 5 below.

| Owner/Issuer                          | Description of Security Issued                 | Outstanding Principal Amount | Issuer's Book Value | Owner's Book Value |
|---------------------------------------|--|------------------------------|---------------------|--------------------|
|                                       |  | (\$000s)                     | (\$000s)            | (\$000s)           |
| Entergy Arkansas, Inc.                |  |                              |                     |                    |
| System Fuels, Inc.                    | 4.7%, unsecured loan, due 12-31-08             | 10,994                       | 10,994              | 10,994             |
| Entergy Louisiana, Inc.               |  |                              |                     |                    |
| System Fuels, Inc.                    | 4.7%, unsecured loan, due 12-31-08             | 14,223                       | 14,223              | 14,223             |
| Entergy Mississippi, Inc.             |  |                              |                     |                    |
| System Fuels, Inc.                    | 4.7%, unsecured loan, due 12-31-08             | 5,527                        | 5,527               | 5,527              |
| Entergy New Orleans, Inc.             |  |                              |                     |                    |
| System Fuels, Inc.                    | 4.7%, unsecured loan, due 12-31-08             | 3,258                        | 3,258               | 3,258              |
| Entergy Asset Management, Inc.        |  |                              |                     |                    |
| Entergy Global Investments, Inc.      | 3.89%, unsecured promissory note, due 12-30-07 | 40,016                       | 40,016              | 40,016             |
| Entergy Corporation                   |  |                              |                     |                    |
| Entergy Global Investments, Inc.      | 3.89%, unsecured promissory note, due 10-29-06 | 106,612                      | 106,612             | 106,612            |
| Entergy Nuclear Finance Holding, Inc. | 3.89%, unsecured promissory note, due 09-05-06 | 334,604                      | 334,604             | 334,604            |
| Entergy Nuclear Operations, Inc.      | 3.89%, unsecured promissory note, due 09-14-06 | 25,000                       | 25,000              | 25,000             |

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|   |  |        |        |        |
|---|--|--------|--------|--------|
| Entergy Power Gas Holdings Corporation          | 3.89%, unsecured promissory note, due 06-10-07 | 33,763 | 33,763 | 33,763 |
| Entergy Power International Holding Corporation | 3.89%, unsecured promissory note, due 02-19-08 | 10,286 | 10,286 | 10,286 |
| Entergy Power, Inc. -(Within System)            | 3.89%, unsecured promissory note, due 07-29-08 | 4,133  | 4,133  | 4,133  |

| Owner/Issuer   | Description of Security Issued                 | Outstanding Principal Amount | Issuer's Book Value | Owner's Book Value |
|--|--|------------------------------|---------------------|--------------------|
|  |  | (\$000s)                     | (\$000s)            | (\$000s)           |
| EWO Marketing, LP -(Within System)                     | 3.89%, unsecured promissory note, due 03-24-08 | 6,000                        | 6,000               | 6,000              |
| Entergy District Energy Holdings LLC -(Within System)  | 3.89%, unsecured promissory note, due 11-18-08 | 23,857                       | 23,857              | 23,857             |
| EWO Wind LLC   | Avg. rate 3.89%, promissory note, due 01-14-08 | 82,711                       | 82,711              | 82,711             |
| Entergy Enterprises, Inc.                              |  |                              |                     |                    |
| Entergy Global Investments, Inc.-(Within System)       | 3.89%, unsecured promissory note, due 12-10-07 | 26,373                       | 26,373              | 26,373             |
| Entergy UK Enterprises Ltd                             |  |                              |                     |                    |
| Entergy Global Investments, Inc.-(Within System)       | 3.89%, unsecured promissory note, due 03-31-05 | 929,512                      | 929,512             | 929,512            |
| Entergy International Holdings Ltd. LLC                |  |                              |                     |                    |
| Entergy Global Investments, Inc.-(Within System)       | 3.89%, unsecured promissory note, due 10-30-08 | 15,551                       | 15,551              | 15,551             |
| Entergy Power Damhead Creek Holding II, Ltd. (Maritza) |  |                              |                     |                    |
| Entergy Global Investments, Inc.-(Within System)       | 3.89%, unsecured promissory note, due 03-12-08 | 31,000                       | 31,000              | 31,000             |



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|   |  |        |        |        |
|---|--|--------|--------|--------|
|   |  |        |        |        |
| Entergy International Investment #2 Ltd LLC             |  |        |        |        |
| Entergy Global Investments, Inc.-(Within System)        | 3.89%, unsecured promissory note, due 12-04-08 | 77,599 | 77,599 | 77,599 |
|   |  |        |        |        |
| EWO Holdings, LLC                                       |  |        |        |        |
| Entergy International Holdings Ltd. LLC-(Within System) | 3.89%, unsecured promissory note, due 03-31-05 | 5,130  | 5,130  | 5,130  |
|   |  |        |        |        |
| Entergy Global Investments, Inc.                        |  |        |        |        |
| Entergy Nuclear Finance Holding, Inc. -(Within System)  | 3.89%, unsecured promissory note, due 03-12-07 | 73,970 | 73,970 | 73,970 |

| <b>Owner/Issuer</b>  | <b>Description of Security Issued</b>                       | <b>Outstanding Principal Amount</b> | <b>Issuer's Book Value</b> | <b>Owner's Book Value</b> |
|--|---|-------------------------------------|----------------------------|---------------------------|
|  |   | <b>(\$000s)</b>                     | <b>(\$000s)</b>            | <b>(\$000s)</b>           |
| Entergy Nuclear Fitzpatrick, LLC-(Within System)           | 3.89%, unsecured promissory note, due 10-18-05              | 20,000                              | 20,000                     | 20,000                    |
| Entergy Nuclear Indian Point 2 LLC-(Within System)         | 3.89%, unsecured promissory note, due 10-18-05              | 19,861                              | 19,861                     | 19,861                    |
| Entergy Nuclear Indian Point 3 LLC-(Within System)         | 3.89%, unsecured promissory note, due 10-18-05              | 20,000                              | 20,000                     | 20,000                    |
| Entergy Nuclear Investment Company- (Within System)        | 3.89%, unsecured promissory note, due 02-19-08              | 225,346                             | 225,346                    | 225,346                   |
| Entergy Nuclear Vermont Investment Company-(Within System) | 3.89%, unsecured promissory note, due 02-19-08              | 125,949                             | 125,949                    | 125,949                   |
| Entergy Nuclear Vermont Yankee LLC-(Within System)         | 3.89%, unsecured promissory note, due 02-19-08 and 07-25-08 | 37,978                              | 37,978                     | 37,978                    |
| Entergy Power Development Corporation-(Within System)      | 3.89%, unsecured promissory note, due 10-29-06              | 122,397                             | 122,397                    | 122,397                   |
| Entergy Power Development Corporation-(Within System)      | 3.89%, unsecured promissory note, due 03-12-08              | 31,901                              | 31,901                     | 31,901                    |
| Entergy Power Development Corporation-(Within System)      |   | 13,117                              | 13,117                     | 13,117                    |

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|  |   |         |         |         |
|--|---|---------|---------|---------|
|  | 3.89%, unsecured promissory note, due 03-13-08  |         |         |         |
| EWO Holdings, LLC                                      |   |         |         |         |
| Entergy Nuclear Finance Holding, Inc. -(Within System) | 3.89%, unsecured promissory note, due 02-13-07  | 187,400 | 187,400 | 187,400 |
| EP Edegel, Inc. -(Within System)                       | 3.65%, unsecured promissory note, due on demand | 9,200   | 9,200   | 9,200   |
| Entergy Power Development Corporation-(Within System)  | 3.67%, unsecured promissory note, due on demand | 10,000  | 10,000  | 10,000  |
| Entergy Nuclear Generation Company                     |   |         |         |         |
| Entergy Nuclear Fitzpatrick, LLC-(Within System)       | 3.90%, unsecured promissory note, due 03-28-04  | 68,000  | 68,000  | 68,000  |
| Entergy Nuclear Indian Point 2, LLC                    |   |         |         |         |
| Entergy Nuclear Fitzpatrick, LLC-(Within System)       | 3.89%, unsecured promissory note, due 05-23-08  | 20,000  | 20,000  | 20,000  |

| <b>Owner/Issuer</b>  | <b>Description of Security Issued</b>          | <b>Outstanding Principal Amount</b> | <b>Issuer's Book Value</b> | <b>Owner's Book Value</b> |
|--|--|-------------------------------------|----------------------------|---------------------------|
|  |  | <b>(\$000s)</b>                     | <b>(\$000s)</b>            | <b>(\$000s)</b>           |
| Entergy Nuclear Generation Company-(Within System)         | 3.89%, unsecured promissory note, due 05-23-08 | 8,000                               | 8,000                      | 8,000                     |
| Entergy Nuclear Indian Point 3 LLC-(Within System)         | 3.89%, unsecured promissory note, due 05-23-08 | 20,000                              | 20,000                     | 20,000                    |
| Entergy Nuclear Finance, Inc.                              |  |                                     |                            |                           |
| Entergy Nuclear Fitzpatrick, LLC-(Within System)           | 3.90%, unsecured promissory note, due 06-26-08 | 69,187                              | 69,187                     | 69,187                    |
| Entergy Nuclear Indian Point 3 LLC-(Within System)         | 3.89%, unsecured promissory note, due 06-26-08 | 36,192                              | 36,192                     | 36,192                    |
| Entergy Nuclear Investment Company- (Within System)        | 3.89%, unsecured promissory note, due 09-05-06 | 526,000                             | 526,000                    | 526,000                   |
| Entergy Nuclear Vermont Investment Company-(Within System) | 3.89%, unsecured promissory note,              | 174,484                             | 174,484                    | 174,484                   |

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|   | due 07-30-07                                   |         |         |         |
|---|--|---------|---------|---------|
| Entergy Nuclear, Inc. -(Within System)                          | 3.89%, unsecured promissory note, due 01-09-07 | 541     | 541     | 541     |
| Entergy International Ltd. LLC                                  |  |         |         |         |
| Entergy Nuclear Generation Company-(Within System)              | 3.89%, unsecured promissory note, due 06-22-04 | 19,394  | 19,394  | 19,394  |
| Entergy Nuclear Vermont Yankee LLC                              |  |         |         |         |
| Entergy Nuclear Indian Point 3 LLC-(Within System)              | 3.89%, unsecured promissory note, due 05-23-08 | 5,000   | 5,000   | 5,000   |
| Entergy Nuclear Holding Company #1                              |  |         |         |         |
| Entergy Nuclear New York Investment Company I-(Within System)   | 3.89%, unsecured promissory note, due 11-20-08 | 14,940  | 14,940  | 14,940  |
| Entergy Nuclear New York Investment Company II-(Within System)  | 3.89%, unsecured promissory note, due 11-20-08 | 14,639  | 14,639  | 14,639  |
| Entergy Nuclear Capital Management Corporation I                |  |         |         |         |
| Entergy Power International Holding Corporation-(Within System) | 3.39%, unsecured promissory note, due 01-01-08 | 382,500 | 382,500 | 382,500 |
| Entergy Nuclear Capital Management Corporation II               |  |         |         |         |
| Entergy Power International Holding Corporation-(Within System) | 3.39%, unsecured promissory note, due 01-01-08 | 212,500 | 212,500 | 212,500 |

| Owner/Issuer   | Description of Security Issued                  | Outstanding Principal Amount (\$000s) | Issuer's Book Value (\$000s) | Owner's Book Value (\$000s) |
|--|---|---------------------------------------|------------------------------|-----------------------------|
| Entergy Power Generation Corporation                   |   |                                       |                              |                             |
| Entergy Power Ventures LP -(Within System)             | 3.89%, unsecured promissory note, due on demand | 1,626                                 | 1,626                        | 1,626                       |
| Entergy Power Damhead Creek Holding II, Ltd.           |   |                                       |                              |                             |
| Entergy Nuclear Finance Holding, Inc. -(Within System) |   | 136,972                               | 136,972                      | 136,972                     |

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|  |  |  |  |  |
|--|--|--|--|--|
|  | 3.89%, unsecured promissory note, due 02-12-08 |  |  |  |
|  |  |  |  |  |
| Entergy-Koch, LP                                 |  |  |  |  |
| Entergy-Koch Trading Canada, ULC (Within system) | Unsecured promissory note, due 02-20-08        |  |  |  |

6,809,043

6,809,043

6,809,043

Various Third Parties (Non-affiliates)

Entergy-Koch, LP (Entergy owns 50% of Entergy-Koch, LP.) (This represents the Issuer's debt)

6.92% Senior, unsecured notes, due 8-1-11

299,313

299,313

N/A

Various Third Parties (Non-affiliates)

Entergy-Koch, LP (Entergy owns 50% of Entergy-Koch, LP.) (This represents the Issuer's debt)

3.65% Senior, unsecured notes, due 8-20-06

202,408

202,408

N/A

Various Third Parties (Non-affiliates)

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Entergy-Koch Trading, LP (Entergy owns 50% of Entergy-Koch Trading, Ltd.) (This represents the Issuer's debt)

Margin Facility Agreement, 1.85% average rate, facility expires 9-23-04

25,000

25,000

N/A

Barclays Bank PLC (Non-affiliates)

Entergy-Koch Trading, Ltd. (Entergy owns 50% of Entergy-Koch Trading, Ltd.) (This represents the Issuer's debt)

Short-Term  
Revolving Credit  
Facility, 1.84% average rate, facility expires 4-24-04

7,337

7,337

N/A

Various Third Parties (Non-affiliates)

RS Cogen LLC (Entergy owns 50% of RS Cogen LLC) (The outstanding amount represents the Issuer's debt)

2.515%, unsecured note, due 1-7-19

163,551

163,551

N/A

RS Cogen LLC (Entergy owns 50% of RS Cogen LLC) (The outstanding amount represents the Issuer's debt)

8.73%, unsecured note, due 10-15-22

75,000

75,000

RS Cogen LLC (Entergy owns 50% of RS Cogen LLC) (The outstanding amount represents the Issuer's debt)

5.66%, unsecured note, due 1-15-18

33,579

33,579

N/A

In addition to the foregoing, information with respect to secured and unsecured debt and preferred stock and other preferred securities issued by consolidated System Companies to third parties is reported in "Notes to Consolidated Financial Statements", Part II, Item 8 of Entergy's 2003 Form 10-K.

- (9) The following chart sets forth ownership information with respect to subsidiaries (including non-corporate subsidiaries) that are owned by more than one System Company.

| <b>Name of Company<br/>Owners of Company</b> | <b>Type of<br/>Ownership<br/>Shares Owned</b> | <b>% of<br/>Voting<br/>Power</b> | <b>Owner's<br/>Book<br/>Value<br/>(\$000s)</b> |
|--|---|----------------------------------|--|
| Entergy Solutions Ltd.                       |   |                                  |  |
| Entergy Retail Holding Company               | 99% Limited<br>Partner Interest               | 100                              | 36,831   |
| Entergy Retail Texas, Inc.                   | 1% General<br>Partner Interest                | -                                | 367  |
| Entergy Solutions Supply Ltd.                |   |                                  |  |
| Entergy Retail Holding Company               | 99% Limited<br>Partner Interest               | 100                              | 30,369   |
| Entergy Retail Texas, Inc.                   | 1% General<br>Partner Interest                | -                                | 307  |
| Entergy Solutions Select, Ltd.               |   |                                  |  |
| Entergy PTB Holding Company                  | 99% Limited<br>Partner Interest               | -                                | 27,973   |
| Entergy Select LLC                           | 1% General<br>Partner Interest                | 100                              | 771  |
| Entergy Solutions Essentials Ltd.            |   |                                  |  |
| Entergy PTB Holding Company                  | 99% Limited<br>Partner Interest               | -                                | 336  |
| Entergy Select LLC                           | 1% General<br>Partner Interest                | 100                              | 14   |

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|  |                                |     |         |
|--|--------------------------------|-----|---------|
|  |                                |     |         |
| Entergy Solutions Cooling, LP                  |                                |     |         |
| Entergy Solutions District Systems LLC         | 99.5% Limited Partner Interest | -   | 21,864  |
| Entergy Solutions GP LLC                       | 0.5% General Partner Interest  | 100 | 110     |
|  |                                |     |         |
| Entergy Nuclear FitzPatrick LLC                |                                |     |         |
| Entergy Nuclear New York Investment Company I  | 50% Member Interest            | 50  | 10,428  |
| Entergy Nuclear New York Investment Company II | 50% Member Interest            | 50  | 10,428  |
|  |                                |     |         |
| Entergy Nuclear Indian Point 3 LLC             |                                |     |         |
| Entergy Nuclear New York Investment Company I  | 50% Member Interest            | 50  | 13,055  |
| Entergy Nuclear New York Investment Company II | 50% Member Interest            | 50  | 13,055  |
|  |                                |     |         |
| EWO Marketing Holding, LLC                     |                                |     |         |
| Entergy Corporation                            | 20% Member Interest            | 20  | 484,859 |
| Entergy Marketing Corporation                  | 80% Member Interest            | 80  | 438,388 |
|  |                                |     |         |

| <b>Name of Company<br/>Owners of Company</b> | <b>Type of<br/>Ownership<br/>Shares Owned</b> | <b>% of<br/>Voting<br/>Power</b> | <b>Owner's<br/>Book<br/>Value<br/>(\$000s)</b> |
|--|---|----------------------------------|--|
|  |   |                                  |  |
| EWO Holdings LLC                             |   |                                  |  |
| Entergy UK Enterprises Limited               | 100 % Class B Member Interest                 | 25                               | 7,894  |
| Entergy Power Development Corporation        | 100% Class A Member Interest                  | 75                               | 91,462   |
| EP Edegel, Inc.                              | 81,800 shares Class Member Interest           | -                                | 122,492  |
|  |   |                                  |  |
| EKLP, LLC                                    |   |                                  |  |
| EK Holding III LLC                           | 50% Member Interest                           | 50                               | 6,867  |
|  |   |                                  |  |
| Entergy-Koch, LP                             |   |                                  |  |
| EKLP, LLC                                    | 1% General Partner Interest                   | 50                               | 11,832   |

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|                                 |                                |    |         |
|---------------------------------|--------------------------------|----|---------|
| EK Holding II LLC               | 1% Limited Partner Interest    | -  | 11,832  |
| EK Holding I LLC                | 48.5% Limited Partner Interest | -  | 573,874 |
| Entergy-Koch Trading, LP        |                                |    |         |
| EKT, LLC                        | 1% General Partner Interest    | 50 | 306     |
| Entergy-Koch, LP                | 99% Limited Partner Interest   | -  | 30,245  |
| Gulf Pines Pipeline Company, LP |                                |    |         |
| Entergy-Koch, LP                | 99% Limited Partner Interest   | -  | **      |
| GS Pipeline Company, LLC        | 1% General Partner Interest    | 50 | **      |
| GS Pipeline Company, LP         |                                |    |         |
| Entergy-Koch, LP                | 99% Limited Partner Interest   | -  | 891,170 |
| GS Pipeline Company, LLC        | 1% General Partner Interest    | 50 | **      |
| Gulf South Pipeline Company, LP |                                |    |         |
| Entergy-Koch, LP                | 99% Limited Partner Interest   | -  | 891,170 |
| GS Pipeline Company, LLC        | 1% General Partner Interest    | 50 | 9,002   |
| Northern Iowa Windpower, LLC    |                                |    |         |
| EWO Wind LLC                    | 99% Member Interest            | 99 | 82,891  |

| Name of Company<br>Owners of Company      | Type of<br>Ownership<br>Shares Owned | % of<br>Voting<br>Power | Owner's<br>Book<br>Value<br>(\$000s) |
|---|--------------------------------------|-------------------------|--------------------------------------|
| RS Cogen LLC                              |                                      |                         |                                      |
| Entergy Power RS LLC                      | 50% Member Interest                  | 50                      | **                                   |
| EN Services, L.P.                         |                                      |                         |                                      |
| Entergy Investments Holding Company, Inc. | 99% Limited Partner Interest         | -                       | 1                                    |
| EN Services II Corporation                |                                      | 100                     | 1                                    |



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|   |  |       |         |
|---|--|-------|---------|
|   | 1% General Partner Interest              |       |         |
| Entergy Power Ventures L.P.               |  |       |         |
| Entergy Investments Holding Company, Inc. | 99% Limited Partner Interest             | -     | 226,334 |
| Entergy Power Ventures Corporation I      | 1% General Partner Interest              | -     | **      |
| Entergy Asset Management, Inc.            |  |       |         |
| Entergy Global Trading Holdings Ltd       | 31,221.7 Class A Common Stock Shares     | 0.66  | 200     |
|   | 2,500 Class B Common Stock Shares        | 25    | 25      |
| Entergy Global Trading Holdings Ltd       | 4,759.1 Class A Preferred Stock Shares   | -     | 717     |
| EK Holding I LLC                          | 1,689,888.1 Class A Common Stock Shares  | 35.55 | 216,718 |
| Entergy Power Generation Corporation      | 1,844,171.5 Class A Common Stock Shares  | 38.79 | 312,966 |
|   | 278,905.4 Class A Preferred Stock Shares | -     | 24,387  |
|   | 248,520.3 Class B Preferred Stock Shares | -     | 11,155  |

| Name of Company<br>Owners of Company             | Type of<br>Ownership<br>Shares Owned | % of<br>Voting<br>Power | Owner's<br>Book<br>Value<br>(\$000s) |
|--|--------------------------------------|-------------------------|--------------------------------------|
| Entergy Power International Holdings Corporation |                                      |                         |                                      |
| EWO Marketing Holding LLC                        | 7,920 Common Stock Shares            | 95.9                    | 518,265                              |
| Entergy Global Trading Holdings Ltd.             | 337 Common Stock Shares              | 4.1                     | 23,158                               |
| EWO Marketing, LP                                |                                      |                         |                                      |

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|   |                                |        |           |
|---|--------------------------------|--------|-----------|
| EWO GP LLC  | 1% General Partner Interest    | 100    | 76        |
| EWO Marketing Holding LLC.  | 99% Limited Partner Interest   | -      | 7,525     |
|   |                                |        |           |
| Entergy Power Generation Corporation                                    |                                |        |           |
| Entergy Global Investments, Inc.  | 206 ClassB Common Stock Shares | -      | 211,000   |
| Entergy Corporation   | 1,000 Common Stock Shares      | 100    | 150,491   |
|   |                                |        |           |
| Entergy Power Development Corporation                                   |                                |        |           |
| Entergy Global Investments, Inc.  | 10,959                         | 15     | 48,042    |
| Entergy Corporation   | 63,000                         | 81     | 193,573   |
| Entergy Power Operations Corporation                                    | 3,605                          | 5      | **        |
|   |                                |        |           |
| Entergy Nuclear Holding Company #1                                      |                                |        |           |
| Entergy Global Investments, Inc.  | 1,000 Common Stock Shares      | 25     | 43,781    |
| Entergy Corporation   | 3,000 Common Stock Shares      | 75     | 570,811   |
|   |                                |        |           |
| Maritza East 3 Operating Company A.D.                                   |                                |        |           |
| Entergy Power Netherlands Company BV                                    | 365                            | 73     | 317       |
| Maritza East III Power Company AD                                       |                                |        |           |
| Maritza East III Power Holding B.V                                      | 1,941,388                      | 73     | **        |
|   |                                |        |           |
| Maritza East III Power Holding B.V.                                     |                                |        |           |
| Entergy Power Bulgaria Ltd.   | 20,000                         | 40     | (2)       |
|   |                                |        |           |
| Entergy Europe Operations Ltd. (formerly Damhead Creek Holding Limited) |                                |        |           |
| Entergy Power Damhead Creek Holding III, Ltd.                           | 28,798,225                     | 42.447 | (164,196) |
| Entergy Power Hull, Ltd.  | 39,041,208                     | 57.546 | 89,505    |
| Entergy Power Damhead Creek Holding II, Ltd.                            | 5,002                          | .007   | **        |
|   |                                |        |           |
| Entergy Power Damhead Creek Holding II, Ltd.                            |                                |        |           |
| Entergy Power Damhead Creek Holding I, Ltd.                             | 999                            | 0.27   | 1         |
| Entergy Power Hull Holding, Ltd.  | 316,000                        | 83.82  | 104,141   |
| Entergy Power Development Corporation                                   | 60,000                         | 15.92  | (6,315)   |
|   |                                |        |           |

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| Name of Company<br>Owners of Company         | Type of<br>Ownership<br>Shares Owned | % of<br>Voting<br>Power | Owner's<br>Book<br>Value<br>(\$000s) |
|--|--------------------------------------|-------------------------|--------------------------------------|
| Entergy Power Hull, Ltd.                     |                                      |                         |                                      |
| Entergy Power Damhead Creek Holding II, Ltd. | 48,147                               | 11.53                   | 59,735                               |
| Entergy Power Operations Holdings Ltd        | 361,548                              | 88.47                   | 50,362                               |
| Entergy Power Operations Holdings Ltd        |                                      |                         |                                      |
| Entergy Power Damhead Finco 2                | 1                                    | 9.1                     | 6,871                                |
| Entergy Power Development Corporation        | 10                                   | 90.9                    | 40,596                               |
| Damhead Finance (Netherlands) B.V.           |                                      |                         |                                      |
| Damhead Finance (Netherlands Antilles) N.V.  | 396                                  | 99                      | **                                   |
| Entergy Power Damhead Finco 1                | 4                                    | 1                       | (7)                                  |
| Damhead Finance (Netherlands Antilles) N.V.  |                                      |                         |                                      |
| Damhead Finance, LDC                         | 5,940                                | 99                      | **                                   |
| Entergy Power Damhead Finco 1                | 60                                   | 1                       | (46)                                 |
| Damhead Finance LDC                          |                                      |                         |                                      |
| Entergy Europe Operations, Ltd               | 1089                                 | 99                      | 6,867                                |
| Entergy Power Damhead Finco 1                | 11                                   | 1                       | **                                   |
| EWO Holdings, LLC                            |                                      |                         |                                      |
| Entergy Power Development Corporation        | 100% Class A<br>Member<br>Interest   | 75                      | 91,462                               |
| EP Edegel, Inc.                              | 100% Class C<br>Member<br>Interest   | -                       | 122,492                              |
| Entergy UK Enterprises Ltd.                  | 100% Class B<br>Member Interest      | 25                      | 7,894                                |
| Bom Jardim Energetica, LTDA.                 |                                      |                         |                                      |
| Entergy Power BJE Holding, Ltd.              | 4,586,584                            | 99.93                   | 1,471                                |
| Entergy Power BJE Ltd.                       | 3,483                                | .08                     | **                                   |
| Entergy Power Services Italia, S.r.L.        |                                      |                         |                                      |
| Sabinas Power Company BV                     | 9,900                                | 99                      | 921                                  |
| Entergy Power Netherlands Company BV         | 100                                  | 1                       | **                                   |
| Entergy Power Rinnovabili S.r.L.             |                                      |                         |                                      |
| Sabinas Power Company BV                     | 9,900                                | 99                      | 231                                  |
| Entergy Power Netherlands Company BV         | 100                                  | 1                       | **                                   |

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|   |       |    |       |
|---|-------|----|-------|
|   |       |    |       |
| Entergy Power Development Italia S.r.L. |       |    |       |
| Sabinas Power Company BV                | 9,900 | 99 | 1,568 |
| Entergy Power Netherlands Company BV    | 100   | 1  | **    |
|   |       |    |       |
| Entergy Power Projects Italia, S.r.L.   |       |    |       |
| Sabinas Power Company BV                | 9,900 | 99 | 1,524 |
| Entergy Power Netherlands Company BV    | 100   | 1  | **    |
|   |       |    |       |

| Name of Company<br>Owners of Company  | Type of<br>Ownership<br>Shares Owned | % of<br>Voting<br>Power | Owner's<br>Book<br>Value<br>(\$000s) |
|---------------------------------------|--------------------------------------|-------------------------|--------------------------------------|
| EntergyShaw, LLC                      |                                      |                         |                                      |
| Entergy Power E & C Holdings, LLC     | 50% Member<br>Interest               | 50                      | 1,314                                |
|                                       |                                      |                         |                                      |
| EntergyShaw Project Management, LP    |                                      |                         |                                      |
| EntergyShaw General Management LLC    | 0.1% General<br>Partner Interest     | 100                     | **                                   |
| EntergyShaw Investments of Nevada LLC | 0.9% Limited<br>Partner Interest     | -                       | **                                   |
| EntergyShaw Investments of Texas LLC  | 99% Limited<br>Partner Interest      | -                       | **                                   |
|                                       |                                      |                         |                                      |
| System Fuels, Inc                     |                                      |                         |                                      |
| Entergy Arkansas, Inc.                | 70 Common<br>Stock Shares            | 35                      | \$7,000                              |
| Entergy Louisiana, Inc                | 66 Common<br>Stock Shares            | 33                      | \$6,000                              |
| Entergy Mississippi, Inc              | 38 Common<br>Stock Shares            | 19                      | \$3,800                              |
| Entergy New Orleans, Inc              | 26 Common<br>Stock Shares            | 13                      | \$2,600                              |
|                                       |                                      |                         |                                      |

\*\* Less than \$1,000

**ITEM 2. ACQUISITIONS OR SALES OF UTILITY ASSETS**

There are no transactions to report under this item.

**ITEM 3. ISSUE, SALE, PLEDGE, GUARANTEE OR ASSUMPTION OF SYSTEM SECURITIES**

On May 6, 2003, Entergy Arkansas issued and sold, pursuant to the exemption provisions of Rule 52, First Mortgage Bonds in the amount of \$150,000,000, 5.40% Series, due May 1, 2018.

On June 25, 2003, Entergy Arkansas issued and sold, pursuant to the exemption provisions of Rule 52, First Mortgage Bonds in the amount of \$115,000,000, 5.00% Series, due July 1, 2018.

On June 11, 2003, Entergy Arkansas issued and sold, pursuant to the exemption provisions of Rule 52, First Mortgage Bonds in the amount of \$100,000,000, 5.90% Series, due June 1, 2033.

On July 31, 2003, Entergy New Orleans issued and sold, pursuant to the exemption provisions of Rule 52, First Mortgage Bonds in the amount of \$70,000,000, 5.25% Series, due August 1, 2013.

On July 31, 2003, Entergy New Orleans issued and sold, pursuant to the exemption provisions of Rule 52, First Mortgage Bonds in the amount of \$30,000,000, 3.875% Series, due August 1, 2008.

On June 9, 2003, Entergy Asset Management, Inc. issued an unsecured note to Entergy Global Investments, Inc. evidencing borrowings up to a maximum aggregate amount of \$75,000,000 at any time outstanding. At December 31, 2003, the outstanding principal amount due on such note was \$40,016,153, with the highest outstanding balance \$40,016,153 being on December 31, 2003. This note was issued pursuant to the exemption provisions of Rule 52.

On February 12, 2003, Entergy Nuclear Finance Holdings, Inc. issued an unsecured note to Entergy Power Damhead Creek Holding II, Ltd. evidencing borrowings up to a maximum aggregate amount of \$200,000,000. At December 31, 2003, the outstanding principal amount due on such notes was \$136,971,866, with the highest outstanding balance \$136,971,866 being on December 31, 2003. These notes were issued pursuant to the exemption provisions of Rule 52.

On February 12, 2003, Entergy Global Investments, Inc. issued an unsecured note to Entergy Power International Holdings Corporation evidencing borrowings up to a maximum aggregate amount of \$500,000,000. At December 31, 2003, the outstanding principal amount due on such notes was \$297,986,566, with the highest outstanding balance \$297,986,566 being on December 31, 2003. These notes were issued pursuant to the exemption provisions of Rule 52.

On May 30, 2003, Entergy Operations Services, Inc. issued an unsecured note to Entergy Corporation evidencing borrowings up to a maximum aggregate amount of \$800,000. At December 31, 2003, the outstanding principal amount due on such notes was \$0-, with the highest outstanding balance \$800,000 being on December 10, 2003. These notes were issued pursuant to the exemption provisions of Rule 52.

On November 18, 2003, Entergy District Energy Holdings LLC issued an unsecured note to Entergy Corporation evidencing borrowings up to a maximum aggregate amount of \$25,000,000. At December 31, 2003, the outstanding principal amount due on such notes was \$23,857,315, with the highest outstanding balance \$25,000,000 being on November 18, 2003. These notes were issued pursuant to the exemption provisions of Rule 52.

On February 19, 2003, Entergy Nuclear Investment Company issued an unsecured note to Entergy Global Investments, Inc. evidencing borrowings up to a maximum aggregate amount of \$350,000,000. At December 31, 2003, the outstanding principal amount due on such notes was \$225,345,672, with the highest outstanding balance \$225,345,672 being on December 23, 2003. These notes were issued pursuant to the exemption provisions of Rule 52.

On February 19, 2003, Entergy Nuclear Vermont Investment Company issued an unsecured note to Entergy Global Investments, Inc. evidencing borrowings up to a maximum aggregate amount of \$150,000,000. At December 31,

2003, the outstanding principal amount due on such notes was \$125,948,902, with the highest outstanding balance \$125,948,902 being on December 23, 2003. These notes were issued pursuant to the exemption provisions of Rule 52.

On July 25, 2003, Entergy Nuclear Vermont Yankee LLC issued an unsecured note to Entergy Global Investments, Inc. evidencing borrowings up to a maximum aggregate amount of \$20,000,000. At December 31, 2003, the outstanding principal amount due on such notes was \$18,000,000, with the highest outstanding balance \$18,000,000 being on September 5, 2003. These notes were issued pursuant to the exemption provisions of Section 32.

On February 19, 2003, Entergy Nuclear Indian Point 2 LLC issued an unsecured note to Entergy Nuclear Capital Management Corporation I evidencing borrowings up to a maximum aggregate amount of \$50,000,000. At December 31, 2003, the outstanding principal amount due on such notes was \$-0-, with the highest outstanding balance \$-0- being on December 31, 2003. These notes were issued pursuant to the exemption provisions of Section 32.

On February 19, 2003, Entergy Nuclear Vermont Yankee LLC issued an unsecured note to Entergy Nuclear Capital Management Corporation II evidencing borrowings up to a maximum aggregate amount of \$30,000,000. At December 31, 2003, the outstanding principal amount due on such notes was \$-0-, with the highest outstanding balance \$-0- being on December 31, 2003. These notes were issued pursuant to the exemption provisions of Section 32.

On June 26, 2003, Entergy Nuclear Indian Point 3 LLC issued an unsecured note to Entergy Nuclear Finance, Inc. evidencing borrowings up to a maximum aggregate amount of \$40,000,000. At December 31, 2003, the outstanding principal amount due on such notes was \$36,192,107, with the highest outstanding balance \$36,192,107 being on July 1, 2003. These notes were issued pursuant to the exemption provisions of Section 32.

On June 26, 2003, Entergy Nuclear Fitzpatrick LLC issued an unsecured note to Entergy Nuclear Finance, Inc. evidencing borrowings up to a maximum aggregate amount of \$75,000,000. At December 31, 2003, the outstanding principal amount due on such notes was \$69,187,217, with the highest outstanding balance \$69,187,217 being on July 1, 2003. These notes were issued pursuant to the exemption provisions of Section 32.

On January 14, 2003, EWO Wind LLC issued an unsecured note to Entergy Corporation evidencing borrowings up to a maximum aggregate amount of \$82,711,400. At December 31, 2003, the outstanding principal amount due on such notes was \$82,711,400, with the highest outstanding balance \$82,711,400 being on January 17, 2003. These notes were issued pursuant to the exemption provisions of Rule 52.

On February 19, 2003, Entergy Power International Holding Corporation issued an unsecured note to Entergy Corporation evidencing borrowings up to a maximum aggregate amount of \$50,000,000. At December 31, 2003, the outstanding principal amount due on such notes was \$10,286,306, with the highest outstanding balance \$31,161,804 being on October 1, 2003. These notes were issued pursuant to the exemption provisions of Rule 52.

On March 12, 2003, Entergy Global Investments, Inc. issued an unsecured note to Entergy Power Damhead Creek Holding II, Ltd. evidencing borrowings up to a maximum aggregate amount of \$40,000,000. At December 31, 2003, the outstanding principal amount due on such notes was \$31,000,000, with the highest outstanding balance \$31,000,000 being on March 12, 2003. These notes were issued pursuant to the exemption provisions of Rule 52.

On March 12, 2003, Entergy Power Development Corporation issued an unsecured note to Entergy Global Investments, Inc. evidencing borrowings up to a maximum aggregate amount of \$40,000,000. At December 31, 2003, the outstanding principal amount due on such notes was \$31,901,000, with the highest outstanding balance \$31,901,000 being on June 2, 2003. These notes were issued pursuant to the exemption provisions of Section 33.

On March 13, 2003, Entergy Power Development Corporation issued an unsecured note to Entergy Global Investments, Inc. evidencing borrowings up to a maximum aggregate amount of \$40,000,000. At December 31, 2003, the outstanding principal amount due on such notes was \$13,116,500, with the highest outstanding balance

\$17,807,246 being on December 9, 2003. These notes were issued pursuant to the exemption provisions of Section 33.

On March 24, 2003, EWO Marketing LP issued an unsecured note to Entergy Corporation evidencing borrowings up to a maximum aggregate amount of \$6,000,000. At December 31, 2003, the outstanding principal amount due on such notes was \$6,000,000, with the highest outstanding balance \$6,000,000 being on December 16, 2003. These notes were issued pursuant to the exemption provisions of Rule 52.

On July 29, 2003, Entergy Power, Inc. issued an unsecured note to Entergy Corporation evidencing borrowings up to a maximum aggregate amount of \$6,000,000. At December 31, 2003, the outstanding principal amount due on such notes was \$4,133,240, with the highest outstanding balance \$4,987,500 being on September 16, 2003. These notes were issued pursuant to the exemption provisions of Rule 52.

On October 30, 2003, Entergy Global Investments, Inc. issued an unsecured note to Entergy Power International Holdings Corporation evidencing borrowings up to a maximum aggregate amount of \$25,000,000. At December 31, 2003, the outstanding principal amount due on such notes was \$15,551,117, with the highest outstanding balance \$24,723,657 being on November 3, 2003. These notes were issued pursuant to the exemption provisions of Rule 52.

On November 13, 2003, Entergy Europe Operations Ltd. issued an unsecured note to Entergy Global Investments, Inc. evidencing borrowings up to a maximum aggregate amount of \$28,685,800. At December 31, 2003, the outstanding principal amount due on such notes was \$-0-, with the highest outstanding balance \$28,010,840 being on November 17, 2003. These notes were issued pursuant to the exemption provisions of Section 33.

On December 4, 2003, Entergy Global Investments, Inc. issued an unsecured note to Entergy International Investment #2 Ltd LLC evidencing borrowings up to a maximum aggregate amount of \$79,599,000. At December 31, 2003, the outstanding principal amount due on such notes was \$77,599,000, with the highest outstanding balance \$77,599,000 being on December 1, 2003. These notes were issued pursuant to the exemption provisions of Rule 52.

On September 9, 2003, Entergy Global Power Operations Corporation issued an unsecured note to EN Services I Corporation evidencing borrowings up to a maximum aggregate amount of \$646,877. At December 31, 2003, the outstanding principal amount due on such notes was \$-0-, with the highest outstanding balance \$646,877 being on September 9, 2003. These notes were issued pursuant to the exemption provisions of Rule 52.

On February 20, 2003 Entergy-Koch Trading Canada, ULC issued an unsecured note to Entergy-Koch, LP evidencing borrowings up to a maximum aggregate amount of \$6,809,043. At December 31, 2003, the outstanding principal amount due on such notes was \$6,809,043, with highest outstanding balance \$6,809,043 being on February 20, 2003. These notes were issued pursuant to the exemption provisions of Rule 52.

On August 21, 2003 Entergy-Koch, LP issued and sold Senior Notes to several financial institutions evidencing borrowings up to a maximum aggregate amount of \$200,000,000. At December 31, 2003, the outstanding principal amount due on such notes was \$-0-. These notes were issued pursuant to the exemption provisions of Rule 52.

On September 25, 2003, Entergy-Koch Trading, LP issued an unsecured note to Societe Generale evidencing borrowings up to a maximum aggregate amount of \$25,000,000. At December 31, 2003, the outstanding principal amount due on such notes was \$25,000,000, with highest outstanding balance \$25,000,000 being on September 25, 2003. These notes were issued pursuant to the exemption provisions of Rule 52.

On September 25, 2003, Entergy-Koch, LP issued a guarantee in the amount of \$30,000,000 to Societe Generale of the unsecured note issued by Entergy-Koch Trading, LP. This guarantee was issued to the exemption provisions of Rule 52.

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On December 1, 2003 Entergy-Koch Trading, Ltd. entered into a money market and/or overdraft loan facility with Barclays Bank PLC £10,000,000. At December 31, 2003, the outstanding principal amount due on such notes was £4,099,056. This facility was entered into pursuant to the exemption provisions of Rule 52.

On December 19, 2003, Entergy-Koch, LP issued a guarantee in the amount of £10,000,000 to Barclays Bank PLC of the unsecured note issued by Entergy-Koch Trading, Ltd. This guarantee was issued to the exemption provisions of Rule 52.

On December 19, 2003 Entergy-Koch, LP issued an unsecured note to various financial institutions of \$230,000,000. At December 31, 2003, the outstanding principal amount due on such notes was \$-0-. These notes were issued pursuant to the exemption provisions of Rule 52.

On October 31, 2003 Entergy-Koch, LP entered into a letter of credit facility with The Royal Bank of Scotland in an aggregate amount of £40,000,000. At December 31, 2003, the outstanding amount of letters of credit was £19,309,188. This facility was entered into pursuant to the exemption provisions of Rule 52.

On December 1, 2003 Entergy-Koch, LP issued an unsecured note to Barclays Bank PLC of £25,000,000. At December 31, 2003, the outstanding amount of letters of credit under the facility was £15,073,384. These notes were issued pursuant to the exemption provisions of Rule 52.

Reference is hereby made to table in Item 1 and Footnote 8 for additional information regarding equity and debt securities issued by System companies.

In addition to the foregoing, as of December 31, 2003, Entergy Corporation had issued direct and indirect guarantees, assumptions of liability, sureties or indemnifications for the benefit of its various subsidiary companies in the aggregate amount of \$32,852,039, pursuant to Rule 45(b)(6), as follows:

| Entity Recording Benefit of ETR Indemnity                | Amount of Indemnity | Explanation of Indemnity   |
|--|---------------------|--|
| Entergy Services, Inc.                                   | \$10,000,000        | Arkansas WC Self Insurance/Ark. WC Commission                      |
| Entergy Mississippi, Inc.                                | \$8,565,384         | Carolyn Hayes Appeal Bond/Supreme Court State of MS                |
| Entergy Louisiana, Inc                                   | \$650,000           | City of Haynesville Appeal Bond/Second Judicial Court, Louisiana   |
| Entergy Mississippi, Inc.                                | \$665,000           | Brenda Bolden Appeal Bond/Circuit Court Sunflower County, MS       |
| Entergy Louisiana, Inc                                   | \$78,000            | Dudley Pillow Appeal Bond/Sixth Judicial District Court, Louisiana |
| Entergy Nuclear Indian Point 2, LLC                      | \$15,000            | Town of Woodbury, NY/Special Use Permit Bond                       |
| Entergy Services, Inc.                                   | \$100,000           | Worker's Compensation Self Insurance/State of Louisiana            |
| Entergy Operations, Inc.                                 | \$100,000           | Worker's Compensation Self Insurance/State of Louisiana            |
| Entergy New Orleans, Inc.                                | \$100,000           | Worker's Compensation Self Insurance/State of Louisiana            |
| Entergy Arkansas, Inc.                                   | \$200,000           | Worker's Compensation Self Insurance/State of Arkansas             |
| Entergy Services, Inc.                                   | \$200,000           | Worker's Compensation Self Insurance/State of Arkansas             |
| Entergy Operations, Inc.                                 | \$200,000           | Worker's Compensation Self Insurance/State of Arkansas             |
| Entergy Services, Inc.                                   | \$250,000           | Worker's Compensation Self Insurance/State of Mississippi          |
| System Energy Resources, Inc. & Entergy Operations, Inc. | \$250,000           | Worker's Compensation Self Insurance/State of Mississippi          |
| Entergy Nuclear Generation Corporation                   | \$300,000           | Worker's Compensation Insurance Deductible Reimbursement           |



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|                                     |           |  |
|-------------------------------------|-----------|--|
| Entergy Mississippi, Inc.           | \$250,000 | Worker's Compensation Self Insurance/State of Mississippi          |
| Entergy Operations Services, Inc    | \$50,768  | Modifications at Norman Street and Substation No. 2                |
| Entergy Arkansas, Inc               | \$5,000   | SAFECO Bond; License for tree cutting                              |
| Entergy Gulf States, Inc            | \$20,000  | SAFECO Bond; Bond for Overweight vehicles                          |
| Entergy Mississippi, Inc            | \$5,000   | SAFECO Bond; Right-of-Way  |
| Entergy Services, Inc.              | \$25,000  | SAFECO Bond; Third party administrator                             |
| Entergy Louisiana, Inc.             | \$25,000  | SAFECO Bond; Work on Pontchartrain Levee                           |
| Entergy Services, Inc               | \$450,000 | Washington, D.C. office lease, routine operational purposes        |
| Entergy Nuclear Indian Point 2, LLC | \$50,000  | Village of Buchanan ( Construction of generation support building) |
| Entergy Louisiana, Inc.             | \$6,000   | SAFECO Bond; Work on LaFourche Basin Levee                         |
| Entergy Arkansas, Inc               | \$500,000 | SAFECO Bond; Right-of-Way  |

| Entity Recording Benefit of ETR Indemnity | Amount of Indemnity | Explanation of Indemnity                                     |
|---|---------------------|--|
| Entergy Arkansas, Inc.                    | \$5,000             | SAFECO Bond; Excess size and weight on roads and highways    |
| Entergy Gulf States, Inc                  | \$2,000             | SAFECO Bond; Excess size and weight on roads and highways    |
| Entergy Louisiana, Inc.                   | \$4,900,000         | Wilfred Chaisson vs Entergy Louisiana, Inc                   |
| Entergy Nuclear Operating, Inc.           | \$500,000           | Worker's Compensation Self-Insured Retention                 |
| Entergy Operations Services, Inc          | \$120,863           | SAFECO Bond; Performance and Payment Bond for Jeff Parish    |
| Entergy Operations Services, Inc.         | \$567,497           | Performance Bond; Electrical Substation Expansion            |
| Entergy Operations Services, Inc.         | \$179,027           | Appeal Bond: Entergy Louisiana vs. Dwayne Gatlin             |
| Entergy Services, Inc.                    | \$2,500,000         | Workman's Compensation Outstanding and Unpaid Claims Support |
| Entergy Services, Inc.                    | \$1,000,000         | Worker's Compensation Insurance Deductible Reimbursement     |
| Entergy Operations Services, Inc.         | \$10,000            | Contractor's License Bond for State of California            |
| Entergy Operations Services, Inc.         | \$7,500             | Bond of Qualifying Individual for the State of California    |
| <b>Total indemnification amount</b>       | <b>\$32,852,039</b> |  |

ITEM 4. ACQUISITION, REDEMPTION OR RETIREMENT OF SYSTEM SECURITIES

| Name of Issuer<br>and Security | Name of Company<br>Acquiring,<br>Redeeming<br>or Retiring<br>Securities | Calendar Year 2003                      |           |          | Consideration | Holding Company<br>Act Exemption or<br>Release Number |
|--------------------------------|---|---|-----------|----------|---------------|---|
|                                |   | Number of Shares<br>or Principal Amount | Acquired  | Redeemed |               |   |
| <b>ENTERGY CORPORATION</b>     |   |   |           |          |               |   |
| Common Stock                   | Entergy Corporation   |   | \$155,000 |          | \$8,135,365   | Reg. 250.42   |

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**ENTERGY ARKANSAS**

Long-Term Debt\* Entergy Arkansas - \$215,000,000 \$255,000,000 \$470,000,000 Reg. 250.42

**ENTERGY GULF STATES**

Preferred Stock\* Entergy Gulf States - \$57,000 - \$3,450,000 Reg. 250.42

Long-Term Debt\* Entergy Gulf States \$1,004,950,000 \$33,000,000 \$1,037,950,000 Reg. 250.42

**ENTERGY LOUISIANA**

Long-Term Debt\* Entergy Louisiana - \$110,950,000 \$185,415,914 \$296,365,914 Reg. 250.42

**ENTERGY MISSISSIPPI**

Long-Term Debt\* Entergy Mississippi - \$140,000,000 \$190,000,000 \$330,000,000 Reg. 250.42

**ENTERGY NEW ORLEANS**

Long-Term Debt\* Entergy New Orleans - \$100,000,000 - \$100,000,000 Reg. 250.42

\* See annexed schedules (Exhibit F) which identify the amount acquired, redeemed or retired for each series or issue.

