

ENTERGY CORP /DE/
Form U-1/A
November 24, 2004

File No. 70-10240

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM U-1

AMENDMENT NO. 2
to
APPLICATION-DECLARATION
under
THE PUBLIC UTILITY HOLDING COMPANY ACT OF 1935

Entergy Corporation
639 Loyola Avenue
New Orleans, Louisiana 70113

Entergy Arkansas, Inc.
L25 West Capitol Avenue
Little Rock, Arkansas 72201

Entergy Services, Inc.
639 Loyola Avenue
New Orleans, Louisiana 70113

Entergy Gulf States, Inc.
K50 Pine Street
Beaumont, Texas 77701

System Fuels, Inc.
350 Pine Street L809
Beaumont, Texas 77701

Entergy Louisiana, Inc.
Jefferson Highway
New Orleans, Louisiana 70121

System Energy Resources, Inc.
1340 Echelon Parkway K08
Jackson, Mississippi 39213

Entergy Mississippi, Inc.
East Pearl Street
Jackson, Mississippi 39201

Entergy Operations, Inc.
1340 Echelon Parkway
Jackson, Mississippi 39213

Entergy New Orleans, Inc.
1600 Perdido Building
New Orleans, Louisiana 70112

(Names of companies filing this statement and
addresses of principal executive offices)

Entergy Corporation

(Name of top registered holding company parent
of each applicant or declarant)

Leo P. Denault
Executive Vice President and
Chief Financial Officer
for each applicant or declarant
639 Loyola Avenue
New Orleans, Louisiana 70113

(Name and address of agent for service)

The Commission is also requested to send copies of any
communications in connection with this matter to:

Mark W. Hoffman, Esq.
Entergy Services, Inc.
639 Loyola Avenue
New Orleans, Louisiana 70113

Item 6 of the Application-Declaration is amended and restated in its entirety as follows:

Item 6. Exhibits and Financial Statements.

a. Exhibits:

- A Not Applicable.
- **B-1 Money Pool Agreement, dated as of 8/7/03, among ESI, Entergy, EAI, EGSI, ELI, EMI, ENOI, System Energy, EOI and SFI.
- **B-2 Proposed form of Amended and Restated Money Pool Agreement.
- **B-3(a) Proposed form of note to evidence borrowings by Participants (other than System Energy) through the Money Pool.
- **B-3(b) Proposed form of note to evidence borrowing by System Energy through the Money Pool.
- *B-4(a) Loan Agreement, dated as of June 6, 1990, between EOI and Entergy (including form of EOI Note) (Exhibit B-11(c) to Rule 24 Certificate dated June 15, 1990 in 70-7679).
- **B-4(b)-1 Revised proposed form of Amendment No. 6 to Loan Agreement between EOI and Entergy (including form of New EOI Note).

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- *B-5(a) Loan Agreement, dated as of September 18, 1991, between ESI and Entergy (including form of ESI Note) (Exhibit B-5(a) in 70-8055).
- **B-5(b)-1 Revised proposed form of Amendment No. 6 to Loan Agreement between ESI and Entergy (including form of New ESI Note).
- *B-6(a) Loan Agreement, dated as of March 21, 1994, between SFI and Entergy (including form of SFI Note) (Exhibit B-1 in 70-8331).
- **B-6(b)-1 Revised proposed form of Amendment No. 4 to Loan Agreement between SFI and Entergy (including form of New SFI Note).
- C Not applicable.
- D Not applicable.
- E Not applicable.
- F Opinion of Counsel
- **G Suggested form of notice of proposed transactions for publication in the Federal Register.

b. Financial Statements:

- *FS-1 Financial statements (and accompanying notes) of Arkansas, Gulf States, Louisiana, Mississippi, New Orleans, System Energy and Entergy and subsidiaries included in the Annual Report on Form 10-K for the fiscal year ended December 31, 2003 and the Quarterly Report on Form 10-Q for the period ended June 30, 2004 (filed in File Nos. 1-10764, 1-2703, 1-8474, 0-320, 0-5807, 1-9067 and 1-11299, respectively, and incorporated herein by reference).
- *FS-2 Financial Statements of EOI for the fiscal year ended December 31, 2003 (included in EOI Form U-13-60 filed for the year ended December 31, 2003).
- **FS-3 Financial Statements of EOI for the six month period ended June 30, 2004.
- FS-4 Quarterly Cash Flow and Capital Structure Forecasts of Arkansas, Gulf States, Louisiana, Mississippi, New Orleans, System Energy and Entergy and subsidiaries for the calendar quarter commencing January 1, 2005 through the calendar quarter ended December 31, 2005 (filed pursuant to Rule 104 of the Act).
- FS-5 Pro Forma Balance Sheets of Arkansas, Gulf States, Louisiana, Mississippi, New Orleans, System Energy and Entergy and subsidiaries as of the calendar quarters ended March 31, 2005, June 30, 2005, September 30, 2005 and December 31, 2005 (filed pursuant to Rule 104 of the Act).
- FS-6 Annual Cash Flow and Capital Structure Forecasts of Arkansas, Gulf States, Louisiana, Mississippi, New Orleans, System Energy and Entergy and subsidiaries for the years ended December 31, 2006 and December 31, 2007 (filed pursuant to Rule 104 of the Act).

FS-7 Pro Forma Balance Sheets of Arkansas, Gulf States, Louisiana, Mississippi, New Orleans, System Energy and Entergy and subsidiaries as of the years ended December 31, 2006 and December 31, 2007 (filed pursuant to Rule 104 of the Act).

Except as reflected in the financial statements (including the notes thereto), there have been no material changes, not in the ordinary course of business, with respect to Arkansas, Gulf States, Louisiana, Mississippi, New Orleans, System Energy, Entergy or EOI which have taken place since June 30, 2004.

*Incorporated herein by reference as indicated.

**Previously filed.

SIGNATURES

Pursuant to the requirements of the Public Utility Holding Company Act of 1935, the undersigned companies have duly caused this Amendment to be signed on their behalf by the undersigned thereunto duly authorized.

ENTERGY CORPORATION
ENERGY SERVICES, INC.
ENTERGY ARKANSAS, INC.
ENTERGY GULF STATES, INC.
ENTERGY LOUISIANA, INC.
ENTERGY MISSISSIPPI, INC.
ENTERGY NEW ORLEANS, INC.
ENTERGY OPERATIONS, INC.
SYSTEM ENERGY RESOURCES, INC.
SYSTEM FUELS, INC.

By: /s/ Steven C. McNeal
Steven C. McNeal
Vice President and Treasurer

Dated: November 23, 2004