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ENTERGY CORP /DE/  
Form U5S  
April 30, 2001

SECURITIES AND EXCHANGE COMMISSION  
Washington, D. C. 20549

FORM U5S

ANNUAL REPORT

For the Year Ended December 31, 2000

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, 2000

Name of Company (1) (and abbreviations used herein)	Number of Common Shares Owned	% of Voting Power	
Entergy Corporation (2,7)			
Entergy Arkansas, Inc. (Entergy Arkansas) (2,3,4)	46,980,196	100	\$1
The Arkklahoma Corporation (ARKCO) (4)	170	47.6	\$
Entergy Gulf States, Inc. (Entergy Gulf States) (2)	100	100	\$1
Varibus Corporation (Varibus)	100,000	100	\$
Prudential Oil and Gas, Inc. (POG)	11,537	100	\$
Southern Gulf Railway Company (Southern Gulf)	1,000	100	\$
GSG&T Inc. (GSG&T)	25,000	100	\$
Entergy Louisiana, Inc. (Entergy Louisiana) (2, 3)	165,173,180	100	\$1
Entergy Mississippi, Inc. (Entergy Mississippi) (2, 3)	8,666,357	100	\$
Jackson Gas Light Company (5)	360	100	\$
Entergy Power & Light Company (5)	75	100	\$
The Light, Heat, and Water Company of Jackson, Mississippi (5)	75	100	\$
Entergy New Orleans, Inc. (Entergy New Orleans) (2,3)	8,435,900	100	\$
System Energy Resources, Inc. (System Energy) (2)	789,350	100	\$
Entergy Services, Inc. (Entergy Services) (2)	2,000	100	\$
Entergy Operations, Inc. (Entergy Operations) (2)	1,000	100	\$
Entergy Enterprises, Inc. (Entergy Enterprises)	57,400	100	\$
Entergy Retail Holding Company (7) ***	1,000	100	\$

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Entergy Retail Texas, Inc. (7) ***	1,000	100	\$	
Entergy Solutions Ltd. (7) ***	1% General Partnership Interest	-	\$	
Entergy Solutions Supply Ltd. (7) ***	1% Limited Partnership Interest	-	\$	
Entergy Solutions Ltd. (7) ***	99% Limited Partnership Interest	-	\$	
Name of Company (1) (and abbreviations used herein)	Number of Common Shares Owned	% of Voting Power	Issuer Book Value (000s)	
Entergy Solutions Supply Ltd. (7) ***	99% Limited Partnership Interest	0	\$	831
Entergy Retail Louisiana LLC-A (7) ***	90% Member Interest	90	\$	284
Entergy Retail Louisiana LLC-B (7) ***	10% Member Interest	10	\$	284
Entergy Retail Louisiana Management Services LLC-A (7) ***	50% Member Interest	50	\$	500
Entergy Retail Louisiana LLC-B (7) ***	90% Member Interest	90	\$	284
Entergy Retail Louisiana LLC-A (7) ***	10% Member Interest	10	\$	284
Entergy Retail Louisiana Management Services LLC-A (7) ***	50% Member Interest	50	\$	500
Entergy Ventures Holding Company, Inc. (7) ***	1,000	100	\$	10,651
Entergy MHK Investments LLC (7) ***	100% Member Interest	100	\$	10,500
Entergy Commerce, Inc. (7) ***	1,000	100	\$	131
Entergy MHK Retail LLC (7) ***	100% Member Interest	100	\$	130
Entergy Resources, Inc. (7)	1,000	100	\$	-
Entergy Operations Services, Inc. (EOSI)	3,000	100	\$	2,921
Entergy Power Gas Holdings Corporation (7)	1,000	100	\$	5,000

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Entergy Power Technologies Corporation (7)	1,000	100	\$	1,000
Entergy Power Gas Operations Corporation (7)	800	80	\$	4,748
Highland Energy Company (7)	3,844	75	\$	2,132
Entergy Procurement Exchange Holding Corporation (7)	1	100	\$	4,428
Entergy Power Generation Corporation (6)	1,000	100	\$	49,002
EAL Power Generation, LLC	100% Member Interest	100	\$	-
Entergy Power Crete Corporation (7)	1,000	100	\$	21

Name of Company (1) (and abbreviations used herein)	Number of Common Shares Owned	% of Voting Power	Issue Book Valu (000)
Crete Energy Ventures, LLC (7)	50% Member Interest	50	\$ 1,267
Crete Turbine Holdings, LLC (7)	50% Member Interest	50	\$48,957
Entergy Power Clay County I Corporation (7)	1,000	100	\$ 1
Clay County Power LLC (7)	50% Member Interest	50	\$ -
Entergy Power Clay County II Corporation (7)	1,000	100	\$ 1
Clay County Power LLC (7)	50% Member Interest	50	\$ -
Entergy Power DeSoto County Ventures, Inc. (7)	1,000	100	\$ -
DeSoto County Generating Company LLC (7)	100% Member Interest	100	\$ -
Entergy Power Franklin County I Corporation (7)	1,000	100	\$ -
Franklin County Power, LLC (7)	50% Member Interest	50	\$ -
Entergy Power Franklin County II Corporation (7)	1,000	100	\$ -
Franklin County Power, LLC (7)	50% Member Interest	50	\$ -
Entergy Power Greenville Generating Company I (7)	1,000	100	\$ -
Greenville Generating Company, LLC (7)	50% Member Interest	50	\$ -

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Entergy Power Greenville Generating Company II (7)	1,000	100	\$	-
Greenville Generating Company, LLC (7)	50% Member Interest	50	\$	-
Entergy Power Jackson Generating Company I (7)	1,000	100	\$	-
Entergy Power Jackson Generating Company II (7)	1,000	100	\$	-
Jackson Generating Company, LLC (7)	50% Member Interest	50	\$	-
Entergy Power Ventures Corp. I (7)	1,000	100	\$	1
Entergy Power Ventures L.P. (7)	1% General Partnership Interest	100	\$	67
Name of Company (1) (and abbreviations used herein)	Number of Common Shares Owned	% of Voting Power		Issue Book Value (000)
Entergy Power Ventures Corp. II (7)	1,000	100	\$	4
Entergy Power Ventures L.P. (7)	99% Limited Partnership Interest	-	\$	6
Entergy Power Warren Corporation I (7)	10,000	100	\$	(1,13
Warren Power, LLC (7)	100% Member Interest	100	\$	(1,85
Entergy Power Fairfield Corporation *	1,000	100	\$	18
Entergy Power Freestone O & M LP (7) *	1% General Partnership Interest	100	\$	
Freestone Power Generation L.P. *	99% Limited Partnership Interest	-	\$	
Entergy Power Freestone O & M LP (7) *	99% Limited Partnership Interest	-	\$	
Entergy Power, Inc.	11,000	100	\$	65,93
Entergy Power Marketing Corp. (EPMC)	250	100	\$	105,10
Entergy Holdings Inc. (EHI) ***	3,000	100	\$	6,00
Entergy Business Solutions, LLC ***	100% Member Interest	100	\$	(97

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Name of Company (1) (and abbreviations used herein)	Number of Common Shares Owned	% of Voting Power	I V
Entergy Thermal, LLC ***	100% Member Interest	100	\$ 6,75
Entergy Nuclear, Inc. (ENI) ***	3,000	100	\$ 89
TLG Services, Inc. (7) ***	5	100	\$ 4,05
Entergy Nuclear Holding Company # 1 (ENHC #1) (6)	3,000	75	\$212,73
Entergy Nuclear Generation Corporation (ENGC) (6) ***	1	100	\$149,59
Entergy Nuclear New York Investment Company I (6) ***	1,000	100	\$ (2,61
Entergy Nuclear Indian Point 3 LLC (6) ***	50% Member Interest	50	\$ 42,99
Entergy Nuclear FitzPatrick LLC (6) ***	50% Member Interest	50	\$ 29,89
Entergy Nuclear Ninemile LLC ***	50% Member Interest	50	
Entergy Nuclear New York Investment Company II (6) ***	1,000	100	\$
Entergy Nuclear Indian Point 3 LLC (6) ***	50% Member Interest	50	\$
Entergy Nuclear FitzPatrick LLC (6) ***	50% Member Interest	50	\$
Entergy Nuclear Ninemile LLC ***	50% Member Interest	50	
Entergy Nuclear Holding Company #2 (7) ***	1,000	100	\$
Entergy Nuclear Operations, Inc. (7) ***	1,000	100	\$
Entergy Nuclear Fuels Company (7) ***	1,000	100	\$
Entergy Nuclear Holding Company	3,000	100	
Entergy Nuclear Holding Company # 3 (7) ***	1,000	100	
Entergy Nuclear New York Investment Company III (7) ***	1,000	100	
Entergy Nuclear Indian Point 2 LLC (7) ***	100% Member Interest	100	\$
Entergy Technology Holding Company (ETHC) ***	10	100	\$
Entergy Technology Corporation (ETC) ***	10	100	\$

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Entergy Wireless, Inc. (*) (***)	10	100	\$
Entergy International Holdings Ltd. LLC (6)	100% Member Interest	100	\$ 8
Entergy Global Investments, Inc. (7) ***	1,000	100	\$
Entergy Nuclear Holding Company #1 (6) ***	3,000	25	\$ 1
Entergy Power Development Corporation (6) ***	10,959	15	\$ 1
Entergy Power Generation Corporation (6) ***	Non-voting common stock	-	\$
EWO Marketing Holding, Inc. (7)	1,000	100	\$
EWO Marketing, LP	99% Limited Partnership Interest	0	\$

Name of Company (1) (and abbreviations used herein)	Number of Common Shares Owned	V
EWO GP LLC (7)	100% Member Interest	
EWO Marketing, LP (7)	1% General Partnership Interest	
Entergy International LTD LLC (6)	100% Member Interest	
Entergy International Investments No. 2 Ltd., LLC ***	100% Member Interest	
Entergy UK Holdings Limited (6) ***	307,310	
Entergy UK Limited (6) ***	307,310	
Entergy UK Enterprises Limited (6) ***	574,000	
EWO Holdings Inc.(6)	8,000	
Entergy Power Maritza Holding III, Ltd.	1	
Entergy US DB I LLC	6,587,940	
Entergy AUS DB I Pty Limited *	3,163,044	
Entergy US DB IV LLC	658,912,260	
Entergy Australia DB II Pty Limited *	40,000	
Entergy Australia DB I Pty Limited *	316,447,786 less	

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Entergy Victoria , Inc.	311,584
Entergy Australia DB I Pty Limited *	10,000
Entergy Australia DB 1 A Pty Limited (6) *	40,000
Entergy Power International Holdings Corporation	1,000
Entergy Global Power Operations Corporation	1,000
Entergy Power Operations U.S., Inc.	1,000
Entergy Power Operations Corporation (6)	1,000
Entergy Power Operations Damhead Creek Limited Partnership (6)	99% Limited Partnership Interest
Entergy Power Operations Holdings, Ltd. (6)	10
Entergy Power Operations Pakistan LDC (6)	190

Name of Company (1) (and abbreviations used herein)	Number of Common Shares Owned	% of Voting Power
Entergy Power Operations U.K., Ltd. (6)	1,000	100
Entergy Tarong Services Pty., Ltd.	1,000	100
Entergy Power Operations Damhead Creek Corporation (6)	998	99.8
Entergy Power Operations Damhead Creek Limited Partnership (6)	1% General Partnership Interest	100
Entergy Power Operations Fairfield Corporation (7)	1,000	100
Entergy Power Operations Freestone Corporation (7)	1,000	100
Entergy Power Development Corporation (6)	62,100	85
Entergy Power Operations Pakistan LDC (6)	10	5
Entergy Global Trading Holdings, Ltd.	1,000	100
EGT Holdings, Ltd.	1,000	100
Entergy Trading and Marketing, Ltd.	500	100
Entergy Pakistan, Ltd. (6)	378	100
Entergy Power Liberty, Ltd. (6)	100	100



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Entergy Power Asia, Ltd. (6)	1,002	100
Entergy Power Saltend Holding, Ltd. (6)	4,716,700	100
Entergy Power Saltend, Ltd. (6)	48,147	100
Saltend Cogeneration Company, Ltd. (6)	24,001,000	100
Entergy Power Europe Holding, Ltd. (6)	1,000	100
Entergy Power Damhead Creek Holding II, Ltd. (6)	1	.1
Entergy Power Damhead Creek Holding I, Ltd. (6)	2,000	100
Entergy Power Damhead Creek Holding II, Ltd. (6)	999	99.9
Entergy Power Properties (Kingsnorth), Ltd. (6)	5,002	100
Entergy Power Damhead Creek Holding III, Ltd. (6)	2,000	100
Damhead Creek Holding Limited (6)	2	100
Damhead Creek Limited (6)	1,200,101	100
Damhead Creek Finance Ltd. (6)	200	100

Name of Company (1) (and abbreviations used herein)	Number of Common Shares Owned	% of Voting Power
Entergy Power Operations Damhead Creek Corporation (6)	1	0.1
Entergy Power Investment Holdings Corporation (6)	1,000	100
Entergy Power Operations Damhead Creek Corporation (6)	1	0.1
Entergy Power Investment Holdings Corporation (6)	1,000	100
Entergy Power Damhead Finco LLC (6)	1% Member Interest	1
Entergy Power Damhead Finco LLC (6)	99% Member Interest	99
Entergy Power Damhead Finco 1 (6)	1,000	100
Damhead Finance LDC (6)	10	1
Damhead Finance (Netherlands Antilles) N.V. (6)	60	1
Damhead Finance (Netherlands) B.V. (6)	4	1
Entergy Power Damhead Finco 2 (6)	1,000	100

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Damhead Finance LDC (6)	990	99
Damhead Finance (Netherlands Antilles) N.V. (6)	5,940	99
Damhead Finance (Netherlands) B.V. (6)	396	99
Entergy Power Operations Damhead Creek Corporation (6)	1	0.1
Entergy S.A. (6)	2,230,000	100
EWO Holdings Inc. (6)	16,225	67
Latin America Holding I, Ltd. (7)	1	100
Latin America Holding II, Ltd. (7)	1	100
Entergy Power CBA Holding, Ltd. (6)	12,000	100
Entergy Power Chile, S.A. (6)	6,558,511	99.9
Inversiones Electricas Quillota S.A. (6)	608,681	50.01
Compania Electrica San Isidro S.A. (6)	1,025,001	25
Entergy Power Peru, S.A. (6)	425,702,300	100
Generandes Peru S.A. (6)	425,714,721	34.7

Name of Company (1) (and abbreviations used herein)	Number of Common Shares Owned	% of Voting Power	
Edegel S.A. (6)	1,338,353,000	68.9	SL
Entergy Power Chile, Inc. (7)	1	100	\$
EP Edegel, Inc. (6)	1,000	100	\$
Entergy Power Maritza Holding, Inc. (7)	1,100	100	\$
Entergy Power Maritza Holding I, Ltd. (7)	200	100	\$
Entergy Power Maritza Holding II, Ltd. (7)	199	100	\$
Entergy Power Maritza Holding Limited (7)	999	99.9	\$
Entergy Power Maritza Holding III, Ltd. (7)	100	100	\$
Entergy Power Maritza Holding Limited (7)	1	.1	\$
Maritza East III Power Company AD (7)	816	51	\$
Entergy Power Netherlands Company BV	800	100	\$

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Entergy Power Projects Italia, S.R.L. (7)	200,000	1	\$
Entergy Power Services Italia, S.R.L. (7)	200,000	50	\$
Sabinas Power Company BV	400	100	\$
Entergy Power Projects Italia, S.R.L. (7)	19,800,000	99	\$
Entergy Power Services Italia, S.R.L. (7)	19,800,000	50	\$
Entergy Power Argentina, Ltd. *	1,000	100	\$
Entergy Power Generation Argentina LDC *	999	99.9	\$
Entergy Power Generation Argentina SRL *	11,999	99.9	\$
Entergy Power Transmission Argentina SRL *	1	0.1	\$
Entergy Power Nogales SRL *	1	0.1	\$
Entergy Power Nogales, Ltd.	1,000	100	\$
Entergy Power Nogales LDC	999	99.9	\$
Entergy Power Nogales SRL	11,999	99.9	\$
Entergy Power Generation Argentina SRL	1	0.1	\$
Entergy Power Cayman Investments, Ltd.	1	100	\$
Entergy Power Generation Argentina LDC	1	0.1	\$

Name of Company (1) (and abbreviations used herein)	Number of Common Shares Owned	% of Voting Power
Entergy Power Nogales LDC	1	0.1
Entergy Power Transmission Argentina LDC	1	0.1
Entergy Power Transmission Argentina, Ltd.	1,000	100
Entergy Power Transmission Argentina LDC	999	99.9
Entergy Power Argentina Transmission SRL	11,999	99.9
Entergy Power Services Poland Spolka z.o.o. (7)	1,000	100
Entergy Power Peak Downs, Ltd. *	1,000	100
Entergy Australia Generation Holdings, Ltd.	1,000	100
Entergy Australia Generation, Ltd.	1,000	100

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Entergy Wandoan Coal Resources, Pty., Ltd.	1,000	100
Entergy Peak Downs Generation, Pty., Ltd.	1,000	100
Entergy Wandoan Generation, Pty., Ltd.	1,000	100
Entergy Tarong Coal Generation II Pty., Ltd.	1,000	100
Entergy Tarong Coal Generation, Pty., Ltd.	1,000	100
Entergy Power Espana, S.A.	60,120	100
Entergy Power BJE Holding, Ltd.	200	100
Bon Jardim Energetica, LTDA.	344,847	99.9
Entergy do Brazil LTDA	2,299,999	99.9
Entergy Power BJE, Ltd.	1,000	100
Bon Jardim Energetica, LTDA	3,483	.1
Entergy do Brazil LTDA	1	.1
Entergy Power Operations Pakistan, LDC (6)	10	5
Entergy Power Holding Espana SL (7)	63,126	100
Entergy Power Development Espana SL (7)	3,006	100
Entergy Power Projects Espana SL (7)	3,006	100
Entergy Power Holdings USA Corporation	1,000	100
Entergy Power RS Corporation	1,000	100

  

Name of Company (1) (and abbreviations used herein)	Number of Common Shares Owned	% of Voting Power	Issuer Book Value (000s)
RS Cogen LLC	50% Member Interest	50	\$ (643)
Entergy Turbine Holding QF, LLC (7)	100% Member Interest	100	\$ -
Entergy Turbine Holding Louisiana, LLC (7)	100% Member Interest	100	\$ -
Entergy Power E & C Holdings, LLC (7)	100% Member Interest	100	\$2,000
Entergy Power E & C Corporation (7)	1,000	100	\$2,000
EntergyShaw, LLC (7)	50% Member Interest	50	\$ -

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- \* Inactive
- \*\* Less than \$1,000
- \*\*\* These companies and their subsidiaries are accounted for on a cost basis, and "Issuer Book Value" is at 100%.