**ITEM 5. INVESTMENTS IN SECURITIES OF NON-SYSTEM COMPANIES**

| Part I                    | Investments In Persons Operating Within Retail Service Area of Owner  |  |                      |
|---------------------------|---|--|----------------------|
| Name of Owner             | Number of Persons and Description   |  | Amount of Investment |
| Entergy Enterprises, Inc. | ECD Investments, LLC (A business development and finance organization serving poverty-stricken areas in western Mississippi, eastern Arkansas, and northeastern Louisiana)  |  | \$896,508            |
| Entergy Louisiana, Inc.   | ECD Investments, LLC BIDCO Corporation (a certified Louisiana Capital Company pursuant to R.S. 51:1922 et seq. and a licensed Louisiana Business and Industrial Corporation, pursuant to the Louisiana Business and Industrial Development Corporation Act, R.S. 51:2386 et seq.) |  | \$1,500,000          |

| Part II          | Other Investments  |                     |                  |             |                |
|------------------|--|---------------------|------------------|-------------|----------------|
|                  | Name of Issuer and a Description                         |                     | Number of Shares | % of Voting | Carrying Value |
| Entergy Arkansas | Capital Avenue Development Company (limited partnership) | Limited Partnership | N/A              | -           | \$2,976,050    |

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|  |  |  |           |     |             |
|--|--|--|-----------|-----|-------------|
|  | engaged in the business of constructing, owning, maintaining, operating and leasing a 40-story commercial office building)   | Interest                                     |           |     |             |
| Entergy MHK Investments LLC                      | MyHomeKey.com, Inc. (Engaged in the business of owning/operating an internet portal, bringing together buyers and sellers of home products and services, including electricity and gas)  | Series D preferred stock                     | 2,394,526 | -   | -           |
| Entergy Procurement Exchange Holding Corporation | Pantellos Corporation (An exempt telecommunications company)   | Common stock (\$0.01 par)                    | 450,783   | 4.9 | \$5,633,170 |
| Entergy-Koch Trading LP                          | Tradespark, L.P. (An energy-related company providing an electronic energy commodity marketplace for North America wholesale transactions in natural gas, electricity, coal, sulfur dioxide and nitrogen dioxide emission allowances and weather financial products) | Approximately 5.53% Limited Partner Interest | -         | -   | \$2,500,000 |
| Entergy Nuclear PFS Company                      | Private Fuel Storage, LLC (An energy-related company formed to finance and develop a spent nuclear fuel storage facility for use by its Member Companies, as well as, third parties to the extent of any excess storage capacity)                                    | Approximately 12.9% Member Interest          |           | 9.9 | \$748,200   |
| EGT Holding, Ltd.                                | Scottish & Southern Energy, plc (A FUCO operating in the U.K.)   | Common stock                                 | 3,424     |     | \$38,006    |
| Entergy-Koch Trading, LP                         | EnerSea LLC (an energy-related company developing transport systems for compressed natural gas)  | 0.98% member interest                        | -         | -   | \$250,000   |

|                                      | Name of Issuer and a Description  |                          | Number of Shares | % of Voting | Carrying Value |
|--------------------------------------|---|--------------------------|------------------|-------------|----------------|
| Entergy Ventures Holding Company Inc | SourceOne, Inc. (An energy-related company providing support to commercial and industrial customers; provides power related due diligence, power master planning and power/commodity analysis/purchasing support) | Series A Preferred Stock | 414,747          | -           | \$996,084      |

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|                         |   |  |   |   |             |
|-------------------------|---|--|---|---|-------------|
| Entergy Louisiana, Inc. | Louisiana Energy Services, L.P. (a limited partnership formed to develop a 1.5 million separative work unit (SWU)/year centrifuge uranium enrichment plant) | Approximately 3.97% Limited Partner Interest | - | - | \$1,300,000 |
|                         |   |  |   |   |             |

ITEM 6. OFFICERS AND DIRECTORS

ITEM 6. Part I - Names, Addresses, and Positions Held

- ETR = Entergy Corporation
- EAI = Entergy Arkansas, Inc.
- EGSI = Entergy Gulf States, Inc.
- ELI = Entergy Louisiana, Inc.
- EMI = Entergy Mississippi, Inc.
- ENOI = Entergy New Orleans, Inc.
- ESI = Entergy Services, Inc.
- ERHC = Entergy Retail Holding Company
- EPE&C = Entergy Power E&C Corporation

| As of December 31, 2003  | ETR | EAI | EGSI | ELI | EMI | ENOI | ESI       | ERHC | EPE&C |
|--|-----|-----|------|-----|-----|------|-----------|------|-------|
| J. Wayne Anderson<br>639 Loyola Avenue<br>New Orleans, LA 70113            |     |     |      |     |     |      | VP<br>DGC |      |       |
| Kay Kelley Arnold<br>425 W. Capitol<br>Little Rock, AR 72201               |     |     |      |     |     |      | VP        |      |       |
| Michael D. Bakewell<br>10055 Grogan's Mill Road<br>The Woodlands, TX 77380 |     |     |      |     |     |      | VP        |      |       |
| Maureen S. Bateman<br>225 Franklin Street<br>Boston, MA 02101              | D   |     |      |     |     |      |           |      |       |
| Jack T. Blakley<br>919 Congress Avenue<br>Austin, TX 78701                 |     |     | VP   |     |     |      |           |      |       |
| W. Frank Blount<br>15 Piedmont Center, Suite<br>100<br>Atlanta, GA 30305   | D   |     |      |     |     |      |           |      |       |
| Tracie L. Boutte<br>1600 Perdido Street<br>New Orleans, LA 70112           |     |     |      |     |     |      | VP        |      |       |
| S.M. Henry Brown, Jr.<br>101 Constitution Avenue                           |     |     |      |     |     |      | VP        |      |       |

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|  |  |           |               |                      |           |           |           |    |  |
|--|--|-----------|---------------|----------------------|-----------|-----------|-----------|----|--|
| Washington, D.C. 20001   |  |           |               |                      |           |           |           |    |  |
| Theodore Bunting<br>639 Loyola Avenue<br>New Orleans, LA 70113     |  | VP<br>CFO | VP<br>CFO     | VP<br>CFO            | VP<br>CFO | VP<br>CFO | VP<br>CFO |    |  |
| Douglas Castleberry<br>425 W. Capitol<br>Little Rock, AR 72201     |  |           |               |                      |           |           |           | VP |  |
| Elaine E. Coleman<br>1600 Perdido Street<br>New Orleans, LA 700112 |  |           |               |                      |           | VP        |           |    |  |
| E. Renae Conley<br>4809 Jefferson Hwy.<br>Jefferson, LA 70121      |  |           | P<br>CEO<br>D | P<br>CEO<br>COB<br>D |           |           |           |    |  |
| Robert L. Cushman<br>20 Greenway Plaza<br>Houston, TX 77046        |  |           |               |                      |           |           | VP        |    |  |

| As of December 31, 2003   | ETR | EAI | EGSI                 | ELI | EMI | ENOI | ESI | ERHC | EPE&C |
|---|-----|-----|----------------------|-----|-----|------|-----|------|-------|
| George W. Davis<br>136 Fishers Shore Road<br>Columbia, SC 29223       | D   |     |                      |     |     |      |     |      |       |
| Simon deBree<br>HET Overloon 1/6411<br>TE Heerlen, The<br>Netherlands | D   |     |                      |     |     |      |     |      |       |
| James M. DeLong<br>10055 Grogans Mill Road<br>The Woodlands, TX 77380 |     |     |                      |     |     |      | VP  |      |       |
| Leo P. Denault<br>639 Loyola Avenue<br>New Orleans, LA 70113          |     |     |                      |     |     |      | VP  |      |       |
| Claiborne P. Deming<br>200 Peach Street<br>El Dorado, AR 71730        | D   |     |                      |     |     |      |     |      |       |
| Joan Dobrzynski<br>300 Delaware Avenue<br>Wilmington, DE 19801        |     |     |                      |     |     |      |     | D    |       |
| Joseph F. Domino<br>350 Pine Street<br>Beaumont, TX 77701             |     |     | P<br>CEO<br>COB<br>D |     |     |      |     |      |       |

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|   |     |  |    |    |    |  |     |    |         |
|---|-----|--|----|----|----|--|-----|----|---------|
| Murphy A. Dreher<br>446 North Boulevard<br>Baton Rouge, LA 70802            |     |  | VP | VP |    |  | VP  |    |         |
| Johnny D. Ervin<br>639 Loyola Avenue<br>New Orleans, LA 70113               |     |  |    |    |    |  | VP  |    |         |
| Haley R. Fisackerly<br>308 East Pearl Street<br>Jackson, MS 39201           |     |  |    |    | VP |  |     | VP |         |
| Tina J. Ford<br>300 Delaware, 9 <sup>th</sup> Floor<br>Wilmington, DE 19801 |     |  |    |    |    |  |     |    | VP<br>S |
| Kent R. Foster<br>425 W. Capitol<br>Little Rock, AR 72201                   |     |  |    |    |    |  | VP  |    |         |
| Robert C. Grenfell<br>308 E. Pearl Street<br>Jackson, MS 39201              |     |  |    |    | VP |  |     |    |         |
| Jerald V. Halvorsen<br>101 Constitution Avenue<br>Washington D.C. 20001     |     |  |    |    |    |  | VP  |    |         |
| David C. Harlan<br>639 Loyola Avenue<br>New Orleans, LA 70113               |     |  |    |    |    |  | SVP |    |         |
| Curtis L. Hebert, Jr.<br>639 Loyola Avenue<br>New Orleans, LA 70113         | EVP |  |    |    |    |  | EVP |    |         |
| Randall W. Helmick<br>446 N. Boulevard<br>Baton Rouge, LA 70802             |     |  | VP | VP |    |  | VP  |    |         |

| As of December 31, 2003   | ETR        | EAI        | EGSI       | ELI        | EMI        | ENOI       | ESI        | ERHC | EPE&C |
|---|------------|------------|------------|------------|------------|------------|------------|------|-------|
| Joseph T. Henderson<br>10055 Grogan's Mill Road<br>Parkwood II Building<br>The Woodlands, TX<br>77380 | SVP<br>GTC | SVP<br>GTC | SVP<br>GTC | SVP<br>GTC | SVP<br>GTC | SVP<br>GTC | SVP<br>GTC |      |       |
| Alexis M. Herman<br>1333 H. Street NW<br>W. Tower 9 <sup>th</sup> Floor<br>Washington, DC 20005       | D          |            |            |            |            |            |            |      |       |
| Donald C. Hintz<br>639 Loyola Avenue  | P          | D          | D          | D          | D          | D          | P<br>COB   | D    |       |

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|  |            |            |            |            |            |            |            |         |   |
|--|------------|------------|------------|------------|------------|------------|------------|---------|---|
| New Orleans, LA 70113  |            |            |            |            |            |            | D          |         |   |
| Jill I. Israel<br>639 Loyola Avenue<br>New Orleans, LA 70113                           |            |            |            |            |            |            | VP         |         |   |
| Francis B. Jacobs, II<br>300 Delaware Avenue<br>Suite 900<br>Wilmington, DE 19801      |            |            |            |            |            |            |            | VP<br>S |   |
| Neal W. Jansonius<br>425 W. Capitol<br>Little Rock, AR 72203                           |            |            |            |            |            |            | VP         |         |   |
| Ray J. Johnson, Jr.<br>639 Loyola Avenue<br>New Orleans, LA 70113                      |            |            |            |            |            |            | VP<br>CIO  |         |   |
| John T. Kennedy<br>425 W. Capitol<br>Little Rock, AR 72201                             |            | VP         |            |            |            |            |            |         |   |
| Jeanne J. Kenney<br>639 Loyola Avenue<br>New Orleans, LA 70113                         |            |            |            |            |            |            | VP         |         |   |
| James F. Kenney<br>10055 Grogan's Mill Road<br>Suite 300<br>The Woodlands, TX<br>77380 |            |            |            |            |            |            | VP         |         |   |
| Doris J. Krick<br>639 Isbell Road<br>Reno, Nevada 89509                                |            |            |            |            |            |            |            |         | D |
| Nathan E. Langston<br>639 Loyola Avenue<br>New Orleans, LA 70113                       | SVP<br>CAO | SVP<br>CAO | SVP<br>CAO | SVP<br>CAO | SVP<br>CAO | SVP<br>CAO | SVP<br>CAO |         |   |
| Peter H. Lendrum<br>639 Loyola Avenue<br>New Orleans, LA 70113                         |            |            |            |            |            |            | VP         |         |   |
| J. Wayne Leonard<br>639 Loyola Avenue<br>New Orleans, LA 70113                         | CEO<br>D   |            |            |            |            |            | CEO        |         |   |
| Michele L. Lopiccolo<br>639 Loyola Avenue<br>New Orleans, LA 70113                     |            |            |            |            |            |            | VP         |         |   |
| Robert v.d. Luft<br>639 Loyola Avenue<br>New Orleans, LA 70113                         | COB<br>D   |            |            |            |            |            |            |         |   |

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|  |     |     |     |     |     |     |     |  |  |
|--|-----|-----|-----|-----|-----|-----|-----|--|--|
| William E. Madison<br>639 Loyola Avenue<br>New Orleans, LA 70113 | SVP | SVP | SVP | SVP | SVP | SVP | SVP |  |  |
|--|-----|-----|-----|-----|-----|-----|-----|--|--|

| As of December 31, 2003  | ETR     | EAI                  | EGSI    | ELI     | EMI     | ENOI    | ESI     | ERHC    | EPE&C       |
|--|---------|----------------------|---------|---------|---------|---------|---------|---------|-------------|
| P. J. Martinez<br>639 Loyola Avenue<br>New Orleans, LA 70113                 |         |                      |         |         |         |         | VP      |         |             |
| Phillip R. May<br>639 Loyola Avenue<br>New Orleans, LA 70113                 |         |                      |         |         |         |         | VP      |         |             |
| Will L. Mayo<br>308 E. Pearl Street<br>Jackson, MS 39201                     |         |                      |         |         | VP      |         |         |         |             |
| J. Parker McCollough<br>919 Congress Avenue<br>Suite 740<br>Austin, TX 78701 |         |                      | VP      |         |         |         |         |         |             |
| Hugh T. McDonald<br>425 W. Capitol Avenue<br>Little Rock, AR 72201           |         | P<br>CEO<br>COB<br>D |         |         |         |         |         |         |             |
| Steven C. McNeal<br>639 Loyola Avenue<br>New Orleans, LA 70113               | VP<br>T | VP<br>T              | VP<br>T | VP<br>T | VP<br>T | VP<br>T | VP<br>T | VP<br>T | P<br>T<br>D |
| Eduardo Melendreras<br>4809 Jefferson Hwy.<br>Jefferson, LA 70121            |         |                      | VP      | VP      |         |         | VP      |         |             |
| Nancy C. Morovich<br>639 Loyola Avenue<br>New Orleans, LA 70113              |         |                      |         |         |         |         | VP      |         |             |
| Kathleen A. Murphy<br>68 Saddle Rock Road<br>Stamford, CT 06902              | D       |                      |         |         |         |         |         |         |             |
| Paul W. Murrill<br>206 Sunset Blvd.<br>Baton Rouge, LA 70808                 | D       |                      |         |         |         |         |         |         |             |
| James R. Nichols<br>50 Congress Street, Suite<br>832<br>Boston, MA 2109      | D       |                      |         |         |         |         |         |         |             |
| James H. O'Brien<br>639 Loyola Avenue  |         |                      |         |         |         |         | VP      |         |             |



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|---|---|--|--|--|--|--|----------------------|---------------|--|
| New Orleans, LA 70113   |   |  |  |  |  |  |                      |               |  |
| Daniel F. Packer<br>1600 Perdido Street<br>New Orleans, LA 70112      |   |  |  |  |  |  | P<br>COB<br>D<br>CEO |               |  |
| William A. Percy, III<br>1200 Old Leland Road<br>Greenville, MS 38701 | D |  |  |  |  |  |                      |               |  |
| Tom D. Reagan<br>639 Loyola Avenue<br>New Orleans, LA 70113           |   |  |  |  |  |  | VP                   | D<br>P<br>CEO |  |
| Dennis H. Reilley<br>39 Old Ridgebury Road<br>Danbury, CT 06810       | D |  |  |  |  |  |                      |               |  |
| Peter P. Schneider<br>1340 Echelon<br>Jackson, MS 39213               |   |  |  |  |  |  | VP                   |               |  |

| As of December 31, 2003   | ETR            | EAI            | EGSI           | ELI            | EMI                  | ENOI           | ESI            | ERHC       | EPE&C |
|---|----------------|----------------|----------------|----------------|----------------------|----------------|----------------|------------|-------|
| Etienne Senac<br>10055 Grogan's Mill Road<br>The Woodlands, TX 77380    |                |                |                |                |                      |                | VP             |            |       |
| Carolyn C. Shanks<br>308 E. Pearl Street<br>Jackson, MS 32901           |                |                |                |                | P<br>CEO<br>COB<br>D |                |                |            |       |
| Robert D. Sloan<br>639 Loyola Avenue<br>New Orleans, LA 70113           | SVP<br>S<br>GC | SVP<br>S<br>GC | SVP<br>S<br>GC | SVP<br>S<br>GC | SVP<br>S<br>GC       | SVP<br>S<br>GC | SVP<br>S<br>GC | SVP<br>CLO |       |
| Richard J. Smith<br>639 Loyola Avenue<br>New Orleans, LA 70113          | GP             | D<br>GP        | D<br>GP        | D<br>GP        | D<br>GP              | D<br>GP        | D<br>GP        |            |       |
| Wm. Clifford Smith<br>P.O. Box 2266<br>Houma, LA 70361                  | D              |                |                |                |                      |                |                |            |       |
| James Snider<br>308 E. Pearl Street<br>Jackson, MS 39201                |                |                |                |                |                      |                |                |            | D     |
| Bismark A. Steinhagen<br>3850 IS 10 South<br>Beaumont, TX<br>77720-0037 | D              |                |                |                |                      |                |                |            |       |

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|   |            |    |    |    |   |   |                 |  |  |
|---|------------|----|----|----|---|---|-----------------|--|--|
| Wade H. Stewart<br>4809 Jefferson Highway<br>Jefferson, LA 70121        |            |    | VP | VP |   |   | VP              |  |  |
| O. H. "Bud" Storey, III<br>425 W. Capitol<br>Little Rock, AR 72201      |            |    |    |    |   |   | VP<br>DGC       |  |  |
| Steven K. Strickland<br>425 W. Capitol<br>Little Rock, AR 72201         |            | VP |    |    |   |   |                 |  |  |
| Gary J. Taylor<br>1340 Echelon<br>Jackson, MS 39213                     |            |    |    |    |   |   | EVP             |  |  |
| T. Michael Twomey<br>4809 Jefferson Hwy.<br>Jefferson, LA 70121         |            |    | VP | VP |   |   |                 |  |  |
| Donald W. Vinci<br>639 Loyola Avenue<br>New Orleans, LA 70113           |            |    |    |    |   |   | VP<br>GA        |  |  |
| Arthur E. F. Wiese<br>639 Loyola Avenue<br>New Orleans, LA 70113        |            |    |    |    |   |   | VP              |  |  |
| C. John Wilder<br>639 Loyola Avenue<br>New Orleans, LA 70113            | EVP<br>CFO | D  | D  | D  | D | D | EVP<br>CFO<br>D |  |  |
| Steven V. Wilkinson<br>N2660 Dinner Lake Road<br>Land O'Lakes, WI 54540 | D          |    |    |    |   |   |                 |  |  |
| John H. Zemanek<br>639 Loyola Avenue<br>New Orleans, LA 70113           |            |    |    |    |   |   | VP              |  |  |

COB = Chairman of the Board  
 CEO = Chief Executive Officer  
 P = President  
 P-FOT = President-Fossil Operations and  
 Transmission  
 SVP = Senior Vice President  
 EVP = Executive Vice President  
 VP = Vice President

CAO = Chief Accounting Officer  
 CFO = Chief Financial Officer  
 CIO = Chief Information Officer  
 CNO = Chief Nuclear Officer  
 CPO = Chief Procurement Officer  
 CRO = Chief Risk Officer  
 T = Treasurer

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D = Director  
 S = Secretary  
 GTC = General Tax Counsel  
 GC = General Counsel  
 DGC = Deputy General Counsel  
 CLO = Chief Legal Officer  
 GP = Group President  
 GA = General Auditor

SERI = System Energy Resources, Inc.  
 POGI = Prudential Oil and Gas, LLC  
 EOI = Entergy Operations, Inc.  
 VARI = Varibus, LLC  
 EPI = Entergy Power, Inc.  
 EPGHC = Entergy Power Gas Holdings Corp.  
 SFI = System Fuels, Inc.  
 GSG&T = GSG&T, Inc.  
 ERI = Entergy Resources, Inc.  
 SGRC = Southern Gulf Railway Company

| As of December 31,<br>2003  | SERI | EOI        | EPI           | SFI | ERI     | POGI | VARI | EPGHC   | GSG&T | SGRC |
|---|------|------------|---------------|-----|---------|------|------|---------|-------|------|
| Donald M. Black<br>20 Greenway Plaza,<br>#1025<br>Houston, TX 77046           |      |            |               |     |         |      |      | D<br>VP | VP    |      |
| Gareth S. Brett<br>20 Greenway Plaza,<br>#1025<br>Houston, TX 77046           |      |            |               |     | D<br>VP |      |      |         |       |      |
| William R. Campbell<br>1340 Echelon Parkway<br>Jackson, MS 39213              |      | SVP<br>COO |               |     |         |      |      |         |       |      |
| Douglas R. Castleberry<br>425 West Capitol<br>Avenue<br>Little Rock, AR 72203 |      |            | D<br>P<br>CEO |     | VP<br>D |      |      |         |       |      |
| Robert J. Cushman<br>10055 Grogans Mill<br>Rd.<br>The Woodlands, TX<br>77380  |      |            |               |     | D       |      |      |         |       |      |
| Leo P. Denault<br>639 Loyola Avenue<br>New Orleans, LA<br>70113               |      |            |               |     |         |      | M    |         |       |      |

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|  |            |    |  |                      |            |   |  |  |                      |                      |
|--|------------|----|--|----------------------|------------|---|--|--|----------------------|----------------------|
| William A. Eaton<br>Waterloo Road<br>Port Gibson, MS 39150   | VP         | VP |  |                      |            |   |  |  |                      |                      |
| Gerritt Ewing<br>20 Greenway Plaza,<br>#1025<br>Houston, TX 77046  |            |    |  |                      | VP         |   |  |  | VP                   |                      |
| Jeffrey S. Forbes<br>1448 S R 33<br>Russellville, AR 72802   | VP         | VP |  |                      |            |   |  |  |                      |                      |
| Joseph T. Henderson<br>10055 Grogan's Mill<br>Road<br>Parkwood II Building<br>The Woodlands, TX<br>77380 |            |    |  |                      | SVP<br>GTC | M |  |  | SVP<br>GTC           |                      |
| Paul D. Hinnenkamp<br>5485 U. W. Hwy. 61<br>St. Francisville, LA<br>70775                                |            | VP |  |                      |            |   |  |  |                      |                      |
| Donald C. Hintz<br>639 Loyola Avenue<br>New Orleans, LA<br>70113   | D          | D  |  | D                    |            |   |  |  | D                    | D                    |
| James F. Kenney<br>10055 Grogan's Mill<br>Road<br>Suite 300<br>The Woodlands, TX<br>77380                |            |    |  | P<br>CEO<br>COB<br>D |            | M |  |  | P<br>CEO<br>COB<br>D | P<br>CEO<br>COB<br>D |
| Nathan E. Langston<br>639 Loyola Avenue<br>New Orleans, LA<br>70113                                      | SVP<br>CAO |    |  | SVP<br>CAO           |            | M |  |  | SVP<br>CAO           | SVP<br>CAO           |

| As of December 31,<br>2003  | SERI | EOI | EPI | SFI | ERI | POGI | VARI | EPGHC | GSG&T | SGRC |
|---|------|-----|-----|-----|-----|------|------|-------|-------|------|
| Stephen A. Lorio<br>639 Loyola Avenue<br>New Orleans, LA<br>70113 |      |     | VP  |     |     |      |      |       |       |      |
| William E. Madison<br>639 Loyola Avenue<br>New Orleans, LA        |      | SVP |     |     |     |      |      |       |       |      |

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|--|----------------------|-----------------|----|-----------------|---------------|---|---|-------------|-----------------|-----------------|
| 70113  |                      |                 |    |                 |               |   |   |             |                 |                 |
| John R. McGaha<br>1340 Echelon Pkwy<br>Jackson, MS 39213           |                      | P               |    |                 |               |   |   |             |                 |                 |
| Steven C. McNeal<br>639 Loyola Avenue<br>New Orleans, LA<br>70113  | VP<br>T              | VP<br>T         | T  | VP<br>T         | VP<br>T       | M | M | P<br>T<br>D | VP<br>T         | VP<br>T         |
| Frederick F. Nugent<br>20 Greenway Plaza<br>Houston, TX 77046      |                      |                 |    |                 | VP<br>S       |   |   | S           |                 |                 |
| Tom D. Reagan<br>639 Loyola Avenue<br>New Orleans, LA<br>70113     |                      |                 |    |                 | D<br>P<br>CEO |   |   |             |                 |                 |
| Robert D. Sloan<br>639 Loyola Avenue<br>New Orleans, LA<br>70113   |                      |                 |    | SVP<br>S        |               |   |   |             | SVP<br>S        | SVP<br>S        |
| O. H. Storey, III<br>639 Loyola Avenue<br>New Orleans, LA<br>70113 |                      |                 | VP |                 |               |   |   |             |                 |                 |
| Gary J. Taylor<br>1340 Echelon Parkway<br>Jackson, MS 39213        | D<br>COB<br>P<br>CEO | D<br>COB<br>CEO |    |                 |               |   |   |             |                 |                 |
| Joseph Venable<br>17265 River Road<br>Killona, LA 70066            |                      | VP              |    |                 |               |   |   |             |                 |                 |
| C. John Wilder<br>639 Loyola Avenue<br>New Orleans, LA<br>70113    | EVP<br>CFO<br>D      | EVP<br>CFO<br>D |    | EVP<br>CFO<br>D |               | M |   |             | EVP<br>CFO<br>D | EVP<br>CFO<br>D |
| George A. Williams<br>1340 Echelon Parkway<br>Jackson, MS 39213    |                      | VP              |    |                 |               |   |   |             |                 |                 |

COB = Chairman of the Board      CAO = Chief Accounting Officer  
 CEO = Chief Executive Officer      CFO = Chief Financial Officer  
 P = President      COO = Chief Operating Officer  
 SVP = Senior Vice President      T = Treasurer  
 EVP = Executive Vice President      S = Secretary  
 VP = Vice President      GTC = General Tax Counsel

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D = Director                                  GC = General Counsel  
M = Manager                                    GP = Group President

EEI = Entergy Enterprises, Inc.  
EOSI = Entergy Operations Services, Inc.  
EHI = Entergy Holdings, LLC  
ENI = Entergy Nuclear, Inc.  
EPDC = Entergy Power Development Corporation  
EPGC = Entergy Power Generation Corporation  
EPEHC = Entergy Procurement Exchange Holding Corporation  
EWO = EWO Marketing Holding LLC  
EGTH = Entergy Global Trading Holdings LTD  
ETUNO = Entergy Thermal - UNO, LLC

| As of December 31, 2003   | EEI           | EOSI    | EH | ENI | EPDC | EPGC     | EPEHC | EWO      | EGTH    | ETUNO   |
|---|---------------|---------|----|-----|------|----------|-------|----------|---------|---------|
| Donald M. Black<br>20 Greenway Plaza<br>Houston, TX 77046                       |               |         |    |     |      |          |       |          | VP      |         |
| Gareth Brett<br>Equitable House<br>47 King William Street<br>London ECAR9JD, UK | P<br>D<br>CEO |         |    |     | D    | D<br>P   |       |          | D<br>P  |         |
| John E. Carlson<br>1661 Gravier Street<br>New Orleans, LA 70112                 |               |         |    |     |      |          |       |          |         | M       |
| Douglas R. Castleberry<br>425 West Capitol Avenue<br>Little Rock, AR 72203      |               |         | VP |     |      | D<br>EVP |       |          |         | VP<br>M |
| Robert J. Cushman<br>20 Greenway Plaza<br>Houston, TX 77046                     | VP            |         |    |     |      |          |       |          |         |         |
| Leo P. Denault<br>639 Loyola Avenue<br>New Orleans, LA 70113                    |               |         |    |     |      |          |       | P<br>CEO | D<br>VP |         |
| Joan Dobrzynski<br>300 Delaware Avenue<br>Wilmington, DE 19801                  |               |         |    |     |      |          | D     |          |         |         |
| Randy E. Dufour<br>110 James Drive West<br>Saint Rose, LA 70087                 |               | VP<br>D |    |     |      |          |       |          |         |         |

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|  |            |        |   |   |              |   |  |  |    |  |
|--|------------|--------|---|---|--------------|---|--|--|----|--|
| Gerritt L. Ewing<br>20 Greenway Plaza<br>Houston, TX 77046   |            |        |   |   |              |   |  |  | VP |  |
| Haley R. Fisackerly<br>308 E. Pearl Street<br>Jackson, MS 39201                                    |            |        |   |   | D<br>S<br>VP |   |  |  |    |  |
| Turgay Gurun<br>Equitable House<br>47 King William Street<br>London EC4R 9JD, UK                   | VP         |        |   |   |              |   |  |  |    |  |
| Joseph T. Henderson<br>10055 Grogan's Mill Road<br>Parkwood II Building<br>The Woodlands, TX 77380 | SVP<br>GTC |        |   |   |              |   |  |  |    |  |
| Donald C. Hintz<br>639 Loyola Avenue<br>New Orleans, LA 70113                                      | D          | D<br>P | M | D |              | D |  |  |    |  |

| As of December 31, 2003  | EEI | EOSI       | EH         | ENI | EPDC | EPGC | EPEHC   | EWO | EGTH       | ETUNO |
|--|-----|------------|------------|-----|------|------|---------|-----|------------|-------|
| C. Randy Hutchinson<br>1340 Echelon Parkway<br>Jackson, MS 39213                   |     |            |            | SVP |      |      |         |     |            |       |
| Francis B. Jacobs, II<br>300 Delaware Ave, 9th<br>Floor<br>Wilmington, DE 19801    |     |            |            |     |      |      | VP<br>S |     |            |       |
| Danny R. Keuter<br>1340 Echelon Parkway<br>Jackson, MS 39213                       |     |            |            | VP  |      |      |         |     |            |       |
| Thomas S. LaGuardia<br>148 New Milford Road<br>East<br>Bridgewater, CT 06752       |     |            |            | VP  |      |      |         |     |            |       |
| Nathan E. Langston<br>639 Loyola Avenue<br>New Orleans, LA 70113                   |     | SVP<br>CAO | SVP<br>CAO |     |      | CAO  |         |     | SVP<br>CAO |       |
| Jonathan Long<br>Equitable House,<br>47 King William Street<br>London EC4R 9JD, UK | VP  |            |            |     |      |      |         |     | VP         |       |
| Stephen A. Lorio<br>639 Loyola Avenue<br>New Orleans, LA 70113                     | VP  |            |            |     |      |      |         |     |            |       |

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|   |          |          |          |          |               |         |         |          |              |               |
|---|----------|----------|----------|----------|---------------|---------|---------|----------|--------------|---------------|
| Steven C. McNeal<br>639 Loyola Avenue<br>New Orleans, LA 70113      | VP<br>T  | VP<br>T  | VP<br>T  | VP<br>T  | T<br>VP       | VP<br>T | VP<br>T | T<br>VP  | D<br>VP<br>T | VP<br>T       |
| Robert A. Malone<br>20 Greenway Plaza<br>Houston, TX 77046          | VP       |          |          |          |               |         |         |          |              |               |
| Elizabeth Martin<br>639 Loyola Avenue<br>New Orleans, LA 70113      |          |          |          |          |               |         |         | VP       |              |               |
| Frederick F. Nugent<br>20 Greenway Plaza<br>Houston, TX 77046       | VP<br>GC |          |          |          |               |         |         |          | S            |               |
| Danny L. Pace<br>440 Hamilton Avenue<br>White Plains, NY 10601      |          |          |          | VP       |               |         |         |          |              |               |
| Tom D. Reagan<br>639 Loyola Avenue<br>New Orleans, LA 70113         | VP       |          | P<br>CEO |          |               |         | D<br>P  |          |              | P<br>CEO<br>M |
| Carolyn C. Shanks<br>200 South Lamar<br>Jackson, MS 39201           |          |          |          |          | D<br>P<br>CEO |         |         |          |              |               |
| Robert D. Sloan<br>639 Loyola Avenue<br>New Orleans, LA 70113       | SVP<br>S | SVP<br>S | SVP<br>S | SVP<br>S |               |         |         | SVP<br>S |              | S             |
| O. H. Storey, III<br>425 W. Capitol Avenue<br>Little Rock, AR 72201 |          |          |          |          |               | VP<br>S |         |          |              |               |

| As of December 31, 2003                                      | EEI | EOSI            | EH | ENI                  | EPDC | EPGC | EPEHC | EWO | EGTH | ETUNO |
|--|-----|-----------------|----|----------------------|------|------|-------|-----|------|-------|
| Gary J. Taylor<br>1340 Echelon Parkway<br>Jackson, MS 39213  |     |                 |    | P<br>D<br>COB<br>CEO |      |      |       |     |      |       |
| C. John Wilder<br>639 Loyola Avenue<br>New Orleans, LA 70113 | D   | EVP<br>CFO<br>D | M  | D                    |      |      |       |     |      |       |

COB = Chairman of the Board      T = Treasurer  
 CEO = Chief Executive Officer      S = Secretary  
 COO = Chief Operating Officer      D = Director  
 P = President      CFO = Chief Financial Officer  
 SVP = Senior Vice President      GC = General Counsel



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EVP = Executive Vice President      CDO = Chief Development Officer  
 VP = Vice President                      GM = General Manager  
    M = Manager

EGPOC = Entergy Global Power Operations Corporation  
 ETHC = Entergy Technology Holding Company  
 EDEH = Entergy District Energy Holdings, LLC  
 EIHL = Entergy International Holdings Ltd., LLC  
 EVHC = Entergy Ventures Holding Company Inc.  
 ENHC = Entergy Nuclear Holding Company  
 ENHC1 = Entergy Nuclear Holding Company # 1.  
 ENHC2 = Entergy Nuclear Holding Company # 2  
 EPTBH = Entergy PTB Holding Company  
 ENFHI = Entergy Nuclear Finance Holding Inc.

| As of December 31, 2003  | EGPOC  | ETHC    | EDEH         | EIHL | EVHC    | ENHC    | ENHC1 | ENHC2   | EPTBH | ENFHI   |
|--|--------|---------|--------------|------|---------|---------|-------|---------|-------|---------|
| Donald M. Black<br>20 Greenway Plaza<br>Houston, TX 77046      |        |         |              |      | D<br>VP |         |       | D<br>VP |       |         |
| Gareth Brett<br>20 Greenway Plaza<br>Houston, TX 77046         | D<br>P |         |              |      |         | D<br>VP |       |         |       |         |
| Douglas Castleberry<br>425 W. Capitol<br>Little Rock, AR 72201 |        | VP<br>D | VP<br>S<br>M |      | VP      |         | VP    |         | D     | VP<br>D |
| Wanda Curry<br>20 Greenway Plaza<br>Houston, TX 77046          |        |         |              |      |         |         |       | D<br>VP |       |         |
| Robert J. Cushman<br>20 Greenway Plaza<br>Houston, TX 77046    | VP     |         |              |      |         | D       |       |         |       |         |
| Leo Denault<br>639 Loyola Avenue<br>New Orleans, LA 70113      |        |         | VP<br>M      |      |         |         |       |         |       |         |
| Donald R. Denton<br>1340 Echelon Parkway<br>Jackson, MS 39213  |        |         |              |      |         |         | VP    |         |       |         |
| Joan Dobrzynski<br>300 Delaware Avenue<br>Wilmington, DE 19801 |        |         |              |      |         |         | D     |         | D     |         |

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|  |            |  |  |  |               |            |    |              |         |  |
|--|------------|--|--|--|---------------|------------|----|--------------|---------|--|
| Gerritt L. Ewing<br>20 Greenway Plaza<br>Houston, TX 77046   |            |  |  |  | VP            | VP         |    |              |         |  |
| Dave C. Harlan<br>639 Loyola Avenue<br>New Orleans, LA 70113   |            |  |  |  | P<br>CEO<br>D |            |    | VP<br>T<br>D |         |  |
| Joseph T. Henderson<br>10055 Grogan's Mill<br>Road<br>Parkwood II Building<br>The Woodlands, TX<br>77380 | SVP<br>GTC |  |  |  | SVP<br>GTC    | SVP<br>GTC |    | SVP<br>GTC   |         |  |
| Donald C. Hintz<br>639 Loyola Avenue<br>New Orleans, LA 70113  |            |  |  |  |               | D          | D  |              |         |  |
| Francis B. Jacobs, II<br>300 Delaware Avenue<br>Suite 900<br>Wilmington, DE 19801                        |            |  |  |  |               |            | VP |              | VP<br>S |  |
| Michael R. Kansler<br>440 Hamilton Avenue<br>White Plains, NY 10601                                      |            |  |  |  |               |            |    | P<br>CEO     |         |  |

| As of December 31,<br>2003                                       | EGPOC   | ETHC    | EDEH    | EIHL       | EVHC    | ENHC    | ENHC1   | ENHC2 | EPTBH   | ENFHI   |
|--|---------|---------|---------|------------|---------|---------|---------|-------|---------|---------|
| Nathan E. Langston<br>639 Loyola Avenue<br>New Orleans, LA 70113 |         |         |         | SVP<br>CAO |         |         |         |       |         |         |
| Jonathan E. Long<br>20 Greenway Plaza<br>Houston, TX 77046       | VP      |         |         |            | D       |         |         |       |         |         |
| Stephen A. Lorio<br>639 Loyola Avenue<br>New Orleans, LA 70113   | VP      |         |         |            |         |         |         |       |         |         |
| Steven C. McNeal<br>639 Loyola Avenue<br>New Orleans, LA 70113   | VP<br>T | VP<br>T | VP<br>T | VP<br>T    | VP<br>T | VP<br>T | VP<br>T |       | VP<br>T | VP<br>T |
| Robert A. Malone<br>20 Greenway Plaza<br>Houston, TX 77046       | VP      |         |         |            |         |         |         |       |         |         |
| Frederick F. Nugent<br>20 Greenway Plaza<br>Houston, TX 77046    | VP      |         |         |            | VP<br>S | VP      |         |       |         |         |

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|   |               |               |          |          |  |                      |                      |   |               |                      |
|---|---------------|---------------|----------|----------|--|----------------------|----------------------|---|---------------|----------------------|
| Tom D. Reagan<br>639 Loyola Avenue<br>New Orleans, LA 70113     |               |               | P<br>CEO |          |  |                      |                      |   | D<br>P<br>CEO |                      |
| Denise R. Redmann<br>639 Loyola Avenue<br>New Orleans, LA 70113 |               |               |          |          |  |                      |                      | S |               |                      |
| O. H. Storey, III<br>425 W. Capitol<br>Little Rock, AR 72201    |               | VP            |          |          |  |                      | VP                   |   |               | VP<br>S<br>D         |
| Robert D. Sloan<br>639 Loyola Avenue<br>New Orleans, LA 70113   | SVP<br>S<br>D | SVP<br>S      |          | SVP<br>S |  | SVP<br>S             | SVP<br>S             |   | SVP<br>CLO    |                      |
| Gary J. Taylor<br>1340 Echelon Parkway<br>Jackson, MS 39213     |               |               |          |          |  | P<br>CEO<br>D<br>COB | P<br>CEO<br>D<br>COB |   |               | P<br>CEO<br>D<br>COB |
| C. John Wilder<br>639 Loyola Avenue<br>New Orleans, LA 70113    | EVP<br>D      | CFO<br>P<br>D |          | CFO<br>P |  |                      | D                    |   |               |                      |

- COB = Chairman of the Board      CAO = Chief Accounting Officer  
 CEO = Chief Executive Officer      CFO = Chief Financial Officer  
 P = President      GC = General Counsel  
 EVP = Executive Vice President      GTC = General Tax Council  
 SVP = Senior Vice President      S = Secretary  
 VP = Vice President      D = Director  
 T = Treasurer  
 CLO = Chief Legal Officer

ITEM 6. Part II - Financial Connections

As of December 31, 2003

| Name of Officer or Director (1) | Name and Location of Financial Institution (2) | Position Held in Financial Institution (3) | Applicable Exemption Rule (4) |
|---------------------------------|--|--|-------------------------------|
|                                 |  |  |                               |
| Robert v.d. Luft                | Stonebridge Bank<br>West Chester, PA           | Director                                   | 70(b)                         |
|                                 |  |  |                               |

Item 6. Part III (a) - Executive Compensation

Summary Compensation Table

The following table includes the Chief Executive Officers and the four other most highly compensated executive officers in office as of December 31, 2003, and up to two additional executive officers who would have been included in the table but retired or resigned during the year at Entergy Corporation, Entergy Arkansas, Inc., Entergy Gulf States, Inc., Entergy Louisiana, Inc., Entergy Mississippi, Inc., Entergy New Orleans, Inc., System Energy Resources, Inc., Entergy Operations, Inc., Entergy Services, Inc., System Fuels, Inc., GSG&T, Inc., Prudential Oil and Gas LLC, Southern Gulf Railway Company, Varibus LLC, Entergy District Energy Holdings, LLC, Entergy Enterprises, Inc., Entergy Global Power Operations Corporation, Entergy Global Trading Holdings Ltd., Entergy Holdings Inc., Entergy International Holdings Ltd. LLC, Entergy Nuclear Finance Holding Inc., Entergy Nuclear Holding Company, Entergy Nuclear Holding Company #1, Entergy Nuclear Holding Company #2, Entergy Nuclear Inc., Entergy Operations Services Inc., Entergy Power Inc., Entergy Power Development Corporation, Entergy Power E&C Corporation, Entergy Power Gas Holdings Corporation, Entergy Power Generation Corporation, Entergy Procurement Exchange Holding Corporation, Entergy PTB Holding Company, Entergy Resources Inc., Entergy Retail Holding Company, Entergy Technology Holding Company, Entergy Thermal-UNO LLC, Entergy Ventures Holding Company Inc., and EWO Marketing Holding LLC (collectively, the "Named Executive Officers"). This determination was based on total annual base salary and bonuses from all Entergy sources earned during the year 2003. See Item 6. Part I, "Names, Addresses, and Positions Held," above for information on the principal positions of the Named Executive Officers in the table below.

As shown in Item 6. Part I, most Named Executive Officers are employed by several Entergy companies. Because it would be impracticable to allocate such officers' salaries among the various companies, the table below includes aggregate compensation paid by all Entergy companies.

| Name | Year | Annual Compensation |       |                    |                         | Long-Term Compensation        |         |                        |
|------|------|---------------------|-------|--------------------|-------------------------|-------------------------------|---------|------------------------|
|      |      | Salary              | Bonus | Other Annual Comp. | Restricted Stock Awards | Securities Underlying Options | Payouts |                        |
|      |      |                     |       |                    |                         |                               |         | (a)<br>LTIP<br>Payouts |

(b) All  
Other  
Comp.

