

ENTERGY CORP /DE/
Form U-9C-3
May 30, 2003

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

FORM U-9C-3

QUARTERLY REPORT PURSUANT TO RULE 58

For the Quarterly Period Ended March 31, 2003

ENTERGY CORPORATION

(a Delaware corporation)
 639 Loyola Avenue
 New Orleans, Louisiana 70113
 Telephone (504) 576-4000

(Name of registered holding company and address of principal executive offices)

ITEM 1 - ORGANIZATION CHART

| <u>Name of reporting company</u> | <u>Energy or gas related company</u> | <u>Date of organization</u> | <u>State of organization</u> | <u>Percentage of voting securities held</u> | <u>Nature of business</u> |
|--|--------------------------------------|-----------------------------|------------------------------|--|--|
| Entergy Holdings, LLC (EHLIC) | Energy related business | November 3, 1997 | Delaware | a 100% owned subsidiary of Entergy Corporation | Holding company investing in miscellaneous energy related companies. |
| Entergy Thermal, LLC (Entergy Thermal) | Energy related business | January 28, 1999 | Delaware | a 100% owned subsidiary of EHLIC | Production, sale, and distribution of thermal energy products. |
| Entergy Power Holdings USA | Energy related business | February 25, 1999 | Delaware | a 100% owned | Holding company investing in |

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| | | | | | |
|--------------------------------------|----------------------------|----------------------|-------------|--|--|
| Corporation (EPH) | | | | subsidiary of Entergy Corporation | qualifying facilities. |
| Entergy Power RS LLC (EPRS) | Energy related business | February 25, 1999 | Delaware | a 100% owned subsidiary of Entergy Power RS Holding Company, LLC | Holding company investing in qualifying facilities. |
| RS Cogen, LLC (RS Cogen) | Energy related business | March 25, 1999 | Louisiana | a 50% member interest | Ownership and operation of qualifying facilities |
| TLG Services, Inc. (TLG) | Energy related business | December 30, 1986 | Connecticut | a 100% owned subsidiary of Entergy Nuclear, Inc. (ENI) | Provide field services for the decommissioning of fossil and nuclear plants. |
| Entergy Solutions Ltd. (ESLTD) | Energy related business | August 30, 2000 | Texas | a 1% general partner interest held by Entergy Retail Texas, Inc. (ERTI) | Provide competitive energy service and electric sales. |

ITEM 1 - ORGANIZATION CHART - Continued

| <u>Name of reporting company</u> | <u>Energy or gas related company</u> | <u>Date of organization</u> | <u>State of organization</u> | <u>Percentage of voting securities held</u> | <u>Nature of business</u> |
|--------------------------------------|--|---------------------------------|----------------------------------|---|-------------------------------|
|--------------------------------------|--|---------------------------------|----------------------------------|---|-------------------------------|

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| | | | | | |
|---|------------------------------------|------------------|----------|--|---|
| Entergy-Koch Trading, LP (EKTLP) | E n e r g y r e l a t e d business | January 25, 2001 | Delaware | a 0.5% general partner interest indirectly held by Entergy Power International Holding Corp. | Energy marketing and brokering. |
| EWO GP LLC (EWOGP) | E n e r g y r e l a t e d business | October 30, 2000 | Delaware | a 100% owned subsidiary of EWO Marketing Holding, LLC | Holding company investing in energy commodity brokering and related services. |
| EWO Marketing, LP (EWOM) | E n e r g y r e l a t e d business | October 30, 2000 | Delaware | a 1% general partner interest held by EWOGP | Energy marketing and brokering. |
| Entergy Solutions Select Ltd. (ESOLS) | E n e r g y r e l a t e d business | March 2, 2001 | Texas | a 1% general partner interest held by Entergy Select LLC (ESELE) | Price-to-Beat retail electric provider. |
| Entergy Solutions Essentials Ltd. (ESSEN) | E n e r g y r e l a t e d business | June 4, 2001 | Texas | a 1% general partner interest held by ESELE | Provider of Last Resort retail electric provider. |

