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ENTERGY CORP /DE/
Form 35-CERT
March 03, 2003

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

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

Pursuant to Rule 24 promulgated by the Securities and Exchange Commission (SEC) under the Public Utility Holding Company Act of 1935, as amended (Act), as modified by the application-declaration, as amended, in the above referenced file and the related orders dated June 22, 1999 (June 1999 Order), August 21, 2000 (the August 2000 Order) and December 20, 2002 (the December 2002 Order), this is to certify that the following transactions were carried out during the three (3) months ended December 31, 2002 (the quarter) by Entergy Corporation's Non-utility Companies¹ (Non-Reg Companies), pursuant to the authorization of the SEC. Capitalized terms used in this Certificate, unless otherwise defined, have the meanings set forth in the June 1999 Order, the August 2000 Order, and/or the December 2002 Order.

Authorized Transactions

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Pursuant to the June 1999 Order, the August 2000 Order, or the December 2002 Order, as applicable, (a) the Non-Reg Companies are authorized to conduct development activities with respect to various investment opportunities for Entergy Corporation (Entergy), (b) the Non-Reg Companies are authorized to provide various consulting services to other Non-Reg Companies and to non-associates, including to market to non-associates the Entergy System's expertise and capabilities in energy-related areas, and to market to non-associates intellectual property developed or acquired by System companies, (c) the Non-Reg Companies are authorized to provide various management, administrative and support services to associate companies, excluding certain associate companies (Excepted Companies²), (d) Entergy is authorized to create O&M Subs to provide various operations and maintenance services to non-associate or associate companies, (e) Entergy is authorized to create one or more New Subsidiaries, (f) the Non-Reg Companies are authorized to issue Other Securities of any type to Entergy, to other Non-Reg Companies or to third parties, (g) the Non-Reg Companies are authorized to pay dividends to their immediate parent companies from capital accounts or other unearned surplus, and (h) Entergy and the Non-Reg Companies are authorized to provide guarantees or other forms of credit support (Guarantees) to or for the benefit of Non-Reg Companies through December 31, 2005, in an aggregate principal amount not to exceed \$2 billion at any one time outstanding (excluding any Guarantees previously issued and outstanding under the June 1999 Order.)

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

I. Administrative, Consulting, Management, and Other Services to

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Associate Companies

During the quarter, Entergy Enterprises Inc. (Enterprises) provided certain management and support services, at cost, to its associate companies, Entergy Power, Inc., Entergy Technology Holding Company, Entergy Technology Company, Entergy Holdings, Inc., Entergy Business Solutions LLC, Entergy Thermal LLC, Entergy International Holdings Ltd LLC, Entergy Power Gas Operations Corp., Entergy Power Gas Holdings Corp, EWO Marketing Holding LLC, Entergy Power International Holding Corp., Entergy Thermal-UNO LLC, EN Services LP, Entergy Global Investments, Inc., Entergy UK Enterprises Ltd., Entergy Operations Services, Inc., Entergy Procurement Exchange Corporation, Entergy Solutions Management Services LLC, Entergy Solutions Select Ltd., Entergy Commerce, Inc., Entergy Power Development Corporation, Entergy International Ltd. LLC, Entergy Power Operations Corp., Entergy Power Operations U.S., Inc., Entergy Power Crete Corporation, Entergy Nuclear, Inc., Entergy Nuclear Operations, Inc., Entergy Nuclear Generation Corporation , Entergy Nuclear Indian Point 3 LLC, Entergy Nuclear Fitzpatrick LLC, Entergy Nuclear Indian Point 2 LLC, TLG Services, Inc., Entergy Nuclear Vermont Yankee LLC, Entergy MHK Retail LLC, Entergy Solutions Ltd., Entergy Solutions Essentials Ltd., Entergy Power RS Corp., Entergy Power Ventures LP, EWO Marketing, LP, Entergy-Koch Trading Ltd., Entergy Power E&C Holdings LLC, Warren Power LLC, Northern Iowa Windpower LLC, Entergy Asset Management, Inc., and Entergy Solutions Supply Ltd. Enterprises' billings to all such associate companies included direct costs incurred plus, to the extent applicable, an indirect loading based upon current month administrative expenses.