S. Gareth Brett

2003

\$319,341

|               |      |           |
|---------------|------|-----------|
|               |      | \$269,289 |
|               |      | \$19,318  |
|               | (c)  |           |
| 11,000 shares |      |           |
|               |      | \$134,959 |
|               |      | \$29,762  |
|               | 2002 |           |
|               |      | 305,410   |
|               |      | 189,797   |
|               |      | 17,986    |
|               | (c)  |           |
| 19,000        |      |           |

|                     |      |           |
|---------------------|------|-----------|
|                     |      | -         |
|                     | 2001 |           |
|                     |      | 48,062    |
|                     |      | 242,952   |
|                     |      | 2,884     |
|                     | (c)  |           |
| 30,000              |      |           |
|                     |      | -         |
|                     |      | -         |
| Douglas Castleberry |      |           |
|                     | 2003 |           |
|                     |      | \$168,477 |
|                     |      | \$35,000  |
|                     |      | 62        |

\$-

(c)

4,000 shares

\$-

\$7,864

2002

161,811

75,000

-

(c)

12,000

-

10,296

63

2001

156,700

12,000

831

(c)

-

-

6,734

|                     |      |        |       |                    |                         |                               | Long-Term Compensation |  |  |         |  |
|---------------------|------|--------|-------|--------------------|-------------------------|-------------------------------|------------------------|--|--|---------|--|
| Annual Compensation |      |        |       |                    |                         |                               | Awards                 |  |  | Payouts |  |
| Name                | Year | Salary | Bonus | Other Annual Comp. | Restricted Stock Awards | Securities Underlying Options | (a) LTIP Payouts       |  |  |         |  |

(b) All Other Comp.

Michael P. Childers (e)



2003

\$123,231

\$ -

\$6,137

(c)

- shares

\$-

\$3,434

2002

356,648

117,200

6,075

(c)

65

50,000

-

10,712

2001

342,052

210,833

3,125

(c)

45,500

-

5,214

E. Renae Conley

2003

\$334,453

\$200,000

\$31,087

(c)

33,092 shares

\$460,088

\$15,413

2002

321,500

320,000

88,946

(c)

40,000

331,114

15,211

2001

308,769

486,186

46,240

(c)

34,600

-

10,742

Leo P. Denault

2003

\$286,824

|               |      |           |
|---------------|------|-----------|
|               |      | \$217,402 |
|               |      | \$4,551   |
|               | (c)  |           |
| 30,600 shares |      | \$190,170 |
|               |      | \$13,308  |
|               | 2002 |           |
|               |      | 275,834   |
|               |      | 210,000   |
|               |      | 15,750    |
|               | (c)  |           |
| 20,500        |      | 153,202   |

13,041

2001

265,967

299,000

12,375

(c)

16,300

-

7,253

Joseph F. Domino

2003

\$265,626

\$200,765

70

|               |      |           |
|---------------|------|-----------|
|               |      | \$46,480  |
|               | (c)  |           |
| 10,500 shares |      |           |
|               |      | \$190,170 |
|               |      | \$11,912  |
|               | 2002 |           |
|               |      | 255,295   |
|               |      | 210,070   |
|               |      | 63,361    |
|               | (c)  |           |
| 22,000        |      |           |
|               |      | 153,202   |
|               |      | 13,568    |
|               |      | 71        |

2001

245,384

292,583

48,254

(c)

14,800

-

7,150

Frank F. Gallaher (e)

2003

\$411,161

\$277,441

\$161,548

72



(c)

20,000 shares

\$711,602

\$7,177,066

2002

450,461

471,679

118,763

(c)

60,000

583,156

30,294

2001

|                 |      |           |
|-----------------|------|-----------|
|                 |      | 432,828   |
|                 |      | 524,828   |
|                 |      | 161,787   |
|                 | (c)  |           |
| 60,000          |      |           |
|                 |      | -         |
|                 |      | 16,574    |
| David C. Harlan |      |           |
|                 | 2003 |           |
|                 |      | \$248,769 |
|                 |      | \$215,110 |
|                 |      | \$35,982  |
|                 | (c)  |           |

19,000 shares

\$361,936

\$10,945

2002

238,846

218,880

57,808

(c)

22,200

217,448

15,926

2001

207,712

270,000

22,490

(c)

16,300

-

7,597

Curtis L. Hebert, Jr.

2003

\$353,460

\$283,218

\$33,940

(c)

76,712 shares

|        |      |           |
|--------|------|-----------|
|        |      | \$607,316 |
|        |      | \$16,560  |
|        | 2002 |           |
|        |      | 336,692   |
|        |      | 353,276   |
|        |      | 120,212   |
|        | (c)  |           |
| 60,000 |      |           |
|        |      | 276,752   |
|        |      | -         |
|        | 2001 |           |
|        |      | 100,000   |
|        |      | 280,000   |

46,133

\$392,900 (c)(d)

58,500

-

66,492

Joseph T. Henderson

2003

\$379,876

\$463,008

\$65,314

(c)

22,000 shares

\$398,743

|        |      |          |
|--------|------|----------|
|        |      | \$16,909 |
|        | 2002 |          |
|        |      | 360,231  |
|        |      | 436,000  |
|        |      | 57,377   |
|        | (c)  |          |
| 51,900 |      |          |
|        |      | 247,100  |
|        |      | 15,970   |
|        | 2001 |          |
|        |      | 287,694  |
|        |      | 502,500  |
|        |      | 45,450   |
|        |      | 79       |

(c)

22,200

-

8,757

Donald C. Hintz (f)

2003

\$660,793

\$605,115

\$80,295

(c)

140,000 shares

\$1,748,333

\$33,797

80



2002

629,423

754,800

206,963

(c)

160,000

1,408,470

34,318

2001

599,423

779,000

198,321

(c)

160,000

-

21,605

Jerry D. Jackson (e)

2003

\$173,362

\$96,608

\$171,278

(c)

10,000 shares

\$582,778

\$6,444,103

2002

491,281

513,150

19,261

(c)

75,898

627,634

17,600

2001

475,345

576,382

19,646

(c)

80,000

|                    |      |           |
|--------------------|------|-----------|
|                    |      | -         |
|                    |      | 17,378    |
| Michael R. Kansler |      |           |
|                    | 2003 |           |
|                    |      | \$369,748 |
|                    |      | \$287,601 |
|                    |      | \$61,915  |
|                    | (c)  |           |
| 22,900 shares      |      |           |
|                    |      | \$460,088 |
|                    |      | \$25,670  |
|                    | 2002 |           |
|                    |      | 342,788   |
|                    |      | 84        |

353,724

59,336

(c)

34,600

360,766

15,963

2001

319,231

486,021

11,351

(c)

40,000

-

|                     |      |           |
|---------------------|------|-----------|
|                     |      | 12,261    |
| James F. Kenney (f) |      |           |
|                     | 2003 |           |
|                     |      | \$229,307 |
|                     |      | \$138,422 |
|                     |      | \$30,967  |
|                     | (c)  |           |
| 19,789 shares       |      |           |
|                     |      | \$190,170 |
|                     |      | \$10,751  |
|                     | 2002 |           |
|                     |      | 226,776   |
|                     |      | 135,105   |
|                     |      | 86        |

|        |      |         |
|--------|------|---------|
|        |      | 28,378  |
|        | (c)  |         |
| 15,000 |      |         |
|        |      | 153,202 |
|        |      | 12,029  |
|        | 2001 |         |
|        |      | 217,538 |
|        |      | 220,459 |
|        |      | 20,685  |
|        | (c)  |         |
| 15,500 |      |         |
|        |      | -       |
|        |      | 7,938   |
|        |      | 87      |

J. Wayne Leonard

2003

\$1,038,461

\$1,197,800

\$26,152

(c)

195,000 shares

\$2,944,560

\$73,639

2002

962,500

1,450,400

5,257

88



(c)

330,600

2,372,160

20,517

2001

897,500

1,684,800

3,709

\$7,400,000(c)(d)

330,600

-

-

Hugh T. McDonald

2003

\$264,201

\$195,000

\$32,276

(c)

21,199 shares

\$190,170

\$12,134

2002

247,373

185,000

56,295

(c)

22,000

182,854

14,867

2001

231,335

333,078

118,502

(c)

14,800

-

18,664

|                     |  |  |  |  |  |              | Long-Term Compensation |  |                       |         |          |  |  |
|---------------------|--|--|--|--|--|--------------|------------------------|--|-----------------------|---------|----------|--|--|
| Annual Compensation |  |  |  |  |  |              | Awards                 |  |                       | Payouts |          |  |  |
|                     |  |  |  |  |  | Other Annual | Restricted Stock       |  | Securities Underlying |         | (a) LTIP |  |  |
|                     |  |  |  |  |  |              |                        |  |                       |         |          |  |  |

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| Name | Year | Salary | Bonus | Comp. | Awards | Options | Payouts |
|------|------|--------|-------|-------|--------|---------|---------|
|------|------|--------|-------|-------|--------|---------|---------|

(b) All  
Other  
Comp.

Steven C. McNeal

2003

\$210,166

\$95,823

\$23,571

(c)

8,000 shares

\$190,170

\$9,280

2002

200,700

|        |      |         |
|--------|------|---------|
|        |      | 135,000 |
|        |      | 8,438   |
|        | (c)  |         |
| 20,500 |      |         |
|        |      | 103,782 |
|        |      | 11,603  |
|        | 2001 |         |
|        |      | 193,654 |
|        |      | 212,500 |
|        |      | 7,188   |
|        | (c)  |         |
| 16,600 |      |         |
|        |      | -       |
|        |      | 8,139   |
|        |      | 93      |

James M. Neikirk (e)

2003

\$82,267

\$-

\$6,803

(c)

- shares

\$-

\$3,469

2002

243,508

112,000

21,103

(c)

19,000

153,202

10,876

2001

238,775

100,074

15,403

(c)

16,300

-

8,779

Daniel F. Packer

2003

|              |      |           |
|--------------|------|-----------|
|              |      | \$253,628 |
|              |      | \$190,000 |
|              |      | \$58,519  |
|              | (c)  |           |
| 8,000 shares |      |           |
|              |      | \$190,170 |
|              |      | \$3,204   |
|              | 2002 |           |
|              |      | 244,776   |
|              |      | 95,000    |
|              |      | 17,705    |
|              | (c)  |           |
| 20,000       |      |           |



153,202

13,469

2001

228,209

262,881

15,410

(c)

14,800

-

7,055

Tom D. Reagan

2003

\$224,798

\$92,000

|              |      |           |
|--------------|------|-----------|
|              |      | \$17,918  |
|              | (c)  |           |
| 8,000 shares |      |           |
|              |      | \$122,690 |
|              |      | \$10,181  |
|              | 2002 |           |
|              |      | 219,010   |
|              |      | 135,000   |
|              |      | 1,644     |
|              | (c)  |           |
| 20,000       |      | -         |
|              |      | 16,536    |

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2001

191,760

169,083

9,614

(c)

14,700

-

20,366

Geoffrey D. Roberts (e)

2003

\$217,964

\$-

\$-

(c)

99

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- shares

\$-

\$287,502

2002

472,007

493,367

7,713

(c)

72,000

627,634

13,322

2001

463,338

100

276,338

7,694

(c)

62,500

-

15,615

Carolyn C. Shanks

2003

\$263,758

\$195,000

\$92,825

\$152,160 (c)(d)

14,000 shares

\$190,170

101

|        |      |          |
|--------|------|----------|
|        |      | \$12,132 |
|        | 2002 |          |
|        |      | 252,478  |
|        |      | 200,000  |
|        |      | 77,460   |
|        | (c)  |          |
| 20,000 |      |          |
|        |      | 153,202  |
|        |      | 14,138   |
|        | 2001 |          |
|        |      | 241,085  |
|        |      | 287,672  |
|        |      | 17,140   |
|        |      | 102      |

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(c)

14,800

-

7,206

Richard J. Smith

2003

\$473,019

\$380,867

\$64,371

(c)

72,777 shares

\$674,795

\$23,128

2002

443,269

466,200

28,862

(c)

95,000

454,664

20,699

2001

368,269

510,000

33,604

(c)

50,000



-

12,654

Gary J. Taylor

2003

\$394,615

\$316,400

\$78,575

(c)

26,900 shares

\$539,836

\$7,240

2002

342,788

277,925

105

48,892

(c)

34,600

336,056

16,156

2001

319,231

389,513

46,979

(c)

40,000

-

11,857

106

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Michael G. Thompson (e)

2003

\$276,555

\$165,942

\$57,839

(c)

26,826 shares

\$601,181

\$4,769,458

2002

412,277

431,805

78,888

(c)

116,092

504,084

23,128

2001

385,136

480,000

140,577

(c)

40,000

-

13,095

C. John Wilder (f)

2003

\$568,731

\$461,153

\$153,373

(c)

80,000 shares

\$779,082

\$51,614

2002

521,923

549,080

156,683

(c)

131,366

627,634

|                        |      |           |
|------------------------|------|-----------|
|                        |      | 24,459    |
|                        | 2001 |           |
|                        |      | 493,128   |
|                        |      | 600,000   |
|                        |      | 158,059   |
|                        | (c)  |           |
| 87,700                 |      |           |
|                        |      | -         |
|                        |      | 16,284    |
| Jerry W. Yelverton (e) |      |           |
|                        | 2003 |           |
|                        |      | \$166,849 |
|                        |      | \$91,718  |
|                        |      | 110       |

\$170,607

(c)

10,000 shares

\$582,778

\$6,323,392

2002

464,798

658,350

180,186

(c)

85,000

627,634

28,455

2001

443,269

540,000

145,389

(c)

65,000

14,697

- (a) Amounts include the value of restricted units that vested in 2003 and 2002 (see note (c) below) under Entergy's Equity Ownership Plan.
- (b) Includes the following:
  - (1) 2003 benefit accruals under the Defined Contribution Restoration Plan as follows: Mr. Childers \$443; Ms. Conley \$6,504; Mr. Denault \$4,308; Mr. Domino \$2,912; Mr. Gallaher \$10,902; Mr. Harlan \$8,027; Mr. Hebert \$7,560; Mr. Henderson \$7,751; Mr. Hintz \$24,797; Mr. Jackson \$1,847; Mr. Kansler \$23,307; Mr. Kenney \$2,714; Mr. Leonard \$64,639; Mr. McDonald \$3,134; Mr. McNeal \$2,362; Mr. Neikirk \$503; Mr. Packer \$3,204; Mr. Reagan \$1,181; Mr. Roberts \$1,768; Ms. Shanks \$3,132; Mr. Smith \$14,128; Mr. Taylor \$3,731; Mr. Thompson \$6,773; Mr. Wilder \$42,614; and Mr. Yelverton \$1,318.
  - (2) 2003 employer contributions to the System Savings Plan as follows: Mr. Castleberry \$7,864; Mr. Childers \$2,991; Ms. Conley \$8,909; Mr. Denault \$9,000; Mr. Domino \$9,000; Mr. Gallaher \$7,555; Mr. Harlan \$2,918; Mr. Hebert \$9,000; Mr. Henderson \$9,158; Mr. Hintz \$9,000; Mr. Kenney \$8,037; Mr. Leonard \$9,000; Mr. McDonald \$9,000; Mr. McNeal \$6,918; Mr. Neikirk \$2,966; Mr. Reagan \$9,000; Ms. Shanks \$9,000; Mr. Smith \$9,000; Mr. Taylor \$3,509; Mr. Thompson \$2,369; Mr. Wilder \$9,000; and Mr. Yelverton \$5,697.
  - (3) 2003 lump sum distributions under the System Executive Retirement Plan as follows: Mr. Gallaher \$6,383,041, Mr. Jackson \$6,442,256, Mr. Thompson \$4,760,316, and Mr. Yelverton \$6,316,377.
  - (4) 2003 severance benefits as follows: Mr. Gallaher \$775,568 and Mr. Roberts \$285,734.
  - (5) 2003 reimbursements for moving expenses as follows: Mr. Brett \$29,762 and Mr. Kansler \$2,363.



- (c) Performance unit (equivalent to shares of Entergy common stock) awards in 2003 are reported under the "Long-Term Incentive Plan Awards" table, and reference is made to this table for information on the aggregate number of performance units awarded during 2003 and the vesting schedule for such units. At December 31, 2003, the number and value of the aggregate performance unit holdings were as follows: Mr. Brett 10,200 units, \$582,726; Mr. Castleberry 0 units; Mr. Childers 0 units; Ms. Conley 21,600 units, \$1,234,008; Mr. Denault 10,200 units, \$582,726; Mr. Domino 10,200 units, \$582,726; Mr. Gallaher 16,100 units, \$919,793; Mr. Harlan 21,400 units, \$1,222,582; Mr. Hebert 45,334 units, \$2,589,931; Mr. Henderson 21,600 units, \$1,234,008; Mr. Hintz 87,400 units, \$4,993,162; Mr. Jackson 9,000 units, \$514,170; Mr. Kansler 21,600 units, \$1,234,008; Mr. Kenney 10,200 units, \$582,726; Mr. Leonard 194,400 units, \$11,106,072; Mr. McDonald 10,200 units, \$582,726; Mr. McNeal 10,200 units, \$582,726; Mr. Neikirk 0 units; Mr. Packer 10,200 units, \$582,726; Mr. Reagan 10,000 units, \$571,300; Mr. Roberts 0 units; Ms. Shanks 13,200 units, \$754,116; Mr. Smith 42,000 units, \$2,399,460; Mr. Taylor 37,800 units, \$2,159,514; Mr. Thompson 12,600 units, \$719,838; Mr. Wilder 42,000 units, \$2,399,460; and Mr. Yelverton 9,000 units, \$514,170. Accumulated dividends are paid on performance units when vested. The value of performance unit holdings as of December 31, 2003 is determined by multiplying the total number of units held by the closing market price of Entergy common stock on the New York Stock Exchange Composite Transactions on December 31, 2003 (\$57.13 per share). The value of units for which restrictions were lifted in 2003 and 2002, and the applicable portion of accumulated cash dividends, are reported in the LTIP payouts column in the above table.
- (d) In addition to the performance units granted under the Equity Ownership Plan, in September 2001 Mr. Hebert was granted 10,000 restricted units. 1/3 of the units vest on each September 1, 2002, 2003, and 2004 based on continued service with Entergy. Accumulated dividends will not be paid. In January 2001, Mr. Leonard was granted 200,000 restricted units. 50,000 of the restricted units vest on each of December 31, 2001, December 31, 2002, December 31, 2003 and December 31, 2004, based on continued service with Entergy. Accumulated dividends will not be paid on Mr. Leonard's restricted units when vested. Ms. Shanks was granted 3,000 restricted units in 2003. Restrictions will be lifted on 1,200 units in 2006 and the remaining 1,800 units in 2011, based on continued service with Entergy. Accumulated dividends will not be paid. The value these individuals may realize is dependent upon both the number of units that vest and the future market price of Entergy common stock.
- (e) Mr. Gallaher, Mr. Jackson, Mr. Thompson and Mr. Yelverton retired in 2003. Mr. Childers, Mr. Neikirk and Mr. Roberts resigned in 2003.
- (f) Mr. Hintz and Mr. Kenney retired effective April 2004. Mr. Wilder resigned effective February 2004.
- (g) Mr. Brett's compensation was converted from British Pounds to U.S. Dollars using the exchange rate published for the first day of each month.

Option Grants in 2003

The following table summarizes option grants during 2003 to the Named Executive Officers. The absence, in the table below, of any Named Executive Officer indicates that no options were granted to such officer.

|                   |            |            |  |  |  |  |  | Potential Realizable |
|-------------------|------------|------------|--|--|--|--|--|----------------------|
| Individual Grants |            |            |  |  |  |  |  | Value                |
|                   | Number of  | % of Total |  |  |  |  |  | at Assumed Annual    |
|                   | Securities | Options    |  |  |  |  |  | Rates of Stock       |
|                   |            |            |  |  |  |  |  |                      |

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| Name                           | Underlying  | Granted to | Exercise   | Price Appreciation |           |           |
|--------------------------------|-------------|------------|------------|--------------------|-----------|-----------|
|                                | Options     | Employees  | Price (per | for Option Term(b) |           |           |
|                                | Granted (a) | in 2003    | share) (a) | Expiration         | 5%        | 10%       |
|                                |             |            |            | Date               |           |           |
| S. Gareth Brett                | 11,000      | 0.4%       | \$44.45    | 1/30/13            | \$307,498 | \$779,260 |
| D o u g l a s<br>Castleberry   | 4,000       | 0.1%       | 44.45      | 1/30/13            | 111,817   | 283,367   |
| E . R e n a e<br>Conley        | 24,000      | 0.8%       | 44.45      | 1/30/13            | 670,905   | 1,700,204 |
|                                | 9,092 (c)   | 0.3%       | 51.50      | 1/27/10            | 174,011   | 399,833   |
| Leo P. Denault                 | 9,800       | 0.3%       | 44.45      | 1/30/13            | 273,953   | 694,250   |
|                                | 470 (c)     | 0.0%       | 51.60      | 3/01/09            | 7,603     | 17,062    |
|                                | 8,330 (c)   | 0.3%       | 51.60      | 1/27/10            | 160,368   | 368,701   |
|                                | 3,604 (c)   | 0.1%       | 52.40      | 3/01/09            | 58,243    | 130,431   |
|                                | 676 (c)     | 0.0%       | 52.40      | 2/11/12            | 18,101    | 43,914    |
|                                | 7,720 (c)   | 0.3%       | 52.40      | 1/25/11            | 176,289   | 415,486   |
| J o s e p h F .<br>Domino      | 10,500      | 0.4%       | 44.45      | 1/30/13            | 293,521   | 743,839   |
| F r a n k F .<br>Gallaher      | 20,000      | 0.7%       | 44.45      | 1/30/13            | 559,087   | 1,416,837 |
| D a v i d C .<br>Harlan        | 19,000      | 0.7%       | 44.45      | 1/30/13            | 531,133   | 1,345,995 |
| C u r t i s L .<br>Hebert, Jr. | 45,000      | 1.5%       | 44.45      | 1/30/13            | 1,257,946 | 3,187,883 |
|                                | 16,481 (c)  | 0.6%       | 45.60      | 9/01/11            | 387,081   | 940,504   |
|                                | 15,231 (c)  | 0.5%       | 55.00      | 2/11/12            | 416,622   | 1,005,498 |
| J o s e p h T .<br>Henderson   | 22,000      | 0.8%       | 44.45      | 1/30/13            | 614,996   | 1,558,521 |
| D o n a l d C .<br>Hintz       | 80,000      | 2.7%       | 44.45      | 1/30/13            | 2,236,349 | 5,667,348 |
|                                | 20,000 (c)  | 0.7%       | 48.74      | 1/27/10            | 377,905   | 873,916   |
|                                | 20,000 (c)  | 0.7%       | 48.65      | 1/27/10            | 377,027   | 871,821   |
|                                | 20,000 (c)  | 0.7%       | 48.65      | 1/27/10            | 376,125   | 869,414   |
| J e r r y D .<br>Jackson       | 10,000      | 0.3%       | 44.45      | 1/30/13            | 279,544   | 708,419   |
| M i c h a e l R .<br>Kansler   | 22,900      | 0.8%       | 44.45      | 1/30/13            | 640,155   | 1,622,278 |
| J a m e s F .<br>Kenney        | 7,000       | 0.2%       | 44.45      | 1/30/13            | 195,681   | 495,893   |
|                                | 1,289 (c)   | 0.0%       | 45.62      | 1/27/10            | 23,630    | 54,954    |
|                                | 1,191 (c)   | 0.0%       | 51.84      | 1/27/10            | 22,753    | 52,215    |
|                                | 5,693 (c)   | 0.2%       | 51.84      | 1/28/09            | 89,577    | 200,197   |

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|                            |            |      |       |         |           |            |
|----------------------------|------------|------|-------|---------|-----------|------------|
|                            | 4,616 (c)  | 0.2% | 51.84 | 1/25/11 | 104,466   | 246,283    |
| J . W a y n e Leonard      | 195,000    | 6.6% | 44.45 | 1/30/13 | 5,451,101 | 13,814,161 |
| H u g h T . McDonald       | 12,000     | 0.4% | 44.45 | 1/30/13 | 335,452   | 850,102    |
|                            | 9,199 (c)  | 0.3% | 45.50 | 1/27/10 | 168,037   | 390,725    |
| S t e v e n C . McNeal     | 8,000      | 0.3% | 44.45 | 1/30/13 | 223,635   | 566,735    |
| D a n i e l F . Packer     | 8,000      | 0.3% | 44.45 | 1/30/13 | 223,635   | 566,735    |
| Tom D. Reagan              | 8,000      | 0.3% | 44.45 | 1/30/13 | 223,635   | 566,735    |
| C a r o l y n C . Shanks   | 14,000     | 0.5% | 44.45 | 1/30/13 | 391,361   | 991,786    |
| R i c h a r d J . Smith    | 50,000     | 1.7% | 44.45 | 1/30/13 | 1,397,718 | 3,542,093  |
|                            | 7,560 (c)  | 0.3% | 51.50 | 8/30/09 | 133,390   | 302,926    |
|                            | 7,577 (c)  | 0.3% | 51.50 | 1/27/10 | 144,801   | 332,642    |
|                            | 7,640 (c)  | 0.3% | 51.50 | 1/25/11 | 172,297   | 406,413    |
| Gary J. Taylor             | 26,900     | 0.9% | 44.45 | 1/30/13 | 751,972   | 1,905,646  |
| M i c h a e l G . Thompson | 20,000     | 0.7% | 44.45 | 1/30/13 | 559,087   | 1,416,837  |
|                            | 6,826 (c)  | 0.2% | 45.25 | 1/27/10 | 124,178   | 288,808    |
| C. John Wilder             | 60,000     | 2.0% | 44.45 | 1/30/13 | 1,677,262 | 4,250,511  |
|                            | 1,689 (c)  | 0.1% | 52.45 | 1/28/09 | 26,950    | 60,249     |
|                            | 13,056 (c) | 0.4% | 52.45 | 1/27/10 | 252,857   | 580,444    |
|                            | 5,255 (c)  | 0.2% | 52.45 | 1/25/11 | 120,538   | 284,260    |
| J e r r y W . Yelverton    | 10,000     | 0.3% | 44.45 | 1/30/13 | 279,544   | 708,419    |

- (a) Options were granted on January 30, 2003, pursuant to the Equity Ownership Plan. All options granted on this date

have an exercise price equal to the closing price of Entergy common stock on the New York Stock Exchange Composite Transactions on January 30, 2003. These options will vest in equal increments, annually, over a three-year period beginning in 2004.

- (b) Calculation based on the market price of the underlying securities assuming the market price increases over the option period and assuming annual compounding. The column presents estimates of potential values based on simple mathematical assumptions. The actual value, if any, a Named Executive Officer may realize is dependent upon the market price on the date of option exercise.
- (c) During 2003, Ms. Conley, Mr. Denault, Mr. Hebert, Mr. Hintz, Mr. Kenney, Mr. McDonald, Mr. Smith, Mr. Thompson and Mr. Wilder converted presently exercisable stock options into an equivalent total of phantom stock units and reload stock options. They accomplished this by exercising stock options, paying the exercise price for these options by surrendering shares of Entergy stock, and deferring the taxable gain into phantom stock units. Additional options, as indicated above, were granted pursuant to the reload feature of this "stock

for stock" exercise method. Under the reload mechanism, eligible participants are granted an additional number of options equal to the number of shares surrendered to pay the exercise price. The reloaded stock options vest immediately and have an exercise price equal to the price of Entergy common stock on the New York Stock Exchange Composite Transactions on the date of exercise of the original options. The reloaded options retain the original grant's expiration date. The reload feature was removed from the Equity Ownership Plan as approved by the Stockholders in May 2003. Reloads are no longer available for options granted after February 13, 2003.

#### Aggregated Option Exercises in 2003 and December 31, 2003 Option Values

The following table summarizes the number and value of options exercised during 2003, as well as the number and value of all unexercised options held by the Named Executive Officers. The absence, in the table below, of any Named Executive Officer indicates that no options are held by such officer.

| Name                          | Shares Acquired on Exercise | Value Realized (a) | Number of               |               | Value of Unexercised        |               |
|-------------------------------|-----------------------------|--------------------|-------------------------|---------------|-----------------------------|---------------|
|                               |                             |                    | Securities Underlying   |               | In-the-Money Options        |               |
|                               |                             |                    | Unexercised Options     |               | as of December 31, 2003 (b) |               |
|                               |                             |                    | as of December 31, 2003 |               | as of December 31, 2003     |               |
|                               |                             |                    | Exercisable             | Unexercisable | Exercisable                 | Unexercisable |
| S. Gareth Brett               | 16,333                      | \$186,689          | -                       | 33,667        | \$ -                        | \$524,358     |
| D o u g l a s<br>Castleberry  | 4,000                       | 49,852             | -                       | 12,000        | -                           | 174,240       |
| M i c h a e l P.<br>Childers  | 46,999                      | 425,426            | -                       | -             | -                           | -             |
| E . R e n a e<br>Conley       | 20,000                      | 570,000            | 52,991                  | 62,201        | 939,374                     | 948,238       |
| Leo P. Denault                | 37,710                      | 887,322            | 26,789                  | 28,901        | 197,894                     | 444,669       |
| J o s e p h F.<br>Domino      | 21,500                      | 614,000            | 30,686                  | 30,101        | 678,569                     | 458,920       |
| F r a n k F.<br>Gallaher      | 143,167                     | 2,172,012          | -                       | -             | -                           | -             |
| David C. Harlan               | 34,833                      | 682,195            | -                       | 39,234        | -                           | 578,818       |
| C u r t i s L.<br>Hebert, Jr. | 39,500                      | 404,260            | 51,212                  | 104,500       | 585,363                     | 1,551,095     |
| J o s e p h T.<br>Henderson   | 32,100                      | 381,469            | -                       | 64,000        | -                           | 962,146       |
| Donald C. Hintz               | 171,912                     | 4,206,564          | 477,587                 | 280,001       | 10,514,314                  | 4,802,652     |
| Jerry D. Jackson              | 219,296                     | 2,754,258          | 28,031                  | -             | 324,371                     | -             |
| M i c h a e l R.<br>Kansler   | 43,866                      | 607,989            | 6,000                   | 59,301        | 92,640                      | 914,940       |

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|                                |         |           |         |         |            |           |
|--------------------------------|---------|-----------|---------|---------|------------|-----------|
| J a m e s F .<br>Kenney        | 23,845  | 462,864   | 22,983  | 22,167  | 246,315    | 347,172   |
| J . W a y n e<br>Leonard       | -       | -         | 916,200 | 525,600 | 24,355,606 | 8,093,902 |
| H u g h T .<br>McDonald        | 31,101  | 715,185   | 26,398  | 31,601  | 418,808    | 477,940   |
| S t e v e n C .<br>McNeal      | 21,991  | 420,443   | 6,833   | 27,201  | 105,502    | 423,858   |
| J a m e s M .<br>Neikirk       | 23,366  | 350,344   | -       | -       | -          | -         |
| D a n i e l F .<br>Packer      | 6,667   | 146,807   | 16,532  | 26,268  | 301,526    | 406,638   |
| Tom D. Reagan                  | 11,567  | 229,352   | 6,666   | 26,234  | 102,923    | 405,954   |
| G e o f f r e y D .<br>Roberts | 140,666 | 1,626,751 | -       | -       | -          | -         |
| C a r o l y n C .<br>Shanks    | -       | -         | 23,199  | 32,268  | 529,070    | 482,718   |
| R i c h a r d J .<br>Smith     | 40,108  | 905,791   | 93,871  | 113,334 | 1,238,675  | 1,690,045 |
| G a r y J . T a y l o r        | 34,600  | 1,017,886 | 38,199  | 63,301  | 714,856    | 965,660   |
| M i c h a e l G .<br>Thompson  | 181,041 | 2,235,234 | -       | -       | -          | -         |
| C. John Wilder                 | 39,561  | 1,041,151 | 143,963 | 147,701 | 2,128,329  | 2,252,011 |
| J e r r y W .<br>Yelverton     | 147,968 | 1,691,998 | 10,000  | -       | 126,800    | -         |

- (a) Based on the difference between the closing price of Entergy's common stock on the New York Stock Exchange Composite Transactions on the exercise date and the option exercise price.
- (b) Based on the difference between the closing price of Entergy's common stock on the New York Stock Exchange Composite Transactions on December 31, 2003, and the option exercise price.

Long-Term Incentive Plan Awards in 2003

The following Table summarizes the awards of performance units (equivalent to shares of Entergy common stock) granted under the Equity Ownership Plan in 2003 to the Named Executive Officers. The absence, in the table below, of any Named Executive Officer indicates that no performance units were granted to such officer.

| Name | Number of Units | Performance Period Until Maturation or Payout | Estimated Future Payouts Under Non-Stock Price-Based Plans (# of units) (a) (b) |  |        |         |
|------|-----------------|---|---|--|--------|---------|
|      |                 |   | Threshold   |  | Target | Maximum |
|      |                 |   |   |  |        |         |

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|                       |        |                 |        |        |        |
|-----------------------|--------|-----------------|--------|--------|--------|
| S. Gareth Brett       | 6,000  | 1/1/03-12/31/05 | 800    | 3,000  | 6,000  |
| E. Renae Conley       | 11,600 | 1/1/03-12/31/05 | 1,500  | 5,800  | 11,600 |
| Leo P. Denault        | 6,000  | 1/1/03-12/31/05 | 800    | 3,000  | 6,000  |
| Joseph F. Domino      | 6,000  | 1/1/03-12/31/05 | 800    | 3,000  | 6,000  |
| Frank F. Gallaher     | 6,200  | 1/1/03-12/31/05 | 800    | 3,125  | 6,200  |
| David C. Harlan       | 11,600 | 1/1/03-12/31/05 | 1,500  | 5,800  | 11,600 |
| Curtis L. Hebert, Jr. | 25,000 | 1/1/03-12/31/05 | 3,200  | 12,500 | 25,000 |
| Joseph T. Henderson   | 11,600 | 1/1/03-12/31/05 | 1,500  | 5,800  | 11,600 |
| Donald C. Hintz       | 49,400 | 1/1/03-12/31/05 | 6,200  | 24,700 | 49,400 |
| Jerry D. Jackson      | 2,000  | 1/1/03-12/31/05 | 300    | 1,042  | 2,000  |
| Michael R. Kansler    | 11,600 | 1/1/03-12/31/05 | 1,500  | 5,800  | 11,600 |
| James F. Kenney       | 6,000  | 1/1/03-12/31/05 | 800    | 3,000  | 6,000  |
| J. Wayne Leonard      | 80,400 | 1/1/03-12/31/05 | 10,100 | 40,200 | 80,400 |
| Hugh T. McDonald      | 6,000  | 1/1/03-12/31/05 | 800    | 3,000  | 6,000  |
| Steven C. McNeal      | 6,000  | 1/1/03-12/31/05 | 800    | 3,000  | 6,000  |
| Daniel F. Packer      | 6,000  | 1/1/03-12/31/05 | 800    | 3,000  | 6,000  |
| Tom D. Reagan         | 6,000  | 1/1/03-12/31/05 | 800    | 3,000  | 6,000  |
| Carolyn C. Shanks     | 6,000  | 1/1/03-12/31/05 | 800    | 3,000  | 6,000  |
| Richard J. Smith      | 25,000 | 1/1/03-12/31/05 | 3,200  | 12,500 | 25,000 |
| Gary J. Taylor        | 23,800 | 1/1/03-12/31/05 | 3,000  | 11,942 | 23,800 |
| Michael G. Thompson   | 4,100  | 1/1/03-12/31/05 | 600    | 2,083  | 4,100  |
| C. John Wilder        | 25,000 | 1/1/03-12/31/05 | 3,200  | 12,500 | 25,000 |
| Jerry W. Yelverton    | 2,000  | 1/1/03-12/31/05 | 300    | 1,042  | 2,000  |

- (a) Performance units awarded will vest at the end of a three-year period, subject to the attainment of approved performance goals for Entergy. Restrictions are lifted based upon the achievement of the cumulative result of these goals for the performance period. The value any Named Executive Officer may realize is dependent upon the number of units that vest, the future market price of Entergy common stock, and the dividends paid during the performance period.
- (b) The threshold, target, and maximum levels correspond to the achievement of 25%, 100%, and 200%, respectively, of Equity Ownership Plan goals. Achievement of a threshold, target, or maximum level would result in the award of the number of units indicated in the respective column. Achievement of a level between these three specified levels would result in the award of a number of units calculated by means of interpolation.

## Pension Plan Tables

## Retirement Income Plan Table

| Annual       |                  |  |          |  |          |  |          |          |
|--------------|------------------|--|----------|--|----------|--|----------|----------|
| Covered      | Years of Service |  |          |  |          |  |          |          |
| Compensation | 15               |  | 20       |  | 25       |  | 30       | 35       |
| \$100,000    | \$22,500         |  | \$30,000 |  | \$37,500 |  | \$45,000 | \$52,500 |
| 200,000      | 45,000           |  | 60,000   |  | 75,000   |  | 90,000   | 105,000  |
| 300,000      | 67,500           |  | 90,000   |  | 112,500  |  | 135,000  | 157,500  |
| 400,000      | 90,000           |  | 120,000  |  | 150,000  |  | 180,000  | 210,000  |
| 500,000      | 112,500          |  | 150,000  |  | 187,500  |  | 225,000  | 262,500  |
| 750,000      | 168,750          |  | 225,000  |  | 281,250  |  | 337,500  | 393,750  |
| 1,000,000    | 225,000          |  | 300,000  |  | 375,000  |  | 450,000  | 525,000  |
| 1,250,000    | 281,250          |  | 375,000  |  | 468,750  |  | 562,500  | 656,250  |

All of the Named Executive Officers participate in a Retirement Income Plan, a defined benefit plan, that provides a benefit for employees at retirement from Entergy based upon (1) generally all years of service beginning at age 21 through termination, with a forty-year maximum, multiplied by (2) 1.5%, multiplied by (3) the final average compensation. Final average compensation is based on the highest consecutive 60 months of covered compensation in the last 120 months of service. The normal form of benefit for a single employee is a lifetime annuity and for a married employee is a 50% joint and survivor annuity. Other actuarially equivalent options are available to each retiree. Retirement benefits are not subject to any deduction for Social Security or other offset amounts. The amount of the Named Executive Officers' annual compensation covered by the plan as of December 31, 2003, is represented by the salary column in the Summary Compensation Table above.

The credited years of service under the Retirement Income Plan, as of December 31, 2003, for the following Named Executive Officers is as follows: Mr. Brett 2; Mr. Castleberry 19; Mr. Denault 4;

Mr. Domino 30; Mr. Harlan 28; Mr. Henderson 4; Mr. Leonard 5; Mr. McDonald 20; Mr. McNeal 21; Mr. Neikirk 4; Mr. Packer 21; Mr. Reagan 23; Mr. Roberts 3; and Ms. Shanks 18. The credited years of service under the Retirement Income Plan, as of December 31, 2003 for the following Named Executive Officers, as a result of entering into supplemental retirement agreements, is as follows: Mr. Childers 12; Ms. Conley 21; Mr. Hebert 15; Mr. Hintz 32; Mr. Kansler 24; Mr. Kenney 25; Mr. Smith 27; Mr. Taylor 22; and Mr. Wilder 20. Mr. Gallaher, Mr. Jackson, Mr. Thompson and Mr. Yelverton retired in 2003 with 33, 23, 27, and 23 years of service, respectively.

The maximum benefit under the Retirement Income Plan is limited by Sections 401 and 415 of the Internal Revenue Code of 1986, as amended; however, certain companies have elected to participate in the Pension Equalization Plan sponsored by Entergy Corporation. Under this plan, certain executives, including the Named Executive Officers, would receive an additional amount equal to the benefit that would have been payable under the Retirement Income Plan, except for the Sections 401 and 415 limitations discussed above.

In addition to the Retirement Income Plan discussed above, certain companies participate in the Supplemental Retirement Plan of Entergy Corporation and Subsidiaries (SRP) and the Post-Retirement Plan of Entergy Corporation and Subsidiaries (PRP). Participation is limited to one of these two plans and is at the invitation of a participating employer. The participant may receive from the appropriate Entergy company a monthly benefit payment not in excess of .025 (under the SRP) or .0333 (under the PRP) times the participant's average base annual salary (as defined in the plans) for a maximum of 120 months. Mr. Harlan, Mr. Hintz, Mr. Packer and Mr. Yelverton have entered into a

Supplemental Retirement Plan participation contract, and Mr. Gallaher and Mr. Jackson have entered into Post-Retirement Plan participation contracts. Current estimates indicate that the annual payments to each Named Executive Officer under the above plans would be less than the payments to that officer under the System Executive Retirement Plan discussed below.

## System

Executive Retirement Plan Table (1)

| Annual Covered Compensation | Years of Service |           |           |           |           |  |
|-----------------------------|------------------|-----------|-----------|-----------|-----------|--|
|                             | 10               | 15        | 20        | 25        | 30+       |  |
| \$250,000                   | \$75,000         | \$112,500 | \$125,000 | \$137,500 | \$150,000 |  |
| 500,000                     | 150,000          | 225,000   | 250,000   | 275,000   | 300,000   |  |
| 750,000                     | 225,000          | 337,500   | 375,000   | 412,500   | 450,000   |  |
| 1,000,000                   | 300,000          | 450,000   | 500,000   | 550,000   | 600,000   |  |
| 1,250,000                   | 375,000          | 562,500   | 625,000   | 687,500   | 750,000   |  |
| 1,500,000                   | 450,000          | 675,000   | 750,000   | 825,000   | 900,000   |  |
| 2,000,000                   | 600,000          | 900,000   | 1,000,000 | 1,100,000 | 1,200,000 |  |

- (1) Covered pay includes the average of the highest three years of annual base pay and incentive awards earned by the executive during the ten years immediately preceding his retirement. Benefits shown are based on a target replacement ratio of 50% based on the years of service and covered compensation shown. The benefits for 10, 15, and 20 or more years of service at the 45% and 55% replacement levels would decrease (in the case of 45%) or increase (in the case of 55%) by the following percentages: 3.0%, 4.5%, and 5.0%, respectively.

In 1993, Entergy Corporation adopted the System Executive Retirement Plan (SERP). This plan was amended in 1998. Certain of the companies are participating employers in the SERP. The SERP is an unfunded defined benefit plan offered at retirement to certain senior executives, which would currently include all the Named Executive Officers (except for Mr. Brett, Mr. Castleberry, Mr. Childers and Mr. Leonard). Participating executives choose, at retirement, between the retirement benefits paid under provisions of the SERP or those payable under the SRP or PRP discussed above. The plan was amended in 1998 to provide that covered pay is the average of the highest three years annual base pay and incentive awards earned by the executive during the ten years immediately preceding his retirement. Benefits paid under the SERP are calculated by multiplying the covered pay times target pay replacement ratios (45%, 50%, or 55%, dependent on job rating at retirement) that are attained, according to plan design, at 20 years of credited service. The target ratios are increased by 1% for each year of service over 20 years, up to a maximum of 30 years of service. In accordance with the SERP formula, the target ratios are reduced for each year of service below 20 years. The credited years of service under this plan are identical to the years of service for the Named Executive Officers (other than Ms. Conley, Mr. Hebert, Mr. Kansler, Mr. Kenney, Mr. Smith, Mr. Taylor and Mr. Wilder) disclosed above in the section entitled "Pension Plan Tables-Retirement Income Plan Table". The credited years of service under the SERP for the above individuals are as follows: Ms. Conley 4; Mr. Hebert 2; Mr. Kansler 15; Mr. Kenney 13; Mr. Smith 4; Mr. Taylor 13; and Mr. Wilder 5. Mr. Gallaher, Mr. Jackson, Mr. Thompson and Mr. Yelverton retired in 2003 with 33, 30, 22 and 30 years of credited service under the plan, respectively.



The amended plan provides that a single employee receives a lifetime annuity and a married employee receives the reduced benefit with a 50% surviving spouse annuity. Other actuarially equivalent options are available to each retiree. SERP benefits are offset by any and all defined benefit plan payments from Entergy. SERP benefits are not subject to Social Security offsets.

Eligibility for and receipt of benefits under any of the executive plans described above are contingent upon several factors. The participant must agree, without the specific consent of the Entergy company for which such participant was last employed, not to take employment after retirement with any entity that is in competition with, or similar in nature to, any Entergy company. Eligibility for benefits is forfeitable for various reasons, including violation of an agreement with a participating employer, certain resignations of employment, or certain terminations of employment without company permission.

### Compensation of Directors

Directors who are Entergy officers do not receive any fee for service as a director. Each non-employee director receives a fee of \$1,500 for attendance at Board meetings, \$1,000 for attendance at committee meetings scheduled in conjunction with Board meetings and \$2,000 for attendance at committee meetings not scheduled in conjunction with a Board meeting. If a director attends a meeting of a committee on which that director does not serve as a member, he or she receives one-half of the fee of an attending member. Directors also receive \$1,000 for participation in any inspection trip or conference not held in conjunction with a Board or committee meeting. In addition, the committee chairpersons of the Audit Committee and Nuclear Committee are paid an additional \$10,000 annually and the committee chairpersons of the Personnel Committee, Corporate Governance Committee and Finance Committee are paid an additional \$5,000 annually. Directors receive only one-half the fees set forth above for telephone attendance at Board or committee meetings. All non-employee directors receive on a quarterly basis 150 shares of Common Stock and one-half the value of the 150 shares in cash. In 2003, Mr. Luft was paid \$200,000 plus 37,000 stock options (granted at market price) to serve as Chairman of the Board. The non-employee Directors have the opportunity to receive annually an executive physical examination either from their local physician or at the Mayo Clinic's Jacksonville, Florida location. The Corporation will pay the cost of the physical examination, and, if at Mayo, travel and living expenses. Non-employee Directors are reimbursed for all normal travel and expenses associated with attending Board and committee meetings as well as inspection trips and conferences associated with their Board duties.