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| | | | | | |
|--|------------------------------------|---------------|----------|--|--|
| Entergy Thermal-UNO, LLC (Entergy Thermal-UNO) | E n e r g y r e l a t e d business | July 16, 2001 | Delaware | a 100% owned subsidiary of Entergy Corporation | Production, sale, and distribution of thermal energy products. |
|--|------------------------------------|---------------|----------|--|--|

| | | | | | |
|-----------------------------------|------------------------------------|-------------------|----------|--------------------------------|--|
| Entergy Nuclear PFS, Inc. (ENPFS) | E n e r g y r e l a t e d business | February 15, 2002 | Delaware | a 100% owned subsidiary of ENI | Holding company for investment in Private Fuel Storage, LLC. |
|-----------------------------------|------------------------------------|-------------------|----------|--------------------------------|--|

ITEM 1 - ORGANIZATION CHART - Concluded

| <u>Name of reporting company</u> | <u>Energy or gas related company</u> | <u>Date of organization</u> | <u>State of organization</u> | <u>Percentage of voting securities held</u> | <u>Nature of business</u> |
|---|--------------------------------------|-----------------------------|------------------------------|--|--|
| Private Fuel Storage LLC (Private Fuel Storage) | E n e r g y r e l a t e d business | February 21, 2002 | Delaware | a 9.9% Class A member interest held by ENPFS | Development of a spent nuclear fuel storage facility. |
| Tradespark | E n e r g y r e l a t e d business | - | Delaware | Non-voting securities only | Electronic commodity marketplace for North America wholesale transactions in energy-related physical and financial products. |
| Entergy Solutions Supply Ltd. (ESSLT) | E n e r g y r e l a t e d business | August 30, 2000 | Texas | a 1% general partner interest held by ERTI | Provider of wholesale energy and energy supply acquisition services to retail |

electric providers.

| | | | | | |
|--|------------------------------------|-------------------|----------|--|--|
| Entergy Nuclear Environmental Services, LLC (ENES) | E n e r g y r e l a t e d business | December 10, 2002 | Delaware | a 100% owned subsidiary of ENI | Formed to provide environmental remediation services for nuclear facilities. |
| SOURCEONE, INC. (SOURCEONE) | E n e r g y r e l a t e d business | February 16, 2000 | Delaware | a 14.2% voting interest, consisting of Series A preferred stock held by Entergy Ventures Holding Company, Inc. (EVHCI) | Energy management services. |

EHLLC Activities

During the quarterly period ended March 31, 2003, EHLLC acted as a holding company engaged in investment in energy related companies consistent with Rule 58.

Entergy Thermal Activities

During the quarterly period ended March 31, 2003, Entergy Thermal owned and operated a district cooling and heating system in New Orleans, Louisiana.

EPH Activities

During the quarterly period ended March 31, 2003, EPH acted as a holding company with respect to Entergy's investments in "qualifying facilities" (QFs) under the Public Utility Regulatory Policies Act of 1978 (PURPA).

EPRS Activities

During the quarterly period ended March 31, 2003, EPRS engaged in the ownership of a 50% interest in RS Cogen.

RS Cogen Activities

During the quarterly period ended March 31, 2003, RS Cogen owned and operated a 425 MW cogeneration facility in Louisiana, constituting a QF under PURPA.

TLG Activities

During the quarterly period ended March 31, 2003, TLG provided cost estimates and field services for the decommissioning of fossil and nuclear plants as well as technical expertise related to environmental testing and remediation.

ESLTD Activities

During the quarterly period ended March 31, 2003, ESLTD engaged in the purchasing of power on the ERCOT imbalance market for its Texas customers.

EKTLP Activities

During the quarterly period ended March 31, 2003, EKTLP engaged in the business of brokering and marketing of energy commodities, including but not limited to electricity, natural or manufactured gas, and other combustible fuels. These services were provided to electric utilities, power marketers, electric and municipal cooperatives, and various other customers.

EWOGP Activities

During the quarterly period ended March 31, 2003, EWOGP acted as a holding company for investing in energy commodity brokering and related services.

EWOM Activities

During the quarterly period ended March 31, 2003, EWOM engaged in the business of managing the power produced by electric generation assets of affiliates and third-party customers as well as fulfilling the electric energy needs of third-party customers under long-term contracts. The third-party customers are principally electric utilities and municipal cooperatives.

ESOLS Activities

During the quarterly period ended March 31, 2003, ESOLS was in its formative stage and in the future intends to engage in providing price-to-beat energy service and electric sales.