Enterprises billed, at cost, (\$73,323.69) for consulting and other support services related to the marketing of Entergy Power,

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Inc. capacity and energy to third parties at wholesale, preparation of contracts and regulatory filings, oversight of plant operations and maintenance by plant operators, and procurement of transmission services. In regard to Entergy International Holdings Ltd LLC (\$29,681), Entergy Power Gas Operations Corp. (\$1,838), Entergy Power Gas Holdings Corp. (\$1,283), EWO Marketing Holding, LLC (\$229,035), Entergy Power International Holding Corp. (\$751,842), Entergy Thermal-UNO LLC (\$121), EN Services LP (\$111,816 credit), Entergy Technology Holding Company (\$72,021), Entergy Technology Company (\$286,657), Entergy Holdings, Inc. (\$82,046), Entergy Thermal LLC (\$320,573), Entergy Business Solutions LLC (\$356,313), Entergy Power Development Corp. (\$213,958), Entergy International Ltd. LLC (\$460,291), Entergy Global Investments, Inc. (\$43,035), Entergy MHK Retail LLC (\$4,793), Entergy UK Enterprises Ltd. (\$18,745), Entergy Operations Services, Inc. (\$465,085), Entergy Procurement Exchange Corporation (\$49,383), Entergy Solutions Management Services LLC (\$84,586), Entergy Solutions Select Ltd. (\$1,726,250), Entergy Solutions Essentials Ltd. (\$4,828), Entergy Solutions Supply Ltd. (\$335), Entergy Commerce, Inc. (\$16,536), Entergy Power Operations Corporation (\$19,372), Entergy Power Operations U.S., Inc. (\$881,258), Entergy Power Crete Corporation (\$1,147), Entergy Solutions Ltd (\$741,394), Entergy Power RS Corp. (\$193,957), EWO Marketing LP (\$96,580), Entergy-Koch Trading Ltd. (\$136,764 credit), Entergy Power Ventures LP, (\$3,805), Entergy Power E&C Corp. (\$54,153), Warren Power LLC (\$24,667), Entergy Nuclear Generation Corporation (\$2,658,404), Entergy Nuclear Indian Point 3 LLC (\$2,595,188), Entergy Nuclear FitzPatrick LLC (\$2,464,775), Entergy Nuclear Indian Point 2 LLC (\$2,738,509), TLG Services, Inc. (\$135,393), Entergy Nuclear, Inc. (\$1,785,917) Entergy Nuclear Vermont Yankee LLC

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(\$1,838,567), Entergy Nuclear Operations, Inc. (\$31,049), Northern Iowa Windpower LLC (\$10,099), and Entergy Asset Management, Inc. (\$184,537), these services were primarily related to management oversight, administrative services, support services, and/or project development.

During the quarter, Entergy Solutions Management Services LLC provided management/administrative and consulting services to Entergy Solutions Ltd. and to Entergy Solutions Select Ltd. The amounts billed, at cost, during this quarter were \$529,772 and \$1,859,714, respectively.

During the quarter, Entergy Solutions Supply Ltd. provided management/administrative and consulting services to Entergy Solutions Ltd. and to Entergy Solutions Select Ltd. The amounts billed, at cost, during this quarter were \$147,754 and \$320,672, respectively.

During the quarter, Entergy Retail Texas, Inc. provided management/administrative and consulting services to Entergy Solutions Select, Ltd. The amount billed, at cost, during this quarter was a \$1,217 credit.

During the quarter, Entergy-Koch Trading LP provided management/administrative support services, consulting services and services related to the marketing of energy commodities to third parties at wholesale to EWO Marketing LP and to Entergy-Koch Trading Ltd. (UK). The amount billed, at cost, to such companies for such services during the quarter were \$843,591 and \$142,305, respectively.

During the quarter, Entergy-Koch LP provided administrative support services and management oversight services to Entergy-Koch Trading LP. Such management oversight services were related to the marketing of energy commodities to third parties at wholesale, the preparation of contracts and regulatory filings,

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and the procurement of transmission services. The amount billed, at cost, to Entergy-Koch Trading LP for such services during the quarter was \$1,210,033.

II. Consulting Services Provided to Non-Associate Companies

Enterprises, under contract with a hydroelectric partnership, continues to provide an array of technical services/support and maintenance for a hydroelectric transmission line. Certain Entergy Services, Inc. personnel are providing the services. Enterprises is paid a fixed annual fee plus market based rates for performing maintenance on the transmission line owned by the partnership. The partnership was charged \$14,844 for services rendered during the quarter.

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

III. Loans (other than Exempt Loans under Rule 52(b)) Made by

Entergy to Non-Reg Companies, or Between Non-Reg Companies

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

IV. Other Securities Issuances by Non-Reg Companies

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

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

Subs

During the quarter, the following companies were formed as New Subsidiaries in accordance with the June 1999 Order: Entergy Nuclear Capital Management Corporation I, which was formed to

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finance operations for Entergy Nuclear Indian Point 2 LLC, and Entergy Nuclear Capital Management Corporation II, which was formed to finance operations for Entergy Nuclear Vermont Yankee LLC.