All non-employee directors are credited with 800 "phantom" shares of Common Stock for each year of service on the Board. The "phantom" shares vest after five years of service on the Board and are credited to a specific account for each director that is maintained solely for accounting purposes. After separation from Board service, these directors receive an amount in cash equal to the value of their accumulated "phantom" shares. Payments are made in at least five but no more than 15 annual payments. Each "phantom" share is assigned a value on its payment date equal to the value of a share of Common Stock on that date. Dividends are earned on each "phantom" share from the date of original crediting.

Doris Krick and Joan Dobrzynski are directors at one or more of the Entergy subsidiaries. Entergy pays an external company a fee to perform various corporate functions for the subsidiaries at which Ms. Krick or Ms. Dobrzynski serve as directors. Ms. Krick and Ms. Dobrzynski are salaried employees of this external company. Apart from their salaries, Ms. Krick and Ms. Dobrzynski are not compensated separately for their service on the boards of the subject Entergy subsidiaries. The remaining Entergy subsidiaries currently have no non-employee directors, and none of their

current directors are compensated for their responsibilities as directors.

Retired non-employee directors of Entergy Arkansas, Entergy Louisiana, Entergy Mississippi, and Entergy New Orleans with a minimum of five years of service on the respective Boards of Directors are paid \$200 a month for a term of years corresponding to the number of years of active service as directors. Retired non-employee directors with over ten years of service receive a lifetime benefit of \$200 a month. Years of service as an advisory director are included in calculating this benefit. System Energy has no retired non-employee directors.

Retired non-employee directors of Entergy Gulf States receive retirement benefits under a plan in which all directors who served continuously for a period of years will receive a percentage of their retainer fee in effect at the time of their retirement for life. The retirement benefit is 30 percent of the retainer fee for service of not less than five nor more than nine years, 40 percent for service of not less than ten nor more than fourteen years, and 50 percent for fifteen or more years of service. Benefits are reduced for those directors who retired prior to the retirement age. The plan also provides disability retirement and optional hospital and medical coverage if the director has served at least five years prior to the disability. The retired director pays one-third of the premium for such optional hospital and medical coverage and Entergy Gulf States pays the remaining two-thirds. Years of service as an advisory director are included in calculating this benefit.

Before Entergy Gulf States, Inc. became a subsidiary of Entergy, it established a deferred compensation plan for its officers and non-employee directors. A director could defer a maximum of 100% of his salary, and an officer could defer up to a maximum of 50% of his salary. Both Dr. Murrill, as an officer, and Mr. Steinhagen, as a director, deferred their salaries. The directors' right to receive this deferred compensation is an unsecured obligation of the Corporation, which accrues simple interest compounded annually at the rate set by Entergy Gulf States, Inc. in 1985. In addition to payments received prior to 1997, on January 1, 2000, Dr. Murrill began to receive his deferred compensation plus interest in equal installments annually for 15 years. Beginning on the January 1 after Mr. Steinhagen turns 70, he will receive his deferred compensation plus interest in equal installments annually for 10 years.

On certain occasions, the Corporation provides personal transportation services for the benefit of non-employee directors. During 2003, the value of such transportation services provided by Entergy Corporation to all directors was approximately \$10,138.

#### Executive Retention and Employment Agreements and Change-in-Control Arrangements

Upon completion of a transaction resulting in a change-in-control of Entergy (a "Merger"), benefits already accrued under Entergy's System Executive Retirement Plan, Post-Retirement Plan, Supplemental Retirement Plan and Pension Equalization Plan will become fully vested if the participant is involuntarily terminated without "cause" or terminates employment for "good reason" (as such terms are defined in such plans).

#### Retention Agreement with Mr. Leonard

- The retention agreement with Mr. Leonard, as amended effective March 8, 2004, provides that upon a termination of employment while a Merger is pending (a) by Entergy without "cause" or by Mr. Leonard for "good reason", as such terms are defined in the agreement, other than a termination of employment described in the next paragraph, or (b) by reason of Mr. Leonard's death or disability:

- Entergy will pay to him a lump sum cash severance payment equal to 2.99 times the sum of Mr. Leonard's base salary and target annual incentive award; in no event will the cash severance payment exceed 2.99 times the sum of Mr. Leonard's base salary and applicable annual incentive award;

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- Entergy will pay to him a pro rata annual incentive award, based on an assumed maximum annual achievement of applicable performance goals;
- his supplemental retirement benefit will fully vest, will be determined as if he had remained employed with Entergy until the attainment of age 55, and will commence upon his attainment of age 55;
- he will be entitled to immediate payment of performance awards, based upon an assumed target achievement of applicable performance goals;
- all of his stock options will become fully vested and will remain outstanding for their full ten-year term; and
- Entergy will pay to him a "gross-up" payment in respect of any excise taxes he might incur.

If Mr. Leonard's employment is terminated by Entergy for "cause" at any time, or by Mr. Leonard without "good reason" and without Entergy's permission prior to his attainment of age 55, Mr. Leonard will forfeit his supplemental retirement benefit. If Mr. Leonard's employment is terminated by Mr. Leonard without "good reason" with Entergy's permission prior to his attainment of age 55, Mr. Leonard will be entitled to a supplemental retirement benefit, reduced by 6.5% for each year that the termination date precedes his attainment of age 55, payable commencing upon Mr. Leonard's attainment of age 62. If Mr. Leonard's employment is terminated by Mr. Leonard without "good reason" following his attainment of age 55, Mr. Leonard will be entitled to his full supplemental retirement benefit. The amounts payable under the agreement will be funded in a rabbi trust.

### Retention Agreement with Mr. Denault

- The retention agreement with Mr. Denault provides that if he resigns his employment for good reason due to a change of control, he is immediately vested in his accrued benefits under the System Executive Retirement Plan, and he is entitled to a lump-sum parachute payment equal to the lower of: (i) 2.99 times his average five-year (or period of actual employment if less than five years) base salary and annual incentive pay or (ii) 2.99 times his "base amount," which is equal to the maximum amount that can be paid without the payment becoming subject to the excise tax within the meaning of Section 280G(b)(1) of the Internal Revenue Code.

### Employment Agreement with Mr. Gallaher

- Mr. Gallaher retired from full-time active employment on October 31, 2003. The employment agreement between Mr. Gallaher and his Entergy employer provides that, upon retirement, and in addition to the normal post-retirement benefits for which he is eligible, Entergy will pay to Mr. Gallaher a severance payment equal to his gross annual salary plus one week's pay for every year of continuous Entergy service, which amount shall not exceed twice his gross annual compensation ("Severance Benefit"), in exchange for a release of claims in favor of Entergy. The severance benefit shall be payable, at the election of Mr. Gallaher, as either a lump sum cash payment or in biweekly installments. He shall also be entitled to benefits under Entergy's Post Retirement Plan or System Executive Retirement Plan in accordance with the terms of such plans. Entergy will reimburse Mr. Gallaher for the household moving expenses associated with the move, prior to September 30, 2004, of his primary residence to another location in the Continental United States under the terms of Entergy's relocation policy.

### Employment Agreement with Mr. Hebert

- The employment agreement with Mr. Hebert became effective on September 1, 2001 and provides for his continued employment until September 1, 2004. Upon execution, Mr. Hebert received stock option grants, restricted unit grants and a cash signing bonus, all of which vest over the term of the agreement, and became eligible to participate in a number of executive plans. During the term of the agreement, Mr. Hebert may resign, or Entergy may terminate him for "cause," as defined in the agreement. In either of those events, Mr. Hebert is due no additional compensation or

benefits under the agreement. If there is a "change in control" before September of 2004, he remains eligible for benefits under the System Executive Continuity Plan. If Mr. Hebert resigns for "good reason," as defined in the agreement, or Entergy terminates him without cause, he receives a cash payment equal to two years of base salary and the retention of his signing bonus, which would otherwise be repayable upon early termination. On September 1, 2004, the term of this agreement ends, and the employment converts to an at-will employment relationship, terminable at any time by either party with or without cause.

#### Retention agreement with Mr. Hintz

- The retention agreement with Mr. Hintz provides that Mr. Hintz will be paid an initial retention payment of approximately \$2.8 million on the date on which a Merger is completed and an additional retention payment of approximately \$2.3 million on the second anniversary of the completion of a Merger if he remains employed on each of those dates. The agreement also provides that upon termination of employment while a Merger is pending and for two years after completion (a) by Mr. Hintz for "good reason" or by Entergy without "cause", as such terms are defined in the agreement or (b) by reason of Mr. Hintz's death or disability:

- Entergy will pay to him a lump sum cash severance payment equal to \$2.8 million if such termination occurs prior to completion of a Merger or equal to \$2.3 million if such termination occurs following completion of a Merger;
- Entergy will pay to him a pro rata annual incentive award, based on an assumed maximum achievement of applicable performance goals, if such termination occurs following completion of a Merger;
- he will be entitled to immediate payment of performance awards based upon an assumed target achievement of applicable performance goals, if such termination occurs prior to completion of a Merger, or based upon an assumed maximum achievement of applicable performance goals, if such termination occurs following completion of a Merger;
- all of his stock options will become fully vested and will remain outstanding for their full ten-year term;
- he will be entitled to receive a supplemental retirement benefit that, when combined with Mr. Hintz's SERP benefit, equals the benefit he would have earned under the terms of the SERP as in effect immediately prior to March 25, 1998; and
- Entergy will pay to him a "gross-up" payment in respect of any excise taxes he might incur.

#### Retention Agreement with Mr. Jackson

- Mr. Jackson retired from full-time active employment on March 31, 2003. The retention agreement with Mr. Jackson provides that upon retirement in accordance with the agreement, Mr. Jackson: (a) will be entitled to a subsidized retirement benefit equal to the applicable nonqualified retirement benefit payable to Mr. Jackson without reduction for early retirement ("Subsidized Retirement Benefit"); and (b) may enter into a consulting arrangement with Entergy through March 31, 2005, under terms and conditions set forth in the agreement. Mr. Jackson is entitled to certain benefits, as described in the agreement, in the event of a change in control (as defined in the System Executive Continuity Plan) after which Entergy or its successor company fails to honor Mr. Jackson's consulting arrangement.

#### Employment Agreement with Ms. Shanks

- The employment agreement with Ms. Shanks provides for her continued employment until 2011. During this period, Ms. Shanks will continue to participate in all executive plans, programs, and arrangements for which she is eligible. In October of 2011, Ms. Shanks will become a special project coordinator of Entergy Mississippi or another Entergy

System company until 2016. During her tenure as special project coordinator, Ms. Shanks will continue to receive her same rate of annual base salary in effect immediately prior to her assumption of this post, but will forfeit an amount sufficient to fund this salary from amounts that would otherwise be credited to her non-qualified deferral accounts. Commencing in October of 2016, Ms. Shanks will be eligible to retire with all of the post-retirement compensation and benefits for which she is eligible.

During the term of the agreement, Ms. Shanks may resign, or Entergy may terminate her for "cause," as defined in the agreement. In either of those events, Ms. Shanks is due no additional compensation or benefits under the agreement. If there is a "change in control" before October of 2011, she remains eligible for benefits under the System Executive Continuity Plan. If the change in control occurs while Ms. Shanks is a special project coordinator, and Entergy's obligations under this agreement are breached, she receives:

- a cash payment equal to her remaining unpaid base salary;
- all other benefits to which she would be entitled had she remained employed until the conclusion of the term of the agreement; and
- all legal fees and expenses incurred in disputing in good faith any term of the agreement.

#### Retention agreement with Mr. Smith

- The retention agreement with Mr. Smith provides that Mr. Smith will be paid a retention payment of approximately \$525,000 on each of the first three anniversaries of the date on which a Merger is completed, if he remains employed on each of those dates. The agreement also provides that upon termination of employment while a Merger is pending and for three years after completion (a) by Mr. Smith for "good reason" or by Entergy without "cause", as such terms are defined in the agreement or (b) by reason of Mr. Smith's death or disability:

- Entergy will pay to him a lump sum cash severance payment equal to the unpaid installments, if any, of the retention payments described above;
- he will be entitled to immediate payment of performance awards based upon an assumed target achievement of applicable performance goals;
- all of his stock options will become fully vested and will remain outstanding for their full ten-year term;
- Entergy will pay to him a "gross-up" payment in respect of any excise taxes he might incur.

#### Retirement Agreement with Mr. Thompson

- The retirement agreement with Mr. Thompson provides that following his retirement, and if certain conditions are met, Mr. Thompson will provide consulting services to Entergy for a 2-year period for an annual cash consulting fee equal to the highest annual base salary paid to him by Entergy prior to retirement. The agreement also provides that following Mr. Thompson's retirement, Entergy will supplement the nonqualified retirement benefit he elects to receive under either the System Executive Retirement Plan or the Pension Equalization Plan so that the total benefit he receives is equal to the benefit he would have received under the applicable plan without application of a discount rate for early retirement.

#### Retention Agreement with Mr. Wilder

- Mr. Wilder voluntarily resigned from Entergy employment effective February 20, 2004. The retention agreement Mr. Wilder previously entered into with Entergy provides, among other things, for payments to be made to him upon

termination of employment in certain circumstances in connection with a Merger or otherwise, subject to the terms and conditions of the agreement. In certain circumstances, Mr. Wilder would be entitled to a lump sum cash severance payment equal to three times the sum of his base salary and target annual incentive award and a "gross-up" payment in respect of any excise taxes he might incur. In other circumstances, as a substitute for the above payment, Mr. Wilder (or his beneficiaries) would be entitled to a lump sum cash severance payment equal to four times (in limited circumstances, three times) the sum of his base salary and maximum annual incentive award (in limited circumstances, his target annual incentive award), a pro rata annual incentive award, additional years of credited service under Entergy's supplemental retirement plan, immediate vesting of equity awards, the opportunity to continue to be employed in a special project coordinator position, and a "gross-up" payment in respect of any excise taxes he might incur.

#### Retention Agreement with Mr. Yelverton

- The retention agreement with Mr. Yelverton provides that he will be paid cash retention payments of \$680,000 on each of the first three anniversaries of the completion of a Merger if he remains employed on each of those dates. The agreement also provides that upon termination of employment while a Merger is pending and for three years after completion (a) by Mr. Yelverton for "good reason" or by Entergy without "cause", as such terms are defined in the agreement or (b) by reason of Mr. Yelverton's death or disability:

- Entergy will pay him a lump sum cash severance payment equal to the remaining unpaid portion of the cash retention payments;
- he will be entitled to immediate payment of performance awards, based upon an assumed target achievement of applicable performance goals;
- all of his stock options will become fully vested and will remain outstanding for their full ten-year term; and
- Entergy will pay to him a "gross-up" payment in respect of any excise taxes he might incur.

#### System Executive Continuity Plans

- Employees at System Management Levels 1-4 generally are eligible to participate in one of Entergy's two (2) System Executive Continuity Plans. Each plan provides severance pay and benefits under specified circumstances following a change in control. In the event a participant's employment is involuntarily terminated without cause or if a participant terminates for good reason during the change in control period, the participant will be entitled to:

- a cash severance payment equal to 1-3 times (depending on the participant's System Management Level) base annual salary and target award payable over a continuation period of 1-3 years (depending on the participant's System Management Level), but effective March 8, 2004, the cash severance payment under Continuity Plan II is limited to 2.99 times base salary and applicable annual incentive bonus, and participation in Continuity Plan I is closed;
- continued medical and dental insurance coverage for the continuation period (subject to offset for any similar coverage provided by the participant's new employer);
- immediate vesting of performance awards, based upon an assumed achievement of applicable performance targets; and
- payment of a "gross-up" payment in respect of any excise taxes the participant might incur.

Participants in the Continuity Plans are subject to post-employment restrictive covenants, including noncompetition provisions, which run for two years for executive officers, but extend to three years if permissible under applicable law.

Item 6. Part III (b) - Security Ownership of Certain Beneficial Owners and Management

The directors, the Named Executive Officers, and the directors and officers as a group of Entergy Corporation, Entergy Arkansas, Inc., Entergy Gulf States, Inc., Entergy Louisiana, Inc., Entergy Mississippi, Inc., Entergy New Orleans, Inc., System Energy Resources, Inc., Entergy Operations, Inc., Entergy Services, Inc., System Fuels, Inc., GSG&T, Inc., Prudential Oil and Gas LLC, Southern Gulf Railway Company, Varibus LLC, Entergy Enterprises, Inc., Entergy District Energy Holdings LLC, Entergy Global Power Operations Corporation, Entergy Global Trading Holdings Ltd., Entergy Holdings Inc., Entergy International Holdings Ltd. LLC, Entergy Nuclear Finance Holding Inc., Entergy Nuclear Holding Company, Entergy Nuclear Holding Company #1, Entergy Nuclear Holding Company #2, Entergy Nuclear Inc., Entergy Operations Services Inc., Entergy Power Inc., Entergy Power Development Corporation, Entergy Power E&C Corporation, Entergy Power Gas Holdings Corporation, Entergy Power Generation Corporation, Entergy Procurement Exchange Holding Corporation, Entergy PTB Holding Company, Entergy Resources Inc., Entergy Retail Holdings Inc., Entergy Technology Holding Company, Entergy Thermal-UNO LLC, Entergy Ventures Holding Company Inc., and EWO Marketing Holding LLC beneficially owned directly and indirectly common stock of Entergy Corporation as indicated:

|                         | Entergy Corporation<br>Common Stock             |  |                                     |   |
|-------------------------|---|--|-------------------------------------|---|
|                         | Amount of Nature of<br>Beneficial Ownership (a) |  |                                     |   |
| Name                    | Sole Voting<br>and<br>Investment<br>Power       |  | Other<br>Beneficial<br>Ownership(b) | Entergy Corporation<br>Stock Equivalent Units (c) |
| Entergy Corporation     |   |  |                                     |   |
| Maureen S. Bateman*     | 2,100   |  | -                                   | 2,400   |
| W. Frank Blount*        | 8,784   |  | -                                   | 12,800  |
| George W. Davis*        | 3,300   |  | -                                   | 4,000   |
| Simon D. deBree*        | 1,008   |  | -                                   | 1,600   |
| Claiborne P. Deming*    | 1,100   |  | -                                   | 800   |
| Frank F. Gallaher**     | 8,952   |  | -                                   | 12,078  |
| Alexis Herman*          | 300   |  | -                                   | -   |
| Donald C. Hintz**       | 4,381   |  | 650,920                             | 171,580   |
| Jerry D. Jackson**      | -   |  | 28,031                              | -   |
| J. Wayne Leonard***     | 13,268  |  | 1,201,600                           | 50,588  |
| Robert v.d. Luft*       | 23,872  |  | 312,666                             | 8,800   |
| Kathleen A. Murphy* (e) | 2,100   |  | 1,000                               | 2,400   |
| Paul W. Murrill* (d)    | 2,826   |  | -                                   | 13,600  |

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|                                      |         |           |         |
|--------------------------------------|---------|-----------|---------|
| James R. Nichols*                    | 11,616  | -         | 13,600  |
| William A. Percy, II*                | 2,350   | -         | 2,400   |
| Dennis H. Reilley* (d)               | 600     | -         | 3,200   |
| Richard J. Smith**                   | 786     | 150,538   | 48,675  |
| Wm. Clifford Smith*                  | 12,248  | -         | 16,000  |
| Bismark A. Steinhagen* (e)           | 8,824   | 2,623     | 23,200  |
| Gary J. Taylor**                     | 1,161   | 72,032    | 11,720  |
| C. John Wilder**                     | 1,021   | 222,430   | 172,368 |
| Steven V. Wilkinson*                 | 50      | -         | -       |
| All directors and executive officers | 128,471 | 2,985,683 | 671,007 |
|                                      |         |           |         |

| Name                                 | Entergy Corporation<br>Common Stock             |                                     | Entergy Corporation<br>Stock Equivalent Units (c) |
|--------------------------------------|---|-------------------------------------|---|
|                                      | Amount of Nature of<br>Beneficial Ownership (a) |                                     |   |
|                                      | Sole Voting<br>and<br>Investment<br>Power       | Other<br>Beneficial<br>Ownership(b) |   |
| Entergy Arkansas                     |   |                                     |   |
| Donald C Hintz***                    | 4,381   | 650,920                             | 171,580   |
| Jerry D. Jackson**                   | -   | 28,031                              | -   |
| J. Wayne Leonard**                   | 13,268  | 1,201,600                           | 50,588  |
| Hugh T. McDonald***                  | 4,436   | 42,665                              | 25,110  |
| Richard J. Smith***                  | 786   | 150,538                             | 48,675  |
| C. John Wilder***                    | 1,021   | 222,430                             | 172,368   |
| All directors and executive officers | 46,952  | 2,602,814                           | 545,262   |
|                                      |   |                                     |   |
| Entergy Gulf States                  |   |                                     |   |
| E. Renae Conley***                   | 1,659   | 85,858                              | 37,730  |
| Joseph F. Domino***                  | 12,373  | 46,453                              | 21,316  |
| Donald C. Hintz***                   | 4,381   | 650,920                             | 171,580   |
| Jerry D. Jackson**                   | -   | 28,031                              | -   |
| J. Wayne Leonard**                   | 13,268  | 1,201,600                           | 50,588  |
| Richard J. Smith***                  | 786   | 150,538                             | 48,675  |
| C. John Wilder***                    | 1,021   | 222,430                             | 172,368   |



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|                                      |        |  |           |         |
|--------------------------------------|--------|--|-----------|---------|
| All directors and executive officers | 71,489 |  | 2,782,341 | 581,360 |
|                                      |        |  |           |         |
| Entergy Louisiana                    |        |  |           |         |
| E. Renae Conley***                   | 1,659  |  | 85,858    | 37,730  |
| Donald C. Hintz***                   | 4,381  |  | 650,920   | 171,580 |
| Jerry D. Jackson**                   | -      |  | 28,031    | -       |
| J. Wayne Leonard**                   | 13,268 |  | 1,201,600 | 50,588  |
| Richard J. Smith***                  | 786    |  | 150,538   | 48,675  |
| C. John Wilder***                    | 1,021  |  | 222,430   | 172,368 |
| All directors and executive officers | 54,663 |  | 2,709,622 | 559,761 |
|                                      |        |  |           |         |
| Entergy Mississippi                  |        |  |           |         |
| Donald C. Hintz***                   | 4,381  |  | 650,920   | 171,580 |
| Jerry D. Jackson**                   | -      |  | 28,031    | -       |
| J. Wayne Leonard**                   | 13,268 |  | 1,201,600 | 50,588  |
| Carolyn C. Shanks***                 | 4,694  |  | 39,466    | 11,025  |
| Richard J. Smith***                  | 786    |  | 150,538   | 48,675  |
| C. John Wilder***                    | 1,021  |  | 222,430   | 172,368 |
| All directors and executive officers | 52,198 |  | 2,606,215 | 531,172 |
|                                      |        |  |           |         |
| Entergy New Orleans                  |        |  |           |         |
| Donald C. Hintz***                   | 4,381  |  | 650,920   | 171,580 |
| Jerry D. Jackson**                   | -      |  | 28,031    | -       |
| J. Wayne Leonard**                   | 13,268 |  | 1,201,600 | 50,588  |
| Daniel F. Packer***                  | 4,178  |  | 30,799    | 4,727   |
| Richard J. Smith***                  | 786    |  | 150,538   | 48,675  |
| C. John Wilder***                    | 1,021  |  | 222,430   | 172,368 |
| All directors and executive officers | 44,530 |  | 2,563,615 | 524,874 |
|                                      |        |  |           |         |

|  |   |  |       |  |
|--|---|--|-------|--|
|  | Entergy Corporation<br>Common Stock             |  |       |  |
|  | Amount of Nature of<br>Beneficial Ownership (a) |  |       |  |
|  | Sole Voting<br>and                              |  | Other |  |

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| Name                                 | Investment Power | Beneficial Ownership(b) | Entergy Corporation Stock Equivalent Units (c) |
|--------------------------------------|------------------|-------------------------|--|
| System Energy                        |                  |                         |  |
| Donald C. Hintz***                   | 4,381            | 650,920                 | 171,580  |
| Jerry D. Jackson**                   | -                | 28,031                  | -  |
| J. Wayne Leonard**                   | 13,268           | 1,201,600               | 50,588   |
| Richard J. Smith**                   | 786              | 150,538                 | 48,675   |
| Gary J. Taylor***                    | 1,161            | 72,032                  | 11,720   |
| C. John Wilder***                    | 1,021            | 222,430                 | 172,368  |
| Jerry W. Yelverton**                 | -                | 10,000                  | -  |
| All directors and executive officers | 42,085           | 2,500,333               | 492,417  |
| Entergy Operations, Inc.             |                  |                         |  |
| Donald C. Hintz***                   | 4,381            | 650,920                 | 171,580  |
| Jerry D. Jackson**                   | -                | 28,031                  | -  |
| J. Wayne Leonard**                   | 13,268           | 1,201,600               | 50,588   |
| Richard J. Smith**                   | 786              | 150,538                 | 48,675   |
| Gary J. Taylor***                    | 1,161            | 72,032                  | 11,720   |
| C. John Wilder***                    | 1,021            | 222,430                 | 172,368  |
| Jerry W. Yelverton**                 | -                | 10,000                  | -  |
| All directors and executive officers | 42,629           | 2,631,764               | 513,381  |
| Entergy Services, Inc.               |                  |                         |  |
| Donald C. Hintz***                   | 4,381            | 650,920                 | 171,580  |
| Jerry D. Jackson**                   | -                | 28,031                  | -  |
| J. Wayne Leonard**                   | 13,268           | 1,201,600               | 50,588   |
| Richard J. Smith***                  | 786              | 150,538                 | 48,675   |
| Gary J. Taylor**                     | 1,161            | 72,032                  | 11,720   |
| C. John Wilder***                    | 1,021            | 222,430                 | 172,368  |
| Jerry W. Yelverton**                 | -                | 10,000                  | -  |
| All directors and executive officers | 136,674          | 3,536,607               | 736,342  |
| System Fuels, Inc.                   |                  |                         |  |
| Donald C. Hintz***                   | 4,381            | 650,920                 | 171,580  |
| Jerry D. Jackson**                   | -                | 28,031                  | -  |
| James F. Kenney***                   | 2,498            | 35,483                  | 31,946   |

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|                                      |        |  |           |         |
|--------------------------------------|--------|--|-----------|---------|
| J. Wayne Leonard**                   | 13,268 |  | 1,201,600 | 50,588  |
| Richard J. Smith**                   | 786    |  | 150,538   | 48,675  |
| C. John Wilder***                    | 1,021  |  | 222,430   | 172,368 |
| All directors and executive officers | 38,500 |  | 2,418,434 | 506,253 |
|                                      |        |  |           |         |
| GSG&T, Inc.                          |        |  |           |         |
| Donald C. Hintz***                   | 4,381  |  | 650,920   | 171,580 |
| Jerry D. Jackson**                   | -      |  | 28,031    | -       |
| James F. Kenney***                   | 2,498  |  | 35,483    | 31,946  |
| J. Wayne Leonard**                   | 13,268 |  | 1,201,600 | 50,588  |
| Richard J. Smith**                   | 786    |  | 150,538   | 48,675  |
| C. John Wilder***                    | 1,021  |  | 222,430   | 172,368 |
| All directors and executive officers | 41,086 |  | 2,466,766 | 539,640 |
|                                      |        |  |           |         |

|                                      | Entergy Corporation<br>Common Stock             |  |                                     |   |
|--------------------------------------|---|--|-------------------------------------|---|
|                                      | Amount of Nature of<br>Beneficial Ownership (a) |  |                                     |   |
| Name                                 | Sole Voting<br>and<br>Investment<br>Power       |  | Other<br>Beneficial<br>Ownership(b) | Entergy Corporation<br>Stock Equivalent Units (c) |
|                                      |   |  |                                     |   |
| Prudential Oil and Gas, LLC          |   |  |                                     |   |
| Donald C. Hintz**                    | 4,381   |  | 650,920                             | 171,580   |
| Jerry D. Jackson**                   | -   |  | 28,031                              | -   |
| James F. Kenney**                    | 2,498   |  | 35,483                              | 31,946  |
| J. Wayne Leonard**                   | 13,268  |  | 1,201,600                           | 50,588  |
| Richard J. Smith**                   | 786   |  | 150,538                             | 48,675  |
| C. John Wilder**                     | 1,021   |  | 222,430                             | 172,368   |
| All directors and executive officers | 38,855  |  | 2,446,134                           | 539,500   |
|                                      |   |  |                                     |   |
| Southern Gulf Railway Company        |   |  |                                     |   |
| Donald C. Hintz***                   | 4,381   |  | 650,920                             | 171,580   |
| Jerry D. Jackson**                   | -   |  | 28,031                              | -   |

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|                                      |        |  |           |         |
|--------------------------------------|--------|--|-----------|---------|
| James F. Kenney***                   | 2,498  |  | 35,483    | 31,946  |
| J. Wayne Leonard**                   | 13,268 |  | 1,201,600 | 50,588  |
| Richard J. Smith**                   | 786    |  | 150,538   | 48,675  |
| C. John Wilder***                    | 1,021  |  | 222,430   | 172,368 |
| All directors and executive officers | 38,500 |  | 2,418,434 | 506,253 |
|                                      |        |  |           |         |
| Varibus LLC                          |        |  |           |         |
| Donald C. Hintz**                    | 4,381  |  | 650,920   | 171,580 |
| Jerry D. Jackson**                   | -      |  | 28,031    | -       |
| James F. Kenney**                    | 2,498  |  | 35,483    | 31,946  |
| J. Wayne Leonard**                   | 13,268 |  | 1,201,600 | 50,588  |
| Richard J. Smith**                   | 786    |  | 150,538   | 48,675  |
| C. John Wilder**                     | 1,021  |  | 222,430   | 172,368 |
| All directors and executive officers | 30,672 |  | 2,353,190 | 505,185 |
|                                      |        |  |           |         |
| Entergy District Energy Holdings LLC |        |  |           |         |
| Curtis L. Hebert, Jr.**              | 190    |  | 105,712   | 22,342  |
| Donald C. Hintz**                    | 4,381  |  | 650,920   | 171,580 |
| J. Wayne Leonard**                   | 13,268 |  | 1,201,600 | 50,588  |
| Tom D. Reagan**                      | 5,139  |  | 20,900    | 62      |
| C. John Wilder**                     | 1,021  |  | 222,430   | 172,368 |
| All directors and executive officers | 28,084 |  | 2,249,217 | 443,875 |
|                                      |        |  |           |         |
| Entergy Enterprises, Inc.            |        |  |           |         |
| S. Gareth Brett***                   | -      |  | 19,999    | -       |
| Curtis L. Hebert, Jr.**              | 190    |  | 105,712   | 22,342  |
| Donald C. Hintz***                   | 4,381  |  | 650,920   | 171,580 |
| J. Wayne Leonard**                   | 13,268 |  | 1,201,600 | 50,588  |
| Geoffrey D. Roberts**                | 500    |  | -         | -       |
| Michael G. Thompson**                | 35,598 |  | -         | -       |
| C. John Wilder***                    | 1,021  |  | 222,430   | 172,368 |
| All directors and executive officers | 76,371 |  | 2,340,458 | 448,351 |
|                                      |        |  |           |         |

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|   | Entergy Corporation<br>Common Stock             |  |                                     |   |
|---|---|--|-------------------------------------|---|
|   | Amount of Nature of<br>Beneficial Ownership (a) |  |                                     |   |
| Name  | Sole Voting<br>and<br>Investment<br>Power       |  | Other<br>Beneficial<br>Ownership(b) | Entergy Corporation<br>Stock Equivalent Units (c) |
| Entergy Global Power Operations Corporation |   |  |                                     |   |
| S. Gareth Brett***                          | -   |  | 19,999                              | -   |
| Curtis L. Hebert, Jr.**                     | 190   |  | 105,712                             | 22,342  |
| Donald C. Hintz**                           | 4,381   |  | 650,920                             | 171,580   |
| J. Wayne Leonard**                          | 13,268  |  | 1,201,600                           | 50,588  |
| Geoffrey D. Roberts**                       | 500   |  | -                                   | -   |
| Robert D. Sloan*                            | 146   |  | 4,333                               | 60  |
| Michael G. Thompson**                       | 35,598  |  | -                                   | -   |
| C. John Wilder***                           | 1,021   |  | 222,430                             | 172,368   |
| All directors and executive officers        | 71,733  |  | 2,345,258                           | 481,596   |
| Entergy Global Trading Holdings Ltd.        |   |  |                                     |   |
| S. Gareth Brett***                          | -   |  | 19,999                              | -   |
| Michael P. Childers**                       | 457   |  | -                                   | -   |
| Leo P. Denault*                             | 768   |  | 42,322                              | 26,935  |
| Curtis L. Hebert, Jr.**                     | 190   |  | 105,712                             | 22,342  |
| Donald C. Hintz**                           | 4,381   |  | 650,920                             | 171,580   |
| J. Wayne Leonard**                          | 13,268  |  | 1,201,600                           | 50,588  |
| Steven C. McNeal*                           | 7,950   |  | 21,866                              | 3,093   |
| Michael G. Thompson**                       | 35,598  |  | -                                   | -   |
| C. John Wilder**                            | 1,021   |  | 222,430                             | 172,368   |
| All directors and executive officers        | 77,648  |  | 2,411,715                           | 481,012   |
| Entergy Holdings, Inc.                      |   |  |                                     |   |
| Curtis L. Hebert, Jr.**                     | 190   |  | 105,712                             | 22,342  |
| Joseph T. Henderson**                       | 501   |  | 32,033                              | 33,307  |
| Donald C. Hintz**                           | 4,381   |  | 650,920                             | 171,580   |
| J. Wayne Leonard**                          | 13,268  |  | 1,201,600                           | 50,588  |

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|   |        |  |           |         |
|---|--------|--|-----------|---------|
| Tom D. Reagan**                         | 5,139  |  | 20,900    | 62      |
| Michael G. Thompson**                   | 35,598 |  | -         | -       |
| C. John Wilder**                        | 1,021  |  | 222,430   | 172,368 |
| All directors and executive officers    | 79,961 |  | 2,368,360 | 481,343 |
| Entergy International Holdings Ltd. LLC |        |  |           |         |
| Curtis L. Hebert, Jr.**                 | 190    |  | 105,712   | 22,342  |
| Joseph T. Henderson**                   | 501    |  | 32,033    | 33,307  |
| Donald C. Hintz**                       | 4,381  |  | 650,920   | 171,580 |
| J. Wayne Leonard**                      | 13,268 |  | 1,201,600 | 50,588  |
| Michael G. Thompson**                   | 35,598 |  | -         | -       |
| C. John Wilder**                        | 1,021  |  | 222,430   | 172,368 |
| All directors and executive officers    | 71,505 |  | 2,342,127 | 481,281 |

| Entergy Corporation<br>Common Stock             |   |  |                                     |   |
|---|---|--|-------------------------------------|---|
| Amount of Nature of<br>Beneficial Ownership (a) |   |  |                                     |   |
| Name  | Sole Voting<br>and<br>Investment<br>Power |  | Other<br>Beneficial<br>Ownership(b) | Entergy Corporation<br>Stock Equivalent Units (c) |
| Entergy Nuclear Finance Holding Inc.            |   |  |                                     |   |
| Douglas Castleberry*                            | 3,317                                     |  | 5,333                               | -   |
| Curtis L. Hebert, Jr.**                         | 190                                       |  | 105,712                             | 22,342  |
| Donald C. Hintz**                               | 4,381                                     |  | 650,920                             | 171,580   |
| J. Wayne Leonard**                              | 13,268                                    |  | 1,201,600                           | 50,588  |
| O.H. Storey, III*                               | 638                                       |  | 15,167                              | 131   |
| Gary J. Taylor***                               | 1,161                                     |  | 72,032                              | 11,720  |
| Michael G. Thompson**                           | 35,598                                    |  | -                                   | -   |
| C. John Wilder**                                | 1,021                                     |  | 222,430                             | 172,368   |
| Jerry W. Yelverton**                            | -   |  | 10,000                              | -   |
| All directors and executive officers            | 67,524                                    |  | 2,305,060                           | 431,822   |

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|                                      |        |  |           |         |
|--------------------------------------|--------|--|-----------|---------|
| Entergy Nuclear Holding Company      |        |  |           |         |
| S. Gareth Brett*                     | -      |  | 19,999    | -       |
| Robert J. Cushman*                   | 2,124  |  | 25,999    | 22,137  |
| Curtis L. Hebert, Jr.**              | 190    |  | 105,712   | 22,342  |
| Donald C. Hintz***                   | 4,381  |  | 650,920   | 171,580 |
| J. Wayne Leonard**                   | 13,268 |  | 1,201,600 | 50,588  |
| Gary J. Taylor***                    | 1,161  |  | 72,032    | 11,720  |
| Michael G. Thompson**                | 35,598 |  | -         | -       |
| C. John Wilder**                     | 1,021  |  | 222,430   | 172,368 |
| Jerry W. Yelverton**                 | -      |  | 10,000    | -       |
| All directors and executive officers | 71,376 |  | 2,387,990 | 493,358 |
| Entergy Nuclear Holding Company #1   |        |  |           |         |
| Joan L. Dobrzynski*                  | -      |  | -         | -       |
| Curtis L. Hebert, Jr.**              | 190    |  | 105,712   | 22,342  |
| Donald C. Hintz***                   | 4,381  |  | 650,920   | 171,580 |
| J. Wayne Leonard**                   | 13,268 |  | 1,201,600 | 50,588  |
| Gary J. Taylor***                    | 1,161  |  | 72,032    | 11,720  |
| Michael G. Thompson**                | 35,598 |  | -         | -       |
| C. John Wilder***                    | 1,021  |  | 222,430   | 172,368 |
| Jerry W. Yelverton**                 | -      |  | 10,000    | -       |
| All directors and executive officers | 72,923 |  | 2,332,993 | 431,882 |

| Entergy Corporation Common Stock             |                                  |  |                               |  |
|--|----------------------------------|--|-------------------------------|--|
| Amount of Nature of Beneficial Ownership (a) |                                  |  |                               |  |
| Name   | Sole Voting and Investment Power |  | Other Beneficial Ownership(b) | Entergy Corporation Stock Equivalent Units (c) |
| Entergy Nuclear Holding Company #2           |                                  |  |                               |  |

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|                                      |        |           |         |
|--------------------------------------|--------|-----------|---------|
| Donald M. Black*                     | 149    | 10,233    | -       |
| Wanda Curry*                         | 296    | -         | -       |
| David C. Harlan*                     | 6,290  | 19,167    | 23,827  |
| Donald C. Hintz**                    | 4,381  | 650,920   | 171,580 |
| Michael R. Kansler**                 | 1,300  | 38,500    | 10,162  |
| J. Wayne Leonard**                   | 13,268 | 1,201,600 | 50,588  |
| Gary J. Taylor**                     | 1,161  | 72,032    | 11,720  |
| C. John Wilder**                     | 1,021  | 222,430   | 172,368 |
| Jerry W. Yelverton**                 | -      | 10,000    | -       |
| All directors and executive officers | 29,115 | 2,260,915 | 473,552 |
| Entergy Nuclear, Inc.                |        |           |         |
| Curtis L. Hebert, Jr.**              | 190    | 105,712   | 22,342  |
| Donald C. Hintz***                   | 4,381  | 650,920   | 171,580 |
| J. Wayne Leonard**                   | 13,268 | 1,201,600 | 50,588  |
| Gary J. Taylor***                    | 1,161  | 72,032    | 11,720  |
| Michael G. Thompson**                | 35,598 | -         | -       |
| C. John Wilder***                    | 1,021  | 222,430   | 172,368 |
| Jerry W. Yelverton**                 | -      | 10,000    | -       |
| All directors and executive officers | 74,758 | 2,416,973 | 445,380 |
| Entergy Operations Services, Inc.    |        |           |         |
| Randy E. Dufour*                     | 7,268  | 17,833    | 10      |
| Frank F. Gallaher**                  | 8,952  | -         | 12,078  |
| Curtis L. Hebert, Jr.**              | 190    | 105,712   | 22,342  |
| Joseph T. Henderson**                | 501    | 32,033    | 33,307  |
| Donald C. Hintz***                   | 4,381  | 650,920   | 171,580 |
| J. Wayne Leonard**                   | 13,268 | 1,201,600 | 50,588  |
| Michael G. Thompson**                | 35,598 | -         | -       |
| C. John Wilder***                    | 1,021  | 222,430   | 172,368 |
| All directors and executive officers | 87,725 | 2,359,960 | 493,369 |
| Entergy Power Inc.                   |        |           |         |
| Douglas Castleberry***               | 3,317  | 5,333     | -       |
| Curtis L. Hebert, Jr.**              | 190    | 105,712   | 22,342  |
| Donald C. Hintz**                    | 4,381  | 650,920   | 171,580 |



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|                                      |        |  |           |         |
|--------------------------------------|--------|--|-----------|---------|
| J. Wayne Leonard**                   | 13,268 |  | 1,201,600 | 50,588  |
| Geoffrey D. Roberts**                | 500    |  | -         | -       |
| Michael G. Thompson**                | 35,598 |  | -         | -       |
| C. John Wilder**                     | 1,021  |  | 222,430   | 172,368 |
| All directors and executive officers | 67,856 |  | 2,237,528 | 420,102 |
|                                      |        |  |           |         |

| Name                                  | Entergy Corporation<br>Common Stock             |  |                                     | Entergy Corporation<br>Stock Equivalent Units (c) |
|---------------------------------------|---|--|-------------------------------------|---|
|                                       | Amount of Nature of<br>Beneficial Ownership (a) |  |                                     |   |
|                                       | Sole Voting<br>and<br>Investment<br>Power       |  | Other<br>Beneficial<br>Ownership(b) |   |
| Entergy Power Development Corporation |   |  |                                     |   |
| S. Gareth Brett*                      | -   |  | 19,999                              | -   |
| Haley R. Fisackerly*                  | 1,178   |  | 18,500                              | -   |
| Curtis L. Hebert, Jr.**               | 190   |  | 105,712                             | 22,342  |
| Donald C. Hintz**                     | 4,381   |  | 650,920                             | 171,580   |
| J. Wayne Leonard**                    | 13,268  |  | 1,201,600                           | 50,588  |
| Carolyn C. Shanks***                  | 4,694   |  | 39,466                              | 11,025  |
| Michael G. Thompson**                 | 35,598  |  | -                                   | -   |
| C. John Wilder**                      | 1,021   |  | 222,430                             | 172,368   |
| Jerry W. Yelverton**                  | -   |  | 10,000                              | -   |
| All directors and executive officers  | 68,280  |  | 2,290,493                           | 430,996   |
|                                       |   |  |                                     |   |
| Entergy Power E & C Corporation       |   |  |                                     |   |
| Curtis L. Hebert, Jr.**               | 190   |  | 105,712                             | 22,342  |
| Donald C. Hintz**                     | 4,381   |  | 650,920                             | 171,580   |
| Doris J. Krick*                       | -   |  | -                                   | -   |
| J. Wayne Leonard**                    | 13,268  |  | 1,201,600                           | 50,588  |
| Steven C. McNeal***                   | 7,950   |  | 21,866                              | 3,093   |
| Geoffrey D. Roberts**                 | 500   |  | -                                   | -   |
| James W. Snider*                      | -   |  | -                                   | -   |

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|                                      |        |  |           |         |
|--------------------------------------|--------|--|-----------|---------|
| C. John Wilder**                     | 1,021  |  | 222,430   | 172,368 |
| All directors and executive officers | 27,310 |  | 2,202,528 | 419,971 |
|                                      |        |  |           |         |
| Entergy Power Gas Holdings Corp.     |        |  |           |         |
| Donald M. Black*                     | 149    |  | 10,233    | -       |
| Curtis L. Hebert, Jr.**              | 190    |  | 105,712   | 22,342  |
| Donald C. Hintz**                    | 4,381  |  | 650,920   | 171,580 |
| J. Wayne Leonard**                   | 13,268 |  | 1,201,600 | 50,588  |
| Steven C. McNeal***                  | 7,950  |  | 21,866    | 3,093   |
| Geoffrey D. Roberts**                | 500    |  | -         | -       |
| C. John Wilder**                     | 1,021  |  | 222,430   | 172,368 |
| All directors and executive officers | 30,559 |  | 2,227,761 | 426,054 |
|                                      |        |  |           |         |
| Entergy Power Generation Corporation |        |  |           |         |
| S. Gareth Brett*                     | -      |  | 19,999    | -       |
| Douglas Castleberry*                 | 3,317  |  | 5,333     | -       |
| Michael P. Childers**                | 457    |  | -         | -       |
| Curtis L. Hebert, Jr.**              | 190    |  | 105,712   | 22,342  |
| Donald C. Hintz***                   | 4,381  |  | 650,920   | 171,580 |
| J. Wayne Leonard**                   | 13,268 |  | 1,201,600 | 50,588  |
| Michael G. Thompson**                | 35,598 |  | -         | -       |
| C. John Wilder**                     | 1,021  |  | 222,430   | 172,368 |
| All directors and executive officers | 75,270 |  | 2,346,260 | 448,045 |
|                                      |        |  |           |         |

| Entergy Corporation<br>Common Stock             |   |  |                                     |   |
|---|---|--|-------------------------------------|---|
| Amount of Nature of<br>Beneficial Ownership (a) |   |  |                                     |   |
| Name  | Sole Voting<br>and<br>Investment<br>Power |  | Other<br>Beneficial<br>Ownership(b) | Entergy Corporation<br>Stock Equivalent Units (c) |
| Entergy Procurement                             |   |  |                                     |   |