(SL) Peruvian Soles  
(CP) Chilean Peso

### 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 2000, 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, 2000, Entergy Operations, Entergy Corporation, Entergy Gulf States, Entergy Louisiana and System Energy had total investments in the money pool in the amounts of \$1,621,631, \$47,355,154, \$53,947,773, \$52,728,380, and \$357,475,194, respectively. Entergy Arkansas, Entergy Services, Entergy Mississippi, Entergy New Orleans and System Fuels had total borrowings in the money pool in the amounts of \$30,719,235, \$66,804,440, \$33,254,921, \$5,734,405, and \$86,409,517, respectively. The unborrowed balance in the money pool amounted to \$290,205,614 as of December 31, 2000, 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, 2000, 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 mature in 2008.
- (4) The Capital Stock of The Arklahoma 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).

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- (5) Inactive companies held to preserve franchises.
- (6) See Items 5 and 9 and Exhibit I for information regarding direct and indirect holdings in Exempt Wholesale Generators ("EWG") and Foreign Utility Companies ("FUCO").
- (7) During 2000, Entergy Corporation organized the following direct or indirect subsidiary companies principally to develop, construct, own and/or operate power generation facilities in the United States: Entergy Power DeSoto County Ventures, Inc. (under Delaware law, on October 4, 2000); DeSoto County Generating Company, LLC (under Delaware law, on October 4, 2000); Clay County Power LLC (under Delaware law, on April 7, 2000); Entergy Power Clay County I Corporation (under Delaware law, on March 30, 2000); Entergy Power Clay County II Corporation (under Delaware law, on March 30, 2000); Entergy Power Franklin County I Corporation (under Delaware law, on August 15, 2000); Entergy Power Franklin County II Corporation (under Delaware law, on August 15, 2000); Entergy Power Greenville Generating Company I (under Delaware law, on October 4, 2000); Entergy Power Greenville Generation Company II (under Delaware law, on October 4, 2000); Entergy Power Jackson Generating Company I (under Delaware law, on May 17, 2000); Entergy Power Jackson Generating Company II (under Delaware law, on May 17, 2000); Entergy Power Operations Fairfield Corporation (under Delaware law, on February 3, 2000); Entergy Power Operations Freestone Corporation (under Texas law, on February 4, 2000); Entergy Power Warren Corporation I (under Delaware law, on February 4, 2000); Franklin County Power, LLC (under Delaware law, on August 29, 2000); Greenville Generating Company, LLC (under Delaware law, on October 4, 2000); Jackson Generating Company, LLC (under Delaware law, on May 17, 2000); Warren Power, LLC (under Mississippi law, on February 11, 2000).

During 2000, Entergy Corporation organized the following indirect subsidiary company principally to own certain turbines: Crete Turbine Holdings, LLC (under Delaware law, on December 15, 2000).

During 2000, Entergy Corporation organized the following direct or indirect subsidiary companies to act as a holding company for membership interests in various permitted businesses: Entergy Power Holding Espana SL (under Spain law, on June 2, 2000); Latin America Holding I, Ltd. (under Cayman Islands law, on November 20, 2000); Latin America Holding II, Ltd. (under Cayman Islands law, on November 20, 2000).

During 2000, Entergy Corporation organized the following direct or indirect subsidiary companies to develop a natural gas fired electric power generation project: Entergy Power Crete Corporation (under Delaware law, on November 13, 2000); Crete Energy Venture, LLC (under Delaware law, on December 11, 2000).

During 2000, Entergy Corporation organized the following direct or indirect subsidiary companies to engage in power generation-related activities: Entergy Power Technologies Corporation (under Delaware law, on July 5, 2000); Entergy Power Ventures Corp I (under Delaware law, on August 9, 2000); Entergy Power Ventures Corp II (under Delaware law, on August 9, 2000); Entergy Power Ventures, L.P. (under Delaware law, on August 9, 2000).

During 2000, Entergy Corporation organized the following direct or indirect subsidiary companies to engage in energy trading and marketing: EWO Marketing Holding, Inc. (Delaware, on October 30, 2000); EWO GP, LLC (Delaware, on October 30, 2000) and EWO Marketing, L.P. (Delaware, on October 27, 2000).

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During 2000, Entergy Corporation organized the following direct or indirect subsidiary companies principally to develop, construct, own and/or operate power generation facilities in foreign countries: Entergy Power Development Espana SL (under Spanish law, on July 5, 2000); Entergy Power Projects Espana SL (under Spanish law, on July 18, 2000); Entergy Power Projects Italia, S.R.L. (under Italian law, on June 22, 2000); Entergy Power Services Italia, S.R.L. (under Italian law, on June 22, 2000); Entergy Power Services Poland Spolka z.o.o. (under Polish law, on December 6, 2000).

During 2000, Entergy Corporation organized the following indirect subsidiary companies principally to provide engineering and construction services: EntergyShaw, L.L.C. (under Delaware law, on August 30, 2000); Entergy Power E & C Corporation (under Delaware law, on August 30, 2000); Entergy Power E & C Holdings, LLC (under Delaware law, on August 30, 2000).

During 2000, Entergy Corporation organized the following indirect subsidiary company principally to operate and maintain electric power production facilities: Entergy Power Freestone O & M LP (under Texas law, on June 22, 2000).

During 2000, Entergy Corporation organized the following direct or indirect subsidiary companies principally to develop, acquire, and/or hold potential investments in nuclear power facilities that qualify as EWGs: Entergy Nuclear New York Investment Company III (Delaware, on October 24, 2000); Entergy Nuclear Holding Company #2 (Delaware, on October 24, 2000); Entergy Nuclear Holding Company #3 (Delaware, on October 24, 2000); Entergy Nuclear Indian Point 2, LLC (Delaware, on October 19, 2000).

During 2000, Entergy Corporation organized the following direct or indirect subsidiary companies to develop, acquire, and/or hold investments permitted under Rule 58: Entergy Power Gas Holdings Corporation (Delaware, on June 15, 2000); Entergy Power Gas Operations Corporation (Delaware on June 22, 2000); Entergy Turbine Holding QF, LLC (Delaware, on August 30, 2000); Entergy Turbine Holding Louisiana, LLC (Delaware, on March 24, 2000) and Entergy Solutions, Ltd. (Texas, on August 30, 2000). Also, during 2000, Entergy Corporation acquired through direct or indirect subsidiary companies Highland Energy Company (Texas on June 22, 2000) and TLG Services, Inc. (Connecticut on September 19, 2000).

During 2000, Entergy Corporation organized the following direct or indirect subsidiary companies to develop, acquire, and/or hold investments in exempt telecommunications companies (ETC) under the Act: Entergy Ventures Holding Company, Inc. (Delaware, on November 3, 2000); Entergy MHK Investments, LLC, (Delaware, on November 3, 2000); Entergy Commerce, Inc. (Delaware, on November 3, 2000) and Entergy MHK Retail LLC, an ETC (Delaware, on November 3, 2000); Entergy Procurement Exchange Holding Corporation (Delaware, on May 30, 2000).

During 2000, Entergy Corporation organized the following direct subsidiary company to conduct development activities with respect to thermal energy investment opportunities permitted under Rule 58: Entergy Resources, Inc. (Delaware, on July 11, 2000).

During 2000, Entergy Corporation organized the following direct or indirect subsidiary companies to directly or indirectly (a)

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provide services to retail electric providers and others, including but not limited to services relating to the acquisition or sale of electric power, planning, scheduling or operating; (b) purchase and resell or broker electric power; and (c) to provide all services and products necessary, convenient, or incidental to carrying out any and all of the foregoing purposes: Entergy Retail Holding Company (Delaware, on August 23, 2000); Entergy Retail Texas, Inc. (Delaware, on August 23, 2000); Entergy Retail Louisiana LLC-A (Delaware, on August 23, 2000); Entergy Retail Louisiana LLC-B (Delaware, on August 23, 2000); Entergy Retail Louisiana Management Services LLC-A (Louisiana, on August 23, 2000); Entergy Solutions Ltd. (formerly Entergy Retail Texas Limited Partnership A) (Texas on August 30, 2000), which changed its name to Entergy Solutions Ltd. on December 18, 2000; Entergy Solutions Supply Ltd., (formerly Entergy Retail Texas LP-B) (Texas, on August 30, 2000).

During 2000, Entergy Corporation organized the following direct or indirect subsidiary companies to support Entergy's investments in certain nuclear facilities: Entergy Nuclear Operations, Inc. (Delaware, on May 10, 2000); Entergy Nuclear Fuels Company (Delaware, on September 11, 2000).

During 2000, Entergy Corporation organized the following indirect subsidiary company to acquire, finance and/or hold investments in affiliate companies: Entergy Global Investments, Inc. (Arkansas, on March 21, 2000).

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

Company	Description of Utility Assets Sold	Name of Pu
Entergy Arkansas, Inc.	Sale of Facilities (Shady Grove substation)	City of West Me
Entergy Arkansas, Inc.	Sale of Facilities	Conway Corporat
Entergy Arkansas, Inc.	Sale of Facilities	Conway Corporat
Entergy Gulf States, Inc.	Sale of Facilities (Highway 90, Ames, Texas)	Cameron Cooper
Entergy Gulf States, Inc.	Sale of Bunch Gully Substation	Chevron Company
Entergy Arkansas, Inc.	Sale of Facilities (Hwy 64, Parkin, AR)	Riceland Foods,
Entergy Louisiana, Inc.	Voltage regulator, 13.8KV, 1,250 KVA	Entergy Mississ
Entergy Arkansas, Inc.	Voltage Regulator 13.8 KV, 1250 KVA	Entergy Louisia
Entergy Mississippi	Voltage regulator 13.8KV, 2.5/3.33 MVA	Entergy Louisia
Entergy Louisiana, Inc.	Auto Transformer 34.5-13.8 KV, 6.4/8 MVA	Entergy Arkansa
Entergy Gulf States, Inc.	Transformer 67-13.8 KV, 7.5-9.375/10.5 MVA	Entergy Arkansa
Entergy Gulf States, Inc.	Transformers and other distribution assets	City of Gueydan



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

In March 2000, Entergy Arkansas issued and sold, pursuant to the exemption provisions of Rule 52, First Mortgage Bonds in the amount of \$100,000,000, 7.72% Series, due March 1, 2003.

In July 2000, Entergy New Orleans issued and sold, pursuant to the exemption provisions of Rule 52, First Mortgage Bonds in the amount of \$30,000,000, 8.125% Series, due July 15, 2005.

In November 2000, Entergy Nuclear Holding Company #1 issued and sold, pursuant to the exemption provisions of Rule 52, 1,000 shares of its common stock to Entergy Global Investments, Inc. for a purchase price of \$50,000,000.

In July 2000, Entergy Power Development Corporation issued and sold, pursuant to the exemption provisions of Section 33, 10,959 shares of its common stock to Entergy Global Investments, Inc. for a purchase price of \$47,147,000.

In December, 2000, Entergy Power Generation Corporation issued and sold, pursuant to the exemption provisions of Rule 52, 33 shares of its Class B non-voting common stock to Entergy Global Investments, Inc. for a purchase price of \$33,000,000.

As of December 31, 2000, Entergy UK Enterprises Ltd. had promissory notes outstanding due from Entergy Global Investments, Inc. in the amount of \$929,512,000 with the highest balance of \$941,000,000 being on May 25, 2000. The effective interest rate as of December 31, 2000 was 9.41%. These promissory notes were issued pursuant to the exemption provisions of Rule 52.

As of December 31, 2000, Entergy Global Investments, Inc. had an outstanding promissory note due from Entergy Power Development Corporation in the amount of \$67,547,799 with the highest balance of \$67,547,799 being on November 20, 2000. The effective interest rate as of December 31, 2000 was 9.41%. This promissory note was issued pursuant to the exemption provisions of Section 33 and/or Rule 52.

As of December 31, 2000, Entergy Global Investments, Inc. had a second outstanding promissory note due from Entergy Power Development Corporation in the amount of \$123,206,252 with the highest balance of \$123,206,252 being on December 15, 2000. The effective interest rate as of December 31, 2000 was 7.53%. This promissory note was issued pursuant to the exemption provisions of Section 33 and/or Rule 52.

During 2000, Entergy Global Investments, Inc. had outstanding promissory notes due from Entergy International Ltd. with the highest balance of \$402,000,000 being on September 21, 2000. The effective interest rate was 9.41%. As of December 31, 2000, the balance due on these notes was \$0. These promissory notes were issued pursuant to the exemption provisions of Section 33 and/or Rule 52.

During 2000, Entergy Global Investments, Inc. had outstanding promissory notes due from Entergy Nuclear Holding Company #1 with the highest balance of \$67,000,000 being on September 15, 2000. The effective interest rate was 9.28%. As of December 31, 2000, the balance due on these notes was \$0. These promissory notes were issued pursuant to the exemption provisions of Section 32 and/or Rule 52.

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As of December 31, 2000, Entergy Global Investments, Inc. had outstanding promissory notes due from Entergy Nuclear FitzPatrick, LLC in the amount of \$3,000,000 with the highest balance of \$3,000,000 being on October 25, 2000. The effective interest rate as of December 31, 2000 was 9.41%. These promissory notes were issued pursuant to the exemption provisions of Section 32 and/or Rule 52.

As of December 31, 2000, Entergy Global Investments, Inc. had outstanding promissory notes due from Entergy Nuclear Indian Point 3, LLC in the amount of \$3,000,000 with the highest balance of \$3,000,000 being on October 25, 2000. The effective interest rate as of December 31, 2000 was 9.41%. These promissory notes were issued pursuant to the exemption provisions of Section 32 and/or Rule 52.

As of December 31, 2000, Entergy Global Investments, Inc. had outstanding promissory notes due from Entergy Nuclear New York Investment Company I in the amount of \$289,086,500 with the highest balance of \$289,086,500 being on November 20, 2000. The effective interest rate as of December 31, 2000 was 11.78%. These promissory notes were issued pursuant to the exemption provisions of Section 32 and/or Rule 52.

As of December 31, 2000, Entergy Global Investments, Inc. had outstanding promissory notes due from Entergy Nuclear New York Investment Company II in the amount of \$289,086,500 with the highest balance of \$289,086,500 being on November 20, 2000. The effective interest rate as of December 31, 2000 was 11.78%. These promissory notes were issued pursuant to the exemption provisions of Section 32 and/or Rule 52.

During 2000, Entergy Global Investments, Inc. had outstanding promissory notes due from Entergy Power Generation Corporation in the amount of \$23,000,000 with the highest balance of \$23,000,000 being on October 31, 2000. The effective interest rate was 9.41%. As of December 31, 2000, the balance due on these notes was \$0. These promissory notes were issued pursuant to the exemption provisions of Section 32 and/or Rule 52.

During 2000, Entergy Power Marketing Corporation had outstanding promissory notes due from Entergy International Holding Limited, LLC in the amount of \$26,000,000 with the highest balance of \$26,000,000 being on September 15, 2000. The effective interest rate was 7.4%. As of December 31, 2000, the balance due on these notes was \$0. These promissory notes were issued pursuant to the exemption provisions of Rule 52.

During 2000, Entergy Power, Inc. had outstanding promissory notes due from Entergy International Holding Limited, LLC in the amount of \$32,000,000 with the highest balance of \$32,000,000 being on September 15, 2000. The interest rate was 7.40%. As of December 31, 2000, the balance due on these notes was \$0. These promissory notes were issued pursuant to the exemption provisions of Section 33.

In November 2000, Entergy MHK Retail LLC issued a 100% member interest to Entergy Commerce, Inc. for a contribution of \$1,000. This transaction was exempt pursuant to Section 34.

In the second quarter of 2000, Entergy Power Gas Holdings Corporation, an energy-related company, issued 4,999,000 shares of common stock to Entergy Corporation for a total consideration of \$4,999,000. This transaction was exempt pursuant to Rule 58.

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In the second quarter of 2000, Entergy Power Gas Operations Corporation, an energy-related company, issued 4,999,000 shares of common stock to Entergy Power Gas Holdings Corporation for a total consideration of \$4,999,000. This transaction was exempt pursuant to Rule 58.

In the second quarter of 2000, Highland Energy Company, an energy-related company, issued 4,999,000 shares of common stock to Entergy Power Gas Operations Corporation for a total consideration of \$4,999,000. This transaction was exempt pursuant to Rule 58.

In the third quarter of 2000, TLG Services, Inc., an energy-related company, issued 4,999,000 shares of common stock to Entergy Nuclear, Inc. for a total consideration of \$4,999,000. This transaction was exempt pursuant to Rule 58.

In the third quarter of 2000, Entergy Retail Texas Limited Partnership A, an energy-related company which changed its name to Entergy Solutions Ltd. on December 18, 2000, issued a 1% limited partnership interest to Entergy Retail Texas, Inc for a total consideration of \$10,010. This transaction was exempt pursuant to Rule 58.

In the third quarter of 2000, Entergy Retail Texas Limited Partnership A, an energy-related company which changed its name to Entergy Solutions Ltd. on December 18, 2000, issued a 99% limited partnership interest to Entergy Retail Holding Company for a total consideration of \$990,990. This transaction was exempt pursuant to Rule 58.

