

Edgar Filing: ENTERGY CORP /DE/ - Form U-1/A

ENTERGY CORP /DE/
Form U-1/A
January 04, 2001

(As filed January 4, 2001)

File No. 70-9723

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Amendment No. 3
on
FORM U-1/A

APPLICATION/DECLARATION
under
THE PUBLIC UTILITY HOLDING COMPANY ACT OF 1935

Entergy Corporation
639 Loyola Avenue
New Orleans, LA 70113

(Name of company filing this statement and address of principal
executive office)

Entergy Corporation

(Name of top registered holding company parent)

C. John Wilder
Executive Vice President and
Chief Financial Officer
Entergy Corporation
639 Loyola Avenue
New Orleans, LA 70113

(Name and address of agent for service)

The Commission is requested to send copies of all notices, orders and
communications in connection with this Application or Declaration to:

Christopher J. Bernard
Entergy Power Marketing Corp.
Parkwood 2 Building
10055 Grogans Mills Road
The Woodlands, Texas 77380

William T. Baker, Jr.
Thelen Reid & Priest LLP
40 West 57th Street, Suite 2500
New York, New York 10019

Elizabeth A. Martin, Senior Counsel
Entergy Services, Inc.
639 Loyola Avenue
New Orleans, LA 70113

The Application-Declaration filed in this proceeding on July

Edgar Filing: ENTERGY CORP /DE/ - Form U-1/A

25, 2000, as amended by Amendment No. 1, filed September 5, 2000, and Amendment No.2, filed October 20, 2000, is hereby further amended as follows:

1. Item 3.1.3 - Rule 54 Analysis, is amended to read as follows:

The transactions proposed herein are also subject to Section 32(h)(4) of the Act and Rule 54 thereunder. Rule 54 provides that, in determining whether to approve any transaction that does not relate to an "exempt wholesale generator" ("EWG") or "foreign utility company" ("FUCO"), the Commission shall not consider the effect of the capitalization or earnings of any subsidiary which is an EWG or FUCO upon the registered holding company system if paragraphs (a), (b) and (c) of Rule 53 are satisfied.

Rule 53(a)(1) limits a registered holding company's financing of investments in EWGs if such holding company's "aggregate investment" in EWGs and FUCOs exceeds 50% of its "consolidated retained earnings." On June 13, 2000, the Commission issued an order modifying certain previous orders issued to Entergy in order to permit Entergy to use the proceeds of financing to invest in EWGs and FUCOs in an amount up to 100% of "consolidated retained earnings." See Entergy Corporation, Holding Co. Act Release No. 27184 (June 13, 2000). Entergy's "aggregate investment" (as defined in Rule 53(a)(1)(i)) in all EWGs and FUCOs is currently equal to 15.2% of Entergy's "consolidated retained earnings" (as defined in Rule 53(a)(1)(ii)) for the four quarters ended September 30, 2000 (\$2,949,964,000). In addition, Entergy has complied and will comply with the record-keeping requirements of Rule 53(a)(2), the limitation under Rule 53(a)(3) on the use of the Entergy system's domestic public-utility company personnel to render services to EWGs and FUCOs, and the requirements of Rule 53(a)(4) concerning the submission of copies of certain filings under the Act to retail regulatory commissions. At the present time, therefore, Entergy satisfies all of the requirements of Rule 53(a). Further, none of the circumstances described in Rule 53(b) has occurred or is continuing.

2. Item 4 - Regulatory Approvals, is amended to read as follows:

No state commission and no federal commission, other than this Commission, has jurisdiction over Entergy's acquisition of an interest in Entergy-Koch. The FERC has jurisdiction under the Federal Power Act over and has approved the merger of the power marketing operations of EPMC and KET. The order of the FERC is filed for informational purposes as Exhibit D-3 hereto. In addition, the pre-notification requirements of the Hart-Scott-Rodino Antitrust Improvements Act of 1976 may apply to certain future acquisitions of Energy-Related Assets by Entergy, depending upon, among other factors, the dollar amount of any such transaction. Entergy will not consummate any acquisition of Energy-Related Assets or of the equity securities of any company substantially all of whose assets consist of Energy-Related Assets unless it has obtained all other applicable state or federal regulatory approvals.

3. The following exhibits and financial statements are hereby filed as part of Item 6 - Exhibits and Financial Statements:

Edgar Filing: ENTERGY CORP /DE/ - Form U-1/A

A. Exhibits.

D-1 Joint Application of Entergy Power Marketing Corp. and Koch Energy Trading, Inc. before Federal Energy Regulatory Commission for Authorization to Merge, Consolidate and Organize Facilities (2 volumes) (Form SE/Paper Format).

D-2 Response of Entergy Power Marketing Corp. and Koch Energy Trading, Inc. to FERC Staff Data Request (Form SE/Paper Format).

D-3 Order Authorizing Disposition of Jurisdictional Facilities (Form SE/Paper Format).

F Opinion of Counsel.

B. Financial Statements.

1.1 Balance Sheet of Entergy and consolidated subsidiaries, as of September 30, 2000 (incorporated by reference to the Quarterly Report on Form 10-Q of Entergy for the period ended September 30, 2000) (File No. 1-11299).

1.2 Statement of Income of Entergy and consolidated subsidiaries for the period ended September 30, 2000 (incorporated by reference to the Quarterly Report on Form 10-Q of Entergy for the period ended September 30, 2000) (File No. 1-11299).

SIGNATURE

Pursuant to the requirements of the Public Utility Holding Company Act of 1935, as amended, the undersigned company has duly caused this statement to be signed on its behalf by the undersigned thereunto duly authorized.

Entergy Corporation

By: /s/ Michael G. Thompson
Name: Michael G. Thompson
Title: Senior Vice President, General Counsel
and Secretary

Date: January 4, 2001