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|                                      |        |           |         |   |
|--------------------------------------|--------|-----------|---------|---|
| Exchange Holding Corporation         |        |           |         |   |
| Joan Dobrzynski*                     | -      | -         | -       | - |
| Curtis L. Hebert, Jr.**              | 190    | 105,712   | 22,342  |   |
| Donald C. Hintz**                    | 4,381  | 650,920   | 171,580 |   |
| Jerry D. Jackson**                   | -      | 28,031    | -       |   |
| J. Wayne Leonard**                   | 13,268 | 1,201,600 | 50,588  |   |
| James M. Neikirk**                   | 743    | -         | -       |   |
| Tom D. Reagan***                     | 5,139  | 20,900    | 62      |   |
| C. John Wilder**                     | 1,021  | 222,430   | 172,368 |   |
| All directors and executive officers | 32,692 | 2,251,459 | 420,033 |   |
|                                      |        |           |         |   |
| Entergy PTB Holding Co.              |        |           |         |   |
| Douglas Castleberry*                 | 3,317  | 5,333     | -       |   |
| Joan Dobrzynski*                     | -      | -         | -       |   |
| Curtis L. Hebert, Jr.**              | 190    | 105,712   | 22,342  |   |
| Donald C. Hintz**                    | 4,381  | 650,920   | 171,580 |   |
| J. Wayne Leonard**                   | 13,268 | 1,201,600 | 50,588  |   |
| Tom D. Reagan***                     | 5,139  | 20,900    | 62      |   |
| C. John Wilder**                     | 1,021  | 222,430   | 172,368 |   |
| Jerry W. Yelverton**                 | -      | 10,000    | -       |   |
| All directors and executive officers | 35,412 | 2,243,094 | 420,093 |   |
|                                      |        |           |         |   |
| Entergy Resources Inc.               |        |           |         |   |
| S. Gareth Brett*                     | -      | 19,999    | -       |   |
| Douglas Castleberry*                 | 3,317  | 5,333     | -       |   |
| Michael P. Childers**                | 457    | -         | -       |   |
| Robert J. Cushman*                   | 2,124  | 25,999    | 22,137  |   |
| Curtis L. Hebert, Jr.**              | 190    | 105,712   | 22,342  |   |
| Donald C. Hintz**                    | 4,381  | 650,920   | 171,580 |   |
| J. Wayne Leonard**                   | 13,268 | 1,201,600 | 50,588  |   |
| Tom D. Reagan***                     | 5,139  | 20,900    | 62      |   |
| Geoffrey D. Roberts**                | 500    | -         | -       |   |
| C. John Wilder**                     | 1,021  | 222,430   | 172,368 |   |
| All directors and executive officers | 43,884 | 2,327,858 | 481,640 |   |
|                                      |        |           |         |   |
| Entergy Retail Holding Company       |        |           |         |   |

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|                                      |        |           |         |
|--------------------------------------|--------|-----------|---------|
| Joan Dobrzynski*                     | -      | -         | -       |
| Curtis L. Hebert, Jr.**              | 190    | 105,712   | 22,342  |
| Donald C. Hintz***                   | 4,381  | 650,920   | 171,580 |
| J. Wayne Leonard**                   | 13,268 | 1,201,600 | 50,588  |
| Tom D. Reagan***                     | 5,139  | 20,900    | 62      |
| C. John Wilder**                     | 1,021  | 222,430   | 172,368 |
| Jerry W. Yelverton**                 | -      | 10,000    | -       |
| All directors and executive officers | 36,590 | 2,261,594 | 420,093 |
|                                      |        |           |         |

| Entergy Corporation<br>Common Stock             |   |                                     |   |
|---|---|-------------------------------------|---|
| Amount of Nature of<br>Beneficial Ownership (a) |   |                                     |   |
| Name  | Sole Voting<br>and<br>Investment<br>Power | Other<br>Beneficial<br>Ownership(b) | Entergy Corporation<br>Stock Equivalent Units (c) |
| Entergy Technology Holding Company              |   |                                     |   |
| Douglas Castleberry*                            | 3,317                                     | 5,333                               | -   |
| Curtis L. Hebert, Jr.**                         | 190                                       | 105,712                             | 22,342  |
| Joseph T. Henderson**                           | 501                                       | 32,033                              | 33,307  |
| Donald C. Hintz**                               | 4,381                                     | 650,920                             | 171,580   |
| J. Wayne Leonard**                              | 13,268                                    | 1,201,600                           | 50,588  |
| Michael G. Thompson**                           | 35,598                                    | -                                   | -   |
| C. John Wilder***                               | 1,021                                     | 222,430                             | 172,368   |
| All directors and executive officers            | 67,010                                    | 2,259,394                           | 453,469   |
|   |   |                                     |   |
| Entergy Thermal-UNO LLC                         |   |                                     |   |
| Curtis L. Hebert, Jr.**                         | 190                                       | 105,712                             | 22,342  |
| Donald C. Hintz**                               | 4,381                                     | 650,920                             | 171,580   |
| J. Wayne Leonard**                              | 13,268                                    | 1,201,600                           | 50,588  |
| Tom D. Reagan**                                 | 5,139                                     | 20,900                              | 62  |
| Michael G. Thompson**                           | 35,598                                    | -                                   | -   |
| C. John Wilder**                                | 1,021                                     | 222,430                             | 172,368   |
|   | 71,724                                    | 2,234,228                           | 420,093   |

|  |        |  |           |         |
|--|--------|--|-----------|---------|
| All directors and executive officers   |        |  |           |         |
| Entergy Ventures Holding Company, Inc. |        |  |           |         |
| Donald M. Black*                       | 149    |  | 10,233    | -       |
| David C. Harlan***                     | 6,290  |  | 19,167    | 23,827  |
| Curtis L. Hebert, Jr.**                | 190    |  | 105,712   | 22,342  |
| Donald C. Hintz**                      | 4,381  |  | 650,920   | 171,580 |
| J. Wayne Leonard**                     | 13,268 |  | 1,201,600 | 50,588  |
| Jonathan E. Long*                      | 380    |  | 12,334    | -       |
| Michael G. Thompson**                  | 35,598 |  | -         | -       |
| C. John Wilder**                       | 1,021  |  | 222,430   | 172,368 |
| All directors and executive officers   | 78,081 |  | 2,302,694 | 483,268 |
| EWO Marketing Holding LLC              |        |  |           |         |
| Leo P. Denault**                       | 768    |  | 42,322    | 26,935  |
| Curtis L. Hebert, Jr.**                | 190    |  | 105,712   | 22,342  |
| Donald C. Hintz**                      | 4,381  |  | 650,920   | 171,580 |
| J. Wayne Leonard**                     | 13,268 |  | 1,201,600 | 50,588  |
| Michael G. Thompson**                  | 35,598 |  | -         | -       |
| C. John Wilder**                       | 1,021  |  | 222,430   | 172,368 |
| All directors and executive officers   | 64,671 |  | 2,260,617 | 446,966 |
|  |        |  |           |         |
|  |        |  |           |         |

\* Director of the respective Company

\*\* Named Executive Officer of the respective Company

\*\*\* Director and Named Executive Officer of the respective Company

- (a) Based on information furnished by the respective individuals. Except as noted, each individual has sole voting and investment power. The number of shares of Entergy Corporation common stock owned by each individual and by all directors and executive officers as a group does not exceed one percent of the outstanding Entergy Corporation common stock.
- (b) Other Beneficial Ownership includes, for the Named Executive Officers, shares of Entergy Corporation common stock that may be acquired within 60 days after December 31, 2003, in the form of unexercised stock options awarded pursuant to the Equity Ownership Plan.
- (c) Represents the balances of stock equivalent units each executive holds under the Executive Annual Incentive Plan Deferral Program, Defined Contribution Restoration Plan, and the Executive Deferred Compensation Plan. These units will be paid out in a combination of Entergy Corporation Common Stock and cash based on the value of Entergy Corporation Common Stock on the date of payout. The deferral period is determined by

the individual and is at least two years from the award of the bonus. For directors of Entergy Corporation the stock equivalent units are part of the Service Award for Directors. All non-employee directors are credited with 800 units for each year of service on the Board.

- (d) Dr. Murrill and Mr. Reilley have deferred receipt of an additional 5,100 shares and 2,100 shares, respectively.
- (e) Includes 1,000 shares in which Ms. Murphy has joint ownership and 2,623 shares for Mr. Steinhagen that are in his wife's name.

**Item 6. Part III (c) - Contracts and Transactions with System Companies**

During 2003, T. Baker Smith & Son, Inc. performed land-surveying services for, and received payments of approximately \$390,689 from Entergy companies. Mr. Wm. Clifford Smith, a director of Entergy Corporation, is Chairman of the Board of T. Baker Smith & Son, Inc. Mr. Smith's children own 100% of the voting stock of T. Baker Smith & Son, Inc.

Other than as provided under applicable corporate laws, Entergy does not have policies whereby transactions involving executive officers and directors are approved by a majority of disinterested directors. However, pursuant to the Entergy Corporation Code of Conduct, transactions involving an Entergy company and its executive officers must have prior approval by the next higher reporting level of that individual, and transactions involving an Entergy company and its directors must be reported to the secretary of the appropriate Entergy company. Also, Entergy's Corporate Governance Guidelines require directors to obtain the approval of the Corporate Governance Committee to participate in a transaction to which Entergy is a party where the director has a direct or indirect financial or personal interest.

**ITEM 6. Part III (d) - Indebtedness to System Companies**

None

**ITEM 6. Part III (e) - Participation in Bonus and Sharing Arrangements and Other Benefits**

See Item 6. Part III (a).

**ITEM 6. Part III (f) - Rights to Indemnity**

The Certificate of Incorporation of Entergy provides that the corporation shall indemnify its directors and officers to the fullest extent permitted by the General Corporation Law of Delaware, as amended from time to time.

The Certificate of Incorporation also provides that Entergy may maintain insurance to protect its officers and directors against such expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the General Corporation Law of the State of Delaware.

## ITEM 7. CONTRIBUTIONS AND PUBLIC RELATIONS

## CALENDAR YEAR 2003

| Name of Company        | Name or<br>Number of Beneficiaries       | Purpose(s)     | Account(s)<br>Charged | Amount    |
|------------------------|--|----------------|-----------------------|-----------|
| ENTERGY<br>CORPORATION | Fuel Fund Campaign                       | Civic Activity | Donations             | \$155,114 |
|                        | Democratic Leadership<br>Council         | Civic Activity | Donations             | 67,530    |
|                        | Chamber of Commerce                      | Civic Activity | Donations             | 42,750    |
|                        |  | Total          |                       | \$265,394 |
| ENTERGY<br>ARKANSAS    | Chambers of Commerce                     | Civic Activity | Donations             | \$70,000  |
|                        | Associated Industries                    | Civic Activity | Donations             | 30,000    |
|                        | Seven Other Items                        | Civic Activity | Donations             | 34,800    |
|                        |  | Total          |                       | \$134,800 |
| ENTERGY<br>GULF STATES | Chambers of Commerce                     | Civic Activity | Donations             | \$30,000  |
|                        | Court Appointed Special<br>Advocates     | Civic Activity | Donations             | 9,000     |
|                        |  | Total          |                       | \$39,000  |
| ENTERGY<br>LOUISIANA   | Chambers of Commerce                     | Civic Activity | Donations             | \$59,115  |
|                        | Jefferson Parish Economic<br>Development | Civic Activity | Donations             | 25,225    |
|                        | NAACP                                    | Civic Activity | Donations             | 10,200    |
|                        | Urban League of New<br>Orleans           | Civic Activity | Donations             | 26,500    |
|                        |  | Total          |                       | \$121,040 |

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|             |   |                |           |           |
|-------------|---|----------------|-----------|-----------|
| MISSISSIPPI | Chambers of Commerce                                      | Civic Activity | Donations | \$120,165 |
|             | NAACP   | Civic Activity | Donations | 20,000    |
|             | Business Institute for<br>Political Analysis              | Civic Activity | Donations | 10,000    |
|             | Business and Industry<br>Political Education<br>Committee | Civic Activity | Donations | 12,500    |
|             | Six Other Items   | Civic Activity | Donations | 16,700    |
|             |   | Total          |           | \$179,365 |

ENTERGY

|             |   |                |           |           |
|-------------|---|----------------|-----------|-----------|
| NEW ORLEANS | Chambers of Commerce                        | Civic Activity | Donations | \$55,503  |
|             | American Association of<br>Blacks in Energy | Civic Activity | Donations | 56,675    |
|             | Metrovision                                 | Civic Activity | Donations | 95,000    |
|             | Three Other Items                           | Civic Activity | Donations | 27,143    |
|             |   | Total          |           | \$234,221 |

| ITEM 8. SERVICE, SALES AND CONSTRUCTION CONTRACTS |                 |                     |              |                  |                               |
|---|-----------------|---------------------|--------------|------------------|-------------------------------|
| (Part I)  |                 |                     |              |                  |                               |
| Transaction                                       | Serving Company | Receiving Company   | Compensation | Date of Contract | In Effect 12/31/2003 (Yes/No) |
| Fuel Purchases                                    | System Fuels    | Entergy Arkansas    | \$2,830,133  | 1/12/73          | Yes                           |
| Fuel Purchases                                    | System Fuels    | Entergy Louisiana   | \$43,503,245 | 1/12/73          | Yes                           |
| Fuel Purchases                                    | System Fuels    | Entergy Mississippi | \$75,705,764 | 1/12/73          | Yes                           |
| Fuel Purchases                                    | System Fuels    | Entergy New Orleans | \$841,122    | 1/12/73          | Yes                           |
|   | System Fuels    | Entergy Arkansas    | \$52,119,195 | 6/15/78          | Yes                           |



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|   |                     |                     |              |         |     |
|---|---------------------|---------------------|--------------|---------|-----|
| Certain materials & services required for fabrication of Nuclear Fuel |                     |                     |              |         |     |
| Certain materials & services required for fabrication of Nuclear Fuel | System Fuels        | Entergy Louisiana   | \$32,241,252 | 6/15/78 | Yes |
| Certain materials & services required for fabrication of Nuclear Fuel | System Fuels        | System Energy       | \$2,543      | 6/15/78 | Yes |
| Miscellaneous Spare Parts Inventory                                   | Entergy Arkansas    | Entergy Gulf States | \$296,577    | N/A     | N/A |
| Miscellaneous Spare Parts Inventory                                   | Entergy Arkansas    | Entergy Louisiana   | \$728,321    | N/A     | N/A |
| Miscellaneous Spare Parts Inventory                                   | Entergy Arkansas    | Entergy Mississippi | \$524,200    | N/A     | N/A |
| Miscellaneous Spare Parts Inventory                                   | Entergy Arkansas    | Entergy New Orleans | \$12,977     | N/A     | N/A |
| Miscellaneous Spare Parts Inventory                                   | Entergy Gulf States | Entergy Arkansas    | \$545,622    | N/A     | N/A |
| Miscellaneous Spare Parts Inventory                                   | Entergy Gulf States | Entergy Louisiana   | \$14,542,261 | N/A     | N/A |
| Miscellaneous Spare Parts Inventory                                   | Entergy Gulf States | Entergy Mississippi | \$172,514    | N/A     | N/A |
| Miscellaneous Spare Parts Inventory                                   | Entergy Gulf States | Entergy New Orleans | \$308,880    | N/A     | N/A |
| Miscellaneous Spare Parts Inventory                                   | Entergy Louisiana   | Entergy Arkansas    | \$7,774,027  | N/A     | N/A |
| Miscellaneous Spare Parts Inventory                                   | Entergy Louisiana   | Entergy Gulf States | \$10,194,079 | N/A     | N/A |

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| (Part I)   |   |                              |              |                  |                               |
|--|---|------------------------------|--------------|------------------|-------------------------------|
| Transaction  | Serving Company                           | Receiving Company            | Compensation | Date of Contract | In Effect 12/31/2003 (Yes/No) |
| Miscellaneous Spare Parts Inventory                | Entergy Louisiana                         | Entergy Mississippi          | \$2,213,783  | N/A              | N/A                           |
| Miscellaneous Spare Parts Inventory                | Entergy Louisiana                         | Entergy New Orleans          | \$4,306,493  | N/A              | N/A                           |
| Miscellaneous Spare Parts Inventory                | Entergy Mississippi                       | Entergy Arkansas             | \$5,097,137  | N/A              | N/A                           |
| Miscellaneous Spare Parts Inventory                | Entergy Mississippi                       | Entergy Gulf States          | \$198,834    | N/A              | N/A                           |
| Miscellaneous Spare Parts Inventory                | Entergy Mississippi                       | Entergy Louisiana            | \$1,745,773  | N/A              | N/A                           |
| Miscellaneous Spare Parts Inventory                | Entergy Mississippi                       | Entergy New Orleans          | \$786        | N/A              | N/A                           |
| Miscellaneous Spare Parts Inventory                | Entergy New Orleans                       | Entergy Arkansas             | \$38,068     | N/A              | N/A                           |
| Miscellaneous Spare Parts Inventory                | Entergy New Orleans                       | Entergy Gulf States          | \$6,634      | N/A              | N/A                           |
| Miscellaneous Spare Parts Inventory                | Entergy New Orleans                       | Entergy Louisiana            | \$5,386,403  | N/A              | N/A                           |
| Miscellaneous Spare Parts Inventory                | Entergy New Orleans                       | Entergy Mississippi          | \$(2,065)    | N/A              | N/A                           |
| Administrative services and other support services | Entergy Solutions Management Services LLC | Entergy Solutions Ltd        | \$5,315,174  | N/A              | N/A                           |
| Administrative services and other support services | Entergy Solutions Management Services LLC | Entergy Solutions Select Ltd | \$2,029,799  | N/A              | N/A                           |

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|  |   |                              |              |     |     |
|--|---|------------------------------|--------------|-----|-----|
| Administrative services and other support services | Entergy Solutions Management Services LLC | Entergy Thermal, LLC         | \$712        | N/A | N/A |
| Energy-related services                            | Entergy Solutions Supply Ltd              | Entergy Solutions Ltd        | \$89,078,772 | N/A | N/A |
| Energy-related services                            | Entergy Solutions Supply Ltd              | Entergy Solutions Select Ltd | \$4,848,264  | N/A | N/A |
| Administrative services and other support services | Entergy Retail Texas, Inc.                | Entergy Solutions Ltd        | \$(6,619)    | N/A | N/A |

| (Part I)   |                            |                                  |              |                  |                               |
|--|----------------------------|----------------------------------|--------------|------------------|-------------------------------|
| Transaction  | Serving Company            | Receiving Company                | Compensation | Date of Contract | In Effect 12/31/2003 (Yes/No) |
| Administrative services and other support services | Entergy Retail Texas, Inc. | Entergy Solutions Select Ltd     | \$1,023      | N/A              | N/A                           |
| Energy-related services                            | Entergy-Koch Trading LP    | EWO Marketing LP                 | \$818,985    | N/A              | N/A                           |
| Energy-related services                            | Entergy-Koch Trading LP    | Entergy-Koch Trading Ltd. (UK)   | \$124,201    | N/A              | N/A                           |
| Energy-related services                            | Entergy-Koch Trading LP    | Entergy-Koch Trading Canada, ULC | \$269,715    | N/A              | N/A                           |
| Administrative services and other support services | Entergy Nuclear, Inc.      | TLG Services, Inc.               | \$672,603    | N/A              | N/A                           |
| Administrative services and other support services | Entergy-Koch LP            | Gulf South Pipeline, LP          | \$3,982,746  | N/A              | N/A                           |
| Administrative services and other support services | Entergy-Koch LP            | Entergy-Koch Trading LP          | \$4,236,760  | N/A              | N/A                           |
| Administrative services and other support services | Entergy-Koch LP            | Entergy-Koch Trading Ltd (UK)    | \$2,176,150  | N/A              | N/A                           |

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|                      |                               |  |             |     |     |
|----------------------|-------------------------------|--|-------------|-----|-----|
|                      |                               |  |             |     |     |
| O&M related services | Entergy Nuclear, Inc.         | Entergy Power Operations UK Ltd.       | \$105,111   | N/A | N/A |
|                      |                               |  |             |     |     |
| O&M related services | Entergy Nuclear, Inc.         | Entergy Nuclear Generation Corporation | \$1,040,264 | N/A | N/A |
|                      |                               |  |             |     |     |
| O&M related services | Entergy Nuclear, Inc.         | Entergy Nuclear Vermont Yankee, LLC    | \$309,769   | N/A | N/A |
|                      |                               |  |             |     |     |
| O&M related services | Entergy Nuclear, Inc.         | Entergy Nuclear Indian Point 2         | \$578,758   | N/A | N/A |
|                      |                               |  |             |     |     |
| O&M related services | Entergy Nuclear, Inc.         | Entergy Nuclear Indian Point 3 LLC     | \$578,758   | N/A | N/A |
|                      |                               |  |             |     |     |
| O&M related services | Entergy Nuclear Fuels Company | Entergy Nuclear Generation Corporation | \$47,088    | N/A | N/A |
|                      |                               |  |             |     |     |
| O&M related services | Entergy Nuclear Fuels Company | Entergy Nuclear Vermont Yankee, LLC    | \$38,809    | N/A | N/A |
|                      |                               |  |             |     |     |
| O&M related services | Entergy Nuclear Fuels Company | Entergy Nuclear Indian Point 3 LLC     | \$47,088    | N/A | N/A |

| (Part I)             |                               |                                 |              |                  |                               |
|----------------------|-------------------------------|---------------------------------|--------------|------------------|-------------------------------|
| Transaction          | Serving Company               | Receiving Company               | Compensation | Date of Contract | In Effect 12/31/2003 (Yes/No) |
| O&M related services | Entergy Nuclear Fuels Company | Entergy Nuclear Fitzpatrick LLC | \$47,088     | N/A              | N/A                           |
|                      |                               |                                 |              |                  |                               |
| O&M related services | Entergy Nuclear Fuels Company | Entergy Nuclear Indian Point 2  | \$47,088     | N/A              | N/A                           |
|                      |                               |                                 |              |                  |                               |
| O&M related services | Entergy Nuclear Fuels Company | Entergy Nuclear Vermont Yankee, | \$38,809     | N/A              | N/A                           |

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|  |                                     |  |               |         |     |
|--|-------------------------------------|--|---------------|---------|-----|
|  |                                     | LLC                                    |               |         |     |
| O&M related services                       | Entergy Nuclear Operations, Inc.    | Entergy Nuclear, Inc.                  | \$10,588,148  | N/A     | N/A |
| O&M related services                       | Entergy Nuclear Operations, Inc.    | Entergy Nuclear Generation Corporation | \$112,929,428 | N/A     | N/A |
| O&M related services                       | Entergy Nuclear Operations, Inc.    | Entergy Nuclear Indian Point 3 LLC     | \$119,194,936 | N/A     | N/A |
| O&M related services                       | Entergy Nuclear Operations, Inc.    | Entergy Nuclear Fitzpatrick LLC        | \$92,966,656  | N/A     | N/A |
| O&M related services                       | Entergy Nuclear Operations, Inc.    | Entergy Nuclear Indian Point 2 LLC     | \$109,145,733 | N/A     | N/A |
| O&M related services                       | Entergy Nuclear Operations, Inc.    | Entergy Nuclear Vermont Yankee LLC     | \$65,034,649  | N/A     | N/A |
| O&M related services                       | Entergy Nuclear Operations, Inc.    | TLG Services, Inc.                     | \$938,910     | N/A     | N/A |
| O&M related services                       | Entergy Nuclear Operations, Inc.    | Entergy Nuclear Nebraska, LLC          | \$61,604      | N/A     | N/A |
| O&M related services                       | Entergy Power Operations U.S., Inc. | Warren Power LLC                       | \$332,939     | N/A     | N/A |
| O&M related services                       | Entergy Power Operations U.S., Inc. | Entergy Power Ventures LP              | \$1,200,090   | N/A     | N/A |
| O&M related services                       | EN Services LP                      | Crete Energy Ventures LLC              | \$686,990     | N/A     | N/A |
| O&M related services                       | Entergy Shaw LLC                    | EN Services LP                         | \$23,218,481  | N/A     | N/A |
| Capacity Use of and Service of Local Fiber | Entergy Arkansas                    | ETC                                    | \$10,196      | 5-01-97 | Yes |

| (Part I)                                   |                     |                   |              |                  |                               |
|--|---------------------|-------------------|--------------|------------------|-------------------------------|
| Transaction                                | Serving Company     | Receiving Company | Compensation | Date of Contract | In Effect 12/31/2003 (Yes/No) |
| Capacity Use of and Service of Local Fiber | Entergy Louisiana   | ETC               | **           | 5-01-97          | Yes                           |
| Capacity Use of and Service of Local Fiber | Entergy Mississippi | ETC               | \$57,153     | 5-01-97          | Yes                           |
| Capacity Use of and Service of Local Fiber | Entergy Gulf States | ETC               | \$114,557    | 5-01-97          | Yes                           |
| Construction and Service of Local Fiber    | Entergy Services    | ETC               | \$292,328    | 1-01-97          | Yes                           |

## ITEM 8. Part II

Reference is made to information under Item 6, Part III (c).

Pantellos Corporation, an exempt telecommunications company, provides basic procurement functions used by Entergy Services for obtaining goods and services. The total amount paid in 2003 by Entergy Services to Pantellos Corporation was \$1,828,151.

## ITEM 8. Part III

Interstate FiberNet acts as exclusive agent to market all of Entergy Technology Company's available capacity for point-to-point communication. The compensation amount for 2003 was \$2,688,246.

## ITEM 9. EXEMPT WHOLESALE GENERATORS AND FOREIGN UTILITY COMPANIES

## Part I

(a) Entergy Corporation owns, indirectly through its wholly owned subsidiaries, Entergy Power Operations Corporation and Entergy Power Development Corporation (each of which is a FUCO), 100% of the outstanding capital stock of Entergy Power Operations UK Limited, a FUCO formed under the to provide operations and maintenance services to the Damhead Creek power project in the United Kingdom (formerly owned by Entergy).

Entergy Corporation, through Entergy Asset Management, Inc. (EAM), holds Entergy's interests in certain domestic EWGs. At December 31, 2003, EAM's investments included (a) a 100% indirect interest in Warren Power, LLC (Warren), an EWG which owns and operates a 300 MW gas-fired peaking facility located in Warren County, Mississippi; (b) a 50% interest in Crete Energy Ventures, LLC (Crete), owned jointly with Power Energy Partners, LLC, which owns and operates a 320 MW gas-fired plant located in Crete, Illinois; and (c) Entergy Power Ventures,

L.P. (EPV), a wholly-owned subsidiary which owns a 70% interest in a 550 MW gas fired electric generating facility in Marshall, Texas with 30% owned by a Texas cooperative. At December 31, 2003, Entergy's aggregate investment in the Warren, Crete and EPV projects was approximately \$10.1 million, \$29.7 million, and \$190.5 million, respectively.

At December 31, 2003, Entergy Corporation, through its subsidiaries EPDC, a FUCO, and Entergy Power Bulgaria Ltd., held a 40% interest in Maritza East III Power Holding B.V. (formerly Entergy Power Holdings Maritza B.V.) FUCO under the Energy Act) owned jointly with ENEL Produzione S.A. (a state-owned utility in Italy. Also, Entergy Power Bulgaria Ltd., indirectly through Maritza East III Power Holding B.V. held a 73% interest in Maritza East III Power Company AD (Maritza East III), a FUCO owned jointly with Natsionaina Elektricheska Kompania EAD (the state-owned utility in Bulgaria). Maritza East III will own and refurbish the Maritza East III power generating facility, a four unit lignite coal plant located in south central Bulgaria (the "Plant"). EPDC also owns 73% indirect interest in Maritza East 3 Operating Company AD, which will operate and maintain the Plant. At December 31, 2003, Entergy's aggregate investment in the Maritza project totaled \$874,700.

In July 1999, Entergy Corporation, through its wholly owned EWG subsidiaries, Entergy Nuclear Holding Company #1 and Entergy Nuclear Generation Company (ENGC), acquired from Boston Edison Company the Pilgrim Nuclear Power Station, a 670 MW nuclear-powered electric generating station located in Plymouth, Massachusetts. At December 31, 2003, Entergy's aggregate investment in ENGC was approximately \$149.5 million.

In November 2000, Entergy Corporation, through its wholly owned EWG subsidiaries, Entergy Nuclear Holding Company #1, Entergy Nuclear New York Investment Company I, Entergy Nuclear New York Investment Company II, Entergy Nuclear Indian Point 3, LLC, and Entergy Nuclear Fitzpatrick, LLC, acquired from the New York Power Authority the 980 MW Indian Point 3 and the 825 MW James A. Fitzpatrick nuclear power plants. The Indian Point 3 plant is located in Westchester County, New York, and the James A Fitzpatrick plant is located in Oswego County, New York. At December 31, 2003, Entergy's aggregate investment in Entergy Nuclear Holding Company #1, Entergy Nuclear Indian Point 3, LLC and Entergy Nuclear Fitzpatrick, LLC was approximately \$305.2 million, \$76.3 million, and \$175.3 million, respectively.

On January 31, 2001, Entergy Corporation contributed its ownership interest in EGT Holding, Ltd, a foreign utility company, to Entergy-Koch, LP. EGT Holding, Ltd. owns 3,424 shares of common stock in Scottish & Southern Energy, plc, a vertically integrated energy company operating in the U.K. At December 31, 2003, Entergy's aggregate investment in EGT Holding, Ltd. was \$36,306.

In September 2001, Entergy Corporation, through its wholly owned subsidiaries, Entergy Nuclear Holding Company, Entergy Nuclear Holding Company #3, Entergy Nuclear New York Investment Company III, and Entergy Nuclear Indian Point 2, LLC (EWG) acquired from Consolidated Edison the 970 MW Indian Point 2 nuclear power plant. The Indian Point 2 plant is located in Westchester County, New York. At December 31, 2003, Entergy's aggregate investment in Entergy Nuclear Indian Point 2, LLC was \$804.9 million.

In July 2002, Entergy Corporation, through its wholly owned subsidiaries, Entergy Nuclear Holding Company, Entergy Nuclear Holding Company #3, Entergy Nuclear Vermont Investment Company, and Entergy Nuclear Vermont Yankee, LLC (EWG) acquired from Vermont Yankee Nuclear Power Corporation the 540 MW Vermont Yankee nuclear power plant. The Vermont Yankee plant is located in Vernon, Vermont. At December 31, 2003, Entergy's aggregate investment in Entergy Nuclear Vermont Yankee, LLC was \$442.6 million.

In December 2002, Entergy Corporation, through its wholly owned subsidiaries, EWO Wind II, LLC and EWO Wind, LLC, purchased a 99% ownership interest in Northern Iowa Windpower LLC (NIW) (an EWG) that owns a 80-megawatt wind-powered generation wind farm located in northern Iowa. At December 31, 2003, Entergy's aggregate investment in NIW was approximately \$88.1 million.

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Reference is hereby made to the application for EWG determination or Notification of Foreign Utility Company Status on Form U-57 filed in respect to each EWG or FUCO identified in this Form U5S in which Entergy owned an interest at December 31, 2003 for the business address of such EWG or FUCO. See "Item 1 - System Companies and Investments Therein as of December 31, 2003" (including footnote 9) for information concerning the System companies owning interests in such EWGs and FUCOs and the nature of the interest held.

### ITEM 9. Part II

See Exhibits H and I.

### ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS

Financial statements and financial statement schedules filed as part of the annual report, pursuant to requirements of the Public Utility Holding Company Act of 1935.

#### FINANCIAL STATEMENTS

##### PAGE NO.

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| Entergy Corporation and Subsidiaries:  |      |
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| Entergy Gulf States Corporation and Subsidiaries:  |      |
| *Consolidating Statement of Income (Loss) for the Year Ended December 31, 2003   | S-22 |
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| Statutory Subsidiary, accounted for as an equity investment, the<br>Accounts of which are not included in the foregoing Consolidating<br>Statements of Entergy Corporation and Subsidiaries: |      |
| The Arklahoma Corporation:   |      |
| *Statement of Operations and Retained Earnings,  |      |



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| Years Ended November 30, 2003 and 2002                               | S-28 |
| *Statements of Cash Flows, Years Ended<br>November 30, 2003 and 2002 | S-29 |
| *Balance Sheets, November 30, 2003 and 2002                          | S-30 |
| *Notes to Financial Statements, November 30, 2003 and 2002           | S-31 |

\*

Letter, dated April 30, 2004, regarding payment of nuclear liability insurance premiums by Entergy System companies.

The following financial information indicated by an asterisk is filed herewith. The balance of the financial information has heretofore been filed with the Securities and Exchange Commission in the file numbers indicated and is incorporated herein by reference.

### ENTERGY CORPORATION

Independent Auditors' Report and Notes to Consolidated Financial Statements of Entergy Corporation (Reference is made to information under the headings "Independent Auditors' Report" and "Notes to Consolidated Financial Statements," contained in Entergy Corporation's 2003 Financial Statements included in the Form 10-K for the year ended December 31, 2003, in File No. 1-11299).

Financial Statement Schedules of Entergy Corporation (Referred to in Item 14(a)2 to Form 10-K for the year ended December 31, 2003, in File No. 1-11299 and included in such Form 10-K).

### ENTERGY ARKANSAS

Independent Auditors' Report and Notes to Respective Financial Statements of Entergy Arkansas (Reference is made to information under the headings "Independent Auditors' Report" and "Notes to Respective Financial Statements" contained in Entergy Arkansas' 2003 Financial Statements included in the Form 10-K for the year ended December 31, 2003, in File No. 1-10764).

Financial Statement Schedules of Entergy Arkansas (Referred to in Item 14(a)2 to Form 10-K for the year ended December 31, 2003, in File No. 1-10764 and included in such Form 10-K).

### ENTERGY GULF STATES

Independent Auditors' Report and Notes to Respective Financial Statements of Entergy Gulf States (Reference is made to information under the headings "Independent Auditors' Report" and "Notes to Respective Financial Statements" contained in Entergy Gulf States' 2003 Financial Statements included in the Form 10-K for the year ended December 31, 2003, in File No. 1-27031).

Financial Statement Schedules of Entergy Gulf States (Referred to in Item 14(a)2 to Form 10-K for the year ended December 31, 2003, in File No. 1-27031 and included in such Form 10-K).

ENTERGY LOUISIANA

Independent Auditors' Report and Notes to Respective Financial Statements of Entergy Louisiana (Reference is made to information under the headings "Independent Auditors' Report" and "Notes to Respective Financial Statements" contained in Entergy Louisiana's 2003 Financial Statements included in the Form 10-K for the year ended December 31, 2003, in File No. 1-8474).

Financial Statement Schedules of Entergy Louisiana (Referred to in Item 14(a)2 to Form 10-K for the year ended December 31, 2003, in File No. 1-8474 and included in such Form 10-K).

ENTERGY MISSISSIPPI

Independent Auditors' Report and Notes to Respective Financial Statements of Entergy Mississippi (Reference is made to information under the headings "Independent Auditors' Report" and "Notes to Respective Financial Statements," contained in Entergy Mississippi's 2003 Financial Statements included in the Form 10-K for the year ended December 31, 2003, in File No. 1-31508).

Financial Statement Schedules of Entergy Mississippi (Referred to in Item 14(a)2 to Form 10-K for the year ended December 31, 2003, in File No. 1-31508 and included in such Form 10-K).

ENTERGY NEW ORLEANS

Independent Auditors' Report and Notes to Respective Financial Statements of Entergy New Orleans (Reference is made to information under the headings "Independent Auditors' Report" and "Notes to Respective Financial Statements," contained in Entergy New Orleans' 2003 Financial Statements included in the Form 10-K for the year ended December 31, 2003, in File No. 0-5807).

Financial Statement Schedules of Entergy New Orleans (Referred to in Item 14(a)2 to Form 10-K for the year ended December 31, 2003, in File No. 0-5807 and included in such Form 10-K).

SYSTEM ENERGY

Independent Auditors' Report and Notes to Respective Financial Statements of System Energy (Reference is made to information under the headings "Independent Auditors' Report" and "Notes to Respective Financial Statements," contained in System Energy's 2003 Financial Statements included in the Form 10-K for the year ended December 31, 2003, in File No. 1-9067).

Financial Statement Schedules of System Energy (Referred to in Item 14(a)2 to Form 10-K for the year ended December 31, 2003, in File No. 1-9067 and included in such Form 10-K).

ENTERGY CORPORATION SYSTEM COMPANIES

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A-1 Entergy Corporation's Annual Report on Form 10-K for the year ended December 31, 2003 (Incorporated herein by reference from File No. 1-11299).

A-2 Entergy Arkansas' Annual Report on Form 10-K for the year ended December 31, 2003 (Incorporated herein by reference from File No. 1-10764).

A-3 Entergy Gulf States' Annual Report on Form 10-K for the year ended December 31, 2003 (Incorporated herein by reference from File No. 1-27031).

A-4 Entergy Louisiana's Annual Report on Form 10-K for the year ended December 31, 2003 (Incorporated herein by reference from File No. 1-8474).

A-5 Entergy Mississippi's Annual Report on Form 10-K for the year ended December 31, 2003 (Incorporated herein by reference from File No. 1-31508).

A-6 Entergy New Orleans' Annual Report on Form 10-K for the year ended December 31, 2003 (Incorporated herein by reference from File No. 0-5807).

A-7 System Energy's Annual Report on Form 10-K for the year ended December 31, 2003 (Incorporated herein by reference from File No. 1-9067).

### ENTERGY CORPORATION

B-1(a) Certificate of Incorporation of Entergy Corporation as executed December 31, 1993 (A-1(a) to Rule 24 Certificate in 70-8059).

B-1(b) By-Laws of Entergy Corporation as amended January 29, 1999, and as presently in effect (4.2 to Form S-8 in 333-75097).

### ENTERGY ARKANSAS

B-2(a) Amended and Restated Articles of Incorporation of Entergy Arkansas effective November 12, 1999 (3(i)(c)1 to Form 10-K for the year ended December 31, 1999 in 1-10764).

B-2(b) By-Laws of Entergy Arkansas effective November 26, 1999, and as presently in effect (3(ii)(c) to Form 10-K for the year ended December 31, 1999 in 1-10764).

### ENTERGY ENTERPRISES, INC.

B-3(a) Restated Articles of Incorporation of Entergy Enterprises, Inc., as in effect December 28, 1992 (B-3(a) to Form U5S for the year ended December 31, 1997).

B-3(b) By-Laws of Entergy Enterprises, Inc., as amended as of July 17, 1990 and currently in effect (A-6(a) to Form U-1 in 70-7947).

ENTERGY LOUISIANA

B-4(a) Amended and Restated Articles of Incorporation of Entergy Louisiana effective November 15, 1999 (3(a) to Form S-3 in 333-93683).

B-4(b) By-Laws of Entergy Louisiana effective November 26, 1999, and as presently in effect (3(b) to Form S-3 in 333-93683).

ENTERGY MISSISSIPPI

B-5(a) Amended and Restated Articles of Incorporation of Entergy Mississippi effective November 12, 1999 (3(i)(f)1 to Form 10-K for the year ended December 31, 1999 in 0-320).

B-5(b) By-Laws of Entergy Mississippi effective November 26, 1999, and as presently in effect (3(ii)(f) to Form 10-K for the year ended December 31, 1999 in 0-320).

ENTERGY NEW ORLEANS

B-6(a) Amended and Restated Articles of Incorporation of Entergy New Orleans effective November 15, 1999 (3(a) to Form S-3 in 333-95599).

B-6(b) By-Laws of Entergy New Orleans effective November 30, 1999, and as presently in effect (3(b) to Form S-3 in 333-95599).

SYSTEM ENERGY

B-7(a) Amended and Restated Articles of Incorporation of System Energy and amendments thereto through April 28, 1989 (A-1(a) to Form U-1 in 70-5399).

B-7(b) By-Laws of System Energy effective July 6, 1998, and as presently in effect (3(f) to Form 10-Q for the quarter ended June 30, 1998 in 1-9067).

ENTERGY SERVICES

B-8(a) Certificate of Amendment of Certificate of Incorporation of Entergy Services, as executed May 5, 1998 (B-8(a) to Form U5S for the year ended December 31, 1998).

B-8(b) By-Laws of Entergy Services, as of July 6, 1999, and as presently in effect (B-8(b) to Form U5S for the year ended December 31, 1999).

SYSTEM FUELS, INC.

B-9(a) Articles of Incorporation of System Fuels, Inc., as executed January 3, 1972 (A-1 to Form U-1 in 70-5015).

B-9(b) By-Laws of System Fuels, Inc., as of July 12, 1999, and as presently in effect (B-9(b) to Form U5S for the year ended December 31, 1999).

ENTERGY OPERATIONS, INC.

B-10(a) Restated Certificate of Incorporation of Entergy Operations, Inc., effective June 8, 1990 (A-1(b) to Rule 24 Certificate in 70-7679).

B-10(b) By-Laws of Entergy Operations, Inc., as of August 23, 1999, and as presently in effect (B-10(b) to Form U5S for the year ended December 31, 1999).

ENTERGY POWER, INC.

B-11(a) Restated Certificate of Incorporation of Entergy Power, Inc., effective August 20, 1990 (B-11(a) to Form U5S for the year ended December 31, 1999).

B-11(b) By-Laws of Entergy Power, Inc., as amended as of October 26, 1995 and currently in effect (B-11(b) to Form U5S for the year ended December 31, 1999).

ENTERGY POWER DEVELOPMENT CORPORATION

B-12(a) Certificate of Incorporation of Entergy Power Development Corporation, as executed December 9, 1992 (B-14(a) to Form U5S for the year ended December 31, 1992).

B-12(b) By-Laws of Entergy Power Development Corporation, as amended as of October 26, 1995 and currently in effect (B-12(b) to Form U5S for the year ended December 31, 1999).

ENTERGY GULF STATES

B-13(a) Restated Articles of Incorporation of Entergy Gulf States effective November 17, 1999 (3(i)(d)1 to Form 10-K for the year ended December 31, 1999 in 1-27031).

B-13(b) By-Laws of Entergy Gulf States effective November 26, 1999, and as presently in effect (3(ii)(d) to Form 10-K for the year ended December 31, 1999 in 1-27031).

VARIBUS L.L.C.

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B-14(a) Articles of Conversion of Varibus L.L.C., as executed November 6, 2000 (B-14(a) to Form U5S for the year ended December 31, 2000).

B-14(b) Certificate of Organization of Varibus L.L.C., as executed November 6, 2000 (B-14(b) to Form U5S for the year ended December 31, 2000).

### PRUDENTIAL OIL AND GAS L.L.C.

B-15(a) Articles of Conversion of Prudential Oil & Gas L.L.C., as executed November 6, 2000 (B-15(a) to Form U5S for the year ended December 31, 2000).

B-15(b) Certificate of Organization of Prudential, Oil & Gas L.L.C., as executed November 6, 2000 (B-15(b) to Form U5S for the year ended December 31, 2000).

### GSG&T, INC.

B-16(a) Articles of Incorporation of GSG&T, Inc., as executed May 15, 1987 (B-19(a) to Form U5B).

B-16(b) By-Laws of GSG&T, Inc., as of August 10, 1998 and currently in effect (B-16(b) to Form U5S for the year ended December 31, 1998).

### SOUTHERN GULF RAILWAY COMPANY

\*B-17(a) Articles of Conversion of Southern Gulf Railway LLC, as executed December 17, 2003.

\*B-17(b) Regulations of Southern Gulf Railway LLC, as of December 17, 2003.

### ENTERGY TECHNOLOGY HOLDING COMPANY

B-18(a) Certificate of Incorporation of Entergy Technology Holding Company, as executed February 12, 1996 (B-22(a) to Form U5S for the year ended December 31, 1996).

B-18(b) By-Laws of Entergy Technology Holding Company, as of February 12, 1996 and currently in effect (B-22(a) to Form U5S for the year ended December 31, 1996).

### ENTERGY POWER GENERATION CORPORATION

B-19(a) Certificate of Amendment of Certificate of Incorporation of Entergy Power Generation Corporation, as executed March 23, 2001 (B-19(a) to Form U5S for the year ended December 31, 2001).

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B-19(b) By-Laws of Entergy Power Generation Corporation, as of December 26, 1996 and currently in effect (B-21(b) to Form U5S for the year ended December 31, 1997).

ENTERGY HOLDINGS, LLC

\*B-20(a) Certificate of Conversion to Limited Liability Company of Entergy Holdings, LLC, as executed March 27, 2003.

\*B-20(b) Limited Liability Company Agreement of Entergy Holdings, LLC, as executed March 27, 2003.

ENTERGY NUCLEAR, INC.

B-21(a) Certificate of Incorporation of Entergy Nuclear, Inc., as executed April 10, 1996 (B-25(a) to Form U5S for the year ended December 31, 1998).

B-21(b) By-Laws of Entergy Nuclear, Inc., as amended September 10, 1998 and currently in effect (B-25(b) to Form U5S for the year ended December 31, 1998).

ENTERGY OPERATIONS SERVICES, INC.

B-22(a) Certificate of Amendment of Certificate of Incorporation of Entergy Operations Services, Inc., as executed July 9, 1996 (B-26(a) to Form U5S for the year ended December 31, 1998).

B-22(b) By-Laws of Entergy Operations Services, Inc., as amended October 9, 1998 and currently in effect (B-26(b) to Form U5S for the year ended December 31, 1998).

ENTERGY NUCLEAR HOLDING COMPANY # 1

B-23(a) Certificate of Amendment of Certificate of Incorporation of Entergy Nuclear Holding Company #1, as executed November 15, 2000 (B-25(a) to Form U5S for the year ended December 31, 2000).

B-23(b) By-Laws of Entergy Nuclear Holding Company #1, as amended July 6, 1999 and currently in effect (B-27(b) to Form U5S for the year ended December 31, 1999).

ENTERGY NUCLEAR HOLDING COMPANY # 2

B-24(a) Certificate of Incorporation of Entergy Nuclear Holding Company #2, as executed May 9, 2000 (B-26(a) to Form U5S for the year ended December 31, 2000).

B-24(b) By-Laws of Entergy Nuclear Holding Company #2, as of May 9, 2000 and currently in effect (B-26(b) to Form U5S for the year ended December 31, 2000).

ENTERGY NUCLEAR HOLDING COMPANY

B-25(a) Certificate of Amendment of Certificate of Incorporation of Entergy Nuclear Holding Company, as executed August 31, 2001 (B-25(a) to Form U5S for the year ended December 31, 2001).

B-25(b) By-Laws of Entergy Nuclear Holding Company, as of October 24, 2000 and currently in effect (B-28(b) to Form U5S for the year ended December 31, 2000).

ENTERGY RETAIL HOLDING COMPANY

B-26(a) Certificate of Incorporation of Entergy Retail Holding Company, as executed August 23, 2000 (B-29(a) to Form U5S for the year ended December 31, 2000).