### ITEM 4. ACQUISITION, REDEMPTION OR RETIREMENT OF SYSTEM SECURITIES

Name of Issuer and Security	Name of Company Acquiring, Redeeming or Retiring Securities	Calendar Year 2000			Retired	Consideration	Holding Company Act Exemption or Release Number
		Acquired	Number of Shares or Principal Amount Redeemed				
ENTERGY CORPORATION							
Common Stock	ENTERGY CORPORATION	-	20,916,900		-	\$550,211,653	Reg. 250.42
ENTERGY ARKANSAS							
Long-Term Debt*	ENTERGY ARKANSAS	-		-	\$	220,000	\$ 220,000 See Exhibit F
ENTERGY GULF STATES							
Preferred Stock*	ENTERGY GULF STATES	-	6,076,585		-	\$157,658,367	See Exhibit F
ENTERGY LOUISIANA							
Long-Term Debt*	ENTERGY						

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	LOUISIANA	-	-	\$100,000,000	\$100,000,000	See Exhibit F
ENTERGY MISSISSIPPI						
	Preferred Stock*	ENTERGY MISSISSIPPI	-	1	- \$ 100	See Exhibit F
SYSTEM ENERGY						
	Long-Term Debt*	SYSTEM ENERGY	-	-	\$ 77,947,272 \$ 77,947,272	See Exhibit F

\* 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

(1) Investments In Persons Operating Within Retail Service Area of Owner

Name of Owner	Number of Persons and Description	Amount of Investment
ECDI	A business development and finance organization serving poverty-stricken areas in western Mississippi, eastern Arkansas, and northeastern Louisiana	\$ 5,000,000
Entergy New Orleans	Loans in support of a local theme park	2,000,000
Entergy Louisiana	Loans in support of a local theme park	2,000,000

(2) Other Investments

Name of Owner	Name of Issuer and a Description of the Issuer's Business	Security Owned	Number of Shares Owned
Entergy Arkansas	Capital Avenue Development Company (limited partnership engaged in the business Of constructing, owning, maintaining, operating and leasing a 40-story commercial office building)	Limited Partnership Interest	N/A
Entergy S.A.	Central Costanera S.A. (Owner of a 2,100 MW fossil-fuel steam electric generating facility located in Buenos Aires, Argentina)	Capital stock interest	8,081,160

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Central Costanera S.A.	Central Termoelectric Buenos Aires, S.A. (Owner of a 220 MW combined-cycle gas turbine located at the Central Costanera Power Plant in Buenos Aires, Argentina)	Capital stock interest	3,301,378
Entergy Pakistan, Ltd.	Hub Power Company, Ltd. (Owner of a 4-unit, 1,292 MW oil-fired steam electric generating facility located near Karachi, Pakistan at the mouth of the Hub River)	Capital stock interest	55,671,721
Entergy Enterprises, Inc.	First Pacific Networks, Inc. (A communications company that was developing jointly with Entergy utility applications of patented communication technology)	Common Stock, (.001 Par)	1,715,235
Entergy Australia DB 1A Pty Limited	United Energy Limited (An electric distribution utility serving customers in the State of Victoria, Australia)	Common Stock	1,000
Entergy UK Enterprises Limited	National Grid Group PLC (A holding company whose primary subsidiary is the sole independent transmission company for England and Wales)	American Depositary Receipts	100
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	1,197,263
Entergy Procurement Exchange Holding Corporation	Pantellos Corporation (An exempt telecommunications company)	Common Stock (\$0.01 Par)	450,783

### 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 Holdings, Inc.  
 EPE&C = Entergy Power E&C Corporation

As of December 31, 2000	ETR	EAI	EGSI	ELI	EMI	ENOI	ESI	ERHI	EPE&C
J. Wayne Anderson 639 Loyola Avenue New Orleans, LA 70113							VP DGC		
Kay Kelley Arnold 425 W. Capitol Little Rock, AR 72201							VP		
Michael D. Bakewell							VP		

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350 Pine Street Beaumont, TX 77701											
Maureen S. Bateman	D										
225 Franklin Street Boston, MA 02101											
Joseph L. Blount											VP
1340 Echelon Parkway Jackson, MS 39213											S
W. Frank Blount	D										
15 Piedmont Center, Suite 100 Atlanta, GA 30305											
Tracie L. Boutte											VP
1600 Perdido Street New Orleans, LA 70112											
S.M. Henry Brown, Jr.											VP
1776 Eye St., NW Suite 275 Washington, D.C. 20006											
James D. Bruno					VP	VP					VP
446 North Boulevard Baton Rouge, LA 70802											
Theodore Bunting											VP
639 Loyola Avenue New Orleans, LA 70113											
C. Gary Clary		SVP	SVP	SVP	SVP	SVP	SVP	SVP			
639 Loyola Avenue New Orleans, LA 70113											
Elaine E. Coleman											VP
1600 Perdido Street New Orleans, LA 70112											
E. Renae Conley					P	P					
4809 Jefferson Hwy. Jefferson, LA 70121					CEO	CEO					
Bill F. Cossar					D	COB					VP
308 E. Pearl Street Jackson, MS 39201											

As of December 31, 2000	ETR	EAI	EGSI	ELI	EMI	ENOI	ESI	ERHI	EPE&C
Robert L. Cushman									VP
10055 Grogan's Mill Road Suite 150 The Woodlands, TX 77380									
George W. Davis	D								
136 Fishers Shore Road Columbia, SC 29223									
Linda A. Delaney									D
300 Delaware Ave, 9th Floor Wilmington, DE 19801									
Leo P. Denault									VP
639 Loyola Avenue New Orleans, LA 70113									
Joseph F. Domino									
350 Pine Street Beaumont, TX 77701					P	CEO			
Murphy A. Dreher					VP	VP			VP
446 North Boulevard									

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Baton Rouge, LA 70802										
Johnny D. Ervin										VP
639 Loyola Avenue										
New Orleans, LA 70113										
Kent R. Foster										VP
425 W. Capitol										
Little Rock, AR 72201										
Norman C. Francis		D								
One Drexel Drive										
New Orleans, LA 70125										
Frank F. Gallaher	SVP	PFOT	PFOT	PFOT	PFOT	PFOT	PFOT	PFOT		
639 Loyola Avenue										
New Orleans, LA 70113										
Janice C. George										VP
639 Isbell Road										
Reno, Nevada 89509										
David C. Harlan										VP
639 Loyola Avenue										
New Orleans, LA 70113										
Randall W. Helmick			VP	VP						VP
446 N. Boulevard										
Baton Rouge, LA 70802										
Joseph T. Henderson	VP	VP	VP	VP	VP	VP	VP	VP		
10200 Grogan's Mill Road	GTC	GTC	GTC	GTC	GTC	GTC	GTC	GTC		
Suite 500										
The Woodlands, TX 77380										
Donald C. Hintz	P	D	D	D	D	D	D	P	D	
639 Loyola Avenue								COB		
New Orleans, LA 70113										
Jill I. Israel										VP
639 Loyola Avenue										GA
New Orleans, LA 70113										
Jerry D. Jackson	EVP	GP	GP	GP	GP	GP	GP	GP		
639 Loyola Avenue		D	D	D	D	D	D	D		
New Orleans, LA 70113										

As of December 31, 2000	ETR	EAI	EGSI	ELI	EMI	ENOI	ESI	ERHI	EPE&C
Francis B. Jacobs, II									VP
300 Delaware Avenue									S
Suite 900									
Wilmington, DE 19801									
Ray J. Johnson, Jr.									VP
639 Loyola Avenue									CIO
New Orleans, LA 70113									
John T. Kennedy		VP							
425 W. Capitol									
40th Floor									
Little Rock, AR 72201									
James F. Kenney									VP
10055 Grogan's Mill Road									
Suite 300									
The Woodlands, TX 77380									
Doris J. Krick									
639 Isbell Road									D
Reno, Nevada 89509									
Nathan E. Langston	VP	VP	VP	VP	VP	VP	VP	VP	VP

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639 Loyola Avenue New Orleans, LA 70113	CAO	CAO	CAO	CAO	CAO	CAO	CAO	CAO	CAO	
Kimberly Y. Lee									VP	
639 Loyola Avenue New Orleans, LA 70113										
Peter H. Lendrum									VP	
639 Loyola Avenue New Orleans, LA 70113										
J. Wayne Leonard	CEO								CEO	
639 Loyola Avenue New Orleans, LA 70113	D									
Robert v.d. Luft	COB									
639 Loyola Avenue New Orleans, LA 70113										
Phillip R. May									VP	
639 Loyola Avenue New Orleans, LA 70113										
J. Parker McCollough				VP						
919 Congress Avenue Suite 740 Austin, TX 78701										
Hugh T. McDonald			P							
425 W. Capitol Avenue Little Rock, AR 72201			CEO							
Thomas F. McLarty, III (a)	D		COB							
425 W. Capitol Avenue Suite 3810 Little Rock, AR 72201										
Steven C. McNeal	VP	VP	VP	VP	VP	VP	VP	VP	VP	P
639 Loyola Avenue New Orleans, LA 70113	T	T	T	T	T	T	T	T	T	T
Nancy C. Morovich									VP	
639 Loyola Avenue New Orleans, LA 70113										
Kathleen A. Murphy	D									
One International Place Boston, MA 02110										
As of December 31, 2000	ETR	EAI	EGSI	ELI	EMI	ENOI	ESI	ERHI	EPE&C	
Paul W. Murrill	D									
206 Sunset Blvd. Baton Rouge, LA 70808										
James J. Mutch									VP	
350 Pine Street Beaumont, TX 77701										
James M. Neikirk									VP	
639 Loyola Avenue New Orleans, LA 70113									CPO	
James R. Nichols	D									
50 Congress Street, Suite 832 Boston, MA 2109										
Daniel F. Packer							P			
1600 Perdido Street New Orleans, LA 70112							COB			
William A. Percy, III	D						CEO			
134 Bayou Road										



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Greenville, MS 38701									
James T. Pickens				VP					
425 W. Capitol									
Little Rock, AR 72201									
Tom D. Reagan								VP	
639 Loyola Avenue									
New Orleans, LA 70113									
Dennis H. Reilley			D						
39 Old Ridgebury Road									
Danbury, CT 06810									
Deanna D. Rodriguez								VP	
639 Loyola Avenue									
New Orleans, LA 70113									
Carolyn C. Shanks									
308 E. Pearl Street									
Jackson, MS 32901									
Richard J. Smith			SVP						
639 Loyola Avenue									
New Orleans, LA 70113									
Wm. Clifford Smith			D						
P.O. Box 2266									
Houma, LA 70361									
James Snider									D
308 E. Pearl Street									
Jackson, MS 39201									
Bismark A. Steinhagen			D						
3850 IS 10 South									
Beaumont, TX 77720-0037									
Wade H. Stewart				VP	VP				
4809 Jefferson Highway									
Jefferson, LA 70121									
O. H. "Bud" Storey, III								VP	D
425 W. Capitol								DGC	
Little Rock, AR 72201									
Michael G. Thompson		SVP	SVP	SVP	SVP	SVP	SVP	SVP	SVP
639 Loyola Avenue		S	S	S	S	S	S	S	CLO
New Orleans, LA 70113		GC	GC	GC	GC	GC	GC	GC	

As of December 31, 2000	ETR	EAI	EGSI	ELI	EMI	ENOI	ESI	ERHI	EPE&C
Horace S. Webb	SVP						SVP		
639 Loyola Avenue									
New Orleans, LA 70113									
Arthur E. F. Wiese							VP		
639 Loyola Avenue									
New Orleans, LA 70113									
C. John Wilder	EVP	EVP	EVP	EVP	EVP	EVP	EVP	EVP	EVP
639 Loyola Avenue	CFO	CFO	CFO	CFO	CFO	CFO	CFO	CFO	CFO
New Orleans, LA 70113		D	D	D	D	D	D	D	D
Thomas J. Wright							SVP		
639 Loyola Avenue									
New Orleans, LA 70113									
Jerry W. Yelverton							EVP	D	
1340 Echelon Parkway							CNO		
Jackson, MS 39213									
John H. Zemanek							VP		
639 Loyola Avenue									

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New Orleans, LA 70113

(a) Mr. Thomas F. McLarty resigned effective March 12, 2001.

COB = Chairman of the Board	CAO = Chief Accounting Officer
CEO = Chief Executive Officer	CFO = Chief Financial Officer
P = President	CIO = Chief Information Officer
SVP = Senior Vice President	CNO = Chief Nuclear Officer
EVP = Executive Vice President	CPO = Chief Procurement Officer
VP = Vice President	CRO = Chief Risk Officer
D = Director	T = Treasurer
GTC = General Tax Counsel	S = Secretary
DGC = Deputy General Counsel	GC = General Counsel
GP = Group President	CLO = Chief Legal Officer
GA = General Auditor	PFOT = President Fossil, Operations & Transmission

SERI = System Entergy 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, 2000	SERI	EOI	EPI	SFI	ERI	POGI	VARI	EPGHC	GSG&T	SGRC
Craig G. Anderson 1448 S. R. 333 Russellville, AR 72802		VP								
Christopher J. Bernard 10055 Grogan's Mill Road The Woodlands, TX 77380			GC							
Joseph L. Blount 1340 Echelon Parkway Jackson, MS 39213	S	S						VP S		
William R. Campbell 1448 S. R. 333 Russellville, AR 72802		VP								
Douglas R. Castleberry 425 West Capitol Avenue Little Rock, AR 72203					VP					
Michael P. Childers 10055 Grogan's Mill Road Suite 500 The Woodlands, TX 77380					P CEO D					
C. Gary Clary 639 Loyola Avenue New Orleans, LA 70113		SVP								
Deborah S. Dudenhefer 639 Loyola Avenue New Orleans, LA 70113						M	M			
Charles M. Dugger 17265 River Road Killona, LA 70066		VP								
William A. Eaton P.O. Box 756 Port Gibson, MS 39150		VP								

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Randall K. Edington	VP											
5485 U. S. Highway 61 St. Francisville, LA 70775												
Dale K. Furrow	VP											
10055 Grogan's Mill Road The Woodlands, TX 77380												
Patricia A. Galbraith							M		M			
639 Loyola Avenue New Orleans, LA 70113												
Janice C. George											VP	
639 Isbell Road Reno, Nevada 89509												
Joseph T. Henderson	VP	VP	VP	VP	VP		M		M		VP	VP
10200 Grogan's Mill Road Suite 500 The Woodlands, TX 77380												
GTC GTC GTC GTC GTC GTC GTC GTC												
As of December 31, 2000	SERI	EOI	EPI	SFI	ERI	POGI	VARI	EPGHC	GSG&T	SGRC		
Donald C. Hintz	D	D		D	D				D	D		
639 Loyola Avenue New Orleans, LA 70113												
James F. Kenney				P		M	M		P	P		
10055 Grogan's Mill Road Suite 300 The Woodlands, TX 77380												
CEO COB												
COB												
Doris J. Krick									D			
639 Isbell Road Reno, Nevada 89509												
Nathan E. Langston	VP	VP		VP		M	M		VP	VP		
639 Loyola Avenue New Orleans, LA 70113												
CAO CAO CAO CAO												
John R. McGaha			P									
1340 Echelon Pkwy Jackson, MS 39286												
Steven C. McNeal	VP	VP	T	VP	VP	M	M	P	VP	VP		
639 Loyola Avenue New Orleans, LA 70113												
T T T T D												
Geoffrey D. Roberts				P								
10055 Grogan's Mill Road The Woodlands, TX 77380												
CEO D												
Christopher T. Screen						M	M					
639 Loyola Avenue New Orleans, LA 70113												
James W. Snider									D			
308 E. Pearl Street Jackson, MS 39201												
Gary J. Taylor											SVP	
1340 Echelon Parkway Jackson, MS 39213												
COO												
Michael G. Thompson				SVP	SVP	VP	M	M			SVP	SVP
639 Loyola Avenue New Orleans, LA 70113												
D S S S S S S												
F. W. Titus											VP	
1340 Echelon Parkway Jackson, MS 39213												
Paul J. Wielgus											VP	
10055 Grogan's Mill Road												

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The Woodlands, TX 77380										
C. John Wilder	EVP	EVP	D	EVP	D	M	M		EVP	EVP
639 Loyola Avenue	CFO	CFO		CFO					CFO	CFO
New Orleans, LA 70113	D	D		D					D	D
Jerry W. Yelverton	COB	COB								
1340 Echelon Parkway	P	CEO								
Jackson, MS 39213	CEO									

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
D = Director	GC = General Counsel
M = Manager	

EEI = Entergy Enterprises, Inc.  
EOSI = Entergy Operations Services, Inc.  
EHI = Entergy Holdings, Inc.  
ENI = Entergy Nuclear, Inc.  
EPDC = Entergy Power Development Corporation  
EPGC = Entergy Power Generation Corporation  
EPEHC = Entergy Procurement Exchange Holding Corporation  
EPMC = Entergy Power Marketing Corp.