During the quarter, the foregoing companies were minimally capitalized: Entergy Nuclear Capital Management Corporation I and Entergy Nuclear Capital Management Corporation II.

During the quarter, Entergy Power Generation Corporation changed its status to 'New Subsidiary' since it relinquished its status as an EWG.

During the quarter, the following companies claimed status as a 'New Subsidiary' as a result of relinquishing their status as a FUCO: Entergy Power Damhead Creek I Holding Ltd.; Entergy Power Damhead Creek II Holding Ltd.; Entergy Power Damhead Creek III Holding Ltd.; Damhead Creek Holding Limited; Entergy Power Damhead FinCo LLC; Entergy Power Damhead FinCo 1 LLC; Entergy Power Damhead FinCo 2 LLC; Damhead Finance LDC; Damhead Finance (Netherlands Antilles N.V.); Damhead Finance (Netherlands B.V.); Entergy Power Investments Holdings Corporation; Entergy Power Hull, Ltd.; and Entergy Power Bulgaria Ltd.

Also, during the quarter, the following inactive companies claimed status as a 'New Subsidiary': Entergy Power Jackson Generating Company I, Entergy Power Jackson Generating Company II, Jackson Generating Company LLC, Entergy Power Greenville Generating Company I, Entergy Power Greenville Generating Company II, Greenville Generating Company LLC, Entergy Power Rowan Generating Company, Rowan Generating Company LLC, Hawkgen I, Inc., Hawkgen II, Inc., and Hawkeye Generating LLC; Entergy UK Holdings, Ltd; Entergy UK Ltd.; Entergy US DB IV LLC; Entergy Victoria, Inc.; Entergy Australia DB I Pty Ltd.; Entergy US DB I LLC; Damhead Creek Holding Ltd; Entergy Power Netherlands Company

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B.V.; Entergy Power BJE Holing Ltd; Bom Jardim Energetica LTDA; Entergy do Brasil LTDA; and Entergy Power BJE Ltd.

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

VI. Nature and Extent of O&M Services Provided

During the quarter, Entergy Nuclear Inc. provided decommissioning management services to a large non-associate nuclear operating utility in the Northeast and other services to non-associate companies related to the operation, maintenance, and decommissioning of nuclear generation facilities. The total amount billed for all such services was \$1,743,799, consisting of certain incentive fees and reimbursable expenses. Also, during the quarter, Entergy Nuclear Inc. provided license renewal management services to non-associate nuclear utility customers. The total amount billed for all such services was \$718,662, consisting of market-based fees and reimbursable expenses. Also, during the quarter, Entergy Nuclear Inc. billed Entergy Nuclear Generation Corporation, at cost, \$189,445 for decommissioning and license renewal management services relating to the Pilgrim nuclear plant. In addition, during the quarter, Entergy Nuclear, Inc. billed TLG Services, Inc., at cost, \$184,601 for O&M Services, including professional advice, and technical support primarily related to the decommissioning of nuclear electric generating facilities.

Also during the quarter, Entergy Nuclear, Inc. billed, at cost, Entergy Nuclear Vermont Yankee, LLC for project development activities related to the acquisition of Vermont Yankee nuclear facilities in the amount of \$899,910.

During the quarter, Entergy Nuclear Fuels Company billed, at cost, Entergy Nuclear Generation Corporation (\$13,707), Entergy

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Nuclear Vermont Yankee LLC (\$7,220), Entergy Nuclear Indian Point 3 LLC (\$13,707), Entergy Nuclear FitzPatrick LLC (\$13,707), and Entergy Nuclear Indian Point 2 LLC (\$13,707) for O&M Services related to the procurement of nuclear fuel and fuel services for the nuclear power plants owned by these companies.

During the quarter, Entergy Nuclear Operations, Inc. billed, at cost, Entergy Nuclear, Inc. (\$1,889,929), TLG Services, Inc. (\$274,320), Entergy Nuclear Generation Corporation (\$25,642,937), Entergy Nuclear Indian Point 3 LLC (\$27,286,384), Entergy Nuclear Fitzpatrick LLC (\$33,341,632), Entergy Nuclear Indian Point 2 LLC (\$32,293,164), and Entergy Nuclear Vermont Yankee LLC (\$17,609,336) for O&M Services, including professional advice and technical support primarily related to the operation, maintenance or decommissioning of nuclear electric generating facilities.

In addition, during the quarter, Entergy Operation Services, Inc. provided power project related O&M Services to several non-associate customers, including professional advice, technical expertise and maintenance services. Specifically, Entergy Operation Services, Inc.'s services to non-associate customers included performing preventive maintenance on substations; providing O&M consulting services; providing project management, engineering, ground testing, procurement and construction services on transmission and substation facilities. The total amounts billed for all such services during the quarter were \$1,100,150 consisting, in each case, of market-based fees and reimbursable expenses.