B-26(b) By-Laws of Entergy Retail Holding Company, as of August 23, 2000 and currently in effect (B-29(b) to Form U5S for the year ended December 31, 2000).

ENTERGY VENTURES HOLDING COMPANY, INC.

B-27(a) Certificate of Incorporation of Entergy Ventures Holding Company, Inc., as executed November 3, 2000 (B-30(a) to Form U5S for the year ended December 31, 2000).

B-27(b) By-Laws of Entergy Ventures Holding Company, Inc., as of November 3, 2000 and currently in effect (B-30(b) to Form U5S for the year ended December 31, 2000).

ENTERGY RESOURCES, INC.

B-28(a) Certificate of Amendment of Certificate of Incorporation of Entergy Resources, Inc., as executed July 26, 2000 (B-31(a) to Form U5S for the year ended December 31, 2000).

B-28(b) By-Laws of Entergy Resources, Inc., as of July 26, 2000 and currently in effect (B-31(b) to Form U5S for the year ended December 31, 2000).

ENTERGY POWER GAS HOLDINGS CORPORATION

B-29(a) Certificate of Incorporation of Entergy Power Gas Holdings Corporation, as executed June 15, 2000 (B-32(a) to Form U5S for the year ended December 31, 2000).

B-29(b) By-Laws of Entergy Power Gas Holdings Corporation, as of June 15, 2000 and currently in effect (B-32(b) to Form U5S for the year ended December 31, 2000).



ENTERGY PROCUREMENT EXCHANGE HOLDING CORPORATION

B-30(a) Certificate of Incorporation of Entergy Procurement Exchange Holding Corporation, as executed May 30, 2000 (B-33(a) to Form U5S for the year ended December 31, 2000).

B-30(b) By-Laws of Entergy Procurement Exchange Holding Corporation, as of May 30, 2000 and currently in effect (B-33(b) to Form U5S for the year ended December 31, 2000).

ENTERGY INTERNATIONAL HOLDING LTD., LLC

B-31(a) Amendment No. 1 to the Limited Liability Company Agreement of Entergy International Holdings Ltd., LLC, as executed March 12, 1998 (B-34(a) to Form U5S for the year ended December 31, 2000).

ENTERGY GLOBAL POWER OPERATIONS CORPORATION

B-32(a) Certificate of Incorporation of Entergy Global Power Operations Corporation, as executed December 31, 1997 (B-35(a) to Form U5S for the year ended December 31, 2000).

B-32(b) By-Laws of Entergy Global Power Operations Corporation, as of December 31, 1997 and currently in effect (B-35(b) to Form U5S for the year ended December 31, 2000).

ENTERGY POWER E&C CORPORATION

B-33(a) Certificate of Incorporation of Entergy Power E&C Corporation, as executed August 30, 2000 (B-37(a) to Form U5S for the year ended December 31, 2000).

B-33(b) By-Laws of Entergy Power E&C Corporation, as of August 30, 2000 and currently in effect (B-37(b) to Form U5S for the year ended December 31, 2000).

ENTERGY GLOBAL TRADING HOLDINGS, LTD.

B-34(a) Certificate of Incorporation of Entergy Global Trading Holdings, Ltd., as executed April 30, 1998 (B-35(a) to Form U5S for the year ended December 31, 2001).

B-34(b) Memorandum of Association, as of April 30, 1998 and currently in effect (B-35(b) to Form U5S for the year ended December 31, 2002)

EWO MARKETING HOLDING, LLC

B-35(a) Amended and Restated Limited Liability Company Agreement of EWO Marketing Holding, LLC, as executed March 19, 2001 (B-36(a) to Form U5S for the year ended December 31, 2001).

ENTERGY PTB HOLDING COMPANY

B-36(a) Certificate of Incorporation of Entergy PTB Holding Company, as executed March 1, 2001 (B-37(a) to Form U5S for the year ended December 31, 2001).

B-36(b) By-Laws of Entergy PTB Holding Company, as of February 28, 2001 and currently in effect (B-37(b) to Form U5S for the year ended December 31, 2001).

ENTERGY THERMAL-UNO, LLC

B-37(a) Limited Liability Company Agreement of Entergy Thermal-UNO, LLC, as executed July 16, 2001 (B-38(a) to Form U5S for the year ended December 31, 2001).

ENTERGY NUCLEAR FINANCE HOLDING, INC.

B-38(a) Amended and Restated Articles of Incorporation of Entergy Nuclear Finance Holding Company, as executed August 24, 2001 (B-39(a) to Form U5S for the year ended December 31, 2001).

B-38(b) By-laws of Entergy Nuclear Finance Holding Company, as of August 17, 2001 and currently in effect (B-39(b) to Form U5S for the year ended December 31, 2001).

ENTERGY DISTRICT ENERGY HOLDINGS

\*B-39(a) Certificate of Formation of Entergy District Energy Holdings, LLC, as executed September 22, 2003.

\*B-39(b) Limited Liability Company Agreement of Entergy District Energy Holdings, LLC, as executed September 22, 2003.

ENTERGY CORPORATION

C-1(a) See C-2(a) through C-7(e) below for instruments defining the rights of holders of long-term debt of Entergy Arkansas, Entergy Gulf States, Entergy Louisiana, Entergy Mississippi, Entergy New Orleans and System Energy.

C-1(b) Credit Agreement, dated as of May 15, 2003, among Entergy Corporation, the Banks (ABN AMRO Bank N.V., Bank One, N.A., Barclays Bank PLC, Bayerische Hypo-und Vereinsbank AG (New York Branch), BNP Paribas, Citibank, N.A., CoBank, ACB, Credit Lyonnais (New York Branch), Credit Suisse First Boston (Cayman Islands Branch), Deutsche Bank AG New York Branch, J. P. Morgan Chase Bank, KBC Bank N.V., KeyBank National Association, Lehman Brothers Bank, FSB, Mellon Bank, N.A., Mizuho Corporate Bank Limited, Morgan Stanley Bank, Regions Bank, Societe Generale, The Bank of New York, The Bank of Nova Scotia, The Royal Bank of Scotland plc, Union Bank of California, N.A., Wachovia Bank (National Association), and West LB AG, New York Branch, formerly know as Westdeutsche Landesbank Girozentrale, New York Branch), and Citibank, N.A., as

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Administrative Agent (4(c) to Form 10-Q for the quarter ended June 30, 2003 in 1-11299).

C-1(c) Assumption Agreement, dated July 15, 2002, among Entergy Corporation, CO Bank, ACB, (as Additional Lender), and Citibank N.A., (as Administrative Agent) (4(b) to Form 10-Q for the quarter ended June 30, 2002 in 1-11299).

C-1(d) Indenture, dated as of December 1, 2002, between Entergy Corporation and Deutsche Bank Trust Company Americas, as Trustee (4(a)4 to Form 10-K for the year ended December 31, 2002 in 1-11299).

C-1(e) Officer' Certificate for Entergy Corporation (4(c) to Form 10-Q for the quarter ended March 31, 2003).

C-1(f) Officer' Certificate for Entergy Corporation (4(d) to Form 10-Q for the quarter ended March 31, 2003).

C-1(g) Officer' Certificate for Entergy Corporation (4(d) to Form 10-Q for the quarter ended June 30, 2003).

C-1(h) Officer' Certificate for Entergy Corporation (4(a) to Form 10-Q for the quarter ended September 30, 2003).

C-1(i) Officer' Certificate for Entergy Corporation (4(a)9 to Form 10-K for the year ended December 31, 2003).

C-1(j) Officer' Certificate for Entergy Corporation (4(a)10 to Form 10-K for the year ended December 31, 2003).

C-1(k) Credit Agreement, dated as of November 24, 2003, among Entergy Corporation, Bayerische Hypo-und Vereinsbank AG, New York Branch, the Bank, and Bayerische Hypo-und Vereinsbank AG, New York Branch, as Administrative Agent (4(a)11 to Form 10-K for the year ended December 31, 2003)..

### ENTERGY ARKANSAS

C-2(a) Mortgage and Deed of Trust, dated as of October 1, 1944, as amended by sixty-one Supplemental Indentures (Filed, respectively, as the exhibits and in the file numbers indicated: 7(d) in 2-5463 (Mortgage); 7(b) in 2-7121 (First); 7(c) in 2-7605 (Second); 7(d) in 2-8100 (Third); 7(a)-4 in 2-8482 (Fourth); 7(a)-5 in 2-9149 (Fifth); 4(a)-6 in 2-9789 (Sixth); 4(a)-7 in 2-10261 (Seventh); 4(a)-8 in 2-11043 (Eighth); 2(b)-9 in 2-11468 (Ninth); 2(b)-10 in 2-15767 (Tenth); D in 70-3952 (Eleventh); D in 70-4099 (Twelfth); 4(d) in 2-23185 (Thirteenth); 2(c) in 2-24414 (Fourteenth); 2(c) in 2-25913 (Fifteenth); 2(c) in 2-28869 (Sixteenth); 2(d) in 2-28869 (Seventeenth); 2(c) in 2-35107 (Eighteenth); 2(d) in 2-36646 (Nineteenth); 2(c) in 2-39253 (Twentieth); 2(c) in 2-41080 (Twenty-first); C-1 to Rule 24 Certificate in 70-5151 (Twenty-second); C-1 to Rule 24 Certificate in 70-5257 (Twenty-third); C to Rule 24 Certificate in 70-5343 (Twenty-fourth); C-1 to Rule 24 Certificate in 70-5404 (Twenty-fifth); C to Rule 24 Certificate in 70-5502 (Twenty-sixth); C-1 to Rule 24 Certificate in 70-5556 (Twenty-seventh); C-1 to Rule 24 Certificate in 70-5693 (Twenty-eighth); C-1 to Rule 24 Certificate in 70-6078 (Twenty-ninth); C-1 to Rule 24 Certificate in 70-6174 (Thirtieth); C-1 to Rule 24 Certificate in 70-6246 (Thirty-first); C-1 to Rule 24 Certificate in 70-6498 (Thirty-second); A-4b-2 to Rule 24 Certificate in 70-6326 (Thirty-third); C-1 to Rule 24 Certificate in 70-6607 (Thirty-fourth); C-1 to Rule 24 Certificate in 70-6650 (Thirty-fifth); C-1 to Rule 24 Certificate, dated December 1, 1982, in 70-6774 (Thirty-sixth); C-1 to Rule 24 Certificate, dated February 17, 1983, in 70-6774 (Thirty-seventh); A-2(a) to Rule 24 Certificate, dated December 5, 1984, in 70-6858 (Thirty-eighth); A-3(a) to Rule 24 Certificate in 70-7127 (Thirty-ninth); A-7 to Rule 24 Certificate in 70-7068 (Fortieth); A-8(b) to Rule 24 Certificate, dated July 6, 1989, in 70-7346 (Forty-first); A-8(c) to Rule 24 Certificate, dated February 1, 1990, in 70-7346 (Forty-second); 4 to Form 10-Q for the quarter ended September 30, 1990, in 1-10764 (Forty-third); A-2(a) to Rule 24 Certificate, dated November 30, 1990, in 70-7802 (Forty-fourth); and A-2(b) to Rule 24 Certificate, dated January 24, 1991, in 70-7802 (Forty-fifth); and 4(d)(2) in 33-54298 (Forty-sixth) 4(c)(2) to Form 10-K for the year ended December 31, 1992 in 1-10764 (Forty-seventh); 4(b) to Form 10-Q for the quarter ended June 30, 1993 in 1-10764 (Forty-eighth); 4(c) to

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Form 10-Q for the quarter ended June 30, 1993 in 1-10764 (Forty-ninth); 4(b) to Form 10-Q for the quarter ended September 30, 1993 in 1-10764 (Fiftieth); 4(c) to Form 10-Q for the quarter ended September 30, 1993 in 1-10764 (Fifty-first); 4(a) to Form 10-Q for the quarter ended June 30, 1994 (Fifty-second); C-2 to Form U5S for the year ended December 31, 1995 (Fifty-third); C-2(a) to Form U5S for the year ended December 31, 1996 (Fifty-fourth); 4(a) to Form 10-Q for the quarter ended March 31, 2000 in 1-10764 (Fifty-fifth); 4(a) to Form 10-Q for the quarter ended September 30, 2001 in 1-10764 (Fifty-sixth); C-2(a) to Form U5S for the year ended December 31, 2001 (Fifty-seventh); 4(c)1 to Form 10-K for the year ended December 31, 2002 (Fifty-eighth); 4(a) to Form 10-Q for the quarter ended June 30, 2003 in 1-10764 (Fifty-ninth); 4(f) to Form 10-Q for the quarter ended June 30, 2003 in 1-10764 (Sixtieth); and 4(h) to Form 10-Q for the quarter ended June 30, 2003 in 1-10764 (Sixty-first)).

C-2(b) Indenture for Unsecured Subordinated Debt Securities relating to Trust Securities between Entergy Arkansas and Bank of New York (as Trustee), dated as of August 1, 1996 (A-1(a) to Rule 24 Certificate dated August 26, 1996 in 70-8723).

C-2(c) Amended and Restated Trust Agreement of Entergy Arkansas Capital I, dated as of August 14, 1996 (A-3(a) to Rule 24 Certificate dated August 26, 1996 in 70-8723).

C-2(d) Guarantee Agreement between Entergy Arkansas (as Guarantor) and The Bank of New York (as Trustee), dated as of August 14, 1996, with respect to Entergy Arkansas Capital I's obligations on its 8 1/2% Cumulative Quarterly Income Preferred Securities, Series A (A-4(a) to Rule 24 Certificate dated August 26, 1996 in 70-8723).

### ENTERGY LOUISIANA

C-3(a) Mortgage and Deed of Trust, dated as of April 1, 1944, as amended by fifty-seven Supplemental Indentures (Filed, respectively, as the exhibits and in the file numbers indicated: 7(d) in 2-5317 (Mortgage); 7(b) in 2-7408 (First); 7(c) in 2-8636 (Second); 4(b)-3 in 2-10412 (Third); 4(b)-4 in 2-12264 (Fourth); 2(b)-5 in 2-12936 (Fifth); D in 70-3862 (Sixth); 2(b)-7 in 2-22340 (Seventh); 2(c) in 2-24429 (Eighth); 4(c)-9 in 2-25801 (Ninth); 4(c)-10 in 2-26911 (Tenth); 2(c) in 2-28123 (Eleventh); 2(c) in 2-34659 (Twelfth); C to Rule 24 Certificate in 70-4793 (Thirteenth); 2(b)-2 in 2-38378 (Fourteenth); 2(b)-2 in 2-39437 (Fifteenth); 2(b)-2 in 2-42523 (Sixteenth); C to Rule 24 Certificate in 70-5242 (Seventeenth); C to Rule 24 Certificate in 70-5330 (Eighteenth); C-1 to Rule 24 Certificate in 70-5449 (Nineteenth); C-1 to Rule 24 Certificate in 70-5550 (Twentieth); A-6(a) to Rule 24 Certificate in 70-5598 (Twenty-first); C-1 to Rule 24 Certificate in 70-5711 (Twenty-second); C-1 to Rule 24 Certificate in 70-5919 (Twenty-third); C-1 to Rule 24 Certificate in 70-6102 (Twenty-fourth); C-1 to Rule 24 Certificate in 70-6169 (Twenty-fifth); C-1 to Rule 24 Certificate in 70-6278 (Twenty-sixth); C-1 to Rule 24 Certificate in 70-6355 (Twenty-seventh); C-1 to Rule 24 Certificate in 70-6508 (Twenty-eighth); C-1 to Rule 24 Certificate in 70-6556 (Twenty-ninth); C-1 to Rule 24 Certificate in 70-6635 (Thirtieth); C-1 to Rule 24 Certificate in 70-6834 (Thirty-first); C-1 to Rule 24 Certificate in 70-6886 (Thirty-second); C-1 to Rule 24 Certificate in 70-6993 (Thirty-third); C-2 to Rule 24 Certificate in 70-6993 (Thirty-fourth); C-3 to Rule 24 Certificate in 70-6993 (Thirty-fifth); A-2(a) to Rule 24 Certificate in 70-7166 (Thirty-sixth); A-2(a) to Rule 24 Certificate in 70-7226 (Thirty-seventh); C-1 to Rule 24 Certificate in 70-7270 (Thirty-eighth); 4(a) to Quarterly Report on Form 10-Q for the quarter ended June 30, 1988, in 1-8474 (Thirty-ninth); A-2(b) to Rule 24 Certificate in 70-7553 (Fortieth); A-2(d) to Rule 24 Certificate in 70-7553 (Forty-first); A-3(a) to Rule 24 Certificate, in 70-7822 (Forty-second); A-3(b) to Rule 24 Certificate in 70-7822 (Forty-third); A-2(b) to Rule 24 Certificate in 70-7822 (Forty-fourth); and A-3(c) to Rule 24 Certificate in 70-7822 (Forty-fifth); A-2(c) to Rule 24 Certificate dated April 7, 1993 in 70-7822 (Forty-sixth); A-3(d) to Rule 24 Certificate dated June 4, 1993 in 70-7822 (Forty-seventh); A-3(e) to Rule 24 Certificate dated December 21, 1993 in 70-7822 (Forty-eighth); A-3(f) to Rule 24 Certificate dated August 1, 1994 in 70-7822 (Forty-ninth); A-4(c) to Rule 24 Certificate dated September 28, 1994 in 70-7653 (Fiftieth); A-2(a) to Rule 24 Certificate dated April 4, 1996 in 70-8487 (Fifty-first); A-2(a) to Rule 24 Certificate dated April 3, 1998 in 70-9141 (Fifty-second); A-2(b) to Rule 24 Certificate dated April 9, 1999 in 70-9141 (Fifty-third); A-3(a) to Rule 24 Certificate dated July 6, 1999 in 70-9141

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(Fifty-fourth); A-2(c) to Rule 24 Certificate dated June 2, 2000 in 70-9141 (Fifty-fifth); A-2(d) to Rule 24 Certificate dated April 4, 2002 in 70-9141 (Fifty-sixth); and A-3(a) to Rule 24 Certificate dated March 30, 2004 in 70-10086 (Fifty-seventh)).

C-3(b) Facility Lease No. 1, dated as of September 1, 1989, between First National Bank of Commerce, as Owner Trustee, and Entergy La. (4(c)-1 in 33-30660).

C-3(c) Facility Lease No. 2, dated as of September 1, 1989, between First National Bank of Commerce, as Owner Trustee, and Entergy La. (4(c)-2 in 33-30660).

C-3(d) Facility Lease No. 3, dated as of September 1, 1989, between First National Bank of Commerce, as Owner Trustee, and Entergy La. (4(c)-3 in 33-30660).

C-3(e) Indenture for Unsecured Subordinated Debt Securities relating to Trust Securities, dated as of July 1, 1996 (A-14(a) to Rule 24 Certificate dated July 25, 1996 in 70-8487).

C-3(f) Amended and Restated Trust Agreement of Entergy Louisiana Capital I dated July 16, 1996 of Series A Preferred Securities (A-16(a) to Rule 24 Certificate dated July 25, 1996 in 70-8487).

C-3(g) Guarantee Agreement between Entergy Louisiana, Inc. (as Guarantor) and The Bank of New York (as Trustee) dated as of July 16, 1996 with respect to Entergy Louisiana Capital I's obligation on its 9% Cumulative Quarterly Income Preferred Securities, Series A (A-19(a) to Rule 24 Certificate dated July 25, 1996 in 70-8487).

### ENTERGY MISSISSIPPI

C-4(a) Mortgage and Deed of Trust, dated as of February 1, 1988, as amended by twenty-three Supplemental Indentures (Filed, respectively, as the exhibits and in the file numbers indicated: A-2(a)-2 to Rule 24 Certificate in 70-7461 (Mortgage); A-2(b)-2 to Rule 24 Certificate in 70-7461 (First); A-5(b) to Rule 24 Certificate in 70-7419 (Second); A-4(b) to Rule 24 Certificate in 70-7554 (Third); A-1(b)-1 to Rule 24 Certificate in 70-7737 (Fourth); A-2(b) to Rule 24 Certificate in 70-7914 (Fifth); A-2(e) to Rule 24 Certificate in 70-7914 (Sixth); A-2(g) to Form U-1 in 70-7914 (Seventh); A-2(i) to Rule 24 Certificate in 70-7914 (Eighth); A-2(j) to Rule 24 Certificate dated July 22, 1994 in 70-7914 (ninth); A-2(l) to Rule 24 Certificate dated April 21, 1995 in 70-7914 (Tenth); A-2(a) to Rule 24 Certificate dated June 27, 1997 in 70-8719 (Eleventh); A-2(b) to Rule 24 Certificate dated April 16, 1998 in 70-8719 (Twelfth); A-2(c) to Rule 24 Certificate dated May 12, 1999 in 70-8719 (Thirteenth); A-3(a) to Rule 24 Certificate dated June 8, 1999 in 70-8719 (Fourteenth); A-2(d) to Rule 24 Certificate dated February 24, 2000 in 70-8719 (Fifteenth); A-2(a) to Rule 24 Certificate dated February 9, 2001 in 70-9757 (Sixteenth); A-2(b) to Rule 24 Certificate dated October 31, 2002 in 70-9757 (Seventeenth); A-2(c) to Rule 24 Certificate dated December 2, 2002 in 70-9757 (Eighteenth); A-2(d) to Rule 24 Certificate dated February 6, 2003 in 70-9757 (Nineteenth); A-2(e) to Rule 24 Certificate dated April 4, 2003 in 70-9757 (Twentieth); A-2(f) to Rule 24 Certificate dated June 6, 2003 in 70-9757 (Twenty-first); A-3(a) to Rule 24 Certificate dated April 8, 2004 in 70-10157 (Twenty-second); and A-3(b) to Rule 24 Certificate dated April 29, 2004 in 70-10157 (Twenty-third)).

### ENTERGY NEW ORLEANS

C-5(a) Mortgage and Deed of Trust, dated as of May 1, 1987, as amended by eleven Supplemental Indentures (Filed, respectively, as the exhibits and in the file numbers indicated: A-2(c) to Rule 24 Certificate in 70-7350 (Mortgage); A-5(b) to Rule 24 Certificate in 70-7350 (First); A-4(b) to Rule 24 Certificate in 70-7448 (Second); 4(f)4 to Form

10-K for the year ended December 31, 1992 in 0-5807 (Third); 4(a) to Form 10-Q for the quarter ended September 30, 1993 in 0-5807 (Fourth); 4(a) to Form 8-K dated April 26, 1995 in 0-5807 (Fifth); 4(a) to Form 8-K dated March 22, 1996 in 0-5807 (Sixth); 4(b) to Form 10-Q for the quarter ended June 30, 1998 in 0-5807 (Seventh); 4(d) to Form 10-Q for the quarter ended June 30, 2000 in 0-5807 (Eighth); C-5(a) to Form U5S for the year ended December 31, 2000 (Ninth); 4(b) to Form 10-Q for the quarter ended September 30, 2002 in 0-5807 (Tenth); and 4(k) to Form 10-Q for the quarter ended June 30, 2003 in 0-5807 (Eleventh)).

### SYSTEM ENERGY

C-6(a) Mortgage and Deed of Trust, dated as of June 15, 1977, as amended by twenty-two Supplemental Indentures (Filed, respectively, as the exhibits and in the file numbers indicated: A-1 in 70-5890 (Mortgage); B and C to Rule 24 Certificate in 70-5890 (First); B to Rule 24 Certificate in 70-6259 (Second); 20(a)-5 to Form 10-Q for the quarter ended June 30, 1981, in 1-3517 (Third); A-1(e)-1 to Rule 24 Certificate in 70-6985 (Fourth); B to Rule 24 Certificate in 70-7021 (Fifth); B to Rule 24 Certificate in 70-7021 (Sixth); A-3(b) to Rule 24 Certificate in 70-7026 (Seventh); A-3(b) to Rule 24 Certificate in 70-7158 (Eighth); B to Rule 24 Certificate in 70-7123 (Ninth); B-1 to Rule 24 Certificate in 70-7272 (Tenth); B-2 to Rule 24 Certificate in 70-7272 (Eleventh); B-3 to Rule 24 Certificate in 70-7272 (Twelfth); B-1 to Rule 24 Certificate in 70-7382 (Thirteenth); and B-2 to Rule 24 Certificate in 70-7382 (Fourteenth); A-2(c) to Rule 24 Certificate in 70-7946 (Fifteenth); A-2(c) to Rule 24 Certificate in 70-7946 (Sixteenth); A-2(d) to Rule 24 Certificate in 70-7946 (Seventeenth); A-2(e) to Rule 24 Certificate in 70-7946 (Eighteenth); A-2(g) to Rule 24 Certificate dated May 6, 1994 in 70-7946 (Nineteenth); A-2(a)(1) to Rule 24 Certificate dated August 8, 1996 in 70-8511 (Twentieth); A-2(a)(2) to Rule 24 Certificate dated August 8, 1996 in 70-8511 (Twenty-first); and A-2(a) to Rule 24 Certificate dated October 4, 2002 in 70-9753 (Twenty-second)).

C-6(b) Facility Lease No. 1, dated as of December 1, 1988, between Meridian Trust Company and Stephen M. Carta, (Steven Kaba, Seccessor) as Owner Trustees, and System Energy (B-2(c)(1) to Rule 24 Certificate, dated January 9, 1989, in 70-7561), as supplemented by Lease Supplement No. 1 dated as of April 1, 1989 (B-22(b) (1) to Rule 24 Certificate dated April 21, 1989 in 70-7561) and Lease Supplement No. 2 dated as of January 1, 1994 (B-3(d) to Rule 24 Certificate dated January 31, 1994 in 70-8215).

C-6(c) Facility Lease No. 2, dated as of December 1, 1988, between Meridian Trust Company and Stephen M. Carta, as Owner Trustees, and System Energy (B-2(c)(2) to Rule 24 Certificate, dated January 9, 1989, in 70-7561), as supplemented by Lease Supplement No. 1 dated as of April 1, 1989 (B-22(b) (2) to Rule 24 Certificate dated April 21, 1989 in 70-7561) and Lease Supplement No. 2 dated as of January 1, 1994 (B-4(d) Rule 24 Certificate dated January 31, 1994 in 70-8215).

### ENTERGY GULF STATES

C-7(a) Indenture of Mortgage, dated September 1, 1926, as amended by certain Supplemental Indentures (B-a-I-1 in 2-2449 (Mortgage); 7-A-9 in 2-6893 (Seventh); B to Form 8-K dated September 1, 1959 (Eighteenth); B to Form 8-K dated February 1, 1966 (Twenty-second); B to Form 8-K dated March 1, 1967 (Twenty-third); C to Form 8-K dated March 1, 1968 (Twenty-fourth); B to Form 8-K dated November 1, 1968 (Twenty-fifth); B to Form 8-K dated April 1, 1969 (Twenty-sixth); 2-A-8 in 2-66612 (Thirty-eighth); 4-2 to Form 10-K for the year ended December 31, 1984 in 1-27031 (Forty-eighth); 4-2 to Form 10-K for the year ended December 31, 1988 in 1-27031 (Fifty-second); 4 to Form 10-K for the year ended December 31, 1991 in 1-27031 (Fifty-third); 4 to Form 8-K dated July 29, 1992 in 1-27031 (Fifth-fourth); 4 to Form 10-K dated December 31, 1992 in 1-27031 (Fifty-fifth); 4 to Form 10-Q for the quarter ended March 31, 1993 in 1-27031 (Fifty-sixth); 4-2 to 2-76551 (Fifty-seventh); 4(b) to Form 10-Q for the quarter ended March 31, 1999 in 1-27031 (Fifty-eighth); A-2(a) to Rule 24 Certificate dated June 23, 2000 in 70-8721 (Fifty-ninth); A-2(a) to Rule 24 Certificate dated September 10, 2001 in 70-9751 (Sixtieth); A-2(b) to Rule 24

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Certificate dated November 18, 2002 in 70-9751 (Sixty-first); A-2(c) to Rule 24 Certificate dated December 6, 2002 in 70-9751 (Sixty-second); A-2(d) to Rule 24 Certificate dated June 16, 2003 in 70-9751 (Sixty-third); A-2(e) to Rule 24 Certificate dated June 27, 2003 in 70-9751 (Sixty-fourth); A-2(f) to Rule 24 Certificate dated July 11, 2003 in 70-9751 (Sixty-fifth); and A-2(g) to Rule 24 Certificate dated July 28, 2003 in 70-9751 (Sixty-sixth)).

C-7(b) Indenture, dated March 21, 1939, accepting resignation of The Chase National Bank of the City of New York as trustee and appointing Central Hanover Bank and Trust Company as successor trustee (B-a-1-6 in 2-4076).

C-7(c) Indenture for Unsecured Subordinated Debt Securities relating to Trust Securities, dated as of January 15, 1997 (A-11(a) to Rule 24 Certificate dated February 6, 1997 in 70-8721).

C-7(d) Amended and Restated Trust Agreement of Entergy Gulf States Capital I dated January 28, 1997 of Series A Preferred Securities (A-13(a) to Rule 24 Certificate dated February 6, 1997 in 70-8721).

C-7(e) Guarantee Agreement between Entergy Gulf States, Inc. (as Guarantor) and The Bank of New York (as Trustee) dated as of January 28, 1997 with respect to Entergy Gulf States Capital I's obligation on its 8.75% Cumulative Quarterly Income Preferred Securities, Series A (A-14(a) to Rule 24 Certificate dated February 6, 1997 in 70-8721).

### ENTERGY CORPORATION SYSTEM COMPANIES

D-1 Copy of the Middle South Utilities, Inc. and Subsidiary Companies Intercompany Income Tax Allocation Agreement, dated April 28, 1988 (D-1 to Form U5S for the year ended December 31, 1987).

D-2 Copy of First Amendment to the Middle South Utilities, Inc. and Subsidiary Companies Intercompany Income Tax Allocation Agreement, dated January 1, 1990 (D-2 to Form U5S for the year ended December 31, 1989).

D-3 Copy of Second Amendment to the Entergy Corporation and Subsidiary Companies Intercompany Income Tax Allocation Agreement, dated January 1, 1992 (D-3 to Form U5S for the year ended December 31, 1992).

D-4 Copy of Third Amendment to the Entergy Corporation and Subsidiary Companies Intercompany Income Tax Allocation Agreement, dated January 1, 1994 (D-3(a) to Form U5S for the year ended December 31, 1993).

D-5 Copy of Fourth Amendment to the Entergy Corporation and Subsidiary Companies Intercompany Income Tax Allocation Agreement, dated April 1, 1997 (D-5 to Form U5S for the year ended December 31, 1996).

\*F Entergy Arkansas Preferred Stock Redeemed During 2003; Entergy Arkansas Long-Term Debt, including First Mortgage Bonds, Retired During 2003; Entergy Gulf States Preferred Stock Redeemed During 2003; Entergy Gulf States Long-Term Debt Retired During 2003; Entergy Louisiana Preferred Stock Redeemed During 2003; Entergy Louisiana Long-Term Debt, including First Mortgage Bonds, Retired During 2003; Entergy Mississippi Preferred Stock Redeemed During 2003; Entergy Mississippi Long-Term Debt, including First Mortgage Bonds, Retired During 2003; Entergy New Orleans Preferred Stock Redeemed During 2003; Entergy New Orleans General & Refunding Mortgage Bonds Retired During 2003; and System Energy Long-Term Debt, including First Mortgage Bonds Retired during 2003.

H See "Item 1 System Companies and Investments Therein as of December 31, 2003" for a copy of the organization chart of Entergy Corporation and its subsidiaries, showing the relationship of each EWG or foreign utility in which the system holds an interest to other system companies, dated December 31, 2003.

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\*I-1 Independent Auditors' Report, Financial Statements and Notes to Financial Statements of Entergy Power Development Corporation for the year ended December 31, 2003 (Exhibit I-1 is being filed pursuant to Rule 104.).

\*I-2 Independent Auditors' Report, Financial Statements and Notes to Financial Statements of Entergy Nuclear Holding Company #1 for the year ended December 31, 2003 (Exhibit I-2 is being filed pursuant to Rule 104.).

\*I-3 Independent Auditors' Report, Financial Statements and Notes to Financial Statements of Entergy Nuclear Holding Company #3 for the year ended December 31, 2003 (Exhibit I-3 is being filed pursuant to Rule 104.).

\*I-4 Independent Auditors' Report, Financial Statements and Notes to Financial Statements of Entergy Power Ventures, LP for the year ended December 31, 2003 (Exhibit I-4 is being filed pursuant to Rule 104.).

\*I-5 Independent Auditors' Report, Financial Statements and Notes to Financial Statements of Warren Power, LLC for the year ended December 31, 2003 (Exhibit I-5 is being filed pursuant to Rule 104.).

\*I-6 Independent Auditors' Report, Financial Statements and Notes to Financial Statements of Northern Iowa Windpower, LLC for the year ended December 31, 2003 (Exhibit I-6 is being filed pursuant to Rule 104.).

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\* Exhibits indicated by an asterisk preceding the exhibit number are filed herewith. The balance of the exhibits have heretofore been filed with the Securities and Exchange Commission, respectively, as the exhibits and in the file numbers indicated and are incorporated herein by reference.

The Jackson Gas Light Company, Entergy Power & Light Company and The Light, Heat and Water Company of Jackson, Mississippi are inactive companies and copies of exhibits are not included for this reason. No exhibits pertaining to ARKCO are included. (See notes (4) and (5) to Item 1 of this Form.)

EXHIBIT F

ITEM 4. SUPPORTING SCHEDULES

Entergy Arkansas: Long-Term Debt Redeemed in 2003

| Series               | Interest Rate | Maturity Date | Principal Amount | Consideration |
|----------------------|---------------|---------------|------------------|---------------|
| First Mortgage Bonds | 6.650%        | 08/01/2005    | \$115,000,000    | \$115,000,000 |
| First Mortgage Bonds | 7.500%        | 08/01/2007    | \$100,000,000    | \$100,000,000 |
|                      |               |               | \$215,000,000    | \$215,000,000 |

Entergy Arkansas: Long-Term Debt Retired in 2003

| Series               | Interest Rate | Maturity Date | Principal Amount | Consideration |
|----------------------|---------------|---------------|------------------|---------------|
| First Mortgage Bonds | 7.720%        | 03/01/2003    | \$100,000,000    | \$100,000,000 |
| First Mortgage Bonds | 6.000%        | 10/01/2003    | \$155,000,000    | \$155,000,000 |
|                      |               |               | \$255,000,000    | \$255,000,000 |

Entergy Gulf States: Preferred Stock Redeemed in 2003

| Series | Dividend Rate | Number of Shares | Consideration |
|--------|---------------|------------------|---------------|
|--------|---------------|------------------|---------------|



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|                          |       |  |        |             |
|--------------------------|-------|--|--------|-------------|
| Adjustable Rate Series A | 7.00% |  | 12,000 | \$1,200,000 |
| Adjustable Rate Series B | 7.00% |  | 45,000 | \$2,250,000 |
|                          |       |  | 57,000 | \$3,450,000 |

Entergy Gulf States: Long-Term Debt Redeemed in 2003

| Series                   | Interest Rate | Maturity Date | Principal Amount | Consideration   |
|--------------------------|---------------|---------------|------------------|-----------------|
| FMB LIBOR Quarterly Rate | LIBOR + 1.2%  | 06/02/2003    | \$260,000,000    | \$260,000,000   |
| FMB LIBOR Monthly Rate   | LIBOR + 1.3%  | 09/01/2004    | \$300,000,000    | \$300,000,000   |
| First Mortgage Bonds     | 9.940%        | 01/01/2022    | \$150,000,000    | \$150,000,000   |
| First Mortgage Bonds     | 8.700%        | 04/01/2024    | \$294,950,000    | \$294,950,000   |
|                          |               |               | \$1,004,950,000  | \$1,004,950,000 |

Entergy Gulf States: Long-Term Debt Retired in 2003

| Series               | Interest Rate | Maturity Date | Principal Amount | Consideration |
|----------------------|---------------|---------------|------------------|---------------|
| First Mortgage Bonds | 6.750%        | 03/01/2003    | \$33,000,000     | \$33,000,000  |

Entergy Louisiana: Long-Term Debt Repurchased in 2003

| Series              | Interest Rate | Maturity Date | Principal Amount | Consideration |
|---------------------|---------------|---------------|------------------|---------------|
| General & Refunding | 5.350%        | 10/01/2029    | \$110,950,000    | \$110,950,000 |

Entergy Louisiana: Long-Term Debt Retired in 2003

| Series                                       | Interest Rate | Maturity Date | Principal Amount | Consideration |
|--|---------------|---------------|------------------|---------------|
| Waterford 3 Sale/Leaseback Principal payment |               |               | \$35,415,914     | \$35,415,914  |
| First Mortgage Bonds                         | 8.500%        | 06/01/2003    | \$150,000,000    | \$150,000,000 |
|  |               |               | \$185,415,914    | \$185,415,914 |

EXHIBIT F

ITEM 4. SUPPORTING SCHEDULES (continued)

Entergy Mississippi: Long-Term Debt Redeemed in 2003

| Series                             | Interest Rate | Maturity Date | Principal Amount | Consideration |
|------------------------------------|---------------|---------------|------------------|---------------|
| General & Refunding Mortgage Bonds | 8.250%        | 07/01/2003    | \$25,000,000     | \$25,000,000  |
| General & Refunding Mortgage Bonds | 6.250%        | 11/01/2003    | \$65,000,000     | \$65,000,000  |
| General & Refunding Mortgage Bonds | LIBOR + .65%  | 05/03/2004    | \$50,000,000     | \$50,000,000  |
|                                    |               |               | \$140,000,000    | \$140,000,000 |

Entergy Mississippi: Long-Term Debt Retired in 2003

| Series               | Interest Rate | Maturity Date | Principal Amount | Consideration |
|----------------------|---------------|---------------|------------------|---------------|
| First Mortgage Bonds | 6.250%        | 02/01/2003    | \$70,000,000     | \$70,000,000  |
| First Mortgage Bonds | 7.750%        | 02/15/2003    | \$120,000,000    | \$120,000,000 |
|                      |               |               | \$190,000,000    | \$190,000,000 |

Entergy New Orleans: Long-Term Debt Redeemed in 2003

| Series               | Interest Rate | Maturity Date | Principal Amount | Consideration |
|----------------------|---------------|---------------|------------------|---------------|
| First Mortgage Bonds | 6.650%        | 03/01/2004    | \$30,000,000     | \$30,000,000  |
| First Mortgage Bonds | 8.000%        | 03/01/2006    | \$40,000,000     | \$40,000,000  |
| First Mortgage Bonds | 7.000%        | 07/15/2008    | \$30,000,000     | \$30,000,000  |
|                      |               |               | \$100,000,000    | \$100,000,000 |

\* All retirements of securities were made in reliance on Rule 42 promulgated under the Holding Company Act.

SIGNATURES

The undersigned system company has duly caused this annual report to be signed on its behalf by the undersigned, thereunto duly authorized, pursuant to the requirements of the Public Utility Holding Company Act of 1935.

ENTERGY CORPORATION

By: /s/ Nathan E. Langston  
Nathan E. Langston

Senior Vice President and Chief Accounting Officer

Dated: April 30, 2004

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Annual Report on Form U5S of Entergy Corporation, filed pursuant to the Public Utility Holding Company Act of 1935, for the year ended December 31, 2003, of our reports dated March 9, 2004, appearing in the combined Annual Report on Form 10-K of Entergy Corporation and its subsidiaries (Entergy Arkansas, Inc., Entergy Gulf States, Inc., Entergy Louisiana, Inc., Entergy Mississippi, Inc., Entergy New Orleans, Inc., and System Energy Resources, Inc.) for the year ended December 31, 2003. Our reports on the consolidated financial statements of Entergy Corporation include an explanatory paragraph regarding its change in 2003 in the method of accounting for asset retirement obligations and for consolidation of variable interest entities, its change in 2002 in the method of accounting for goodwill and intangible assets, and its change in 2001 in the method of accounting for derivative instruments. Our reports on the financial statements of Entergy Arkansas, Inc., Entergy Gulf States, Inc., Entergy Louisiana, Inc., and System Energy Resources, Inc., each include an explanatory paragraph regarding their change in 2003 in the method of accounting for asset retirement obligations and for consolidation of variable interest entities.