As of December 31, 2000	EEI	EOSI	EHI	ENI	EPDC	EPGC	EPEHC	EPMC
Robert M. Bellamy 600 Rocky Hill Road Duxburg, MA 02331				VP				
Christopher J. Bernard 10055 Grogan's Mill Road The Woodlands, TX 77380								GC
Douglas R. Castleberry 425 West Capitol Avenue Little Rock, AR 72203	VP							
Michael P. Childers 10055 Grogan's Mill Road The Woodlands, TX 77380	SVP CDO				SVP CDO	SVP		
Robert J. Cushman 10055 Grogan's Mill Road The Woodlands, TX 77380					VP	VP		
F. Mitchell Davidson 200 E. Greenway Plaza Houston, TX 77046								VP
Linda A. Delaney 300 Delaware Ave, 9th Floor Wilmington, DE 19801							D	
Cynthia A. Dyer 10055 Grogan's Mill Road The Woodlands, TX 77380					VP			
Hamid Fatemi Equitable House 47 King William Street London, UK EC3V9DH	VP				VP			
Dale K. Furrow	VP							CRO

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10055 Grogan's Mill Road The Woodlands, TX 77380								VP
Frank F. Gallaher 639 Loyola Avenue New Orleans, LA 70113			COB CEO P					
Turgay Gurun Entergy Wholesale Operations 47 King William Street London, EC4R 9JD	VP							VP
Joseph T. Henderson 10200 Grogan's Mill Road, The Woodlands, TX 77380	VP GTC	VP GTC	VP GTC	VP GTC	VP GTC	VP GTC	VP GTC	D
Donald C. Hintz 639 Loyola Avenue New Orleans, LA 70113	D	D	D	D	D	D	D	

As of December 31, 2000	EEI	EOSI	EHI	ENI	EPDC	EPGC	EPEHC	EPMC
C. Randy Hutchinson 1340 Echelon Parkway Jackson, MS 39213				SVP				
Francis B. Jacobs, II 300 Delaware Ave, 9th Floor Wilmington, DE 19801							VP S	
Margarita G. Jannasch 10055 Grogan's Mill Road The Woodlands, TX 77380	VP				VP	VP		
Michael R. Kansler P. O. Box 5029 White Plains, NY 10010				SVP COO				
Danny R. Keuter 1340 Echelon Parkway Jackson, MS 39213				VP				
Nathan E. Langston 639 Loyola Avenue New Orleans, LA 70113			VP CAO					
J. Wayne Leonard 639 Loyola Avenue New Orleans, LA 70113			P COB					
Steven C. McNeal 639 Loyola Avenue New Orleans, LA 70113	VP T	VP T	VP T	VP T	VP T	VP T	VP T	T
Robert A. Malone 10055 Grogan's Mill Road The Woodlands, TX 77380	VP				VP			
Robert J. Moore 10055 Grogan's Mill Road The Woodlands, TX 77380	VP				VP	VP		
Uday Narang 47 King William Street London EC4R 9JD								VP
James M. Neikirk 639 Loyola Avenue New Orleans, LA 70113							P	
Frederick F. Nugent 10055 Grogan's Mill Road	VP		VP		VP GC	VP GC		

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The Woodlands, TX 77380								
Danny L. Pace					VP			
440 Hamilton Street								
White Plains, NY 10601								
Geoffrey D. Roberts	P				P	P		P
10055 Grogan's Mill Road	CEO				D	D		D
The Woodlands, TX 77380	D							
Eric E. Silagy					VP	VP		
10055 Grogan's Mill Road								
The Woodlands, TX 77380								
Theodore A. Sullivan					VP			
NPP 268 Lake Road								
Lycoming, NY 13093								
Michael G. Thompson	SVP	SVP	SVP	SVP	SVP	SVP		SVP
639 Loyola Avenue	S	S	S	S	S	S		S
New Orleans, LA 70113	GC		D					D

As of December 31, 2000	EEI	EOSI	EHI	ENI	EPDC	EPGC	EPEHC	EPMC
Paul J. Wielgus	SVP				VP	VP		
10055 Grogan's Mill Road								
The Woodlands, TX 77380								
C. John Wilder	D	EVP	D	EVP	EVP	EVP	D	D
639 Loyola Avenue		CFO		CFO	D	CFO		
New Orleans, LA 70113		D		D		D		
J. Bradley Williams	SVP				VP	VP		
10055 Grogan's Mill Road								
The Woodlands, TX 77380								
Jerry W. Yelverton				P				
1340 Echelon Parkway				COB				
Jackson, MS 39213				CEO				

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
EVP = Executive Vice President	CDO = Chief Development Officer
VP = Vice President	

EGPOC = Entergy Global Power Operations Corporation
ETHC = Entergy Technology Holding Company
EPHUSA = Entergy Power Holdings USA Corp.
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
EPIHC = Entergy Power International Holdings Corporation

As of December 31, 2000 EGPOC ETHC EPHUSA EIHL EVHC ENHC ENHC1 ENHC2 EPIHC

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Douglas Castleberry 425 W. Capitol Little Rock, AR 72201	VP									
Michael P. Childers 10055 Grogan's Mill Road The Woodlands, TX 77380	VP		P							P
Robert J. Cushman 10055 Grogan's Mill Road The Woodlands, TX 77380	VP		VP							VP
Linda A. Delaney 300 Delaware Ave, 9th Floor Wilmington, DE 19801									D	
Cynthia A. Dyer 10055 Grogan's Mill Road The Woodlands, TX 77380			VP						D	
Dave C. Harlan 639 Loyola Avenue New Orleans, LA 70113									P CEO D	CFO VP T D
Joseph T. Henderson 10200 Grogan's Mill Road, The Woodlands, TX 77380	VP GTC	VP GTC	VP GTC	VP GTC	VP GTC	VP GTC	VP GTC	VP GTC		VP GTC
Donald C. Hintz 639 Loyola Avenue New Orleans, LA 70113			COB					D	D	
Francis B. Jacobs, II 300 Delaware Avenue Suite 900 Wilmington, DE 19801									VP S	
Michael R. Kansler P. O. Box 5029 White Plains, NY 10010										P CEO
Nathan E. Langston 639 Loyola Avenue New Orleans, LA 70113					VP CAO	VP CAO	VP CAO	VP CAO		
J. Wayne Leonard 639 Loyola Avenue New Orleans, LA 70113										D
Steven C. McNeal 639 Loyola Avenue New Orleans, LA 70113	VP T	VP T	T		VP T	VP T	VP T	VP T		VP T
Robert A. Malone 10055 Grogan's Mill Road The Woodlands, TX 77380	VP									

As of December 31, 2000	EGPOC	ETHC	EPHUSA	EIHL	EVHC	ENHC	ENHC1	ENHC2	EPIHC
Frederick F. Nugent 10055 Grogan's Mill Road The Woodlands, TX 77380	VP		VP S D						VP
Denise R. Redmann 639 Loyola Avenue New Orleans, LA 70113								S	
Geoffrey D. Roberts 10055 Grogan's Mill Road The Woodlands, TX 77380	P D								

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Michael G. Thompson 639 Loyola Avenue New Orleans, LA 70113	SVP S D	SVP S	SVP S	SVP CLO	SVP S	SVP S		SVP S D
Horace S. Webb 639 Loyola Avenue New Orleans, LA 70113							D	
Paul J. Wielgus 10055 Grogan's Mill Road The Woodlands, TX 77380			VP					
C. John Wilder 639 Loyola Avenue New Orleans, LA 70113	EVP D	CFO P D	P CFO	SVP D	CFO EVP D	CFO EVP D		EVP D
Jerry W. Yelverton 1340 Echelon Parkway Jackson, MS 39213					P CEO D	P COB CEO		

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

ITEM 6. Part II - Financial Connections

As of December 31, 2000

Name of Officer or Director (1)	Name and Location of Financial Institution (2)	Position Held in Financial Institution (3)	Applicable Exemption Rule (4)
W. Frank Blount	First Union National Bank Atlanta, Georgia	Director	70 (b)
Norman C. Francis	Liberty Bank and Trust New Orleans, LA	Director	70 (a)
	The Equitable Life Assurance Society New York, NY	Director	70 (b)
Linda A. DeLaney	First Union National Bank Wilmington, DE	Sr. Vice President	*

\* Effective April 25, 2001 Linda A. DeLaney resigned any positions she held as a Director of Entergy subsidiaries



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### 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, 2000 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 Services, Inc., System Fuels, Inc., Entergy Operations, Inc., Entergy Enterprises, Inc., Entergy Retail Holdings, Inc., Entergy Ventures Holding Company, Inc., Entergy Resources, Inc., Entergy Operations Services, Inc., Entergy Power Gas Holdings Corporation, Entergy Procurement Exchange Holding Corporation, Entergy Power Generation Corp., Entergy Power, Inc., Entergy Power Marketing Corp., Entergy Holdings Inc., Entergy Nuclear, Inc., Entergy Nuclear Holding Company #1, Entergy Nuclear Holding Company #2, Entergy Nuclear Holding Company, Entergy Technology Holding Company, Entergy International Holdings Ltd., LLC, Entergy Global Power Operations Corporation, Entergy Power Development Corporation, Entergy Power Holdings USA Corporation, Entergy Power E&C Corporation, Entergy Power International Holdings Corporation, Varibus LLC, Prudential Oil and Gas, LLC, Southern Gulf Railway Company, and GSG&T, Inc. (collectively, the "Named Executive Officers"). This determination was based on total annual base salary and bonuses from all Entergy sources earned during the year 2000. 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			Awards		Long-Term
		Salary	Bonus	Other Annual Comp.	Restricted Stock Awards	Securities Underlying Options	
Michael P. Childers	2000	\$306,442	\$588,316	\$39,375	\$772,500 (c) (d)	0 shares	
E. Renae Conley	2000	\$282,642	\$280,000	\$41,573	(c)	20,000 shares	
	1999	215,000	344,934	29,662	\$84,188 (c) (d)	7,500	
Frederick M. Davidson	2000	\$235,962	\$1,806,600	\$ 0	\$643,750 (c) (d)	0 shares	
	1999	210,000	\$200,600	15,475	(c)	0	
	1998	168,077	50,000	0	(c)	0	
Joseph F. Domino	2000	\$235,358	\$180,732	\$51,399	(c)	20,000 shares	
	1999	223,569	200,210	7,072	(c)	13,487	
	1998	164,011	39,492	4,558	(c)	0	
Frank F. Gallaher	2000	\$416,390	\$504,642	\$127,484	(c)	34,500 shares	
	1999	401,161	303,855	38,496	(c)	39,500	
	1998	382,829	280,747	89,137	(c)	2,500	

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David C. Harlan	2000	\$198,673	\$185,375	\$35,806	(c)	20,000 shares
	1999	188,279	114,600	30,064	(c)	16,750
	1998	173,421	108,358	39,726	(c)	1,250
Joseph T. Henderson	2000	\$285,596	\$303,975	\$61,818	\$220,656 (c) (d)	22,200 shares
	1999	222,115	201,100	36,004	(c)	7,500
Donald C. Hintz	2000	\$570,096	\$743,000	\$104,399	(c)	175,000 shares
	1999	535,713	495,000	76,188	(c)	272,000
	1998	423,379	310,571	28,508	(c)	2,500

Name	Year	Annual Compensation	Awards	Payouts	Long-Term Compensation	
					Other Annual Comp.	Restricted Stock Awards
Jerry D. Jackson (e)	2000	\$458,223	\$554,214	\$58,758	(c)	58,500 shares
	1999	442,809	403,554	39,670	(c)	94,000
	1998	408,456	348,156	59,630	(c)	2,500
Michael R. Kansler	2000	\$240,885	\$424,283	\$66,983	\$189,375 (c) (d)	35,000 shares
	1999	212,708	109,392	13,674	(c)	8,688
	1998	44,808	51,491	4,420	(c)	0
James F. Kenney	2000	\$208,921	\$211,932	\$22,433	(c)	15,500 shares
	1999	200,947	105,035	26,259	(c)	14,250
	1998	189,725	112,948	40,766	(c)	1,250
J. Wayne Leonard	2000	\$836,538	\$1,190,000	\$11,646	(c)	330,600 shares
	1999	771,938	840,000	2,570	(c)	255,000
	1998	412,843	1,145,416	65,787	\$796,860 (c) (d)	0
Hugh T. McDonald	2000	\$209,400	\$165,000	\$53,808	(c)	34,600 shares
	1999	181,704	176,267	438	(c)	14,700
	1998	131,880	47,788	0	(c)	0
Steven C. McNeal	2000	\$182,333	\$129,223	\$ 0	(c)	15,000 shares
	1999	171,077	78,100	0	(c)	5,925
	1998	154,721	94,400	4,432	(c)	0
Uday Narang	2000	\$320,911	\$1,375,518	\$ 0	\$412,000 (c) (d)	0 shares
	1999	138,462	118,088	0	\$192,000 (c) (d)	0
James M. Neikirk	2000	\$232,637	\$120,000	\$17,645	(c)	18,500 shares
	1999	225,000	220,308	32,492	(c)	5,000
Daniel F. Packer	2000	\$219,432	\$167,382	\$16,433	(c)	20,000 shares
	1999	211,055	127,920	10,517	(c)	16,750
	1998	170,326	123,513	54,208 (f)	(c)	0
Geoffrey D. Roberts	2000	\$439,889	\$913,411	\$6,200	(c)	58,500 shares
	1999	351,442	682,500	0	\$1,122,480 (c) (d)	180,000
Carolyn C. Shanks	2000	\$231,193	\$182,530	\$2,594	(c)	20,000 shares
	1999	208,931	133,950	2,549	(c)	11,050

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	1998	144,798	41,394	3,901	(c)	0
Richard J. Smith	2000	\$298,308	\$363,323	\$35,316	(c)	50,000 shares
	1999	89,904	404,624	3,053	\$149,688 (c) (d)	25,000
Michael G. Thompson	2000	\$349,691	\$433,305	\$49,668	(c)	40,000 shares
	1999	336,378	254,910	53,407	(c)	28,700
	1998	309,958	283,935	25,200	\$60,874 (c) (d)	2,500
C. John Wilder	2000	\$468,392	\$619,370	\$148,540	(c)	87,700 shares
	1999	445,191	406,693	119,878	(c)	52,500
	1998	201,413	513,106	7,255	\$758,560 (c) (d)	0
Thomas J. Wright (e)	2000	\$298,180	\$343,883	\$186,470 (f)	(c)	35,000 shares
	1999	263,120	225,458	159,653 (f)	(c)	18,999
	1998	234,361	757,045 (g)	519,610 (f)	(c)	0
Jerry W. Yelverton	2000	\$408,846	\$510,000	\$4,197	\$201,875 (c) (d)	58,900 shares
	1999	363,997	328,500	8,036	(c)	49,400
	1998	282,410	184,959	22,068	(c)	1,250

Name	Number of Securities Underlying Options Granted (a)	Individual Grants % of Total Options		Exercise Price (per share) (a)	Expiration Date	Potential Realizable Value at Assumed Annual Rates of Stock Price Appreciation for Option Term(b)	
		Granted to Employees in 2000				5%	10%
E. Renae Conley	20,000	0.3%		\$23.00	1/27/10	\$289,292	\$ 733,122
Joseph F. Domino	20,000	0.3%		23.00	1/27/10	289,292	733,122
Frank F. Gallaher	34,500	0.5%		23.00	1/27/10	499,028	1,264,635
David C. Harlan	20,000	0.3%		23.00	1/27/10	289,292	733,122
Joseph T. Henderson	22,200	0.3%		23.00	1/27/10	321,114	813,765
Donald C. Hintz	175,000	2.4%		23.00	1/27/10	2,531,301	6,414,813
Jerry D. Jackson	58,500	0.8%		23.00	1/27/10	846,178	2,144,380
Michael R. Kansler	35,000	0.5%		23.00	1/27/10	506,260	1,282,963
James F. Kenney	15,500	0.2%		23.00	1/27/10	224,201	568,169
J. Wayne Leonard	330,600	4.6%		23.00	1/27/10	4,781,989	12,118,499
Hugh T. McDonald	34,600	0.5%		23.00	1/27/10	500,474	1,268,300
Steven C. McNeal	15,000	0.2%		23.00	1/27/10	216,969	549,841
James M. Neikirk	18,500	0.3%		23.00	1/27/10	267,595	678,137
Daniel F. Packer	20,000	0.3%		23.00	1/27/10	289,292	733,122
Geoffrey D. Roberts	58,500	0.8%		23.00	1/27/10	846,178	2,144,380
Carolyn C. Shanks	20,000	0.3%		23.00	1/27/10	289,292	733,122
Richard J. Smith	50,000	0.7%		23.00	1/27/10	723,229	1,832,804
Michael G. Thompson	40,000	0.6%		23.00	1/27/10	578,583	1,466,243
C. John Wilder	87,700	1.2%		23.00	1/27/10	1,268,543	3,214,738
Thomas J. Wright	35,000	0.5%		23.00	1/27/10	506,260	1,282,963
Jerry W. Yelverton	58,900	0.8%		23.00	1/27/10	851,964	2,159,043

(a) Options were granted on January 27, 2000, pursuant to the Equity Ownership Plan. All options granted on this date have an exercise price equal to the closing price of Entergy Corporation common stock on the New York Stock Exchange Composite Transactions on January 27, 2000. These options will vest incrementally over a three-year period beginning in 2001.

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(b) Calculation based on the market price of the underlying securities assuming the market price increases over a ten-year 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.

### Aggregated Option Exercises in 2000 and December 31, 2000 Option Values

The following table summarizes the number and value of options exercised during 2000, 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 Securities Underlying Unexercised Options as of December 31, 2000		Value of Unexercised In-the-Money Options as of December 31, 2000	
			Exercisable	Unexercisable	Exercisable	Unexercisable
E. Renae Conley	-	\$ -	2,500	25,000	\$35,625	\$457,500
Joseph F. Domino	-	-	5,995	28,992	83,844	497,500
Frank F. Gallaher	34,000	566,563	24,166	60,834	309,054	992,100
David C. Harlan	5,583	63,152	5,750	31,167	94,266	524,400
Joseph T. Henderson	-	-	2,500	27,200	33,594	495,900
Donald C. Hintz	-	-	119,000	383,000	1,676,688	5,873,600
Jerry D. Jackson	71,525	960,091	11,719	121,167	68,780	1,905,200
Michael R. Kansler	2,895	11,761	-	40,793	-	747,600
James F. Kenney	2,500	18,250	13,500	25,000	161,047	416,900
J. Wayne Leonard	-	-	85,000	500,600	1,051,875	8,488,400
Hugh T. McDonald	-	-	4,899	44,401	68,749	805,700
Steven C. McNeal	-	-	3,475	18,950	52,659	338,500
James M. Neikirk	-	-	1,666	21,834	20,617	398,500
Daniel F. Packer	-	-	5,583	31,167	69,090	524,400
Geoffrey D. Roberts	-	-	47,500	191,000	676,875	3,017,900
Carolyn C. Shanks	3,683	44,196	-	27,367	-	477,400
Richard J. Smith	-	-	8,333	66,667	103,121	1,171,800
Michael G. Thompson	-	-	29,566	59,134	375,879	1,009,200
C. John Wilder	-	-	17,500	122,700	216,563	2,126,800
Thomas J. Wright	-	-	6,332	47,667	78,359	832,600
Jerry W. Yelverton	-	-	24,716	91,834	330,376	1,545,000

(a) Based on the difference between the closing price of Entergy Corporation'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 Corporation's common stock on the New York Stock Exchange Composite Transactions on December 31, 2000, and the option exercise price.