During the quarter, Entergy Power Operations U.S. Inc. provided O&M Services to Warren Power, LLC relating to long-term operations and maintenance, and administrative support of its electric generating facilities. For such services Warren Power LLC was billed at cost in the amount of \$121,603. In addition,

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Entergy Power Operations U.S. Inc. provided O&M Services to Entergy Power Ventures LP and to a non-affiliate electric cooperative relating to administrative support of certain electric generating facilities that are co-owned by such companies (the 'Co-owned Facilities'). For such services, Entergy Power Ventures LP and the non-affiliate electric cooperative (collectively, the 'Co-Owners') were billed through EN Services LP, as agent for the Co-Owners, a management fee of \$7,272 and \$3,117, respectively.

During the quarter, EntergyShaw LLC provided O&M Services to the Co-Owners relating to the procurement of plant equipment, engineering and construction management services in conjunction with the construction of the Co-owned Facilities for which these companies were billed through EN Services LP, as agent for the Co-owners, \$23,054,913, consisting of incentive based fees plus reimbursable costs.

During the quarter, EN Services LP provided O&M Services for the Co-owners relating to the construction of the Co-owned Facilities, consisting of the above referenced administrative services as agent for the Co-owners. The Co-owners were billed \$30,651,352 for reimbursable costs.

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

VII. Payment of Dividends By Certain Non-Reg Companies

During the quarter, the following companies paid dividends or distributions out of surplus capital to their respective

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parent companies: Entergy Power Inc. (\$1,303,000); Entergy International Holding Ltd. LLC (\$10,526,000); Entergy International Ltd. LLC (\$8,871,000); Entergy Holdings LLC (\$1,469,000); Entergy Retail Holdings, Inc. (\$1,208,000); Entergy Retail Louisiana LLC-A (\$1,186,000); Entergy Retail Solutions Management Services LLC (\$24,000); Entergy Retail Texas, Inc. (\$22,000); Entergy Ventures Holding Company, Inc. (\$1,332,000); Entergy Power International Holding Corp. (\$75,000); EWO Marketing Holding LLC (\$609,000); Entergy Power Gas Operations Corp. (\$991,000); Entergy Mississippi Turbine Company (\$9,713,000); Entergy Power Warren Corporation I (\$4,899,000); Entergy Power Ventures Corporation II (\$290,000); Entergy Power Holdings USA Corporation (\$842,000); Entergy Power RS LLC (\$842,000); Entergy Power E&C Holdings LLC (\$774,000); and Entergy Power E&C Corporation (\$655,000).

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

VIII. Reorganizations

The Entergy Non-Reg Companies' organizational structure as of December 31, 2002 (including any reorganizations or changes from the organization structure in effect as of 9/30/02) is included in Exhibit 1.

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

As of the end of the quarter, the total outstanding amount of Guarantees issued pursuant to the August 2000 Order by Entergy or by Non-Reg Companies (to the extent reportable herein) to or for the benefit of Non-Reg Companies was \$660,231,723, excluding

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Guarantees previously issued and outstanding under the June 1999 Order in the amount of \$-0-.

X. New Subsidiary Issuances of Securities to Nonaffiliates

As of December 31, 2002, the following New Subsidiary had outstanding debt securities issued to a nonaffiliate for the purpose of financing investments in Nonutility Companies: EWO Wind LLC. (See Exhibit 2 for detail disclosure)

Entergy Corporation represents that (i) the financial statements of Entergy Corporation account for EWO Wind LLC in accordance with generally accepted accounting principles, (ii) any securities issued by EWO Wind LLC are set forth on the balance sheet of EWO Wind LLC, and (iii) it maintains sufficient internal controls to enable it to monitor the creation and use of any New Subsidiary.

XI. Financial Statements

Unaudited Entergy Corporation and Subsidiaries' Consolidated Balance Sheet and Income Statement for the year ended December 31, 2002 are included in Exhibit 3.

IN WITNESS WHEREOF, the Undersigned Company has caused this certificate to be executed on this 28th day of February 2003.

ENTERGY CORPORATION

/s/ Nathan E. Langston
Nathan E. Langston
Senior Vice President and Chief Accounting Officer

1 Non-utility Companies are defined in the December 2002 Order as "exempt wholesale generators" ("EWGs"), "foreign utility companies" ("FUCOs"), "exempt telecommunications companies" ("ETCs"), "O&M Subs", "Authorized Subsidiary Companies", "New

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Subsidiaries" and "Energy-related Companies".

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