/s/ Deloitte & Touche

New Orleans, Louisiana  
April 29, 2004

ENTERGY CORPORATION AND SUBSIDIARIES  
CONSOLIDATING STATEMENT OF INCOME (LOSS)  
YEAR ENDED DECEMBER 31, 2003  
(In Thousands, Except Share Data)

|                     |              | INTERCOMPANY<br>ELIMINATIONS | AND | ENTERGY   | ENTERGY      | ENTERGY      |
|---------------------|--------------|------------------------------|-----|-----------|--------------|--------------|
|                     | CONSOLIDATED | ADJUSTMENTS                  |     | ARKANSAS  | GULF STATES  | LOUISIANA    |
| Operating Revenues: |              |                              |     |           |              |              |
| Domestic electric   | \$ 7,397,175 | \$ 2,096,300                 | \$  | 1,589,670 | \$ 2,579,916 | \$ 2,165,570 |

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|  |           |             |           |           |           |
|--|-----------|-------------|-----------|-----------|-----------|
| Natural gas  | 186,176   | 1           | ....      | 59,821    | ....      |
| Competitive businesses   | 1,611,569 | (1,428,661) | ....      | ....      | ....      |
| Total  | 9,194,920 | 667,640     | 1,589,670 | 2,639,737 | 2,165,570 |
| Operating Expenses:  |           |             |           |           |           |
| Operation:   |           |             |           |           |           |
| Fuel for electric generation and fuel-related expenses                         | 1,987,217 | (184,285)   | 153,866   | 693,612   | 525,645   |
| Purchased power  | 1,697,959 | 975,369     | 476,447   | 838,498   | 668,337   |
| Nuclear refueling outage expenses  | 159,995   | (98,487)    | 23,638    | 14,045    | 11,130    |
| Provision for turbine commitments, asset impairments and restructuring charges | (7,743)   | 7,743       | ....      | ....      | ....      |
| Other operation and maintenance  | 2,484,436 | 261,342     | 402,108   | 457,428   | 376,770   |
| Decommissioning  | 146,100   | (53,577)    | 35,887    | 14,268    | 20,569    |
| Taxes other than income taxes  | 405,659   | (42,309)    | 37,385    | 117,009   | 70,084    |
| Depreciation and amortization  | 850,503   | (20,752)    | 202,497   | 199,583   | 192,972   |
| Other regulatory charges (credits) - net                                       | (13,761)  | (1)         | (39,347)  | (2,476)   | (2,160)   |
| Total  | 7,710,365 | 845,043     | 1,292,481 | 2,331,967 | 1,863,347 |
| Operating Income   | 1,484,555 | (177,403)   | 297,189   | 307,770   | 302,223   |
| Other Income (Deductions):   |           |             |           |           |           |
| Allowance for equity funds used during construction                            | 42,710    | (1)         | 12,153    | 15,855    | 6,900     |
| Gain / (loss) on sale of assets  | ....      | ....        | ....      | ....      | ....      |
| Interest and dividend income   | 87,386    | (4,297)     | 9,790     | 17,902    | 8,820     |
| Equity in earnings of subsidiaries   | 271,647   | 677,209     | ....      | ....      | ....      |
| Miscellaneous - net  | (76,505)  | (59,890)    | (4,332)   | (109,389) | (3,100)   |
| Total  | 325,238   | 613,021     | 17,611    | (75,632)  | 12,620    |

|   |            |            |            |           |            |  |
|---|------------|------------|------------|-----------|------------|--|
| Interest and Other Charges:                           |            | ....       |            |           |            |  |
| Interest on long-term debt                            | 485,964    | (16,346)   | 87,666     | 148,516   | 73,227     |  |
| Other interest - net                                  | 53,553     | (6,720)    | 3,555      | 8,827     | 3,529      |  |
| Allowance for borrowed funds used during construction | (33,191)   | ....       | (7,726)    | (13,349)  | (5,475)    |  |
| Total   | 506,326    | (23,066)   | 83,495     | 143,994   | 71,281     |  |
| Income (Loss) Before Income Taxes                     | 1,303,467  | 458,684    | 231,305    | 88,144    | 243,562    |  |
| Income Taxes  | 490,074    | (151,556)  | 105,296    | 24,249    | 97,408     |  |
| Income Before Cumulative Effect of Accounting Change  | 813,393    | 616,130    | 126,009    | 63,895    | 146,154    |  |
| Cumulative Effect of Accounting Change                | 137,074    | (158,407)  | ....       | (21,333)  | ....       |  |
| Net Income (Loss)                                     | 950,467    | 457,723    | 126,009    | 42,562    | 146,154    |  |
| Preferred Dividend Requirements and other             | 23,524     | 1          | 7,776      | 4,701     | 6,714      |  |
| Earnings (Loss) Applicable to Common Stock            | \$ 926,943 | \$ 457,722 | \$ 118,233 | \$ 37,861 | \$ 139,440 |  |
| Earnings per average common share                     |            |            |            |           |            |  |
| Basic   | \$3.48     |            |            |           |            |  |
| Diluted   | \$3.42     |            |            |           |            |  |
| Dividends declared per common share                   | \$1.60     |            |            |           |            |  |
| Average number of common shares outstanding           |            |            |            |           |            |  |

|         |             |
|---------|-------------|
| Basic   | 226,804,370 |
| Diluted | 231,146,040 |

ENTERGY CORPORATION AND SUBSIDIARIES  
CONSOLIDATING STATEMENT OF INCOME (LOSS)  
YEAR ENDED DECEMBER 31, 2003  
(In Thousands, Except Share Data)

|  | ENTERGY<br>MISSISSIPPI | ENTERGY<br>NEW ORLEANS | SYSTEM<br>ENERGY | ENTERGY<br>CORPORATION | ENTERGY<br>OPERATIONS<br>(unaudited) |
|--|------------------------|------------------------|------------------|------------------------|--------------------------------------|
| Operating Revenues:  |                        |                        |                  |                        |                                      |
| Domestic electric  | \$ 1,035,360           | \$ 527,660             | \$ 583,820       | \$ ....                | \$ 19,959                            |
| Natural gas  | ....                   | 126,356                | ....             | ....                   | ....                                 |
| Competitive businesses   | ....                   | ....                   | ....             | ....                   | ....                                 |
| Total  | 1,035,360              | 654,016                | 583,820          | ....                   | 19,959                               |
| Operating Expenses:  |                        |                        |                  |                        |                                      |
| Operation:   |                        |                        |                  |                        |                                      |
| Fuel for electric generation and fuel-related expenses                         | 155,168                | 214,735                | 43,132           | ....                   | ....                                 |
| Purchased power  | 449,971                | 231,787                | ....             | ....                   | ....                                 |
| Nuclear refueling outage expenses  | ....                   | ....                   | 12,695           | ....                   | ....                                 |
| Provision for turbine commitments, asset impairments and restructuring charges |                        |                        |                  |                        |                                      |
| Other operation and maintenance  | 174,192                | 108,217                | 105,333          | (2,284)                | 18,027                               |
| Decommissioning  | ....                   | ....                   | 21,799           | ....                   | ....                                 |
| Taxes other than income taxes  | 47,734                 | 42,198                 | 25,521           | 753                    | 977                                  |

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|   |         |         |         |         |        |
|---|---------|---------|---------|---------|--------|
| Depreciation and amortization                         | 62,984  | 30,004  | 109,528 | 591     | 260    |
| Other regulatory charges (credits) - net              | 3,664   | (843)   | 27,400  | ....    | ....   |
| Total   | 893,713 | 626,098 | 345,408 | (940)   | 19,264 |
| Operating Income                                      | 141,647 | 27,918  | 238,412 | 940     | 695    |
| Other Income (Deductions):                            |         |         |         |         |        |
| Allowance for equity funds used during                |         |         |         |         |        |
| construction  | 4,576   | 2,085   | 1,140   | ....    | ....   |
| Gain / (loss) on sale of assets                       | ....    | ....    | ....    | ....    | ....   |
| Interest and dividend income                          | 1,030   | 825     | 7,556   | 36,400  | ....   |
| Equity in earnings of subsidiaries                    | ....    | ....    | ....    | 948,856 | ....   |
| Miscellaneous - net                                   | (2,242) | (1,453) | (1,194) | (4,118) | (765)  |
| Total   | 3,364   | 1,457   | 7,502   | 981,138 | (765)  |
| Interest and Other Charges:                           |         |         |         |         |        |
| Interest on long-term debt                            | 43,879  | 17,436  | 62,802  | 36,092  | ....   |
| Other interest - net                                  | 3,585   | 350     | 1,818   | 23,617  | (58)   |
| Distributions on preferred securities of subsidiaries | ....    | ....    | ....    | ....    | ....   |
| Allowance for borrowed funds used during              |         |         |         |         |        |
| construction  | (3,942) | (2,145) | (554)   | ....    | ....   |
| Total   | 43,522  | 15,641  | 64,066  | 59,709  | (58)   |
| Income (Loss) Before Income Taxes                     | 101,489 | 13,734  | 181,848 | 922,369 | (12)   |
| Income Taxes  | 34,431  | 5,875   | 75,845  | (4,574) | (12)   |
| Income Before Cumulative Effect of Accounting Change  | 67,058  | 7,859   | 106,003 | 926,943 | ....   |

|  |           |          |            |            |         |
|--|-----------|----------|------------|------------|---------|
| Cumulative Effect of Accounting Change     | ....      | ....     | ....       | ....       | ....    |
| Net Income (Loss)                          | 67,058    | 7,859    | 106,003    | 926,943    | ....    |
| Preferred Dividend Requirements and other  | 3,369     | 965      | ....       | ....       | ....    |
| Earnings (Loss) Applicable to Common Stock | \$ 63,689 | \$ 6,894 | \$ 106,003 | \$ 926,943 | \$ .... |

ENTERGY CORPORATION AND SUBSIDIARIES  
CONSOLIDATING STATEMENT OF INCOME (LOSS)  
YEAR ENDED DECEMBER 31, 2003  
(In Thousands, Except Share Data)

|                              | ENTERGY<br>POWER<br>(unaudited) | ENTERGY<br>SERVICES<br>(unaudited) | SYSTEM<br>FUELS<br>(unaudited) | ENTERGY<br>ENTERPRISES<br>(unaudited) |
|------------------------------|---------------------------------|------------------------------------|--------------------------------|---------------------------------------|
| Operating Revenues:          |                                 |                                    |                                |                                       |
| Domestic electric            | \$ ....                         | \$ 784,277                         | \$ 207,243                     | \$ ....                               |
| Natural gas                  | ....                            | ....                               | ....                           | ....                                  |
| Competitive businesses       | 30,866                          | ....                               | ....                           | 152,042                               |
| Total                        | 30,866                          | 784,277                            | 207,243                        | 152,042                               |
| Operating Expenses:          |                                 |                                    |                                |                                       |
| Operation:                   |                                 |                                    |                                |                                       |
| Fuel for electric generation | 15,232                          | ....                               | 1,542                          | ....                                  |



|  |         |          |         |          |
|--|---------|----------|---------|----------|
| and fuel-related expenses  |         |          |         |          |
| Purchased power  | 8,288   | ....     | ....    | ....     |
| Nuclear refueling outage expenses  | ....    | ....     | ....    | ....     |
| Provision for turbine commitments, asset impairments and restructuring charges | ....    | ....     | ....    | ....     |
| Other operation and maintenance  | 7,902   | 728,113  | 204,715 | 165,257  |
| Decommissioning  | ....    | ....     | ....    | ....     |
| Taxes other than income taxes  | 394     | 19,445   | 148     | 1,702    |
| Depreciation and amortization  | 3,852   | 25,805   | 3       | 1,672    |
| Other regulatory charges (credits) - net                                       | ....    | ....     | ....    | ....     |
| Total  | 35,668  | 773,363  | 206,408 | 168,631  |
| Operating Income   | (4,802) | 10,914   | 835     | (16,589) |
| Other Income (Deductions):   |         |          |         |          |
| Allowance for equity funds used during construction                            | ....    | ....     | ....    | ....     |
| Gain / (loss) on sale of assets  | ....    | ....     | ....    | ....     |
| Interest and dividend income   | 38      | ....     | 161     | 567      |
| Equity in earnings of subsidiaries   | ....    | ....     | ....    | ....     |
| Miscellaneous - net  | (33)    | (10,529) | (3)     | 763      |
| Total  | 5       | (10,529) | 158     | 1,330    |
| Interest and Other Charges:  |         |          |         |          |
| Interest on long-term debt   | ....    | ....     | ....    | ....     |
| Other interest - net   | 66      | 497      | 1,043   | 4        |
| Distributions on preferred securities of subsidiaries                          | ....    | ....     | ....    | ....     |

|  |               |         |         |          |
|--|---------------|---------|---------|----------|
| Allowance for<br>borrowed funds used<br>during<br>construction | ....          | ....    | ....    | ....     |
| Total  | 66            | 497     | 1,043   | 4        |
| Income (Loss)<br>Before Income<br>Taxes                        | (4,863)       | (112)   | (50)    | (15,263) |
| Income Taxes   | (1,968)       | (112)   | (50)    | (3,760)  |
| Income Before<br>Cumulative Effect of<br>Accounting Change     | (2,895)       | ....    | ....    | (11,503) |
| Cumulative Effect of<br>Accounting Change                      | ....          | ....    | ....    | ....     |
| Net Income (Loss)  | (2,895)       | ....    | ....    | (11,503) |
| Preferred Dividend<br>Requirements and<br>other                | ....          | ....    | ....    | ....     |
| Earnings (Loss)<br>Applicable to<br>Common Stock               | \$ (2,895) \$ | .... \$ | .... \$ | (11,503) |

ENTERGY CORPORATION AND SUBSIDIARIES  
CONSOLIDATING STATEMENT OF CASH FLOWS  
YEAR ENDED DECEMBER 31, 2003  
(In Thousands)

| CONSOLIDATED | INTERCOMPANY<br>ELIMINATIONS<br>AND<br>ADJUSTMENTS | ENTERGY<br>ARKANSAS | ENTERGY<br>GULF STATES | ENTERGY<br>LOUISIANA |
|--------------|--|---------------------|------------------------|----------------------|
|--------------|--|---------------------|------------------------|----------------------|

OPERATING  
ACTIVITIES:

|   |    |           |    |           |    |          |    |          |    |           |
|---|----|-----------|----|-----------|----|----------|----|----------|----|-----------|
| Net Income (Loss)   | \$ | 950,467   | \$ | 457,723   | \$ | 126,009  | \$ | 42,562   | \$ | 146,154   |
| Noncash items<br>included in net income                       |    |           |    |           |    |          |    |          |    |           |
| Reserve for regulatory<br>adjustments                         |    | 13,090    |    | 2,365     |    | ....     |    | 12,605   |    | 1,858     |
| Other regulatory<br>charges (credits) - net                   |    | (13,761)  |    | (1)       |    | (39,347) |    | (2,476)  |    | (2,160)   |
| Depreciation,<br>amortization and<br>decommissioning          |    | 996,603   |    | (74,329)  |    | 238,384  |    | 213,851  |    | 213,541   |
| Deferred income taxes<br>and investment tax<br>credits        |    | 1,189,531 |    | (280,527) |    | 48,357   |    | 24,574   |    | 859,157   |
| Allowance for equity<br>funds used during<br>construction     |    | (42,710)  |    | 1         |    | (12,153) |    | (15,855) |    | (6,900)   |
| Cumulative effect of<br>accounting change                     |    | (137,074) |    | 158,407   |    | ....     |    | 21,333   |    |           |
| Gain on sale of assets<br>- net                               |    | ....      |    | ....      |    | ....     |    | ....     |    | ....      |
| Equity in undistributed<br>earnings of<br>subsidiaries        |    | (176,036) |    | (767,023) |    | ....     |    | ....     |    | ....      |
| Provision for turbine<br>commitments and<br>asset impairments |    | (7,743)   |    | 7,743     |    | ....     |    | ....     |    | ....      |
| Changes in working<br>capital:                                |    |           |    |           |    |          |    |          |    |           |
| Receivables   |    | (140,612) |    | (47,745)  |    | (29,616) |    | (96,409) |    | (4,418)   |
| Fuel inventory  |    | (14,015)  |    | ....      |    | 4,159    |    | (1,469)  |    | ....      |
| Accounts payable  |    | (60,164)  |    | 124,460   |    | 40,615   |    | (17,013) |    | 49,028    |
| Taxes accrued   |    | (828,539) |    | 15,129    |    | (16,262) |    | (35,914) |    | (804,805) |
| Interest accrued  |    | (35,837)  |    | (1,837)   |    | (6,348)  |    | (1,900)  |    | (10,324)  |
| Deferred fuel   |    | (33,874)  |    | 2         |    | (46,333) |    | 59,165   |    | (56,211)  |
| Other working capital<br>accounts                             |    | 16,809    |    | 102,167   |    | (14,278) |    | (11,906) |    | 10,395    |
| Provision for estimated<br>losses and reserves                |    | 196,619   |    | (39,128)  |    | 8,686    |    | 115,878  |    | 12,194    |
| Common stock<br>dividends received                            |    | ....      |    | 424,993   |    | ....     |    | ....     |    | ....      |
| Changes in other<br>regulatory assets                         |    | 22,671    |    | (93,689)  |    | (54,745) |    | 3,983    |    | 59,169    |

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|   |             |           |           |           |           |
|---|-------------|-----------|-----------|-----------|-----------|
| Other   | 110,395     | 286,536   | 190,392   | 114,954   | (52,739)  |
| Net cash flow provided by (used in) operating activities                | 2,005,820   | 275,247   | 437,520   | 425,963   | 413,939   |
| INVESTING ACTIVITIES:   |             |           |           |           |           |
| Construction/capital expenditures                                       | (1,568,943) | 354,693   | (334,556) | (348,507) | (257,754) |
| Allowance for equity funds used during construction                     | 42,710      | (1)       | 12,153    | 15,855    | 6,900     |
| Nuclear fuel purchases  | (224,308)   | 3,083     | (60,685)  | (39,959)  | (41,525)  |
| Proceeds from sale/leaseback of nuclear fuel                            | 150,135     | 74,467    | 60,685    | 38,029    | 41,525    |
| Investment in subsidiaries  | ....        | (254,894) | ....      | ....      | ....      |
| Proceeds from sale of assets and businesses                             | 25,987      | (25,987)  | ....      | ....      | ....      |
| Investment in nonregulated/nonutility properties                        | (71,438)    | 71,438    | ....      | ....      | ....      |
| Loans to affiliates   | ....        | ....      | ....      | ....      | ....      |
| Decrease (increase) in other investments                                | 172,187     | (172,187) | ....      | ....      | ....      |
| Changes in other temporary investments - net                            | (50,000)    | (12)      | ....      | (23,579)  | (12)      |
| Decommissioning trust contributions and realized change in trust assets | (91,518)    | 32,777    | (8,279)   | (11,428)  | (17,506)  |
| Other regulatory investments  | (156,446)   | (1)       | (6,827)   | (77,050)  | ....      |
| Other   | (11,496)    | (48,223)  | ....      | ....      | ....      |
| Net cash flow provided by (used in) investing activities                | (1,783,130) | 35,153    | (337,509) | (446,639) | (268,372) |
| FINANCING ACTIVITIES:   |             |           |           |           |           |
| Proceeds from issuance of:  |             |           |           |           |           |
| Long-term debt  | 2,221,164   | (1)       | 361,726   | 1,032,682 | ....      |

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|  |             |              |           |             |           |
|--|-------------|--------------|-----------|-------------|-----------|
| Common stock   | 217,521     | 5,000        | ....      | ....        | ....      |
| Retirement of long-term debt                             | (2,409,917) | 253,007      | (471,040) | (1,048,129) | (296,366) |
| Repurchase of common stock                               | (8,135)     | ....         | ....      | ....        | ....      |
| Redemption of preferred stock                            | (3,450)     | ....         | ....      | (3,450)     | ....      |
| Changes in short-term borrowings                         | (499,975)   | ....         | ....      | ....        | ....      |
| Dividends paid:  |             |              | ....      |             |           |
| Common stock   | (362,814)   | (422,901)    | (69,600)  | (68,100)    | (145,500) |
| Preferred stock  | (23,524)    | (1)          | (7,776)   | (4,701)     | (6,714)   |
| Change in advances from parent company                   | ....        | 4,113        | ....      | ....        | ....      |
| Capital contributions returned to parent                 | ....        | ....         | ....      | ....        | ....      |
| Advances to subsidiaries                                 | ....        | (118,849)    | ....      | ....        | ....      |
| Other  | ....        | ....         | ....      | ....        | ....      |
| Net cash flow provided by (used in) financing activities | (869,130)   | (279,632)    | (186,690) | (91,698)    | (448,580) |
| Effect of exchange rates on cash and cash equivalents    | 3,345       | (3,345)      | ....      | ....        | ....      |
| Net increase (decrease) in cash and cash equivalents     | (643,095)   | 27,423       | (86,679)  | (112,374)   | (303,013) |
| Cash and cash equivalents at beginning of year           | 1,335,328   | (231,719)    | 95,513    | 318,404     | 311,800   |
| Cash and cash equivalents at end of year                 | \$ 692,233  | \$ (204,296) | \$ 8,834  | \$ 206,030  | \$ 8,787  |

ENTERGY CORPORATION AND SUBSIDIARIES  
CONSOLIDATING STATEMENT OF CASH FLOWS  
YEAR ENDED DECEMBER 31, 2003  
(In Thousands)

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|   | ENTERGY<br>MISSISSIPPI | ENTERGY<br>NEW ORLEANS | SYSTEM<br>ENERGY | ENTERGY<br>CORPORATION | ENTERGY<br>OPERATIONS<br>(unaudited) |
|---|------------------------|------------------------|------------------|------------------------|--------------------------------------|
| OPERATING ACTIVITIES:   |                        |                        |                  |                        |                                      |
| Net Income (Loss)   | \$ 67,058              | \$ 7,859               | \$ 106,003       | \$ 926,943             | \$ ....                              |
| Noncash items<br>included in net income                       |                        |                        |                  |                        |                                      |
| Reserve for regulatory<br>adjustments                         | 992                    | ....                   | ....             | ....                   | ....                                 |
| Other regulatory<br>charges (credits) - net                   | 3,664                  | (843)                  | 27,400           | ....                   | ....                                 |
| Depreciation,<br>amortization and<br>decommissioning          | 62,984                 | 30,004                 | 131,327          | 591                    | 260                                  |
| Deferred income taxes<br>and investment tax<br>credits        | 34,836                 | 15,401                 | (35,207)         | (2,811)                | (350)                                |
| Allowance for equity<br>funds used during<br>construction     | (4,576)                | (2,085)                | (1,140)          | ....                   | ....                                 |
| Cumulative effect of<br>accounting change                     |                        |                        |                  |                        |                                      |
| Gain on sale of assets<br>- net                               | ....                   | ....                   | ....             | ....                   | ....                                 |
| Equity in undistributed<br>earnings of<br>subsidiaries        | ....                   | ....                   | ....             | (943,059)              | ....                                 |
| Provision for turbine<br>commitments and<br>asset impairments | ....                   | ....                   | ....             | ....                   | ....                                 |
| Changes in working<br>capital:                                |                        |                        |                  |                        |                                      |
| Receivables   | (23,179)               | (41,308)               | (8,025)          | (878)                  | 11,222                               |
| Fuel inventory  | 575                    | (2,296)                | ....             | ....                   | ....                                 |
| Accounts payable  | 1,244                  | 17,817                 | (1,232)          | (9,258)                | 520                                  |
| Taxes accrued   | 18,133                 | (1,999)                | (12,815)         | ....                   | 497                                  |
| Interest accrued  | (5,922)                | (276)                  | (12,904)         | ....                   | ....                                 |
| Deferred fuel   | 21,669                 | (12,162)               | ....             | ....                   | ....                                 |
| Other working capital<br>accounts                             | 11,255                 | (7,553)                | 1,463            | 145,014                | (685)                                |
| Provision for estimated<br>losses and reserves                | (1,137)                | (1,634)                | 2,914            | ....                   | 1,259                                |
| Common stock<br>dividends received                            | ....                   | ....                   | ....             | 424,993                | ....                                 |

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|  |         |         |           |         |         |
|--|---------|---------|-----------|---------|---------|
| Changes in other regulatory assets                       | (9,061) | (9,473) | 26,307    | ....    | (7,181) |
| Other  | 74,753  | 15,742  | (123,274) | 92,933  | 5,412   |
| Net cash flow provided by (used in) operating activities | 253,288 | 7,194   | 100,817   | 634,468 | 10,954  |

INVESTING  
ACTIVITIES:

|   |           |          |          |           |         |
|---|-----------|----------|----------|-----------|---------|
| Construction/capital expenditures                                       | (188,995) | (66,285) | (18,195) | 874       | (2,822) |
| Allowance for equity funds used during construction                     | 4,576     | 2,085    | 1,140    | ....      | ....    |
| Nuclear fuel purchases  | ....      | ....     | ....     | ....      | ....    |
| Proceeds from sale/leaseback of nuclear fuel                            | ....      | ....     | ....     | ....      | ....    |
| Investment in subsidiaries  | ....      | ....     | ....     | (254,894) | ....    |
| Proceeds from sale of assets and businesses                             | ....      | ....     | ....     | ....      | ....    |
| Investment in nonregulated/nonutility properties                        | ....      | ....     | ....     | ....      | ....    |
| Loans to affiliates   | ....      | ....     | ....     | ....      | ....    |
| Decrease (increase) in other investments                                | ....      | ....     | ....     | ....      | ....    |
| Changes in other temporary investments - net                            | (7,506)   | (606)    | (6,482)  | (10,328)  | (1,499) |
| Decommissioning trust contributions and realized change in trust assets | ....      | ....     | (21,528) | ....      | ....    |
| Other regulatory investments  | (72,570)  | ....     | ....     | ....      | ....    |
| Other   | ....      | ....     | ....     | (59,719)  | ....    |
| Net cash flow provided by (used in) investing activities                | (264,495) | (64,806) | (45,065) | (324,067) | (4,321) |

FINANCING  
ACTIVITIES:

Proceeds from

|  |           |          |           |           |           |
|--|-----------|----------|-----------|-----------|-----------|
| issuance of:   |           |          |           |           |           |
| Long-term debt   | 292,393   | ....     | ....      | 534,362   | ....      |
| Common stock   | ....      | ....     | ....      | 217,521   | ....      |
| Retirement of long-term debt                             | (330,000) | ....     | (11,375)  | ....      | ....      |
| Repurchase of common stock                               | ....      | ....     | ....      | (8,135)   | ....      |
| Redemption of preferred stock                            | ....      | ....     | ....      | ....      | ....      |
| Changes in short-term borrowings                         | ....      | ....     | ....      | (499,975) | ....      |
| Dividends paid:  |           |          |           |           |           |
| Common stock   | (31,700)  | (3,001)  | (105,000) | (362,814) | ....      |
| Preferred stock  | (3,369)   | (965)    | ....      | ....      | ....      |
| Change in advances from parent company                   | ....      | ....     | ....      | ....      | ....      |
| Capital contributions returned to parent                 | ....      | ....     | ....      | ....      | ....      |
| Advances to subsidiaries                                 | ....      | ....     | ....      | (118,849) | ....      |
| Other  | ....      | ....     | ....      | ....      | ....      |
| Net cash flow provided by (used in) financing activities | (72,676)  | (3,966)  | (116,375) | (237,890) | ....      |
| Effect of exchange rates on cash and cash equivalents    | ....      | ....     | ....      | ....      | ....      |
| Net increase (decrease) in cash and cash equivalents     | (83,883)  | (61,578) | (60,623)  | 72,511    | 6,633     |
| Cash and cash equivalents at beginning of year           | 147,721   | 66,247   | 113,159   | 7,887     | 4,993     |
| Cash and cash equivalents at end of year                 | \$ 63,838 | \$ 4,669 | \$ 52,536 | \$ 80,398 | \$ 11,626 |

ENTERGY CORPORATION AND SUBSIDIARIES  
CONSOLIDATING STATEMENT OF CASH FLOWS  
YEAR ENDED DECEMBER 31, 2003  
(In Thousands)



| OPERATING ACTIVITIES:   | ENTERGY<br>POWER<br>(unaudited) | ENTERGY<br>SERVICES<br>(unaudited) | SYSTEM<br>FUELS<br>(unaudited) | ENTERGY<br>ENTERPRISES<br>(unaudited) |
|---|---------------------------------|------------------------------------|--------------------------------|---------------------------------------|
| Net Income (Loss)   | \$ (2,895)                      | \$ ....                            | \$ ....                        | \$ (11,503)                           |
| Noncash items<br>included in net income                       |                                 |                                    |                                |                                       |
| Reserve for regulatory<br>adjustments                         | ....                            | ....                               | ....                           | ....                                  |
| Other regulatory<br>charges (credits) - net                   | ....                            | ....                               | ....                           | ....                                  |
| Depreciation,<br>amortization and<br>decommissioning          | 3,852                           | 25,805                             | 3                              | 1,672                                 |
| Deferred income taxes<br>and investment tax<br>credits        | (1,104)                         | (41,111)                           | (1,211)                        | 8,473                                 |
| Allowance for equity<br>funds used during<br>construction     | ....                            | ....                               | ....                           | ....                                  |
| Cumulative effect of<br>accounting change                     |                                 |                                    |                                |                                       |
| Gain on sale of assets<br>- net                               | ....                            | ....                               | ....                           | ....                                  |
| Equity in undistributed<br>earnings of<br>subsidiaries        | ....                            | ....                               | ....                           | ....                                  |
| Provision for turbine<br>commitments and<br>asset impairments | ....                            | ....                               | ....                           | ....                                  |
| Changes in working<br>capital:                                |                                 |                                    |                                |                                       |
| Receivables   | 612                             | (22,851)                           | 20,269                         | 6,224                                 |
| Fuel inventory  | 344                             | ....                               | (15,328)                       | ....                                  |
| Accounts payable  | (2,158)                         | 3                                  | (10,587)                       | (4,683)                               |
| Taxes accrued   | (50)                            | 40,233                             | (221)                          | (207)                                 |
| Interest accrued  | ....                            | ....                               | ....                           | ....                                  |
| Deferred fuel   | ....                            | ....                               | ....                           | ....                                  |
| Other working capital<br>accounts                             | (56)                            | (1,991)                            | (8,201)                        | (4,481)                               |
| Provision for estimated<br>losses and reserves                | ....                            | 19,331                             | ....                           | ....                                  |

|  |         |          |          |          |
|--|---------|----------|----------|----------|
| Common stock dividends received                          | ....    | ....     | ....     | ....     |
| Changes in other regulatory assets                       | ....    | (80,017) | ....     | ....     |
| Other  | (3,632) | 96,015   | 5,255    | (18,880) |
| Net cash flow provided by (used in) operating activities | (5,087) | 35,417   | (10,021) | (23,385) |

#### INVESTING ACTIVITIES:

|   |       |          |          |        |
|---|-------|----------|----------|--------|
| Construction/capital expenditures                                       | (331) | (16,092) | (1)      | 18,414 |
| Allowance for equity funds used during construction                     | ....  | ....     | ....     | ....   |
| Nuclear fuel purchases  | ....  | ....     | (79,056) | ....   |
| Proceeds from sale/leaseback of nuclear fuel                            | ....  | ....     | 84,363   | ....   |
| Investment in subsidiaries  | ....  | ....     | ....     | ....   |
| Proceeds from sale of assets and businesses                             | ....  | ....     | ....     | ....   |
| Investment in nonregulated/nonutility properties                        | ....  | ....     | ....     | ....   |
| Loans to affiliates   | ....  | ....     | ....     | ....   |
| Decrease (increase) in other investments                                | ....  | ....     | ....     | ....   |
| Changes in other temporary investments - net                            | ....  | ....     | ....     | ....   |
| Decommissioning trust contributions and realized change in trust assets | ....  | ....     | ....     | ....   |
| Other regulatory investments  | ....  | ....     | ....     | ....   |
| Other   | ....  | ....     | ....     | ....   |
| Net cash flow provided by (used in) investing activities                | (331) | (16,092) | 5,306    | 18,414 |

#### FINANCING

## ACTIVITIES:

Proceeds from  
issuance of:

|  |          |           |         |          |
|--|----------|-----------|---------|----------|
| Long-term debt   | ....     | ....      | ....    | ....     |
| Common stock   | ....     | ....      | ....    | 5,000    |
| Retirement of<br>long-term debt                                | ....     | ....      | ....    | ....     |
| Repurchase of<br>common stock                                  | ....     | ....      | ....    | ....     |
| Redemption of<br>preferred stock                               | ....     | ....      | ....    | ....     |
| Changes in short-term<br>borrowings                            | ....     | ....      | ....    | ....     |
| Dividends paid:  | ....     | ....      | ....    | ....     |
| Common stock   | ....     | ....      | ....    | ....     |
| Preferred stock  | ....     | ....      | ....    | ....     |
| Change in advances<br>from parent company                      | 4113     | ....      | ....    | ....     |
| Capital contributions<br>returned to parent                    | ....     | ....      | ....    | ....     |
| Advances to<br>subsidiaries                                    | ....     | ....      | ....    | ....     |
| Other  | ....     | ....      | ....    | ....     |
| Net cash flow provided<br>by (used in) financing<br>activities | 4,113    | ....      | ....    | 5,000    |
| Effect of exchange<br>rates on cash and cash<br>equivalents    | ....     | ....      | ....    | ....     |
| Net increase<br>(decrease) in cash and<br>cash equivalents     | (1,305)  | 19,325    | (4,715) | 29       |
| Cash and cash<br>equivalents at<br>beginning of year           | 3,305    | 25,124    | 4,740   | 4,716    |
| Cash and cash<br>equivalents at end of<br>year                 | \$ 2,000 | \$ 44,449 | \$ 25   | \$ 4,745 |

ENTERGY CORPORATION AND SUBSIDIARIES  
CONSOLIDATING BALANCE SHEET  
DECEMBER 31, 2003

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(In Thousands)

| ASSETS   | CONSOLIDATED | INTERCOMPANY<br>ELIMINATIONS<br>AND<br>ADJUSTMENTS | ENTERGY<br>ARKANSAS | ENTERGY<br>GULF STATES | ENTERGY<br>LOUISIANA |
|--|--------------|--|---------------------|------------------------|----------------------|
| Current Assets:  |              |  |                     |                        |                      |
| Cash and cash equivalents:                                     |              |  |                     |                        |                      |
| Cash   | \$ 115,112   | \$ (20,662)  | \$ 8,834            | \$ 20,754              | \$ 8,787             |
| Temporary cash investments - at cost which approximates market | 576,813      | (183,326)  | ....                | 185,276                | ....                 |
| Special deposits   | 308          | (308)  | ....                | ....                   | ....                 |
| Total cash and cash equivalents                                | 692,233      | (204,296)  | 8,834               | 206,030                | 8,787                |
| Other temporary investments                                    | 50,000       | ....   | ....                | 23,579                 | ....                 |
| Notes receivable   | 1,730        | 653,675  | ....                | ....                   | ....                 |
| Accounts receivable:   |              |  |                     |                        |                      |
| Customer   | 398,091      | (15,541)   | 69,036              | 115,729                | 93,393               |
| Allowance for doubtful accounts                                | (25,976)     | 1,070  | (9,020)             | (4,856)                | (4,487)              |
| Associated companies   | ....         | 517,730  | 50,390              | 76,726                 | 9,074                |
| Other  | 246,824      | (85,906)   | 30,930              | 27,243                 | 12,334               |
| Accrued unbilled revenues                                      | 384,860      | (15,200)   | 64,732              | 114,442                | 138,164              |
| Total receivables  | 1,003,799    | 402,153  | 206,068             | 329,284                | 248,478              |
| Deferred fuel costs  | 245,973      | 2,720  | 10,557              | 118,449                | 30,609               |
| Accumulated deferred income taxes                              | ....         | 32,267   | 18,362              | 6,116                  | ....                 |
| Fuel inventory - at average cost                               | 110,482      | 2,911  | 6,722               | 50,863                 | ....                 |
| Materials and supplies - at average cost                       | 548,921      | (203,620)  | 80,506              | 99,357                 | 74,349               |
| Deferred nuclear refueling outage costs                        | 138,836      | (96,838)   | 19,793              | ....                   | 19,226               |
|  | 127,270      | 70,374   | 23,938              | 51,236                 | 67,623               |

|  |            |             |           |           |           |
|--|------------|-------------|-----------|-----------|-----------|
| Prepayments and other  |            |             |           |           |           |
| Total  | 2,919,244  | 659,346     | 374,780   | 884,914   | 449,072   |
| Other Property and Investments:                                |            |             |           |           |           |
| Investment in affiliates - at equity                           | 1,053,328  | 7,588,460   | 11,212    | ....      | 14,230    |
| Decommissioning trust funds                                    | 2,278,533  | (1,325,219) | 360,485   | 267,917   | 151,996   |
| Non-utility property - at cost (less accumulated depreciation) | 262,384    | (93,184)    | 1,456     | 139,911   | 21,307    |
| Other  | 152,681    | (122,923)   | 4,832     | 21,852    | 2,177     |
| Total  | 3,746,926  | 6,047,134   | 377,985   | 429,680   | 189,710   |
| Property, Plant and Equipment:                                 |            |             |           |           |           |
| Electric   | 28,035,899 | (1,461,688) | 5,948,090 | 8,208,394 | 5,836,914 |
| Property under capital lease                                   | 751,815    | ....        | 24,047    | 11,009    | 250,102   |
| Natural gas  | 236,622    | (431)       | ....      | 69,180    | ....      |
| Construction work in progress                                  | 1,380,982  | (422,870)   | 238,807   | 325,888   | 172,405   |
| Nuclear fuel under capital leases                              | 278,683    | ....        | 102,691   | 63,684    | 65,066    |
| Nuclear fuel   | 234,421    | (215,510)   | 7,466     | ....      | ....      |
| Total  | 30,918,422 | (2,100,499) | 6,321,101 | 8,678,155 | 6,324,487 |
| Less - Accumulated depreciation and amortization               | 12,619,625 | (101,074)   | 2,627,441 | 3,953,275 | 2,686,778 |
| Property, plant and equipment - net                            | 18,298,797 | (1,999,425) | 3,693,660 | 4,724,880 | 3,637,709 |
| Deferred Debits and Other Assets:                              |            |             |           |           |           |
| Regulatory assets:   |            |             |           |           |           |
| SFAS 109 regulatory asset - net                                | 830,539    | 40,542      | 128,311   | 442,062   | 156,111   |
| Unamortized loss on reacquired debt                            | ....       | ....        | ....      | ....      | ....      |
| Other regulatory assets  | 1,425,145  | 34,880      | 437,544   | 320,363   | 217,689   |

|                                   |               |              |              |              |              |
|-----------------------------------|---------------|--------------|--------------|--------------|--------------|
| Long-term receivables             | 20,886        | ....         | ....         | 19,375       | 1,511        |
| Goodwill                          | 377,172       | (377,172)    | ....         | ....         | ....         |
| Accumulated Deferred Income Taxes | ....          | 129,419      | ....         | ....         | ....         |
| Other                             | 935,501       | (145,521)    | 45,798       | 33,588       | 22,737       |
| Total                             | 3,589,243     | (317,852)    | 611,653      | 815,388      | 398,048      |
| Total                             | \$ 28,554,210 | \$ 4,389,203 | \$ 5,058,078 | \$ 6,854,862 | \$ 4,674,539 |

ENTERGY CORPORATION AND SUBSIDIARIES  
CONSOLIDATING BALANCE SHEET  
DECEMBER 31, 2003  
(In Thousands)

| ASSETS   | ENTERGY<br>MISSISSIPPI | ENTERGY<br>NEW ORLEANS | SYSTEM<br>ENERGY | ENTERGY<br>CORPORATION | ENTERGY<br>OPERATIONS<br>(unaudited) |
|--|------------------------|------------------------|------------------|------------------------|--------------------------------------|
| Current Assets:  |                        |                        |                  |                        |                                      |
| Cash and cash equivalents:                                     |                        |                        |                  |                        |                                      |
| Cash   | \$ 6,381               | \$ 28                  | \$ 2,918         | \$ ....                | \$ 153                               |
| Temporary cash investments - at cost which approximates market | 57,457                 | 4,641                  | 49,618           | 80,398                 | 11,473                               |
| Special deposits   | ....                   | ....                   | ....             | ....                   | ....                                 |
| Total cash and cash equivalents                                | 63,838                 | 4,669                  | 52,536           | 80,398                 | 11,626                               |
| Other temporary investments                                    | 7,506                  | 606                    | 6,482            | 10,328                 | 1,499                                |
| Notes receivable - associated companies                        | ....                   | ....                   | ....             | 626,968                | ....                                 |
| Accounts receivable:   |                        |                        |                  |                        |                                      |
| Customer   | 59,729                 | 44,663                 | ....             | ....                   | ....                                 |
|  | (1,375)                | (3,104)                | ....             | ....                   | ....                                 |

|  |           |         |           |           |        |
|--|-----------|---------|-----------|-----------|--------|
| Allowance for doubtful accounts                                |           |         |           |           |        |
| Associated companies   | 25,935    | 24,697  | 72,477    | 44,639    | ....   |
| Other  | 6,400     | 10,057  | 1,777     | 53,549    | ....   |
| Accrued unbilled revenues                                      | 31,209    | 21,113  | ....      | ....      | ....   |
| Total receivables  | 121,898   | 97,426  | 74,254    | 98,188    | ....   |
| Deferred fuel costs  | 89,078    | ....    | ....      | ....      | ....   |
| Accumulated deferred income taxes                              | ....      | 460     | ....      | ....      | ....   |
| Fuel inventory - at average cost                               | 5,077     | 5,580   | ....      | ....      | ....   |
| Materials and supplies - at average cost                       | 17,682    | 8,660   | 63,047    | ....      | ....   |
| Deferred nuclear refueling outage costs                        | ....      | ....    | 2,979     | ....      | ....   |
| Prepayments and other  | 9,583     | 8,050   | 1,031     | ....      | 1,658  |
| Total  | 314,662   | 125,451 | 200,329   | 815,882   | 14,783 |
| Other Property and Investments:                                |           |         |           |           |        |
| Investment in affiliates - at equity                           | 5,531     | 3,259   | ....      | 8,607,556 | ....   |
| Decommissioning trust funds                                    | ....      | ....    | 172,916   | ....      | ....   |
| Non-utility property - at cost (less accumulated depreciation) | 6,466     | ....    | ....      | ....      | ....   |
| Other - at cost (less accumulated depreciation)                | ....      | ....    | ....      | ....      | ....   |
| Total  | 11,997    | 3,259   | 172,916   | 8,607,556 | ....   |
| Property, Plant and Equipment:                                 |           |         |           |           |        |
| Electric   | 2,243,852 | 666,122 | 3,205,895 | ....      | 12,889 |
| Property under capital lease                                   | 136       | ....    | 466,521   | ....      | ....   |
| Natural gas  | ....      | 167,011 | ....      | ....      | ....   |

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|  |              |            |              |              |           |
|--|--------------|------------|--------------|--------------|-----------|
| Construction work in progress                    | 108,829      | 45,061     | 31,344       | ....         | 2,906     |
| Nuclear fuel under capital leases                | ....         | ....       | 47,242       | ....         | ....      |
| Nuclear fuel                                     | ....         | ....       | ....         | ....         | ....      |
| Total  | 2,352,817    | 878,194    | 3,751,002    | ....         | 15,795    |
| Less - Accumulated depreciation and amortization | 837,492      | 420,745    | 1,672,658    | ....         | 11,898    |
| Property, plant and equipment - net              | 1,515,325    | 457,449    | 2,078,344    | ....         | 3,897     |
| Deferred Debits and Other Assets:                |              |            |              |              |           |
| Regulatory assets:                               |              |            |              |              |           |
| SFAS 109 regulatory asset - net                  | 28,964       | ....       | 115,633      | ....         | ....      |
| Unamortized loss on reacquired debt              | ....         | ....       | ....         | ....         | ....      |
| Other regulatory assets                          | 58,287       | 27,222     | 301,233      | ....         | 7,181     |
| Long-term receivables                            | ....         | ....       | ....         | ....         | ....      |
| Goodwill   | ....         | ....       | ....         | ....         | ....      |
| Accumulated Deferred Income Taxes                | ....         | ....       | ....         | ....         | 3,080     |
| Other  | 20,064       | 6,438      | 12,269       | 540,924      | 712       |
| Total  | 107,315      | 33,660     | 429,135      | 540,924      | 10,973    |
| Total  | \$ 1,949,299 | \$ 619,819 | \$ 2,880,724 | \$ 9,964,362 | \$ 29,653 |

ENTERGY CORPORATION AND SUBSIDIARIES  
CONSOLIDATING BALANCE SHEET  
DECEMBER 31, 2003  
(In Thousands)

| ASSETS | ENTERGY<br>POWER<br>(unaudited) | ENTERGY<br>SERVICES<br>(unaudited) | SYSTEM<br>FUELS<br>(unaudited) | ENTERGY<br>ENTERPRISES<br>(unaudited) |
|--------|---------------------------------|------------------------------------|--------------------------------|---------------------------------------|
|--------|---------------------------------|------------------------------------|--------------------------------|---------------------------------------|



## Current Assets:

## Cash and cash equivalents:

|  |    |        |    |         |    |        |    |         |
|--|----|--------|----|---------|----|--------|----|---------|
| Cash   | \$ | 11     | \$ | 44,449  | \$ | 25     | \$ | 2,110   |
| Temporary cash investments - at cost which approximates market |    | 1,989  |    | ....    |    | ....   |    | 2,635   |
| Special deposits   |    | ....   |    | ....    |    | ....   |    | ....    |
| Total cash and cash equivalents                                |    | 2,000  |    | 44,449  |    | 25     |    | 4,745   |
| Other temporary investments                                    |    |        |    |         |    |        |    |         |
| Notes receivable   |    | ....   |    | ....    |    | ....   |    | 28,437  |
| Accounts receivable:   |    |        |    |         |    |        |    |         |
| Customer   |    | ....   |    | ....    |    | ....   |    | ....    |
| Allowance for doubtful accounts                                |    | ....   |    | ....    |    | ....   |    | (2,064) |
| Associated companies   |    | 3,465  |    | 190,806 |    | 8,484  |    | 11,037  |
| Other  |    | 1,046  |    | 17,516  |    | ....   |    | 66      |
| Accrued unbilled revenues                                      |    | ....   |    | ....    |    | ....   |    | ....    |
| Total receivables  |    | 4,511  |    | 208,322 |    | 8,484  |    | 9,039   |
| Deferred fuel costs  |    | ....   |    | ....    |    | ....   |    | ....    |
| Accumulated deferred income taxes                              |    | 5,824  |    | ....    |    | ....   |    | 1,505   |
| Fuel inventory - at average cost                               |    | 1,172  |    | ....    |    | 43,979 |    | ....    |
| Materials and supplies - at average cost                       |    | 1,682  |    | ....    |    | ....   |    | 18      |
| Deferred nuclear refueling outage costs                        |    | ....   |    | ....    |    | ....   |    | ....    |
| Prepayments and other  |    | ....   |    | 3,386   |    | 28,002 |    | 3,137   |
| Total  |    | 15,189 |    | 256,157 |    | 80,490 |    | 46,881  |

## Other Property and Investments:

## Investment in affiliates - at equity

|      |  |      |  |      |  |      |  |      |
|------|--|------|--|------|--|------|--|------|
| .... |  | .... |  | .... |  | .... |  | .... |
|------|--|------|--|------|--|------|--|------|

|  |      |      |      |      |
|--|------|------|------|------|
| Decommissioning trust funds                                    | .... | .... | .... | .... |
| Non-utility property - at cost (less accumulated depreciation) | .... | 12   | .... | 48   |
| Other - at cost (less accumulated depreciation)                | .... | .... | .... | 897  |
| Total  | .... | 12   | .... | 945  |

Property, Plant and Equipment:

|  |         |         |        |       |
|--|---------|---------|--------|-------|
| Electric   | 150,149 | 275,746 | 24,424 | 1,736 |
| Property under capital lease                     | ....    | ....    | ....   | ....  |
| Natural gas                                      | ....    | ....    | ....   | ....  |
| Construction work in progress                    | 4,588   | 28,283  | 1      | ....  |
| Nuclear fuel under capital leases                | ....    | ....    | ....   | ....  |
| Nuclear fuel                                     | ....    | ....    | 11,445 | ....  |
| Total  | 154,737 | 304,029 | 35,870 | 1,736 |
| Less - Accumulated depreciation and amortization | 99,084  | 183,966 | 24,424 | 790   |
| Property, plant and equipment - net              | 55,653  | 120,063 | 11,446 | 946   |

Deferred Debits and Other Assets:

|                                     |       |         |      |        |
|-------------------------------------|-------|---------|------|--------|
| Regulatory assets:                  |       |         |      |        |
| SFAS 109 regulatory asset - net     | ....  | ....    | .... | ....   |
| Unamortized loss on reacquired debt | ....  | ....    | .... | ....   |
| Other regulatory assets             | ....  | 90,506  | .... | ....   |
| Long-term receivables               | ....  | ....    | .... | ....   |
| Goodwill                            | ....  | ....    | .... | ....   |
| Accumulated Deferred Income Taxes   | ....  | 104,045 | .... | 22,294 |
| Other                               | 4,618 | 91,301  | 102  | 11,429 |

|       |    |        |    |         |    |        |    |        |
|-------|----|--------|----|---------|----|--------|----|--------|
| Total |    | 4,618  |    | 285,852 |    | 102    |    | 33,723 |
| Total | \$ | 75,460 | \$ | 662,084 | \$ | 92,038 | \$ | 82,495 |

ENTERGY CORPORATION AND SUBSIDIARIES  
CONSOLIDATING BALANCE SHEET  
DECEMBER 31, 2003  
(In Thousands)

| LIABILITIES AND<br>SHAREHOLDERS'<br>EQUITY | CONSOLIDATED | INTERCOMPANY<br>ELIMINATIONS<br>AND |          | ENTERGY     | ENTERGY   | ENTERGY |
|--|--------------|-------------------------------------|----------|-------------|-----------|---------|
|  |              | ADJUSTMENTS                         | ARKANSAS | GULF STATES | LOUISIANA |         |
| <b>Current Liabilities:</b>                |              |                                     |          |             |           |         |
| Currently maturing<br>long-term debt       | \$ 524,372   | \$ (74,215)                         | \$ ....  | \$ 354,000  | \$        | 14,809  |
| Notes payable:                             |              |                                     |          |             |           |         |
| Associated<br>companies                    | ....         | 14,133                              | ....     | ....        | ....      | ....    |
| Other                                      | 351          | (351)                               | ....     | ....        | ....      | ....    |
| Accounts payable:                          |              | ....                                |          |             |           |         |
| Associated<br>companies                    | ....         | 499,527                             | 106,958  | 84,000      |           | 101,191 |
| Other                                      | 796,572      | (144,991)                           | 92,638   | 156,166     |           | 121,875 |
| Customer deposits                          | 199,620      | (1,134)                             | 37,693   | 47,044      |           | 61,215  |
| Taxes accrued                              | 224,926      | (73,050)                            | ....     | ....        |           | ....    |
| Accumulated<br>deferred income<br>taxes    | 22,963       | (14,335)                            | ....     | ....        |           | 566     |
| Nuclear refueling<br>outage costs          | 8,238        | ....                                | ....     | 8,238       |           | ....    |
| Interest accrued                           | 139,603      | (11,373)                            | 21,424   | 36,970      |           | 20,229  |
| Deferred fuel cost                         | ....         | 2,720                               | ....     | ....        |           | ....    |
| Obligations under<br>capital leases        | 159,978      | (1)                                 | 59,089   | 34,075      |           | 35,506  |
| System Energy<br>Refund                    | ....         | 3,444                               | 3,444    | ....        |           | ....    |
| Other                                      | 205,600      | 39,020                              | 13,480   | 14,755      |           | 5,110   |
| Total                                      | 2,282,223    | 239,394                             | 334,726  | 735,248     |           | 360,501 |