### Long-Term Incentive Plan Awards in 2000

The following Table summarizes the awards of restricted units

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(equivalent to shares of Entergy Corporation common stock) granted under the Equity Ownership Plan in 2000 to the Named Executive Officers.

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
Michael P. Childers	8,800	1/1/00-12/31/02	3,000	5,900	8,800
E. Renae Conley	6,700	1/1/00-12/31/02	2,300	4,517	6,700
Joseph F. Domino	3,100	1/1/00-12/31/02	1,100	2,100	3,100
Frank F. Gallaher	11,800	1/1/00-12/31/02	4,000	7,917	11,800
David C. Harlan	3,100	1/1/00-12/31/02	1,100	2,100	3,100
Joseph T. Henderson	3,100	1/1/00-12/31/02	1,100	2,100	3,100
Donald C. Hintz	28,500	1/1/00-12/31/02	9,500	19,000	28,500
Jerry D. Jackson	12,700	1/1/00-12/31/02	4,300	8,500	12,700
Michael R. Kansler	7,300	1/1/00-12/31/02	2,500	4,919	7,300
James F. Kenney	3,100	1/1/00-12/31/02	1,100	2,100	3,100
J. Wayne Leonard	48,000	1/1/00-12/31/02	16,000	32,000	48,000
Hugh T. McDonald	3,700	1/1/00-12/31/02	1,300	2,503	3,700
Steven C. McNeal	2,100	1/1/00-12/31/02	800	1,458	2,100
James M. Neikirk	3,100	1/1/00-12/31/02	1,100	2,100	3,100
Daniel F. Packer	3,100	1/1/00-12/31/02	1,100	2,100	3,100
Geoffrey D. Roberts	12,700	1/1/00-12/31/02	4,300	8,500	12,700
Carolyn C. Shanks	3,100	1/1/00-12/31/02	1,100	2,100	3,100
Richard J. Smith	7,500	1/1/00-12/31/02	2,500	5,000	7,500
Michael G. Thompson	7,500	1/1/00-12/31/02	2,500	5,000	7,500
C. John Wilder	12,700	1/1/00-12/31/02	4,300	8,500	12,700
Thomas J. Wright	7,500	1/1/00-12/31/02	2,500	5,000	7,500
Jerry W. Yelverton	12,700	1/1/00-12/31/02	4,300	8,500	12,700

(a) Restricted 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 both the number of units that vest and the future market price of Entergy Corporation common stock.

(b) The threshold, target, and maximum levels correspond to the achievement of 50%, 100%, and 150%, 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 Compensation	Years of Service				
	15	20	25	30	35
\$100,000	\$ 22,500	\$ 30,000	\$ 37,500	\$ 45,000	\$ 52,000
200,000	45,500	60,000	75,000	90,000	105,000

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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
650,000	146,250	195,000	243,750	292,500	341,250
950,000	213,750	285,000	356,250	427,500	498,750

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, 2000, 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, 2000, for the following Named Executive Officers is as follows: Ms. Conley 1; Mr. Davidson 3; Mr. Domino 30; Mr. Gallaher 31; Mr. Harlan 18; Mr. Henderson 1; Mr. Jackson 21; Mr. Leonard 2; Mr. McDonald 18; Mr. McNeal 18; Mr. Narang 1; Mr. Neikirk 2; Mr. Packer 18; Mr. Roberts 1; Ms. Shanks 17; Mr. Wright 31; and Mr. Yelverton 21. The credited years of service under the Retirement Income Plan, as of December 31, 2000 for the following Named Executive Officers, as a result of entering into supplemental retirement agreements, is as follows: Mr. Childers 10, Mr. Hintz 29, Mr. Kansler 21, Mr. Kenney 22, Mr. Smith 24, Mr. Thompson 24, and Mr. Wilder 17.

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, Mr. Jackson, and Mr. Wright 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)

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Annual Covered Compensation	Years of Service			
	15	20	25	30+
\$ 200,000	\$ 90,000	\$100,000	\$110,000	\$120,000
300,000	135,000	150,000	165,000	180,000
400,000	180,000	200,000	220,000	240,000
500,000	225,000	250,000	275,000	300,000
600,000	270,000	300,000	330,000	360,000
700,000	315,000	350,000	385,000	420,000
1,000,000	450,000	500,000	550,000	600,000

- (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. Childers, Mr. Davidson, Mr. Leonard, and Mr. Narang). 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 most of the Named Executive Officers disclosed above in the section entitled "Pension Plan Tables-Retirement Income Plan Table". The credited years of service under this plan are identical to the years of service for Named Executive Officers (other than Mr. Jackson, Mr. Kansler, Mr. Kenney, Mr. Smith, Mr. Thompson, and Mr. Yelverton) disclosed above in the section entitled "Pension Plan Tables-Retirement Income Plan Table". Mr. Jackson, Mr. Kansler, Mr. Kenney, Mr. Smith, Mr. Thompson, and Mr. Yelverton have 27 years, 2 years, 10 years, 1 year, 19 years, and 31 years, respectively, of credited service under this plan.

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.

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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.

In addition to the Retirement Income Plan discussed above, Entergy Gulf States provides, among other benefits to officers, an Executive Income Security Plan for key managerial personnel. The plan provides participants with certain retirement, disability, termination, and survivors' benefits. To the extent that such benefits are not funded by the employee benefit plans of Entergy Gulf States or by vested benefits payable by the participants' former employers, Entergy Gulf States is obligated to make supplemental payments to participants or their survivors. The plan provides that upon the death or disability of a participant during his employment, he or his designated survivors will receive (i) during the first year following his death or disability an amount not to exceed his annual base salary, and (ii) thereafter for a number of years until the participant attains or would have attained age 65, but not less than nine years, an amount equal to one-half of the participant's annual base salary. The plan also provides supplemental retirement benefits for life for participants retiring after reaching age 65 equal to 1/2 of the participant's average final compensation rate, with 1/2 of such benefit upon the death of the participant being payable to a surviving spouse for life.

Entergy Gulf States amended and restated the plan effective March 1, 1991, to provide such benefits for life upon termination of employment of a participating officer or key managerial employee without cause (as defined in the plan) or if the participant separates from employment for good reason (as defined in the plan), with 1/2 of such benefits to be payable to a surviving spouse for life. Further, the plan was amended to provide medical benefits for a participant and his family when the participant separates from service. These medical benefits generally continue until the participant is eligible to receive medical benefits from a subsequent employer; but in the case of a participant who is over 50 at the time of separation and was participating in the plan on March 1, 1991, medical benefits continue for life. By virtue of the 1991 amendment and restatement, benefits for a participant cannot be modified once he becomes eligible to participate in the plan. Mr. Domino is a participant in this plan.

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).

### 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



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committee meetings scheduled in conjunction with Board meetings, and \$2,000 for attendance at committee meetings not scheduled in conjunction with a Board meeting. 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, committee chairpersons 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. Mr. Luft is paid \$200,000 annually to serve as Chairman of the Board. In January 2001, the non-employee Directors were granted 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.

All non-employee directors are credited with 800 "phantom" shares of Common Stock for each year of service on the Board up to a maximum of ten years. The "phantom" shares 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.

The remaining Entergy companies currently have no non-employee directors, and none of the 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. For those directors who retired prior to the retirement age, their benefits are reduced. 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

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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 2000, the value of such transportation services provided by Entergy Corporation to all directors was approximately \$11,790.

### Executive Retention Agreements

Retention Agreement with Mr. Leonard - The retention agreement with Mr. Leonard 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 his death or disability:

- o Entergy will pay to him a lump sum cash severance payment equal to three times (in limited circumstances, five times) the sum of Mr. Leonard's base salary and target annual incentive award;
- o Entergy will pay to him a pro rata annual incentive award, based on an assumed maximum annual achievement of applicable performance goals;
- o 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;
- o he will be entitled to immediate payment of performance awards, based upon an assumed target achievement (in limited circumstances, maximum annual achievement) of applicable performance goals;
- o all of his stock options will become fully vested and will remain outstanding for their full ten-year term; and
- o 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.

Additionally, the Board of Directors has approved a grant to Mr.

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Leonard of 200,000 restricted stock units pursuant to Entergy's Equity Ownership Plan. 50,000 of the restricted stock units (without dividends) will vest on each of December 31, 2001, December 31, 2002, December 31, 2003 and December 31, 2004. In addition, the restricted stock units will vest upon the termination of Mr. Leonard's employment by Entergy without "cause" or by Mr. Leonard for "good reason" (as defined in the retention agreement between Mr. Leonard and Entergy).

Retention Agreement with Mr. Gallaher - The retention agreement with Mr. Gallaher provides that upon termination of employment while a Merger is pending and for two years after completion of a Merger (a) by Mr. Gallaher for "good reason" or by Entergy without "cause", as such terms are defined in the agreement or (b) by reason of Mr. Gallaher's death or disability:

- o Entergy will pay to him a lump sum cash severance payment equal to four times the sum of his base salary and maximum annual incentive award;
- o Entergy will pay to him a pro rata annual incentive award, based on an assumed maximum achievement of applicable performance goals;
- o he will be entitled to immediate payment of performance awards, based upon an assumed maximum achievement of applicable performance goals;
- o all of his stock options will become fully vested and will remain outstanding for their full ten-year term;
- o he may elect to receive either a lump sum supplemental retirement benefit equal to \$3.8 million or the benefit he would have earned under the terms of the SERP applicable to individuals who became participants on or after March 25, 1998; and
- o Entergy will pay to him a "gross-up" payment in respect of any excise taxes he might incur.

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:

- o 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;
- o 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;
- o 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;

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- o all of his stock options will become fully vested and will remain outstanding for their full ten-year term;
- o 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
- o Entergy will pay to him a "gross-up" payment in respect of any excise taxes he might incur.

Retention Agreement with Mr. Jackson - The retention agreement with Mr. Jackson provides that upon termination of employment (a) by him for "good reason" or by Entergy without "cause", as such terms are defined in the agreement, or by reason of his death or disability, in each case while a Merger is pending but prior to completion of a Merger, or (b) for any reason following completion of a Merger:

- o Entergy will pay to him a lump sum cash severance payment equal to four times the sum of his base salary and maximum annual incentive award;
- o Entergy will pay to him a pro rata annual incentive award, based on an assumed maximum achievement of applicable performance goals;
- o Entergy will pay to him a "gross-up" payment in respect of any excise taxes he might incur;
- o he will be entitled to immediate payment of performance awards, based upon an assumed maximum achievement of applicable performance goals;
- o he may elect to receive either a lump sum supplemental retirement benefit equal to (a) \$4.3 million or (b) the benefit that he would have earned under the terms of the SERP applicable to individuals who became participants on or after March 25, 1998; and
- o all of his stock options will become fully vested and will remain outstanding for their full ten-year term.

Retention Agreement with Mr. Wilder - The retention agreement with Mr. Wilder provides that upon termination of employment (a) by Mr. Wilder for "good reason" or by Entergy without "cause", as such terms are defined in the agreement, in each case while a Merger is pending, (b) by reason of Mr. Wilder's death or disability while a Merger is pending and for two years after completion of a Merger, or (c) for any reason following completion of a Merger:

- o Entergy will pay to him a lump sum cash severance payment equal to four times (in limited circumstances, three times) the sum of the his base salary and maximum annual incentive award;
- o Entergy will pay to him a pro rata annual incentive award, based on an assumed maximum achievement of applicable performance goals;
- o except in the case of a termination by reason of death or disability, he will continue to be employed as a Special Project Coordinator at an annual base salary of \$200,000, and will continue to participate in all of Entergy's benefit plans, until the earliest of (a) his attainment of age 55 (at which time he will be deemed eligible to retire under Entergy's plans then in effect), (b) his employment

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with a company listed in the Fortune Global 500 Index or (c) his employment with any company that has a conflict of interest policy that would prohibit his continued employment with Entergy;

- o Entergy will credit him with 15 additional years of service under Entergy's supplemental retirement plan and he may elect to receive either (a) approximately \$1.9 million in a cash lump sum in full settlement of all nonqualified retirement benefits or (b) the benefit that he would have earned under the terms of the SERP applicable to individuals who became participants on or after March 25, 1998 (which amount he may elect to receive upon completion of a Merger);
- o he will be entitled to immediate payment of performance awards, based upon an assumed maximum achievement of applicable performance goals;
- o all of his stock options will become fully vested and will remain outstanding for their full ten-year term; and
- o Entergy will pay to him a "gross-up" payment in respect of any excise taxes he might incur.

If Mr. Wilder terminates his employment for any reason prior to the completion of a Merger, Entergy will pay to him 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.

Retention Agreement with Mr. Thompson - This retention agreement with Mr. Thompson provides that upon termination of employment (a) by him for "good reason" or by Entergy without "cause", as such terms are defined in the agreement, or by reason of his death or disability, in each case while a Merger is pending but prior to completion of a Merger, or (b) for any reason following completion of a Merger:

- o Entergy will pay to him a lump sum cash severance payment equal to four times the sum of his base salary and maximum annual incentive award;
- o Entergy will pay to him a pro rata annual incentive award, based on an assumed maximum achievement of applicable performance goals;
- o Entergy will pay to him a "gross-up" payment in respect of any excise taxes he might incur;
- o he will be entitled to immediate payment of performance awards, based upon an assumed maximum achievement of applicable performance goals;
- o he may elect to receive either a lump sum supplemental retirement benefit equal to (a) \$2.9 million or (b) the benefit that he would have earned under the terms of Entergy's System Executive Retirement Plan applicable to individuals who became participants on or after March 25, 1998; and
- o all of his stock options will become fully vested and will remain outstanding for their full ten-year term.

Except in the case of a termination by reason of death or disability, Mr. Thompson will be, for purposes of all benefit plans and arrangements, an active employee until the date on which he is eligible for early retirement, which is December 31, 2001, under Entergy's

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qualified retirement plan, with such employee status to be in substantially the same terms and conditions as in effect immediately preceding the date of termination.

System Executive Continuity Plan - Ms. Conley, Mr. Childers, Mr. Domino, Mr. Harlan, Mr. Henderson, Mr. Kansler, Mr. Kenney, Mr. McDonald, Mr. Neikirk, Mr. Packer, Mr. Roberts, Ms. Shanks, and Mr. Smith are participants in Entergy's System Executive Continuity Plan, which provides severance pay and benefits under specified circumstances following a change in control. In the event that a participant's employment is involuntarily terminated without "cause" or if the participant terminates for "good reason" during the "change in control period" (as such terms are defined, respectively, in the Continuity Plan), the participant will be entitled to:

- o a cash severance payment equal to either three times (Roberts), two times (Conley, Childers, Kansler, and Smith) or one times (Domino, Harlan, Henderson, Kenney, McDonald, Neikirk, Shanks, and Packer) the participant's Base Annual Salary and Target Award (as such terms are defined, respectively, in the Continuity Plan);
- o continued medical and dental insurance coverage (subject to offset for any similar coverage provided by the participant's new employer);
- o immediate payment of performance awards, based upon an assumed achievement of applicable performance targets; and
- o payment of a "gross-up" payment in respect of any excise taxes the participant might incur.

Participants in the Plan are subject to post-employment restrictive covenants, including a noncompetition provision.

Employee Retention Bonus Plan - Ms. Conley, Mr. Domino, Mr. McDonald, Ms. Shanks, Mr. Packer, Mr. Harlan, Mr. Henderson, Mr. McNeal, Mr. Kansler and Mr. Kenney are participants in the Employee Retention Bonus Plan of Entergy and its Subsidiaries. Under the Plan, as a result of the termination of the merger between Entergy and FPL Group, each of these individuals, except Mr. Kansler and Mr. Kenney, will receive 50% of his or her annual base salary. Mr. Kansler and Mr. Kenney will receive, respectively, 37.5% and 25%.

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

The directors, the Names 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 Services, Inc., System Fuels, Inc., Entergy Operations, Inc., Entergy Enterprises, Inc., Entergy Retail Holdings, Inc., Entergy Ventures Holding Company, Inc., Entergy Resources, Inc., Entergy Operations Services, Inc., Entergy Power Gas Holdings Corporation, Entergy Procurement Exchange Holding Corporation, Entergy Power Generation Corp., Entergy Power, Inc., Entergy Power Marketing Corp., Entergy Holdings Inc., Entergy Nuclear, Inc., Entergy Nuclear Holding Company #1, Entergy Nuclear Holding Company #2, Entergy Nuclear Holding Company, Entergy Technology Holding Company, Entergy International Holdings Ltd., LLC, Entergy Global Power Operations Corporation, Entergy Power Development Corporation, Entergy Power Holdings USA Corporation, Entergy Power E&C Corporation, Entergy Power International Holdings Corporation, Varibus LLC, Prudential Oil and Gas, LLC.,

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Southern Gulf Railway Company, and GSG&T, Inc. beneficially owned directly and indirectly common stock of Entergy Corporation as indicated:

As of December 31, 2000		
Entergy Corporation		
Common Stock		
Amount and Nature of		
Beneficial Ownership(a)		
Name	Sole Voting and Investment Power	Other Beneficial Ownership(b)
Entergy Corporation		
Maureen S. Bateman*	300	-
W. Frank Blount*	6,834	-
George W. Davis*	1,500	-
Norman C. Francis*	2,500	-
Frank F. Gallaher**	7,640	24,166
Donald C. Hintz**	3,536	119,000
Jerry D. Jackson**	22,960	11,719
J. Wayne Leonard***	13,065	85,000
Robert v.d. Luft*	15,052	85,000
Kathleen A. Murphy*	1,300 (c)	-
Paul W. Murrill*	2,704	-
James R. Nichols*	8,859	-
William A. Percy, III*	550	-
Dennis H. Reilley*	600	-
Wm. Clifford Smith*	9,485	-
Bismark A. Steinhagen*	9,647	-
C. John Wilder*	9,017	17,500
All directors and executive officers	137,171	367,326
Entergy Arkansas, Inc.		
Donald C. Hintz***	3,536	119,000
Jerry D. Jackson***	22,960	11,719
J. Wayne Leonard**	13,065	85,000
Hugh T. McDonald***	3,475	4,899
C. John Wilder***	9,017	17,500
Thomas J. Wright**(d)	15,332 (c)	6,332
All directors and executive officers	105,303	281,224

As of December 31, 2000		
Entergy Corporation		
Common Stock		
Amount and Nature of		
Beneficial Ownership(a)		
Name	Sole Voting and Investment Power	Other Beneficial Ownership(b)
Entergy Gulf States, Inc.		
E. Renae Conley***	220	2,500
Joseph F. Domino***	6,917	5,995
Frank F. Gallaher**	7,640	24,166
Donald C. Hintz***	3,536	119,000
Jerry D. Jackson***(d)	22,960	11,719
J. Wayne Leonard**	13,065	85,000

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C. John Wilder***	9,017	17,500
All directors and executive officers	104,687	284,238

Entergy Louisiana, Inc.

E. Renae Conley***	220	2,500
Frank F. Gallaher**	7,640	24,166
Donald C. Hintz***	3,536	119,000
Jerry D. Jackson***(d)	22,960	11,719
J. Wayne Leonard**	13,065	85,000
C. John Wilder***	9,017	17,500
All directors and executive officers	97,020	278,243

Entergy Mississippi, Inc.

Donald C. Hintz***	3,536	119,000
Jerry D. Jackson***	22,960	11,719
J. Wayne Leonard**	13,065	85,000
Carolyn C. Shanks***	3,708	-
C. John Wilder***	9,017	17,500
All directors and executive officers	89,639	269,993

Entergy New Orleans, Inc.

Donald C. Hintz***	3,536	119,000
Jerry D. Jackson***	22,960	11,719
J. Wayne Leonard**	13,065	85,000
Daniel F. Packer***	2,858	5,583
C. John Wilder***	9,017	17,500
All directors and executive officers	86,470	275,576

System Energy Resources, Inc.

Donald C. Hintz***	3,536	119,000
Jerry D. Jackson***	22,960	11,719
J. Wayne Leonard**	13,065	85,000
C. John Wilder***	9,017	17,500
Jerry W. Yelverton***	8,349	24,716
All directors and executive officers	72,639	270,543

As of December 31, 2000

Entergy Corporation

Common Stock

Amount and Nature of

Beneficial Ownership(a)

Sole Voting and

Other

Investment

Beneficial

Name

Power

Ownership(b)

Entergy Services, Inc.

Frank F. Gallaher**	7,640	24,166
Donald C. Hintz***	3,536	119,000
Jerry D. Jackson***	22,960	11,719
J. Wayne Leonard**	13,065	85,000
C. John Wilder***	9,017	17,500
All directors and executive officers	175,840	391,394

Entergy Operations, Inc.

Donald C. Hintz***	3,536	119,000
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Jerry D. Jackson**	22,960	11,719
J. Wayne Leonard**	13,065	85,000
C. John Wilder***	9,017	17,500
Jerry W. Yelverton***	8,349	24,716
All directors and executive officers	105,844	305,100

System Fuels, Inc.		
Donald C. Hintz***	3,536	119,000
Jerry D. Jackson**	22,960	11,719
James F. Kenney***	3,753	13,500
J. Wayne Leonard**	13,065	85,000
C. John Wilder***	9,017	17,500
All directors and executive officers	73,490	288,893

Varibus LLC		
Donald C. Hintz**	3,536	119,000
Jerry D. Jackson**	22,960	11,719
James F. Kenney**	3,753	13,500
J. Wayne Leonard**	13,065	85,000
C. John Wilder**	9,017	17,500
All directors and executive officers	73,490	288,893

Entergy Ventures Holding Company, Inc.		
Linda A. Delaney*	-	-
David C. Harlan***	8,005	5,750
Donald C. Hintz**	3,536	119,000
J. Wayne Leonard**	13,065	85,000
Michael G. Thompson**	10,083	29,566
C. John Wilder***	9,017	17,500
All directors and executive officers	54,782	269,424

Entergy Resources Inc.		
Michael P. Childers***	-	-
Donald C. Hintz***	3,536	119,000
J. Wayne Leonard**	13,065	85,000
Geoffrey D. Roberts**	6,875	47,500
C. John Wilder***	9,017	17,500
All directors and executive officers	49,244	322,107

As of December 31, 2000  
 Entergy Corporation  
 Common Stock  
 Amount and Nature of  
 Beneficial Ownership(a)  
 Sole Voting and Other  
 Investment Beneficial  
 Power Ownership(b)

Prudential Oil and Gas, LLC		
Donald C. Hintz**	3,536	119,000
Jerry D. Jackson**	22,960	11,719
James F. Kenney**	3,753	13,500
J. Wayne Leonard**	13,065	85,000
C. John Wilder**	9,017	17,500
All directors and executive officers	73,490	288,893

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Southern Gulf Railway Company		
Donald C. Hintz***	3,536	119,000
Jerry D. Jackson**	22,960	11,719
James F. Kenney***	3,753	13,500
J. Wayne Leonard**	13,065	85,000
C. John Wilder***	9,017	17,500
All directors and executive officers	73,490	288,893

GSG&T, Inc.		
Donald C. Hintz***	3,536	119,000
Jerry D. Jackson**	22,960	11,719
James F. Kenney***	3,753	13,500
J. Wayne Leonard**	13,065	85,000
C. John Wilder***	9,017	17,500
All directors and executive officers	73,490	288,893

Entergy Enterprises, Inc.		
Donald C. Hintz***	3,536	119,000
J. Wayne Leonard**	13,065	85,000
Geoffrey D. Roberts***	6,875	47,500
Michael G. Thompson**	10,083	29,566
C. John Wilder***	9,017	17,500
All directors and executive officers	52,841	348,023

Entergy Retail Holdings Inc.		
Linda A. Delaney*	-	-
Donald C. Hintz***	3,536	119,000
J. Wayne Leonard**	13,065	85,000
Richard J. Smith***	149	8,333
O. H. Storey, III*	119	2,350
C. John Wilder***	9,017	17,500
Jerry W. Yelverton***	8,349	24,716
All directors and executive officers	54,584	296,573

Entergy Operations Services, Inc.		
Frank F. Gallaher***	7,640	24,166
Donald C. Hintz***	3,536	119,000
J. Wayne Leonard**	13,065	85,000
Michael G. Thompson**	10,083	29,566
C. John Wilder***	9,017	17,500
All directors and executive officers	47,293	281,207

As of December 31, 2000

Entergy Corporation  
Common Stock

Name	Amount and Nature of Beneficial Ownership(a)	
	Sole Voting and Investment Power	Other Beneficial Ownership(b)

Entergy Power Gas Holdings Corp.		
Donald C. Hintz**	3,536	119,000
Doris J. Krick*	-	-
J. Wayne Leonard**	13,065	85,000

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Steven C. McNeal***	3,142	3,475
Geoffrey D. Roberts**	6,875	47,500
James W. Snider*	-	-
C. John Wilder**	9,017	17,500
All directors and executive officers	40,271	272,475

Entergy Procurement Exchange Holding Corporation

Linda A. Delaney*	-	-
Joseph T. Henderson*	810	2,500
Donald C. Hintz**	3,536	119,000
Jerry D. Jackson**	22,960	11,719
J. Wayne Leonard**	13,065	85,000
James M. Neikirk**	231	1,666
C. John Wilder***	9,017	17,500
All directors and executive officers	52,761	240,860

Entergy Power Generation Corporation

Donald C. Hintz***	3,536	119,000
J. Wayne Leonard**	13,065	85,000
Geoffrey D. Roberts***	6,875	47,500
Michael G. Thompson**	10,083	29,566
C. John Wilder***	9,017	17,500
All directors and executive officers	51,904	349,306

Entergy Power Inc.

Donald C. Hintz**	3,536	119,000
J. Wayne Leonard**	13,065	85,000
Geoffrey D. Roberts***	6,875	47,500
Michael G. Thompson***	10,083	29,566
C. John Wilder***	9,017	17,500
All directors and executive officers	47,124	313,941

Entergy Power Marketing Corp.

Frederick M. Davidson**	600	-
Donald C. Hintz**	3,536	119,000
J. Wayne Leonard**	13,065	85,000
Uday Narang**	3,198	-
Geoffrey D. Roberts***	6,875	47,500
Michael G. Thompson*	10,083	29,566
C. John Wilder*	9,017	17,500
All directors and executive officers	50,112	311,441

As of December 31, 2000

Entergy Corporation

Common Stock

Amount and Nature of  
Beneficial Ownership(a)

	Sole Voting and Investment Power	Other Beneficial Ownership(b)
--	----------------------------------------	-------------------------------------

Name

Entergy Holdings, Inc.

Joseph T. Henderson**	810	2,500
Donald C. Hintz***	3,536	119,000
J. Wayne Leonard***	13,065	85,000
Michael G. Thompson***	10,083	29,566

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C. John Wilder***	9,017	17,500
All directors and executive officers	48,733	267,690

Entergy Nuclear, Inc.

Donald C. Hintz***	3,536	119,000
J. Wayne Leonard**	13,065	85,000
Michael G. Thompson**	10,083	29,566
C. John Wilder***	9,017	17,500
Jerry W. Yelverton***	8,349	24,716
All directors and executive officers	58,512	292,748

Entergy Nuclear Holding Company #1

Donald C. Hintz***	3,536	119,000
J. Wayne Leonard**	13,065	85,000
Michael G. Thompson**	10,083	29,566
C. John Wilder***	9,017	17,500
Jerry W. Yelverton***	8,349	24,716
All directors and executive officers	54,316	285,890

Entergy Nuclear Holding Company #2

David C. Harlan*	8,005	5,750
Donald C. Hintz**	3,536	119,000
Michael R. Kansler**	840	-
J. Wayne Leonard***	13,065	85,000
Horace S. Webb*	314	4,000
C. John Wilder**	9,017	17,500
Jerry W. Yelverton**	8,349	24,716
All directors and executive officers	43,126	255,966

Entergy Nuclear Holding Company

Donald C. Hintz***	3,536	119,000
J. Wayne Leonard**	13,065	85,000
Michael G. Thompson**	10,083	29,566
C. John Wilder***	9,017	17,500
Jerry W. Yelverton***	8,349	24,716
All directors and executive officers	55,126	288,390

As of December 31, 2000

Entergy Corporation

Common Stock

Amount and Nature of

Beneficial Ownership(a)

Sole Voting and

Other

Investment

Beneficial

Name

Power

Ownership(b)

Entergy Technology Holding Company

Joseph T. Henderson**	810	2,500
Donald C. Hintz***	3,536	119,000
J. Wayne Leonard**	13,065	85,000
Michael G. Thompson**	10,083	29,566
C. John Wilder***	9,017	17,500
All directors and executive officers	42,190	257,941

Entergy International Holdings Ltd. LLC

Joseph T. Henderson**	810	2,500
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Donald C. Hintz**	3,536	119,000
J. Wayne Leonard**	13,065	85,000
Michael G. Thompson**	10,083	29,566
C. John Wilder**	9,017	17,500
All directors and executive officers	46,777	263,674

Entergy Global Power Operations Corporation

Donald C. Hintz**	3,536	119,000
J. Wayne Leonard**	13,065	85,000
Geoffrey D. Roberts***	6,875	47,500
Michael G. Thompson***	10,083	29,566
C. John Wilder***	9,017	17,500
All directors and executive officers	51,855	320,140

Entergy Power Development Corporation

Donald C. Hintz***	3,536	119,000
J. Wayne Leonard**	13,065	85,000
Geoffrey D. Roberts***	6,875	47,500
Michael G. Thompson**	10,083	29,566
C. John Wilder***	9,017	17,500
All directors and executive officers	52,787	351,206

Entergy Power Holdings USA Corp.

Michael P. Childers***	-	-
Cynthia A. Dyer*	-	-
Donald C. Hintz**	3,536	119,000
J. Wayne Leonard**	13,065	85,000
Frederick F. Nugent*	1,956	4,016
Geoffrey D. Roberts**	6,875	47,500
C. John Wilder**	9,017	17,500
All directors and executive officers	41,068	307,240

As of December 31, 2000

Entergy Corporation

Common Stock

Amount and Nature of

Beneficial Ownership(a)

Name	Sole Voting and	Other
	Investment	Beneficial
	Power	Ownership(b)

Entergy Power E & C Corporation

Donald C. Hintz**	3,536	119,000
Doris J. Krick*	-	-
J. Wayne Leonard**	13,065	85,000
Steven C. McNeal***	3,142	3,475
Geoffrey D. Roberts**	6,875	47,500
James W. Snider*	-	-
C. John Wilder**	9,017	17,500
All directors and executive officers	40,271	272,475

Entergy Power International Holdings Corporation

Michael P. Childers***	-	-
Donald C. Hintz**	3,536	119,000
J. Wayne Leonard**	13,065	85,000

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Geoffrey D. Roberts**	6,875	47,500
C. John Wilder***	9,017	17,500
All directors and executive officers	50,972	320,140

\* 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) Includes, for the Named Executive Officers, shares of Entergy Corporation common stock in the form of unexercised stock options awarded pursuant to the Equity Ownership Plan as follows:
- (c) Includes 1,000 shares for Ms. Murphy in which she has joint ownership. Includes 5,171 shares for Mr. Wright in which he has joint ownership and 1,793 shares in which he has custodial ownership.
- (d) Mr. Wright is the former Chief Executive Officer and a former director of Entergy Arkansas. Mr. Jackson is the former Chief Executive Officer of Entergy Gulf States, LA and Entergy Louisiana.

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

During 2000, T. Baker Smith & Son, Inc. performed land-surveying services for, and received payments of approximately \$427,014 from Entergy companies. Mr. Wm. Clifford Smith, a director of Entergy Corporation, is President of T. Baker Smith & Son, Inc. Mr. Smith's children own 100% of the voting stock of T. Baker Smith & Son, Inc.

### 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

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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

(1) \*

CALENDAR YEAR 2000				
Name of Company	Number of Beneficiaries	Name or Purpose (s)	Account (s) Charged	Amount
ENTERGY CORPORATION	Democratic National Committee	Building Fund	Donations	49,500
	Republican National Committee	Building Fund	Donations	49,500
		Total		----- \$99,000 =====

\* Several of the System Companies have established separate segregated funds known as political action committees, established pursuant to the Federal Election Campaign Act, in soliciting employee participation in Federal, state and local elections.

(2)

CALENDAR YEAR 2000				
Name of Company	Number of Beneficiaries	Name or Purpose (s)	Account (s) Charged	Amount
ENTERGY CORPORATION	Chambers of Commerce	Civic Activity	Donations	\$125,000
	Foundation for the Midsouth	Civic Activity	Donations	250,000
	Bureau of Governmental Research	Research	Donations	250
		Total		----- \$375,250 =====
ENTERGY ARKANSAS	Arkansas State and Local Chambers of Commerce	Civic Activity	Donations	\$137,913
	Arkansas Governor's Mansion	Building Fund	Donations	56,000
	Clark County Democratic Party	Civic Activity	Donations	250
		Total		----- \$194,163 =====

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(2)

CALENDAR YEAR 2000				
Name of Company	Name or Number of Beneficiaries	Purpose(s)	Account (s) Charged	Amount
ENTERGY GULF STATES	Chambers of Commerce	Civic Activity	Donations	\$84,664
	Association of Electric Companies of Texas	Civic Activity	Donations	15,193
	Southern Governors' Association	Civic Activity	Donations	5,000
	Texas Civil Justice League	Civic Activity	Donations	7,500
		Total		----- \$112,357 =====
ENTERGY LOUISIANA	Chambers of Commerce	Civic Activity	Donations	\$33,690
	Four Other items	Civic Activity	Donations	920
		Total		----- \$34,610 =====
ENTERGY MISSISSIPPI	Chambers of Commerce	Civic Activity	Donations	\$16,325
	Council of State Governments	Civic Activity	Donations	6,000
	Democratic Governors' Association	Civic Activity	Donations	5,000
	Metropolitan Crime Commission	Civic Activity	Donations	6,200
	Southern Governors' Association	Civic Activity	Donations	5,000
	Two Other Items	Civic Activity	Donations	5,500
		Total		----- \$44,025 =====
ENTERGY NEW ORLEANS	Chambers of Commerce	Civic Activity	Donations	\$4,650
	Bureau of Governmental Research	Civic Activity	Donations	250
		Total		----- \$4,900 =====

ITEM 8. SERVICE, SALES AND CONSTRUCTION CONTRACTS

(I)

In Eff



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Transaction	Serving Company	Receiving Company	Compensation	Date of Contract	12/31/ (Yes/
Fuel Purchases	System Fuels	Entergy Arkansas	\$ 2,203,830	1/12/73	Yes
Fuel Purchases	System Fuels	Entergy Louisiana	\$ 19,540,256	1/12/73	Yes
Fuel Purchases	System Fuels	Entergy Mississippi	\$ 104,536,921	1/12/73	Yes
Fuel Purchases	System Fuels	Entergy New Orleans	\$ 8,025,771	1/12/73	Yes
Certain materials & services required for fabrication of Nuclear Fuel	System Fuels	Entergy Arkansas	\$ 51,092,089	6/15/78	Yes
Certain materials & services required for fabrication of Nuclear Fuel	System Fuels	Entergy Louisiana	\$ 29,317,402	6/15/78	Yes
Certain materials & services required for fabrication of Nuclear Fuel	System Fuels	System Energy	\$ 7,289	6/15/78	Yes
Miscellaneous Spare Parts Inventory	Entergy Arkansas	Entergy Louisiana	\$ 5,464,201	N/A	N/A
Miscellaneous Spare Parts Inventory	Entergy Arkansas	Entergy Mississippi	\$ 3,252,125	N/A	N/A
Miscellaneous Spare Parts Inventory	Entergy Arkansas	Entergy New Orleans	\$ 9,149	N/A	N/A
Miscellaneous Spare Parts Inventory	Entergy Arkansas	Entergy Gulf States	\$ 117,419	N/A	N/A
Miscellaneous Spare Parts Inventory	Entergy Louisiana	Entergy Arkansas	\$ 372,832	N/A	N/A
Miscellaneous Spare Parts Inventory	Entergy Louisiana	Entergy Mississippi	\$ 814,592	N/A	N/A
Miscellaneous Spare Parts Inventory	Entergy Louisiana	Entergy New Orleans	\$ 7,323,623	N/A	N/A
Miscellaneous Spare Parts Inventory	Entergy Louisiana	Entergy Gulf States	\$ 11,179,506	N/A	N/A