Deferred Credits and  
Other Liabilities:

|   |            |             |           |           |           |
|---|------------|-------------|-----------|-----------|-----------|
| Accumulated deferred income taxes and taxes accrued | 4,779,513  | 109,437     | 996,455   | 1,422,776 | 1,728,156 |
| Accumulated deferred investment tax credits         | 420,248    | 1           | 73,280    | 144,323   | 101,258   |
| SFAS 109 regulatory liability - net                 | ....       | 40,543      | ....      | ....      | ....      |
| Obligations under capital leases                    | 153,898    | (1)         | 67,648    | 40,618    | 29,560    |
| Other regulatory liabilities                        | 291,239    | 1,820       | 52,923    | 13,885    | 12,204    |
| Decommissioning                                     | 2,242,312  | (711,402)   | 567,546   | 298,785   | 352,120   |
| Transition to competition                           | 79,098     | ....        | ....      | 79,098    | ....      |
| Regulatory reserves                                 | 69,528     | (12,185)    | ....      | 57,343    | ....      |
| Accumulated provisions                              | 506,960    | (197,891)   | 40,149    | 75,868    | 86,534    |
| Long-term debt                                      | 7,322,940  | (406,663)   | 1,338,378 | 1,989,613 | 887,687   |
| Subsidiaries' preferred stock with sinking fund     | 20,852     | ....        | ....      | 20,852    | ....      |
| Other   | 1,347,404  | (254,683)   | 192,200   | 233,985   | 47,981    |
| Total   | 17,233,992 | (1,431,024) | 3,328,579 | 4,377,146 | 3,245,500 |

## Shareholders' Equity:

|   |           |           |         |           |           |
|---|-----------|-----------|---------|-----------|-----------|
| Subsidiaries' preferred stock without sinking fund                                      | 334,337   | 1         | 116,350 | 47,327    | 100,500   |
| Common stock, \$.01 par value, authorized 500,000,000 shares; issued 248,174,087 shares | 2,482     | ....      | ....    | ....      | ....      |
| Common stock of subsidiaries  | ....      | 2,283,345 | 470     | 114,055   | 1,088,900 |
| Paid-in capital   | 4,767,615 | 2,268,942 | 591,127 | 1,157,484 | ....      |
| Capital stock expense and other   | ....      | (783)     | ....    | ....      | (1,718)   |
| Retained earnings   | 4,502,508 | 1,128,692 | 686,826 | 419,690   | 856       |
|   | (7,795)   | 20,636    | ....    | 3,912     | ....      |

|   |               |              |              |              |              |
|---|---------------|--------------|--------------|--------------|--------------|
| Accumulated other comprehensive income (loss)             |               |              |              |              |              |
| Less - treasury stock at cost (25,752,410 shares in 2002) | 561,152       | 120,000      | ....         | ....         | 120,000      |
| Total common shareholders' equity                         | 9,037,995     | 5,580,833    | 1,394,773    | 1,742,468    | 1,068,538    |
|   |               | ....         |              |              |              |
| Total   | \$ 28,554,210 | \$ 4,389,203 | \$ 5,058,078 | \$ 6,854,862 | \$ 4,674,539 |

ENTERGY CORPORATION AND SUBSIDIARIES  
CONSOLIDATING BALANCE SHEET  
DECEMBER 31, 2003  
(In Thousands)

| LIABILITIES AND SHAREHOLDERS' EQUITY | ENTERGY     | ENTERGY     | SYSTEM   | ENTERGY     | ENTERGY                |
|--------------------------------------|-------------|-------------|----------|-------------|------------------------|
|                                      | MISSISSIPPI | NEW ORLEANS | ENERGY   | CORPORATION | OPERATIONS (unaudited) |
| Current Liabilities:                 |             |             |          |             |                        |
| Currently maturing long-term debt    | \$ 75,000   | \$ ....     | \$ 6,348 | \$ ....     | \$ ....                |
| Notes payable:                       |             |             |          |             |                        |
| Associated companies                 | ....        | ....        | ....     | ....        | ....                   |
| Other                                | ....        | ....        | ....     | ....        | ....                   |
| Accounts payable:                    |             |             |          |             |                        |
| Associated companies                 | 62,705      | 35,008      | ....     | 2,433       | 8,832                  |
| Other                                | 28,212      | 42,718      | 30,255   | 745         | 4,873                  |
| Customer deposits                    | 33,861      | 15,575      | ....     | ....        | ....                   |
| Taxes accrued                        | 39,041      | ....        | 55,585   | ....        | 717                    |
| Accumulated deferred income taxes    | 7,120       | ....        | 942      | ....        | ....                   |
| Nuclear refueling outage costs       | ....        | ....        | ....     | ....        | ....                   |
| Interest accrued                     | 13,772      | 6,212       | 29,623   | ....        | ....                   |
| Deferred fuel cost                   | ....        | 2,720       | ....     | ....        | ....                   |

|                                  |         |         |         |         |        |
|----------------------------------|---------|---------|---------|---------|--------|
| Obligations under capital leases | 41      | ....    | 31,266  | ....    | ....   |
| System Energy Refund             | ....    | ....    | ....    | ....    | ....   |
| Other                            | 2,567   | 8,444   | 1,971   | 188,779 | ....   |
| Total                            | 262,319 | 110,677 | 155,990 | 191,957 | 14,422 |

## Deferred Credits and Other Liabilities:

|   |           |         |           |           |        |
|---|-----------|---------|-----------|-----------|--------|
| Accumulated deferred income taxes and taxes accrued | 385,395   | 39,486  | 290,964   | ....      | ....   |
| Accumulated deferred investment tax credits         | 15,092    | 4,441   | 79,088    | ....      | ....   |
| SFAS 109 regulatory liability - net                 | ....      | 40,543  | ....      | ....      | ....   |
| Obligations under capital leases                    | 95        | ....    | 15,976    | ....      | ....   |
| Other regulatory liabilities                        | ....      | 954     | 213,093   | ....      | ....   |
| Decommissioning                                     | ....      | ....    | 312,459   | ....      | ....   |
| Transition to competition                           | ....      | ....    | ....      | ....      | ....   |
| Regulatory reserves                                 | ....      | ....    | ....      | ....      | ....   |
| Accumulated provisions                              | 6,876     | 820     | 3,782     | ....      | 2,586  |
| Long-term debt                                      | 654,956   | 229,217 | 882,401   | 900,025   | ....   |
| Subsidiaries' preferred stock with sinking fund     | ....      | ....    | ....      | ....      | ....   |
| Other   | 60,082    | 41,346  | 33,735    | 168,722   | 11,646 |
| Total   | 1,122,496 | 356,807 | 1,831,498 | 1,068,747 | 14,232 |

## Shareholders' Equity:

|  |        |        |      |       |      |
|--|--------|--------|------|-------|------|
| Subsidiaries' preferred stock without sinking fund                   | 50,381 | 19,780 | .... | ....  | .... |
| Common stock, \$.01 par value, authorized 500,000,000 shares; issued | ....   | ....   | .... | 2,482 | .... |

|   |              |            |              |              |    |        |
|---|--------------|------------|--------------|--------------|----|--------|
| 248,174,087<br>shares   |              |            |              |              |    |        |
| Common stock of<br>subsidiaries                                 | 199,326      | 33,744     | 789,350      | ....         |    | 5      |
| Paid-in capital   | ....         | 36,294     | ....         | 4,767,615    |    | ....   |
| Capital stock<br>expense and other                              | (59)         | ....       | ....         | ....         |    | 994    |
| Retained earnings   | 314,836      | 62,517     | 103,886      | 4,502,508    |    | ....   |
| Accumulated other<br>comprehensive<br>income (loss)             | ....         | ....       | ....         | (7,795)      |    | ....   |
| Less - treasury stock<br>at cost (25,752,410<br>shares in 2002) | ....         | ....       | ....         | 561,152      |    | ....   |
| Total common<br>shareholders' equity                            | 564,484      | 152,335    | 893,236      | 8,703,658    |    | 999    |
| Total   | \$ 1,949,299 | \$ 619,819 | \$ 2,880,724 | \$ 9,964,362 | \$ | 29,653 |

ENTERGY CORPORATION AND SUBSIDIARIES  
CONSOLIDATING BALANCE SHEET  
DECEMBER 31, 2003  
(In Thousands)

| LIABILITIES AND<br>SHAREHOLDERS'<br>EQUITY | ENTERGY              | ENTERGY                 | SYSTEM               | ENTERGY                    |
|--|----------------------|-------------------------|----------------------|----------------------------|
|  | POWER<br>(unaudited) | SERVICES<br>(unaudited) | FUELS<br>(unaudited) | ENTERPRISES<br>(unaudited) |
| Current Liabilities:                       |                      |                         |                      |                            |
| Currently maturing<br>long-term debt       | \$ ....              | \$ ....                 | \$ ....              | \$ ....                    |
| Notes payable:                             |                      |                         |                      |                            |
| Associated<br>companies                    | 14,133               | ....                    | ....                 | ....                       |
| Other                                      | ....                 | ....                    | ....                 | ....                       |
| Accounts payable:                          |                      |                         |                      |                            |
| Associated<br>companies                    | 2,629                | 55,777                  | 27,521               | 12,473                     |
| Other                                      | 258                  | 164,174                 | 3,267                | 6,400                      |
| Customer deposits                          | ....                 | 3,098                   | ....                 | ....                       |

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|                                   |        |         |        |        |
|-----------------------------------|--------|---------|--------|--------|
| Taxes accrued                     | ....   | 56,317  | 216    | ....   |
| Accumulated deferred income taxes | ....   | ....    | ....   | ....   |
| Nuclear refueling outage costs    | ....   | ....    | ....   | ....   |
| Interest accrued                  | ....   | ....    | ....   | ....   |
| Deferred fuel cost                | ....   | ....    | ....   | ....   |
| Obligations under capital leases  | ....   | ....    | ....   | ....   |
| System Energy Refund              | ....   | ....    | ....   | ....   |
| Other                             | ....   | 6,023   | ....   | 3,491  |
| Total                             | 17,020 | 285,389 | 31,004 | 22,364 |

Deferred Credits and Other Liabilities:

|   |        |         |        |        |
|---|--------|---------|--------|--------|
| Accumulated deferred income taxes and taxes accrued | 15,495 | ....    | 10,223 | ....   |
| Accumulated deferred investment tax credits         | ....   | 2,700   | 67     | ....   |
| SFAS 109 regulatory liability - net                 | ....   | ....    | ....   | ....   |
| Obligations under capital leases                    | ....   | ....    | ....   | ....   |
| Other regulatory liabilities                        | ....   | ....    | ....   | ....   |
| Decommissioning                                     | ....   | ....    | ....   | ....   |
| Transition to competition                           | ....   | ....    | ....   | ....   |
| Regulatory reserves                                 | ....   | ....    | ....   | ....   |
| Accumulated provisions                              | ....   | 90,783  | ....   | 1,671  |
| Long-term debt                                      | ....   | ....    | 34,000 | ....   |
| Subsidiaries' preferred stock with sinking fund     | ....   | ....    | ....   | ....   |
| Other   | ....   | 283,192 | ....   | 19,832 |
| Total   | 15,495 | 376,675 | 44,290 | 21,503 |



## Shareholders' Equity:

|   |           |            |           |           |
|---|-----------|------------|-----------|-----------|
| Subsidiaries' preferred stock without sinking fund                                      | ....      | ....       | ....      | ....      |
| Common stock, \$.01 par value, authorized 500,000,000 shares; issued 248,174,087 shares | ....      | ....       | ....      | ....      |
| Common stock of subsidiaries  | 55        | 20         | 20        | 57,400    |
| Paid-in capital   | 88,379    | ....       | ....      | 395,658   |
| Capital stock expense and other   | ....      | ....       | ....      | ....      |
| Retained earnings   | (45,489)  | ....       | ....      | (414,430) |
| Accumulated other comprehensive income (loss)   | ....      | ....       | 16,724    | ....      |
| Less - treasury stock at cost   | ....      | ....       | ....      | ....      |
| Total common shareholders' equity   | 42,945    | 20         | 16,744    | 38,628    |
| Total   | \$ 75,460 | \$ 662,084 | \$ 92,038 | \$ 82,495 |

ENTERGY CORPORATION AND SUBSIDIARIES  
CONSOLIDATING STATEMENT OF  
RETAINED EARNINGS  
YEAR ENDED DECEMBER 31, 2003  
(In Thousands)

| RETAINED EARNINGS                  | CONSOLIDATED | INTERCOMPANY ELIMINATIONS AND ADJUSTMENTS | ENTERGY ARKANSAS | ENTERGY GULF STATES | ENTERGY LOUISIANA |
|------------------------------------|--------------|---|------------------|---------------------|-------------------|
| Retained Earnings, January 1, 2003 | \$ 3,938,693 | \$ 1,093,871                              | \$ 638,193       | \$ 449,929          | \$ 6,916          |
| Add:                               | 950,467      | 457,723                                   | 126,009          | 42,562              | 146,154           |

|   |              |              |            |            |         |
|---|--------------|--------------|------------|------------|---------|
| Net Income<br>(Loss)                          |              |              |            |            |         |
| Increase in<br>Investment in<br>subsidiary    | ....         | ....         | ....       | ....       | ....    |
| Total   | 4,889,160    | 1,551,594    | 764,202    | 492,491    | 153,070 |
| Deduct:                                       |              |              |            |            |         |
| Dividends<br>declared on:                     |              |              |            |            |         |
| Preferred and<br>preference stock             | 23,524       | 1            | 7,776      | 4,701      | 6,714   |
| Common<br>stock                               | 362,941      | 422,901      | 69,600     | 68,100     | 145,500 |
| Capital stock<br>and other<br>expenses        | 187          | ....         | ....       | ....       | ....    |
| Return of<br>capital to parent                | ....         | ....         | ....       | ....       | ....    |
| Total   | 386,652      | 422,902      | 77,376     | 72,801     | 152,214 |
| Retained<br>Earnings,<br>December 31,<br>2003 | \$ 4,502,508 | \$ 1,128,692 | \$ 686,826 | \$ 419,690 | \$ 856  |

ENTERGY CORPORATION AND SUBSIDIARIES  
CONSOLIDATING STATEMENT OF  
RETAINED EARNINGS  
YEAR ENDED DECEMBER 31, 2003  
(In Thousands)

| RETAINED<br>EARNINGS                     | ENTERGY<br>MISSISSIPPI | ENTERGY<br>NEW ORLEANS | SYSTEM<br>ENERGY | ENTERGY<br>CORPORATION | ENTERGY<br>OPERATIONS<br>(unaudited) |
|--|------------------------|------------------------|------------------|------------------------|--------------------------------------|
| Retained<br>Earnings,<br>January 1, 2003 | \$ 282,847             | \$ 58,624              | \$ 102,883       | \$ 3,938,693           | \$ ....                              |
| Add:                                     |                        |                        |                  |                        |                                      |

|   |            |           |            |              |         |
|---|------------|-----------|------------|--------------|---------|
| Net Income<br>(Loss)                          | 67,058     | 7,859     | 106,003    | 926,943      | ....    |
| Increase in<br>Investment in<br>subsidiary    | ....       | ....      | ....       | ....         | ....    |
| Total   | 349,905    | 66,483    | 208,886    | 4,865,636    | ....    |
| Deduct:                                       |            |           |            |              |         |
| Dividends<br>declared on:                     |            |           |            |              |         |
| Preferred and<br>preference stock             | 3,369      | 965       | ....       | ....         | ....    |
| Common<br>stock                               | 31,700     | 3,001     | 105,000    | 362,941      | ....    |
| Capital stock<br>and other<br>expenses        | ....       | ....      | ....       | 187          | ....    |
| Return of<br>capital to parent                | ....       | ....      | ....       | ....         | ....    |
| Total   | 35,069     | 3,966     | 105,000    | 363,128      | ....    |
| Retained<br>Earnings,<br>December 31,<br>2003 | \$ 314,836 | \$ 62,517 | \$ 103,886 | \$ 4,502,508 | \$ .... |

ENTERGY CORPORATION AND SUBSIDIARIES  
CONSOLIDATING STATEMENT OF  
RETAINED EARNINGS  
YEAR ENDED DECEMBER 31, 2003  
(In Thousands)

| RETAINED<br>EARNINGS                     | ENTERGY              | ENTERGY                 | SYSTEM               | ENTERGY                    |
|--|----------------------|-------------------------|----------------------|----------------------------|
|  | POWER<br>(unaudited) | SERVICES<br>(unaudited) | FUELS<br>(unaudited) | ENTERPRISES<br>(unaudited) |
| Retained<br>Earnings,<br>January 1, 2003 | \$ (42,594)          | \$ ....                 | \$ ....              | \$ (402,927)               |
| Add:                                     |                      |                         |                      |                            |

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|  |          |      |      |           |
|--|----------|------|------|-----------|
| Net Income<br>(Loss)                       | (2,895)  | .... | .... | (11,503)  |
| Increase in<br>Investment in<br>subsidiary | ....     | .... | .... | ....      |
| Total                                      | (45,489) | .... | .... | (414,430) |

Deduct:

Dividends  
declared on:

|  |      |      |      |      |
|--|------|------|------|------|
| Preferred and<br>preference stock      | .... | .... | .... | .... |
| Common<br>stock                        | .... | .... | .... | .... |
| Capital stock<br>and other<br>expenses | .... | .... | .... | .... |
| Return of<br>capital to parent         | .... | .... | .... | .... |
| Total                                  | .... | .... | .... | .... |

|   |    |          |    |      |    |      |    |           |
|---|----|----------|----|------|----|------|----|-----------|
| Retained<br>Earnings,<br>December 31,<br>2003 | \$ | (45,489) | \$ | .... | \$ | .... | \$ | (414,430) |
|---|----|----------|----|------|----|------|----|-----------|

ENTERGY GULF STATES, INC. AND SUBSIDIARIES  
CONSOLIDATING STATEMENT OF INCOME (LOSS)  
YEAR ENDED DECEMBER 31, 2003  
(In Thousands)

INTERCOMPANY  
ELIMINATIONS  
AND

|                        | CONSOLIDATED | ADJUSTMENTS | ENTERGY<br>GULF<br>STATES<br>(unaudited) | GSG&T<br>(unaudited) | Southern<br>Gulf<br>(unaudited) | Varibus<br>(unaudited) | POG<br>(unaudited) |
|------------------------|--------------|-------------|--|----------------------|---------------------------------|------------------------|--------------------|
| Operating<br>Revenues: |              |             |  |                      |                                 |                        |                    |
| Electric               | \$ 2,579,916 | \$ 3,799    | \$ 2,579,916                             | \$ 3,799             | \$ ....                         | \$ ....                | ....               |
| Natural gas            | 59,821       | ....        | 59,821                                   | ....                 | ....                            | ....                   | ....               |
| Steam products         | ....         | ....        | ....                                     | ....                 | ....                            | ....                   | ....               |
| Total                  | 2,639,737    | 3,799       | 2,639,737                                | 3,799                | ....                            | ....                   | ....               |

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|  |           |       |           |       |       |      |      |
|--|-----------|-------|-----------|-------|-------|------|------|
| Operating Expenses:                                      |           |       |           |       |       |      |      |
| Operation:   |           |       |           |       |       |      |      |
| Fuel, fuel-related expenses and gas purchased for resale | 693,612   | ....  | 693,612   | ....  | ....  | .... | .... |
| Purchased power  | 838,498   | ....  | 838,498   | ....  | ....  | .... | .... |
| Nuclear refueling outage expense                         | 14,045    | ....  | 14,045    | ....  | ....  | .... | .... |
| Other operation and maintenance                          | 457,428   | 3,799 | 461,184   | ....  | 43    | .... | .... |
| Depreciation and decommissioning                         | 213,851   | ....  | 211,088   | 2,285 | 478   | .... | .... |
| Taxes other than income taxes                            | 117,009   | ....  | 117,009   | ....  | ....  | .... | .... |
| Other regulatory (credits) - net                         | (2,476)   | ....  | (1,998)   | ....  | (478) | .... | .... |
| Total  | 2,331,967 | 3,799 | 2,333,438 | 2,285 | 43    | .... | .... |
| Operating Income   | 307,770   | ....  | 306,299   | 1,514 | (43)  | .... | .... |
| Other Income:  |           |       |           |       |       |      |      |
| Allowance for equity funds used during construction      | 15,855    | ....  | 15,855    | ....  | ....  | .... | .... |
| Gain on sale of assets                                   | ....      | ....  | ....      | ....  | ....  | .... | .... |
| Interest and dividend income                             | 17,902    | 67    | 17,909    | ....  | ....  | 55   | 5    |
| Miscellaneous - net                                      | (143,434) | 363   | (143,182) | (71)  | (91)  | 275  | (2)  |
| Total  | (109,677) | 430   | (109,418) | (71)  | (91)  | 330  | 3    |
| Interest and Other Charges:                              |           |       |           |       |       |      |      |
| Interest on long-term debt                               | 148,516   | 67    | 148,516   | ....  | 67    | .... | .... |
| Other interest - net                                     | 8,827     | ....  | 8,827     | ....  | ....  | .... | .... |
| Distributions on preferred securities of subsidiary      | ....      | ....  | ....      | ....  | ....  | .... | .... |
| Allowance for borrowed funds used during construction    | (13,349)  | ....  | (13,349)  | ....  | ....  | .... | .... |
| Total  | 143,994   | 67    | 143,994   | ....  | 67    | .... | .... |

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|   |           |        |           |        |          |        |          |
|---|-----------|--------|-----------|--------|----------|--------|----------|
| Income before income taxes                    | 54,099    | 363    | 52,887    | 1,443  | (201)    | 330    | 3        |
| Income taxes                                  | 11,536    | ....   | 10,324    | 930    | (83)     | 128    | 237      |
| Net Income                                    | 42,563    | 363    | 42,563    | 513    | (118)    | 202    | (234)    |
| Preferred and dividend requirements and other | 4,701     | ....   | 4,701     | ....   | ....     | ....   | ....     |
| Earnings applicable to common stock           | \$ 37,862 | \$ 363 | \$ 37,862 | \$ 513 | \$ (118) | \$ 202 | \$ (234) |

ENTERGY GULF STATES, INC. AND SUBSIDIARIES  
CONSOLIDATING STATEMENT OF CASH FLOWS  
YEAR ENDED DECEMBER 31, 2003  
(In Thousands)

|  | CONSOLIDATED | INTERCOMPANY<br>ELIMINATIONS<br>AND<br>ADJUSTMENTS | ENTERGY<br>GULF<br>STATES<br>(unaudited) | GSG&T<br>(unaudited) | Southern<br>Gulf<br>(unaudited) | Varibus<br>(unaudited) | POG<br>(unaudited) |
|--|--------------|--|--|----------------------|---------------------------------|------------------------|--------------------|
| OPERATING ACTIVITIES:                          |              |  |  |                      |                                 |                        |                    |
| Net Income                                     | \$ 42,562    | \$ 363   | \$ 42,562                                | \$ 513               | \$ (118)                        | \$ 202                 | \$ (234)           |
| Noncash items included in net income           |              |  |  |                      |                                 |                        |                    |
| Amortization of rate deferrals                 | ....         | ....   | ....                                     | ....                 | ....                            | ....                   | ....               |
| Reserve for regulatory adjustments             | 12,605       | ....   | 12,605                                   | ....                 | ....                            | ....                   | ....               |
| Other regulatory charges (credits)             | (2,476)      | ....   | (1,998)                                  | ....                 | (478)                           | ....                   | ....               |
| Depreciation, amortization and decommissioning | 213,851      | (14,268)   | 196,820                                  | 2,285                | 478                             | ....                   | ....               |

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|   |           |          |           |         |       |       |        |
|---|-----------|----------|-----------|---------|-------|-------|--------|
| Deferred income taxes and investment tax credits                        | 24,574    | 1,301    | 23,742    | 1,788   | 302   | 43    | ...    |
| Allowance for equity funds used during construction                     | (15,855)  | ....     | (15,855)  | ....    | ....  | ....  | ....   |
| Cumulative effect of accounting change                                  | 21,333    | (21,333) | ....      | ....    | ....  | ....  | ....   |
| Changes in working capital:   |           |          |           |         |       |       |        |
| Receivables   | (96,409)  | (4,775)  | (97,800)  | (3,729) | (371) | 788   | (72)   |
| Fuel inventory  | (1,469)   | ....     | (1,469)   | ....    | ....  | ....  | ....   |
| Accounts payable  | (17,013)  | 4,010    | (13,210)  | ....    | 207   | ....  | ....   |
| Taxes accrued   | (35,914)  | 48,407   | 12,493    | ....    | ....  | ....  | ....   |
| Interest accrued  | (1,900)   | 65       | (1,900)   | ....    | 65    | ....  | ....   |
| Deferred fuel   | 59,165    | (77,020) | (17,855)  | ....    | ....  | ....  | ....   |
| Other working capital accounts  | (11,906)  | ....     | (11,906)  | ....    | ....  | ....  | ....   |
| Provision for estimated losses and reserves                             | 115,878   | ....     | 115,878   | ....    | ....  | ....  | ....   |
| Changes in other regulatory assets                                      | 3,983     | ....     | 3,983     | ....    | ....  | ....  | ....   |
| Other   | 114,954   | 63,250   | 182,574   | (857)   | (40)  | 278   | (3,75) |
| Net cash flow provided by operating activities                          | 425,963   | ....     | 428,664   | ....    | 45    | 1,311 | (4,05) |
| INVESTING ACTIVITIES:   |           |          |           |         |       |       |        |
| Construction expenditures   | (348,507) | ....     | (348,507) | ....    | ....  | ....  | ....   |
| Allowance for equity funds used during construction                     | 15,855    | ....     | 15,855    | ....    | ....  | ....  | ....   |
| Nuclear fuel purchases  | (39,959)  | ....     | (39,959)  | ....    | ....  | ....  | ....   |
| Proceeds from sale/leaseback of nuclear fuel                            | 38,029    | ....     | 38,029    | ....    | ....  | ....  | ....   |
| Decommissioning trust contributions and realized change in trust assets | (11,428)  | ....     | (11,428)  | ....    | ....  | ....  | ....   |
| Changes in other temporary investments - net                            | (23,579)  | ....     | (23,579)  | ....    | ....  | ....  | ....   |

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|  |               |      |               |       |       |          |         |      |
|--|---------------|------|---------------|-------|-------|----------|---------|------|
| Other regulatory investments                         | (77,050)      | .... | (77,050)      | ....  | ....  | ....     | ....    | .... |
| Net cash flow used by investing activities           | (446,639)     | .... | (446,639)     | ....  | ....  | ....     | ....    | .... |
| <b>FINANCING ACTIVITIES:</b>                         |               |      |               |       |       |          |         |      |
| Proceeds from issuance of long-term debt             | 1,032,682     | .... | 1,032,682     | ....  | ....  | ....     | ....    | .... |
| Changes in notes payable - associated companies      | ....          | .... | ....          | ....  | ....  | ....     | ....    | .... |
| Retirement of long-term debt                         | (1,048,129)   | .... | (1,048,129)   | ....  | ....  | ....     | ....    | .... |
| Redemption of preferred stock                        | (3,450)       | .... | (3,450)       | ....  | ....  | ....     | ....    | .... |
| Dividends paid:                                      |               |      |               |       |       |          |         |      |
| Common stock   | (68,100)      | .... | (68,100)      | ....  | ....  | ....     | ....    | .... |
| Preferred stock                                      | (4,701)       | .... | (4,701)       | ....  | ....  | ....     | ....    | .... |
| Net cash flow used by financing activities           | (91,698)      | .... | (91,698)      | ....  | ....  | ....     | ....    | .... |
| Net increase (decrease) in cash and cash equivalents | (112,374)     | .... | (109,673)     | ....  | 45    | 1,311    | (4,051) |      |
| Cash and cash equivalents at beginning of year       | 318,404       | .... | 310,795       | 66    | 23    | 3,463    | 4,051   |      |
| Cash and cash equivalents at end of year             | \$ 206,030 \$ | .... | \$ 201,122 \$ | 66 \$ | 68 \$ | 4,774 \$ |         |      |

(thousands)

|   |          |          |   |                       |       |                            |  |                                 |                             |         |             |            |
|---|----------|----------|---|-----------------------|-------|----------------------------|--|---------------------------------|-----------------------------|---------|-------------|------------|
| ENTERGY GULF STATES, INC. AND SUBSIDIARIES CONSOLIDATING BALANCE SHEET DECEMBER 31, 2003 (In thousands) |          |          |   |                       |       |                            |  |                                 |                             |         |             |            |
| INTERCOMPANY  |          |          | ELIMINATIONS                                    |                       |       | AND ENTERGY Southern       |  |                                 | CONSOLIDATED ADJUSTMENTS GU |         |             |            |
| STATES GSG&T Gulf Varibus POG   |          |          | (unaudited) (unaudited) (unaudited) (unaudited) |                       |       |                            |  |                                 |                             |         |             |            |
| (unaudited) ASSETS  |          |          | Current Assets:                                 |                       |       | Cash and cash equivalents: |  |                                 |                             |         |             |            |
| Cash  | \$20,754 | \$....   | \$20,617  | \$66                  | \$68  | \$3....                    | Temporary cash investments - at cost     | which approximates              |                             |         |             |            |
| market  | 185,276  | ....     | 180,505   | ....                  | 4,771 | ....                       | Total cash and cash equivalents          | 206,030                         | ....                        | 201,122 | 66 68 4,774 | ....       |
| temporary investments   | 23,579   | ....     | 23,579  | ....                  | ....  | ....                       | Notes receivable associated companies    | ....                            | ....                        | ....    | ....        | ....       |
| Accounts receivable:  |          |          |   | Customer              |       |                            | Allowance for doubtful                   |                                 |                             |         |             |            |
| accounts  | (4,856)  | ....     | (4,856)   | ....                  | ....  | ....                       | Associated companies                     | 76,726                          | 12,328                      | 77,469  | 10,474      | 349 18 744 |
| Other   | 27,243   | ....     | 27,208  | ....                  | 35    | ....                       | Accrued unbilled revenues                | 114,442                         | ....                        | 114,442 | ....        | ....       |
| costs   | 118,449  | ....     | 118,449   | ....                  | ....  | ....                       | Accumulated deferred income taxes        | 6,116                           | 1,065                       | 6,116   | ....        | 729 336    |
| - at average cost   | 50,863   | ....     | 50,863  | ....                  | ....  | ....                       | Materials and supplies - at average cost | 99,357                          | ....                        | 99,357  | ....        | ....       |
|   |          |          |   | Prepayments and other |       |                            |  |                                 |                             |         |             |            |
| Total   | 884,914  | (10,396) | 856,484   | 10,540                | 1,147 | 5,603                      | 744                                      | Other Property and Investments: | Decommissioning             |         |             |            |
| trust funds   | 267,917  | ....     | 267,917   | ....                  | ....  | ....                       | Non-utility property - at cost           | (less accumulated               |                             |         |             |            |



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|                 |           |           |           |        |       |      |       |                                   |             |          |             |          |         |         |                                     |           |
|-----------------|-----------|-----------|-----------|--------|-------|------|-------|-----------------------------------|-------------|----------|-------------|----------|---------|---------|-------------------------------------|-----------|
| depreciation)   | 139,911   | 132,466   | ....      | 7,211  | 234   | .... | Other | 21,852                            | 40,044      | 61,896   | ....        | ....     | ....    | ....    | ....                                |           |
| Total           | 429,680   | 40,044    | 462,279   | ....   | 7,211 | 234  | ....  | Utility Plant:                    |             |          |             |          |         |         |                                     |           |
| Electric        | 8,208,394 | ....      | 8,124,158 | 84,236 | ....  | .... | ....  | Property under capital lease      | 11,009      | ....     | 11,009      | ....     | ....    | ....    | Natural                             |           |
| gas             | 69,180    | ....      | 69,180    | ....   | ....  | .... | ....  | Construction work in progress     | 325,888     | ....     | 325,888     | ....     | ....    | ....    | Nuclear fuel under capital          |           |
| leases          | 63,684    | ....      | 63,684    | ....   | ....  | .... | ....  | Total                             | 8,678,155   | ....     | 8,593,919   | 84,236   | ....    | ....    | Less - Accumulated depreciation and |           |
|                 |           |           |           |        |       |      |       | amortization                      | 3,949,129   | ....     | 3,891,940   | 57,189   | ....    | ....    | Utility plant - net                 | 4,729,026 |
|                 | ....      | 4,701,979 | 27,047    | ....   | ....  | .... | ....  | Deferred Debits and Other Assets: |             |          |             |          |         |         | Regulatory assets:                  | Rate      |
| deferrals       | ....      | ....      | ....      | ....   | ....  | .... | ....  | SFAS 109 regulatory asset - net   | 442,062     | ....     | 442,062     | ....     | ....    | ....    | Unamortized loss on                 |           |
| reacquired debt | 46,649    | ....      | 46,649    | ....   | ....  | .... | ....  | Other regulatory assets           | 269,568     | ....     | 269,568     | ....     | ....    | ....    | Long-term                           |           |
| receivables     | 19,375    | ....      | 19,375    | ....   | ....  | .... | ....  | Total                             | 811,242     | 7,140    | 818,382     | ....     | ....    | ....    |                                     |           |
|                 |           |           |           |        |       |      |       | TOTAL                             | \$6,854,862 | \$36,788 | \$6,839,124 | \$37,587 | \$8,358 | \$5,837 | \$744                               |           |

ENTERGY GULF STATES, INC. AND SUBSIDIARIES  
CONSOLIDATING BALANCE SHEET  
DECEMBER 31, 2003  
(In Thousands)

|   | CONSOLIDATED | INTERCOMPANY ELIMINATIONS AND ADJUSTMENTS |        | ENTERGY     | Southern    |             |             | POG         |
|---|--------------|---|--------|-------------|-------------|-------------|-------------|-------------|
|   |              |   |        | GULF STATES | GSG&T       | Gulf        | Varibus     |             |
|   |              |   |        | (unaudited) | (unaudited) | (unaudited) | (unaudited) | (unaudited) |
| <b>LIABILITIES AND SHAREHOLDER'S EQUITY</b> |              |   |        |             |             |             |             |             |
| <b>Current Liabilities:</b>                 |              |   |        |             |             |             |             |             |
| Currently maturing long-term debt           | \$ 354,000   | \$  | ....   | \$ 354,000  | \$          | ....        | \$          | ....        |
| Notes payable - associated companies        | ....         |   | ....   | ....        |             | ....        |             | ....        |
| Accounts payable:                           |              |   |        |             |             |             |             |             |
| Associated companies                        | 84,000       |   | 11,474 | 95,218      | 4           | 245         |             | 7           |
| Other                                       | 156,166      |   | ....   | 156,166     | ....        | ....        |             | ....        |
| Customer deposits                           | 47,044       |   | ....   | 47,044      | ....        | ....        |             | ....        |
| Taxes accrued                               | ....         |   | 853    | ....        | 853         | ....        |             | ....        |
| Accumulated deferred income taxes           | ....         |   | ....   | ....        | ....        | ....        |             | ....        |
| Nuclear refueling outage costs              | 8,238        |   | ....   | 8,238       | ....        | ....        |             | ....        |
| Interest accrued                            | 36,970       |   | 394    | 36,970      | ....        | 394         |             | ....        |

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|   |           |          |           |        |       |          |          |
|---|-----------|----------|-----------|--------|-------|----------|----------|
| Obligations under capital leases                    | 34,075    | ....     | 34,075    | ....   | ....  | ....     | ....     |
| Other   | 14,755    | 1        | 14,756    | ....   | ....  | ....     | ....     |
| Total   | 735,248   | 12,722   | 746,467   | 857    | 639   | ....     | 7        |
| Deferred Credits and Other Liabilities:             |           |          |           |        |       |          |          |
| Accumulated deferred income taxes and taxes accrued | 1,422,776 | (22,715) | 1,397,760 | 2,301  | ....  | ....     | ....     |
| Accumulated deferred investment tax credits         | 144,323   | ....     | 144,323   | ....   | ....  | ....     | ....     |
| Obligations under capital leases                    | 40,618    | ....     | 40,618    | ....   | ....  | ....     | ....     |
| Other regulatory liabilities                        | 13,885    | ....     | 13,885    | ....   | ....  | ....     | ....     |
| Decommissioning                                     | 298,785   | ....     | 298,785   | ....   | ....  | ....     | ....     |
| Transition to competition                           | 79,098    | ....     | 79,098    | ....   | ....  | ....     | ....     |
| Regulatory reserves                                 | 57,343    | ....     | 57,343    | ....   | ....  | ....     | ....     |
| Accumulated provisions                              | 75,868    | ....     | 75,868    | ....   | ....  | ....     | ....     |
| Long-term debt                                      | 1,989,613 | (1,121)  | 1,986,984 | ....   | 1,508 | ....     | ....     |
| Preferred stock with sinking fund                   | 20,852    | ....     | 20,852    | ....   | ....  | ....     | ....     |
| Other   | 233,985   | 7,141    | 234,673   | ....   | 6,453 | ....     | ....     |
| Total   | 4,377,146 | (16,695) | 4,350,189 | 2,301  | 7,961 | ....     | ....     |
| Shareholder's Equity:                               |           |          |           |        |       |          |          |
| Preferred stock without sinking fund                | 47,327    | ....     | 47,327    | ....   | ....  | ....     | ....     |
| Common stock, no par value, authorized              |           |          |           |        |       |          |          |
| 200,000,000 shares; issued and outstanding          |           |          |           |        |       |          |          |
| 100 shares  | 114,055   | ....     | 114,055   | ....   | ....  | ....     | ....     |
| Common stock of subsidiaries                        | ....      | 138      | ....      | 25     | 1     | 100      | 12       |
| Additional paid-in capital                          | 1,157,484 | 84,086   | 1,157,484 | 26,151 | ....  | 15,966   | 41,969   |
| Retained earnings                                   | 419,690   | (43,463) | 419,690   | 8,253  | (243) | (10,229) | (41,244) |
| Accumulated other comprehensive income              | 3,912     | ....     | 3,912     | ....   | ....  | ....     | ....     |
| Total   | 1,742,468 | 40,761   | 1,742,468 | 34,429 | (242) | 5,837    | 737      |

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TOTAL           \$           6,854,862 \$           36,788 \$ 6,839,124 \$           37,587 \$           8,358 \$           5,837 \$           744

ENTERGY GULF STATES, INC. AND SUBSIDIARIES  
CONSOLIDATING STATEMENT OF RETAINED EARNINGS  
YEAR ENDED DECEMBER 31, 2003  
(In Thousands)

| RETAINED EARNINGS                  | CONSOLIDATED | INTERCOMPANY ELIMINATIONS AND ADJUSTMENTS |            | ENTERGY GULF STATES | GSG&T       | Southern    |             |             |
|------------------------------------|--------------|---|------------|---------------------|-------------|-------------|-------------|-------------|
|                                    |              |   |            | (unaudited)         | (unaudited) | Gulf        | Varibus     | POG         |
|                                    |              |   |            | (unaudited)         | (unaudited) | (unaudited) | (unaudited) | (unaudited) |
| Retained Earnings, January 1, 2003 | \$ 449,929   | \$ (43,826)                               | \$ 449,929 | \$ 7,740            | \$ (125)    | \$ (10,430) | \$ (41,010) |             |
| Add:                               |              |   |            |                     |             |             |             |             |
| Net Income (Loss)                  | 42,562       | 363                                       | 42,562     | 513                 | (118)       | 198         | (234)       |             |
| Total                              | 492,491      | (43,463)                                  | 492,491    | 8,253               | (243)       | (10,232)    | (41,244)    |             |
| Deduct:                            |              |   |            |                     |             |             |             |             |
| Dividends declared on:             |              |   |            |                     |             |             |             |             |
| Preferred and preference stock     | 4,701        | ....                                      | 4,701      | ....                | ....        | ....        | ....        |             |
| Common stock                       | 68,100       | ....                                      | 68,100     | ....                | ....        | ....        | ....        |             |
| Capital stock and other expenses   |              | ....                                      | ....       | ....                | ....        | 1           | ....        |             |
| Total                              | 72,801       | ....                                      | 72,801     | ....                | ....        | 1           | ....        |             |
| Retained Earnings,                 | \$ 419,690   | \$ (43,463)                               | \$ 419,690 | \$ 8,253            | \$ (243)    | \$ (10,233) | \$ (41,244) |             |

December  
31, 2003

**THE ARKLAHOMA CORPORATION**  
**STATEMENTS OF OPERATIONS AND RETAINED EARNINGS**  
**YEARS ENDED NOVEMBER 30, 2003 AND 2002**  
(IN THOUSANDS)

|   | 2003   | 2002   |
|---|--------|--------|
| Revenues - Interest income                      | \$ 1   | \$ 4   |
| - Other   | -      | -      |
| Total   | 1      | 4      |
| Expenses - Administrative and<br>general        | 9      | 9      |
| - Other   | -      | -      |
| Total   | 9      | 9      |
| Income before Federal<br>and state income taxes | (8)    | (5)    |
| Federal and state income taxes                  | (1)    | (1)    |
| Net Income (Loss)                               | (7)    | (4)    |
| Retained Earnings - beginning of<br>year        | 313    | 317    |
| Less: Dividends Declared                        | -      | -      |
| Retained Earnings - end of year                 | \$ 306 | \$ 313 |

The accompanying notes to  
financial statements  
are an integral part of these  
statements.

**THE ARKLAHOMA CORPORATION**  
**STATEMENTS OF CASH FLOWS**  
**YEARS ENDED NOVEMBER 30, 2003 and 2002**  
(IN THOUSANDS)

|   | <b>2003</b> | <b>2002</b> |
|---|-------------|-------------|
| <b>OPERATING ACTIVITIES:</b>                          |             |             |
| Net Income (Loss)                                     | \$ (7)      | \$ (4)      |
| Changes in working capital:                           |             |             |
| Accounts receivable                                   | 12          | (70)        |
| Accounts payable                                      | (91)        | 127         |
| Net cash flow provided (used) by operating activities | (86)        | 53          |
| Net increase (decrease) in cash and cash equivalents  | (86)        | 53          |
| Cash and cash equivalents at beginning of year        | 108         | 55          |
| Cash and cash equivalents at end of year              | \$ 22       | \$ 108      |

**SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:**

|  |      |      |
|--|------|------|
| Net cash paid during the year for income taxes | \$ - | \$ - |
|--|------|------|

The accompanying notes to financial statements are an integral part of these statements.

**THE ARKLAHOMA CORPORATION**  
**BALANCE SHEETS**  
**NOVEMBER 30, 2003 AND 2002**  
(IN THOUSANDS)

| <b>ASSETS</b>                       | <b>2003</b> | <b>2002</b> |
|-------------------------------------|-------------|-------------|
| Utility Plant:                      |             |             |
| Electric plant in service - at cost | \$ 2,562    | \$ 2,562    |
| Less - Accumulated depreciation     | 2,249       | 2,249       |
| Utility Plant - Net                 | 313         | 313         |
|                                     |             |             |
| Current Assets:                     |             |             |
| Cash and cash equivalents           | 22          | 108         |
| Accounts receivable                 | 123         | 135         |
| Total                               | 145         | 243         |
|                                     |             |             |
| Total                               | \$ 458      | \$ 556      |

**CAPITALIZATION AND  
LIABILITIES**

|   |       |       |
|---|-------|-------|
| Capitalization:   |       |       |
| Common stock, \$100 par value,<br>authorized<br>12,000 shares; issued and<br>outstanding, 500<br>shares | \$ 50 | \$ 50 |
| Retained earnings   | 306   | 313   |
| Total   | 356   | 363   |
|   |       |       |
| Current Liabilities:  |       |       |
| Accounts payable  | 42    | 133   |

|                       |        |        |
|-----------------------|--------|--------|
| Deferred Credits:     |        |        |
| Deferred Income Taxes | 60     | 60     |
| Total                 | \$ 458 | \$ 556 |

The accompanying notes to financial statements are an integral part of these balance sheets.

THE ARKLAHOMA CORPORATION  
NOTES TO THE FINANCIAL STATEMENTS  
NOVEMBER 30, 2003 AND 2002

1. OPERATIONS:

The Arklahoma Corporation's (the Company) utility plant consists principally of transmission facilities which are being leased to its three stockholder companies from year to year. Pursuant to the terms of the lease agreement, the lessees have agreed to pay all operating costs, including maintenance, repairs, insurance and taxes assessed upon the properties. Such amounts totaled approximately \$374,100 and \$614,100 in fiscal years 2003 and 2002, respectively.

Under the terms of the current lease agreement, annual rentals have been discontinued but can be reinstated upon the agreement of the Company and the lessees/stockholders.

2. NEW ACCOUNTING STANDARD:

In June 2001, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards (SFAS) No.143, "Accounting for Asset Retirement Obligations." Adoption of SFAS No. 143 is required for financial statements for periods beginning after June 15, 2002. The Company will adopt this new standard effective December 1, 2002. The Company does not believe the adoption of this statement will have a material impact on its financial position or results of operation.

3. CASH AND CASH EQUIVALENTS:

For purposes of these financial statements, the Company considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents. These investments are carried at cost, which approximates market.

4. UTILITY PLANT:

The utility plant balance as of November 30, 2003, represents the value of the land and the salvage value of the plant. The remainder of the plant was fully depreciated as of December 31, 1988.

5. INCOME TAXES:

Income taxes are accounted for in accordance with SFAS No. 109, "Accounting for Income Taxes." This statement requires the liability method of accounting for income taxes. Under the liability method, the deferred tax liability, or asset, is determined based on the difference between the tax reporting and financial reporting bases of assets and liabilities. The effect on deferred taxes of a change in tax rates will be recognized in income in the period of the enactment of the rate change.

Deferred income taxes resulted from temporary differences in financial versus tax bases of fixed assets. The net tax liability is reflected as a deferred income tax liability in the accompanying balance sheets.

The Company has an Oklahoma state net operating loss carryforward available to reduce future Oklahoma State income taxes payable. The carryforward as of November 30, 2003, is \$9,831 and begins to expire in December 2007. The related deferred tax asset is fully reserved as of November 30, 2003.