(I)

Transaction	Serving Company	Receiving Company	Compensation	Date Of Contract	In E 12/31/ (Yes/
Miscellaneous Spare Parts Inventory	Entergy Mississippi	Entergy Arkansas	\$ 168,535	N/A	N/A

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Miscellaneous Spare Parts Inventory	Entergy Mississippi	Entergy Louisiana	\$ 474,624	N/A	N/A
Miscellaneous Spare Parts Inventory	Entergy Mississippi	Entergy Gulf States	\$ 740	N/A	N/A
Miscellaneous Spare Parts Inventory	Entergy New Orleans	Entergy Arkansas	\$ 19,716	N/A	N/A
Miscellaneous Spare Parts Inventory	Entergy New Orleans	Entergy Louisiana	\$ 162,232	N/A	N/A
Miscellaneous Spare Parts Inventory	Entergy New Orleans	Entergy Mississippi	\$ 11,145	N/A	N/A
Miscellaneous Spare Parts Inventory	Entergy New Orleans	Entergy Gulf States	\$ 136,531	N/A	N/A
Miscellaneous Spare Parts Inventory	Entergy Gulf States	Entergy Arkansas	\$ 443,579	N/A	N/A
Miscellaneous Spare Parts Inventory	Entergy Gulf States	Entergy Louisiana	\$ 454,286	N/A	N/A
Miscellaneous Spare Parts Inventory	Entergy Gulf States	Entergy Mississippi	\$ 5,313	N/A	N/A
Miscellaneous Spare Parts Inventory	Entergy Gulf States	Entergy New Orleans	\$ 878	N/A	N/A
Miscellaneous transmission and distribution station equipment	Entergy Mississippi	Entergy Louisiana	\$ 171,476	N/A	N/A
Miscellaneous transmission and distribution station equipment	Entergy Louisiana	Entergy Mississippi	\$ 67,044	N/A	N/A
Miscellaneous transmission and distribution station equipment	Entergy Gulf States	Entergy Arkansas	\$ 272,769	N/A	N/A
Miscellaneous transmission and distribution station equipment	Entergy Louisiana	Entergy Arkansas	\$ 64,567	N/A	N/A
(I) Transaction	Serving Company	Receiving Company	Compensation	Date Of Contract	In E 12/31 (Yes)
Miscellaneous transmission and distribution station	Entergy Arkansas	Entergy Louisiana	\$ 19,785	N/A	N/A

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equipment

Capacity Use of and Service of Local Fiber	ETC	Entergy Arkansas	\$ 408,016	5-01-97	Ye
Capacity Use of and Service of Local Fiber	ETC	Entergy Louisiana	\$ 774,392	5-01-97	Ye
Capacity Use of and Service of Local Fiber	ETC	Entergy Mississippi	\$ 962,941	5-01-97	Ye
Capacity Use of and Service of Local Fiber	ETC	Entergy Gulf States	\$ 1,310,843	5-01-97	Ye
Construction and Service of Local Fiber	ETC	Entergy Services	\$ 872,418	1-01-97	Ye

The following contract was in effect as of December 31, 2000, though there was no activity under this contract:

- Contract for web hosting services between MyHomeKey.com, Inc and Entergy MHK Retail, LLC dated November 6, 2000.

Reference is made to the quarterly certificates filed pursuant to Rule 24 by Entergy Corporation in file #70-9123 for information concerning certain support services provided by non-utility companies to other non-utility companies.

### ITEM 8. Part II

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

### 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 2000 was \$4,494,453.35.

SAIC provided information technology support services to Entergy Corporation during 2000. The compensation amount paid to SAIC for 2000 was \$1,350,000.

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

(a) In November 1992, Entergy Corporation's subsidiary, Entergy, S.A., participated in a consortium with other nonaffiliated companies that acquired a 6% interest in Central Costanera, S.A. Central Costanera, S.A. is an Argentina steam electric generating facility consisting of seven natural gas and oil fired generating units, with total installed capacity of 1,260 MW. Central Costanera, S.A. is a FUCO under the provisions of the Energy Act. At December 31, 2000, Entergy Corporation's aggregate investment in Central Costanera, S.A. was approximately \$10.5 million.

In August 1994, Entergy Corporation, through a wholly owned subsidiary of Entergy Power Development Corporation, Entergy

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Pakistan, Ltd., acquired a 10% equity interest in The Hub Power Company, Ltd., which owns a 1,292 MW steam electric generation facility in Pakistan. Entergy Pakistan, Ltd. is a FUCO under the Energy Act. Entergy Pakistan, Ltd.'s initial investment to acquire its indirect 10% interest in The Hub Power Company, Ltd., was \$50.2 million. From 1996 through 1998, Entergy Pakistan, Ltd. sold 52% of its interest in The Hub Power Company, Ltd. for approximately \$56 million. At December 31, 2000, Entergy Pakistan, Ltd. held a 4.8% interest in The Hub Power Company, Ltd., representing an aggregate investment of approximately \$14.7 million.

In April 1995, Entergy Corporation, through a wholly owned subsidiary of Entergy Power Development Corporation, Entergy Power CBA Holding Ltd., purchased a 7.8% interest in Central Buenos Aires, S.A. Central Buenos Aires, S.A. owns a 220 MW combined cycle gas turbine at the Central Costanera S. A. power plant in Buenos Aires, Argentina. Entergy Power CBA Holding Ltd. is a FUCO under the Energy Act. At December 31, 2000, Entergy's aggregate investment in Central Buenos Aires, S.A. was approximately \$3.7 million.

In November 1995, Entergy Corporation, through a wholly owned subsidiary of Entergy Power Development Corporation, EP Edegel, Inc., acquired a 34.7% interest in a consortium, Generandes, Co., which purchased 60% of Edegel, S.A., a company that owns 5 hydroelectric generating stations (totaling 547 MW) and one 260 MW thermal generating station in Peru. EP Edegel, Inc. is a FUCO under the Energy Act. At December 31, 2000, Entergy's aggregate investment in Edegel, S.A. was approximately \$100 million.

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, 2000, Entergy's aggregate investment in ENGC was approximately \$89.2 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, 2000, Entergy's aggregate investment in Entergy Nuclear Holding Company #1, Entergy Nuclear Indian Point 3, LLC and Entergy Nuclear FitzPatrick, LLC was approximately \$0.1 million, \$31.6 million, and \$23.4 million, respectively.

Entergy Corporation owns, indirectly through its wholly owned subsidiaries, Entergy Power Operations Corporation and Entergy Power Development Corporation, 100% of the outstanding capital stock of Entergy Power Operations Pakistan LDC ("EPOP"), a FUCO under the Energy Act formed to provide operations and management services to the Liberty Power Project in Pakistan. At December 31, 2000, Entergy's aggregate investment in EPOP totaled approximately \$500,000.

Entergy Corporation owns, indirectly through its wholly owned subsidiaries, Entergy Power Operations Corporation and Entergy Power

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Development Corporation, 100% of the outstanding capital stock of Entergy Power Operations UK Limited and Entergy Power Operations Damhead Creek Limited Partnership, each of which is a FUCO formed under the Energy Act to provide operations and maintenance services to the Saltend and Damhead Creek power projects, respectively, in the United Kingdom.

In June 1997, Entergy Corporation, indirectly through its wholly owned subsidiaries Entergy Power Development Corporation, and Entergy Power Chile, S.A., acquired an indirect 25% interest in Compania Electrica San Isidro S.A. Compania Electrica San Isidro S.A. owns and operates a 375 MW power plant in central Chile. Compania Electrica San Isidro S.A. is a FUCO under the Energy Act. At December 31, 2000, Entergy's aggregate investment in Compania Electrica San Isidro S.A. totaled approximately \$15.6 million.

As of December 31, 2000, Entergy Corporation, through a wholly owned subsidiary, Entergy Power Development Corporation, owned 100% of the capital stock of Damhead Creek Limited (formerly Kingsnorth Power Ltd.). Damhead Creek Limited owns a 792 MW power plant in the United Kingdom and is a FUCO under the Energy Act. Entergy's equity contribution obligations (BPS36.1 million) under the project financing are supported by a letter of credit issued through a credit facility of Entergy Power Development Corporation. As noted below, Entergy Corporation issued a guarantee of Entergy Power Development Corporation's credit facility. This guarantee was originally in the amount of \$170 million and as of December 31, 2000 had been reduced to \$70 million. At December 31, 2000, Entergy's aggregate investment in Damhead Creek Limited totaled approximately \$53 million.

Entergy Corporation, through a wholly owned subsidiary of Entergy Power Development Corporation, Entergy Power Saltend, Ltd., owns 100% of the capital stock of Saltend Cogeneration Company Limited. Saltend Cogeneration Company Limited owns a 1,200-megawatt power plant in the United Kingdom. Saltend Cogeneration Company Limited is a FUCO under the Energy Act. At December 31, 2000, Entergy's aggregate investment in Saltend Cogeneration Company Limited totaled approximately \$47 million.

Entergy Corporation owns 100% of the outstanding capital stock of Entergy Power Generation Corporation ("EPGC"), which is an EWG formed under the Energy Act to develop and hold Entergy's interests in certain domestic EWG projects including a proposed 300 MW gas-fired power project in Mississippi, being developed by its wholly owned subsidiary Warren Power LLC. At December 31, 2000, Entergy's aggregate investment in EPGC was approximately \$16,002,000.

At December 31, 2000, Entergy had provided a guarantee to its wholly owned FUCO subsidiary, Entergy Power Development Corporation, in respect of a credit facility entered into by Entergy Power Development Corporation in connection with the Damhead Creek power project. This guarantee was originally in the amount of \$170 million and as of December 31, 2000 had been reduced to \$70 million.

At December 31, 2000, Entergy Corporation had entered into a guarantee agreement with Entergy Trading and Marketing Ltd. (a wholly owned subsidiary of Entergy Power Development Corporation) obligating Entergy to issue guarantees for the benefit of Entergy Trading and Marketing Ltd. up to an aggregate maximum amount of \$75 million. The amount of such guarantee is included in Entergy's aggregate investment in Entergy Power Development Corporation.

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At December 31, 2000, Entergy Power Marketing Corporation had entered into a guarantee agreement with NYPA for FitzPatrick and Indian Point 3 guaranteeing certain contractual obligations up to an aggregate amount of \$20 million.

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, 2000 for the business address of such EWG or FUCO. See "Item 1 - System Companies and Investments Therein as of December 31, 2000" for information concerning the system companies owning interests in such EWGs and FUCOs and the nature of the interest held.

Part I(b); Part I(c); and Part I(d) are being filed pursuant to Rule 104.

### ITEM 9. Part II

See Exhibits H and I.

ITEM 9. Part III is being filed pursuant to Rule 104.

### 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.
*Independent Accountants' Consent	S-1
Entergy Corporation and Subsidiaries:	
*Consolidating Statement of Income (Loss) for the Year Ended December 31, 2000	S-2
*Consolidating Statement of Cash Flows for the Year Ended December 31, 2000	S-8
*Consolidating Balance Sheet as of December 31, 2000	S-14
*Consolidating Statement of Retained Earnings for the Year Ended December 31, 2000	S-26
Entergy Gulf States Corporation and Subsidiaries:	
*Consolidating Statement of Income for the Year Ended December 31, 2000	S-32
*Consolidating Statement of Cash Flows for the Year Ended December 31, 2000	S-33
*Consolidating Balance Sheet as of December 31, 2000	S-34
*Consolidating Statement of Retained Earnings for the Year Ended December 31, 2000	S-36
Statutory Subsidiary, accounted for as an equity investment, the Accounts of which are not included in the foregoing Consolidating Statements of Entergy Corporation and Subsidiaries:	
The Arklahoma Corporation:	
*Statement of Operations and Retained Earnings,	

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Years Ended November 30, 2000 and 1999	S-38
*Statements of Cash Flows, Years Ended November 30, 2000 and 1999	S-39
*Balance Sheets, November 30, 2000 and 1999	S-40
*Notes to Financial Statements, November 30, 2000 and 1999	S-41

- \* Letter, dated April 26, 2001, 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 Accountants' Report and Notes to Consolidated Financial Statements of Entergy Corporation (Reference is made to information under the headings "Report of Independent Accountants" and "Notes to Consolidated Financial Statements," contained in Entergy Corporation's 2000 Financial Statements included in the Form 10-K for the year ended December 31, 2000, 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, 2000, in File No. 1-11299 and included in such Form 10-K).

### ENTERGY ARKANSAS

Independent Accountants' Report and Notes to Financial Statements of Entergy Arkansas (Reference is made to information under the headings "Report of Independent Accountants" and "Notes to Financial Statements" contained in Entergy Arkansas' 2000 Financial Statements included in the Form 10-K for the year ended December 31, 2000, 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, 2000, in File No. 1-10764 and included in such Form 10-K).

### ENTERGY GULF STATES

Independent Accountants' Report and Notes to Financial Statements of Entergy Gulf States (Reference is made to information under the headings "Report of Independent Accountants" and "Notes to Financial Statements" contained in Entergy Gulf States' 2000 Financial Statements included in the Form 10-K for the year ended December 31, 2000, in File No. 1-2703).

Financial Statement Schedules of Entergy Gulf States (Referred to in Item 14(a)2 to Form 10-K for the year ended December 31, 2000, in File No. 1-2703 and included in such Form 10-K).

### ENTERGY LOUISIANA

Independent Accountants' Report and Notes to Financial Statements

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of Entergy Louisiana (Reference is made to information under the headings "Report of Independent Accountants" and "Notes to Financial Statements" contained in Entergy Louisiana's 2000 Financial Statements included in the Form 10-K for the year ended December 31, 2000, 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, 2000, in File No. 1-8474 and included in such Form 10-K).

### ENTERGY MISSISSIPPI

Independent Accountants' Report and Notes to Financial Statements of Entergy Mississippi (Reference is made to information under the headings "Report of Independent Accountants" and "Notes to Financial Statements," contained in Entergy Mississippi's 2000 Financial Statements included in the Form 10-K for the year ended December 31, 2000, in File No. 0-320).

Financial Statement Schedules of Entergy Mississippi (Referred to in Item 14(a)2 to Form 10-K for the year ended December 31, 2000, in File No. 0-320 and included in such Form 10-K).

### ENTERGY NEW ORLEANS

Independent Accountants' Report and Notes to Financial Statements of Entergy New Orleans (Reference is made to information under the headings "Report of Independent Accountants" and "Notes to Financial Statements," contained in Entergy New Orleans' 2000 Financial Statements included in the Form 10-K for the year ended December 31, 2000, 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, 2000, in File No. 0-5807 and included in such Form 10-K).

### SYSTEM ENERGY

Independent Accountants' Report and Notes to Financial Statements of System Energy (Reference is made to information under the headings "Report of Independent Accountants" and "Notes to Financial Statements," contained in System Energy's 2000 Financial Statements included in the Form 10-K for the year ended December 31, 2000, 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, 2000, in File No. 1-9067 and included in such Form 10-K).

### ENTERGY CORPORATION SYSTEM COMPANIES

A-1 Entergy Corporation's Annual Report on Form 10-K for the year ended December 31, 2000 (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, 2000 (Incorporated herein by reference from File No. 1-10764).



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A-3 Entergy Gulf States' Annual Report on Form 10-K for the year ended December 31, 2000 (Incorporated herein by reference from File No. 1-2703).

A-4 Entergy Louisiana's Annual Report on Form 10-K for the year ended December 31, 2000 (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, 2000 (Incorporated herein by reference from File No. 0-320).

A-6 Entergy New Orleans' Annual Report on Form 10-K for the year ended December 31, 2000 (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, 2000 (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).

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### 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).

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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 CORPORATION

\*B-14(a) Articles of Conversion of Varibus L.L.C., as executed November 6, 2000.

\*B-14(b) Certificate of Organization of Varibus Corporation, as executed November 6, 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(b) Certificate of Organization of Prudential, Oil & Gas L.L.C., as executed November 6, 2000

GSG&T, INC.

B-16(a) Charter (Articles of Association) and Amendments thereto 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).

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### SOUTHERN GULF RAILWAY COMPANY

B-17(a) Charter (Articles of Association) and Amendments thereto of Southern Gulf Railway Company, as executed May 6, 1993 (B-20(a) to Form U5B).

B-17(b) By-Laws of Southern Gulf Railway Company, as of August 10, 1998 and currently in effect (B-17(b) to Form U5S for the year ended December 31, 1998).

### ENTERGY POWER MARKETING CORPORATION

B-18(a) Certificate of Incorporation of Entergy Power Marketing Corporation, as executed May 17, 1995 (B-19(a) to Form U5S for the year ended December 31, 1996).

B-18(b) By-Laws of Entergy Power Marketing Corporation, as of August 1, 1995 and currently in effect (B-19(b) to Form U5S for the year ended December 31, 1996).

### ENTERGY TECHNOLOGY HOLDING COMPANY

B-19(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-19(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-20(a) Certificate of Amendment of Certificate of Incorporation of Entergy Power Generation Corporation, as executed October 26, 2000.

B-20(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 POWER INTERNATIONAL HOLDINGS CORPORATION

B-21(a) Certificate of Incorporation of Entergy Power International Holdings Corporation, as executed August 5, 1996 (B-22(a) to Form U5S for the year ended December 31, 1997).

B-21(b) By-Laws of Entergy Power International Holdings Corporation, as of January 16, 1996 and currently in effect (B-22(b) to Form U5S for the year ended December 31, 1997).

### ENTERGY HOLDINGS, INC.

B-22(a) Certificate of Amendment of Certificate of Incorporation of Entergy Holdings, Inc., as executed January 25, 1999 (B-24(a) to Form U5S for the year ended December 31, 1999).

B-22(b) By-Laws of Entergy Holdings, Inc., as amended November 30,

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1998 and currently in effect (B-24(b) to Form U5S for the year ended December 31, 1998).

ENTERGY NUCLEAR, INC.

B-23(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-23(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-24(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-24(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-25(a) Certificate of Amendment of Certificate of Incorporation of Entergy Nuclear Holding Company # 1, as executed November 15, 2000.

B-25(b) By-Laws of Entergy Nuclear Holding Company # 1, as amended July 6, 1999 and currently in effect (27(b) to Form U5S for the year ended December 31, 1999).

ENTERGY NUCLEAR HOLDING COMPANY # 2

\*B-26(a) Certificate of Incorporation of Entergy Nuclear Holding Company # 2, as executed May 9, 2000.

\*B-26(b) By-Laws of Entergy Nuclear Holding Company # 2, as of May 9, 2000 and currently in effect.

ENTERGY NUCLEAR HOLDING COMPANY # 3

\*B-27(a) Certificate of Incorporation of Entergy Nuclear Holding Company # 3, as executed October 24, 2000.

\*B-27(b) By-Laws of Entergy Nuclear Holding Company # 3, as of October 24, 2000 and currently in effect.

ENTERGY NUCLEAR HOLDING COMPANY

\*B-28(a) Certificate of Incorporation of Entergy Nuclear Holding Company, as executed October 24, 2000.

\*B-28(b) By-Laws of Entergy Nuclear Holding Company, as of October 24, 2000 and currently in effect.

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### ENTERGY RETAIL HOLDING COMPANY

\*B-29(a) Certificate of Incorporation of Entergy Retail Holding Company, as executed August 23, 2000.

\*B-29(b) By-Laws of Entergy Retail Holding Company, as of August 23, 2000 and currently in effect.

### ENTERGY VENTURES HOLDING COMPANY, INC.

\*B-30(a) Certificate of Incorporation of Entergy Ventures Holding Company, Inc., as executed November 3, 2000.

\*B-30(b) By-Laws of Entergy Ventures Holding Company, Inc., as of November 3, 2000 and currently in effect.

### ENTERGY RESOURCES, INC.

\*B-31(a) Certificate of Amendment of Certificate of Incorporation of Entergy Resources, Inc., as executed July 26, 2000.

\*B-31(b) By-Laws of Entergy Resources, Inc., as of July 26, 2000 and currently in effect.

### ENTERGY POWER GAS HOLDINGS CORPORATION

\*B-32(a) Certificate of Incorporation of Entergy Power Gas Holdings Corporation, as executed June 15, 2000.

\*B-32(b) By-Laws of Entergy Power Gas Holdings Corporation, as of June 15, 2000 and currently in effect.

### ENTERGY PROCUREMENT EXCHANGE HOLDING CORPORATION

\*B-33(a) Certificate of Incorporation of Entergy Procurement Exchange Holding Corporation, as executed May 30, 2000.

\*B-33(b) By-Laws of Entergy Procurement Exchange Holding Corporation, as of May 30, 2000 and currently in effect.

### ENTERGY INTERNATIONAL HOLDING LTD., LLC

\*B-34(a) Amendment No. 1 to the Limited Liability Company Agreement of Entergy International Holdings Ltd., LLC, as executed March 12, 1998.

### ENTERGY GLOBAL POWER OPERATIONS CORPORATION

\*B-35(a) Certificate of Incorporation of Entergy Global Power Operations Corporation, as executed December 31, 1997.

\*B-35(b) By-Laws of Entergy Global Power Operations Corporation, as of December 31, 1997 and currently in effect.

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### ENTERGY POWER HOLDINGS USA CORPORATION

\*B-36(a) Certificate of Incorporation of Entergy Power Holdings USA Corporation, as executed February 24, 1999.

\*B-36(b) By-Laws of Entergy Power Holdings USA Corporation, as of February 24, 1999 and currently in effect.

### ENTERGY POWER E&C CORPORATION

\*B-37(a) Certificate of Incorporation of Entergy Power E&C Corporation, as executed August 30, 2000.

\*B-37(b) By-Laws of Entergy Power E&C Corporation, as of August 30, 2000 and currently in effect.

### ENTERGY CORPORATION

C-1(a) See C-2 (a) through C-7(f) 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) Second Amended and Restated Credit Agreement, dated as of May 18, 2000, among Entergy, the Banks (The Bank of New York, The Chase Manhattan Bank, Citibank, N.A., ABN AMRO Bank N.V., The Bank of Nova Scotia, Bank One, N.A., Bayerische Landesbank Girozentrale, The Royal Bank of Scotland PLC, Barclays Bank PLC, Credit Agricole Indosuez, The Industrial Bank of Japan, KBC Bank NV, Union Bank of California, N.A., Westdeutsche Landesbank Girozentrale, and Mellon Bank, N.A.) and Citibank, N.A., as Agent (4(b) to Form 10-Q for the quarter ended June 30, 2000 in 1-11299).

### ENTERGY ARKANSAS

C-2(a) Mortgage and Deed of Trust, as amended by fifty-five 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

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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 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); and 4(a) to Form 10-Q for the quarter ended March 31, 2000 in 1-10764 (Fifty-fifth)).

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, as amended by fifty-five 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-



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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 (Fifty-fourth); and A-2(c) to Rule 24 Certificate dated June 2, 2000 in 70-9141 (Fifty-fifth)).

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 sixteen 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

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70-7914 (ninth); A-2(1) 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); and A-2(a) to Rule 24 Certificate dated February 9, 2001 in 70-9757 (Sixteenth)).

### ENTERGY NEW ORLEANS

\*C-5(a) Mortgage and Deed of Trust, dated as of May 1, 1987, as amended by eight 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); and 4(d) to Form 10-Q for the quarter ended June 30, 2000 in 0-5807 (Eighth); and (Ninth)).

### SYSTEM ENERGY

C-6(a) Mortgage and Deed of Trust, as amended by twenty-one 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); and A-2(a)(2) to Rule 24 Certificate dated August 8, 1996 in 70-8511 (Twenty-first)).

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

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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).

C-6(d) Indenture (for Unsecured Debt Securities), dated as of September 1, 1995, between System Energy Resources, Inc., and Chemical Bank (B-10(a) to Rule 24 Certificate in 70-8511).

### ENTERGY GULF STATES

C-7(a) Indenture of Mortgage, 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); and A-2(a) to Rule 24 Certificate dated June 23, 2000 in 70-8721 (Fifty-ninth)).

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) Trust Indenture for 9.72% Debentures due July 1, 1998 (4 in 33-40113).

C-7(d) 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(e) 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(f) 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).

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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 (D-5 to Form U5S for the year ended December 31, 1996).

\*F Entergy Arkansas Preferred Stock Redeemed During 2000; Entergy Arkansas Long-Term Debt, including First Mortgage Bonds, Retired During 2000; Entergy Gulf States Preferred Stock Redeemed During 2000; Entergy Gulf States Long-Term Debt Retired During 2000; Entergy Louisiana Preferred Stock Redeemed During 2000; Entergy Louisiana Long-Term Debt, including First Mortgage Bonds, Retired During 2000; Entergy Mississippi Preferred Stock Redeemed During 2000; Entergy Mississippi Long-Term Debt, including First Mortgage Bonds, Retired During 2000; Entergy New Orleans Preferred Stock Redeemed During 2000; Entergy New Orleans General & Refunding Mortgage Bonds Retired During 2000; and System Energy Long-Term Debt, including First Mortgage Bonds Retired during 2000.

H See "Item 1 System Companies and Investments Therein as of December 31, 2000" for a copy of the organization chart of Entergy Corporation and it's subsidiaries, showing the relationship of each EWG or foreign utility in which the system holds an interest to other system companies, dated December 31, 2000.

\*I-1 Report of Independent Accountants, Financial Statements and Notes to Financial Statements of Entergy Power Development Corporation for the year ended December 31, 2000 (Exhibit I-1 is being filed pursuant to Rule 104.).

\*I-2 Report of Independent Accountants, Financial Statements and Notes to Financial Statements of Entergy Global Power Operations Corporation for the year ended December 31, 2000 (Exhibit I-2 is being filed pursuant to Rule 104.).

\*I-3 Report of Independent Accountants, Financial Statements and Notes to Financial Statements of Entergy International Ltd. LLC for the year ended December 31, 2000 (Exhibit I-3 is being filed pursuant to Rule 104.).

\*I-4 Report of Independent Accountants, Financial Statements and Notes to Financial Statements of Entergy International Holdings Ltd. for the year ended December 31, 2000 (Exhibit I-4 is being filed pursuant to Rule 104.).

\*I-5 Report of Independent Accountants, Financial Statements and Notes to Financial Statements of Entergy Power Generation Corporation for the year ended December 31, 2000 (Exhibit I-5 is being filed pursuant to Rule 104.).

\*I-6 Report of Independent Accountants, Financial Statements and Notes to Financial Statements of Entergy Nuclear Holding Company #1 for the year ended December 31, 2000 (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, including First Mortgage Bonds, Retired During 2000\*

Series	Principal Amount	Consideration
Jefferson County Pollution Control & Industrial Development Bonds 8.25%	170,000	170,000
Pope County Pollution Control Bonds 8.25%	50,000	50,000
	-----	-----
	\$ 220,000	\$ 220,000
	=====	=====

Entergy Gulf States Preferred Stock Redeemed During 2000\*

Series	Shares Redeemed	Consideration
NM Preferred Series 7.56%	37,671	\$ 3,767,055
M Preference \$1.75 Div. Pref.	6,000,000	150,000,000
Adjustable Rate Series A	11,976	1,197,544
Adjustable Rate Series B	26,938	2,693,768
	-----	-----
	6,076,585	\$ 157,658,367
	=====	=====

Entergy Louisiana Long-Term Debt, including First Mortgage Bonds, Retired During 2000\*

Series	Principal Amount	Consideration
6.00% FMB Series Due 2000	\$ 100,000,000	\$ 100,000,000

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ITEM 4. SUPPORTING SCHEDULES (Continued) EXHIBIT F

Entergy Mississippi Preferred Stock Redeemed During 2000\*

Series	Shares Redeemed	Consideration
Preferred Series 4.56%	1	\$ 100

System Energy Long Term Debt, including First Mortgage Bonds Retired During 2000\*

Series	Principal Amount	Consideration
7.38% Debenture Series 1995	\$ 30,000,000	\$ 30,000,000
7.80% Debenture Series 1996	45,000,000	45,000,000
Grand Gulf sale/leaseback principal payments	2,947,272	2,947,272
	-----	-----
	\$ 77,947,272	\$ 77,947,272
	=====	=====

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

SIGNATURES

Each 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. The signature of each undersigned company shall be deemed to relate only to matters having reference to such company or its subsidiaries.

ENTERGY CORPORATION  
 ENTERGY ARKANSAS, INC.  
 ENTERGY GULF STATES, INC.  
 ENTERGY LOUISIANA, INC.  
 ENTERGY MISSISSIPPI, INC.  
 ENTERGY NEW ORLEANS, INC.  
 ENTERGY SERVICES, INC.  
 ENTERGY RETAIL HOLDING COMPANY  
 SYSTEM ENERGY RESOURCES, INC.  
 ENTERGY OPERATIONS, INC.  
 SYSTEM FUELS, INC.  
 ENTERGY HOLDINGS, INC.  
 ENTERGY INTERNATIONAL HOLDINGS LTD LLC  
 ENTERGY VENTURES HOLDING COMPANY  
 ENTERGY NUCLEAR HOLDING COMPANY #1

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By: /s/ Nathan E. Langston  
Nathan E. Langston  
Vice President, Chief Accounting Officer

ENERGY POWER, INC.  
ENERGY ENTERPRISES, INC.  
ENERGY POWER MARKETING CORP.  
ENERGY POWER INTERNATIONAL HOLDINGS CORP.  
ENERGY POWER DEVELOPMENT CORPORATION  
ENERGY GLOBAL POWER OPERATIONS CORPORATION  
ENERGY TECHNOLOGY HOLDING COMPANY  
ENERGY NUCLEAR INCORPORATED  
ENERGY OPERATIONS SERVICES INCORPORATED  
ENERGY POWER GENERATION CORPORATION

By: /s/ Michael G. Thompson  
Michael G. Thompson  
Senior Vice President

ENERGY POWER GAS HOLDINGS CORPORATION  
ENERGY POWER HOLDINGS USA CORP.  
ENERGY PROCUREMENT EXCHANGE HOLDING CORPORATION

By: /s/ Steven C. McNeal  
Steven C. McNeal  
Treasurer

Dated: April 30, 2001

Consent of Independent Accountants

We hereby consent to the incorporation by reference in this Annual Report to the Securities and Exchange Commission on Form U5S of Entergy Corporation for the year ended December 31, 2000 filed pursuant to the Public Utility Holding Company Act of 1935, of our reports dated February 1, 2001 relating to the consolidated financial statements of Entergy Corporation and the financial statements of its subsidiaries (Entergy Arkansas, Inc., Entergy Gulf States, Inc., Entergy Louisiana, Inc., Entergy Mississippi, Inc., Entergy New Orleans, Inc. and System Energy Resources, Inc., collectively referred to as "the Companies"), which appear in each of the Companies' Annual Reports on Form 10-K for the year ended December 31, 2000.

PricewaterhouseCoopers LLP

New Orleans, Louisiana  
April 19, 2001

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ENTERGY CORPORATION AND SUBSIDIARIES  
CONSOLIDATING STATEMENT OF INCOME (LOSS)  
YEAR ENDED DECEMBER 31, 2000  
(In Thousands, Except Share Data)

	CONSOLIDATED	INTERCOMPANY ELIMINATIONS AND ADJUSTMENTS	ENTERGY ARKANSAS
Operating Revenues:			
Domestic electric	\$ 7,219,686	\$ 2,679,765	\$ 1,762,6
Natural gas	165,872	....	..
Competitive businesses	2,630,590	(2,449,132)	..
Total	10,016,148	230,633	1,762,6
Operating Expenses:			
Operation:			
Fuel for electric generation and fuel-related expenses	2,645,835	(314,340)	258,2
Purchased power	2,662,881	(554,020)	560,7
Nuclear refueling outage expenses	70,511	1	25,8
Other operation and maintenance	1,901,314	1,148,079	427,4
Decommissioning	39,484	....	3,8
Taxes other than income taxes	370,344	48,414	39,6
Depreciation and amortization	746,125	11,036	169,8
Other regulatory charges (credits)	3,681	1	(33,0)
Amortization of rate deferrals	30,392	....	..
Total	8,470,567	339,171	1,452,6
Operating Income	1,545,581	(108,538)	310,0
Other Income (Deductions):			
Allowance for equity funds used during construction	32,022	....	15,0
Gain / (loss) on sale of assets	(20,466)	22,817	..
Equity in earnings of subsidiaries	....	698,243	..
Miscellaneous - net	190,129	(123,301)	4,3
Total	201,685	597,759	19,3
Interest and Other Charges:			
Interest on long-term debt	477,071	(3,522)	88,1
Other interest - net	85,635	2,345	8,3
Distributions on preferred securities of subsidiary	18,838	....	5,1
Allowance for borrowed funds used during construction	(24,114)	....	(9,7
Total	557,430	(1,177)	91,8
Income (Loss) Before Income Taxes	1,189,836	490,398	237,5



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Income Taxes	478,921	(77,100)	100,5
Net Income (Loss)	710,915	567,498	137,0
Preferred and Preference Dividend Requirements and Other	31,621	2	7,7
Earnings (Loss) Applicable to Common Stock	\$ 679,294	\$ 567,496	\$ 129,2
Earnings per average common share			
Basic	\$3.00		
Diluted	\$2.97		
Dividends declared per common share	\$1.22		
Average number of common shares outstanding			
Basic	226,580,449		
Diluted	228,541,307		

	ENTERGY MISSISSIPPI	ENTERGY NEW ORLEANS	SYSTEM ENERGY
Operating Revenues:			
Domestic electric	\$ 937,371	\$ 514,774	\$ 656,7
Natural gas	....	125,516	..
Competitive businesses	....	....	..
Total	937,371	640,290	656,7
Operating Expenses:			
Operation:			
Fuel for electric generation and fuel-related expenses	221,075	253,869	42,3
Purchased power	366,491	173,371	..
Nuclear refueling outage expenses	....	....	14,4
Other operation and maintenance	168,432	87,254	88,2
Decommissioning	....	....	18,9
Taxes other than income taxes	45,436	45,132	30,5
Depreciation and amortization	49,046	23,550	127,9
Other regulatory charges (credits)	(6,872)	(7,058)	63,5
Amortization of rate deferrals	....	24,786	..
Total	843,608	600,904	386,0
Operating Income	93,763	39,386	270,7

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Other Income (Deductions):			
Allowance for equity funds used during construction	2,385	1,190	1,4
Gain / (loss) on sale of assets	19	....	..
Equity in earnings of subsidiaries	....	....	..
Miscellaneous - net	8,680	2,530	20,4
	-----		
Total	11,084	3,720	21,9
	-----		
Interest and Other Charges:			
Interest on long-term debt	41,583	14,429	87,6
Other interest - net	3,294	1,462	30,8
Distributions on preferred securities of subsidiary	....	....	..
Allowance for borrowed funds used during construction	(1,871)	(900)	(8
	-----		
Total	43,006	14,991	117,6
	-----		
Income (Loss) Before Income Taxes	61,841	28,115	175,0
Income Taxes	22,868	11,597	81,2
	-----		
Net Income (Loss)	38,973	16,518	93,7
Preferred and Preference Dividend Requirements and Other	3,370	965	..
	-----		
Earnings (Loss) Applicable to Common Stock	\$ 35,603	\$ 15,553	\$ 93,7
	=====		

ENTERGY CORPORATION AND SUBSIDIARIES  
CONSOLIDATING STATEMENT OF INCOME (LOSS)  
YEAR ENDED DECEMBER 31, 2000  
(In Thousands, Except Share Data)

	ENTERGY POWER (unaudited)	ENTERGY SERVICES (unaudited)	SYSTEM FUELS (unaudited)
Operating Revenues:			
Domestic electric	\$ ....	\$ 577,833	\$ 214,7
Natural gas	....	....	..
Competitive businesses	128,736	....	..
	-----		