ESSEN Activities

During the quarterly period ended March 31, 2003, ESSEN was in its formative stage and in the future intends to engage in providing energy service and electric sales as the provider of last resort.

Entergy Thermal-UNO Activities

During the quarterly period ended March 31, 2003, Entergy Thermal-UNO was in its formative state and in the future intends to engage in the production, sale, and distribution of thermal energy products at the University of New Orleans.

ENPFS Activities

During the quarterly period ended March 31, 2003, ENPFS acted as a holding company for Entergy's 12.9% member interest in Private Fuel Storage (including a 9.9% Class A member interest with voting rights).

Private Fuel Storage Activities

During the quarterly period ended March 31, 2003, Private Fuel Storage continued efforts relating to obtaining a Nuclear Regulatory Commission license for a proposed spent nuclear fuel storage facility.

Tradespark Activities

During the quarterly period ended March 31, 2003, Tradespark operated as an electronic commodity marketplace for North America wholesale transactions in energy-related physical and financial products.

ESSLT Activities

During the quarterly period ended March 31, 2003, ESSLT provided energy supply acquisition services to retail electric providers.

ENES Activities

During the quarterly period ended March 31, 2003, ENES was in its formative stage and in the future intends to provide environmental remediation services for nuclear facilities.

SOURCEONE Activities

During the quarterly period ended March 31, 2003, SOURCEONE provided energy management services.

ITEM 2 - ISSUANCES AND RENEWALS OF SECURITIES AND CAPITAL CONTRIBUTIONS

| <u>Company</u> <u>issuing</u> <u>security</u> | <u>Type of</u> <u>security</u> <u>issued</u> | <u>Principal</u> <u>amount of</u> <u>security</u> | <u>Issue or</u> | <u>Cost of</u> | <u>Person to</u> <u>whom</u> <u>security was</u> | <u>Collateral</u> <u>given</u> <u>with</u> | <u>Consideration</u> <u>received for</u> <u>each security</u> |
|---|--|---|-----------------|----------------|--|--|---|
|---|--|---|-----------------|----------------|--|--|---|

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| | | | <u>renewal</u> | <u>capital</u> | <u>issued</u> | <u>security</u> | |
|---------------|-------------------------------|---------------|----------------|--|--|---|---------------|
| RS Cogen 1 | Member Interest | N/A | Issue | N/A | EPRS | N/A | \$500 |
| RS Cogen 1 | Member Interest | N/A | Issue | N/A | PPG Industries (PPG) | N/A | \$500 |
| RS Cogen | Senior Credit Agreement | \$163,551,320 | Issue | 3-month LIBOR rate plus 1.375% (currently 2.755%) | A consortium of nine banks lead by Societe Generale Bank | RS Cogen plant and other assets of RS Cogen | \$163,551,320 |

ITEM 2 - ISSUANCES AND RENEWALS OF SECURITIES AND CAPITAL CONTRIBUTIONS - Continued

| <u>Company issuing security</u> | <u>Type of security issued</u> | <u>Principal amount of security</u> | <u>Issue or renewal</u> | <u>Cost of capital</u> | <u>Person to whom security was issued</u> | <u>Collateral given with security</u> | <u>Consideration received for each security</u> |
|---|--|---|-----------------------------|---|---|---|---|
| RS Cogen | Senior Credit Agreement | \$75,000,000 | Issue | 8.73% | Teachers Insurance and Annuity Association | RS Cogen plant and other assets of RS Cogen | \$75,000,000 |
| RS Cogen | Subordinate Debt | \$32,533,760 | Issue | 3-month LIBOR rate plus 4.5% (currently 5.88%) | The Royal Bank of Scotland | RS Cogen plant and other assets of RS Cogen | \$32,533,760 |
| SOURCEONE | 230,415 Shares of Series A Preferred Stock | N/A | Issue | N/A | EVHCI | N/A | \$2.17 per share (\$500,000 in the aggregate) |

| <u>Company contributing capital</u> | <u>Company receiving capital</u> | <u>Amount of capital contribution</u> | |
|-------------------------------------|----------------------------------|---------------------------------------|---------------------------------------|
| PPG | RS Cogen | \$160,000 | |
| | | | 2 |
| | | | EPRS |
| | | | RS Cogen |
| | | | \$15,102,500 |
| | | | 3 |
| | | | PPG |
| | | | RS Cogen |
| | | | \$ 9,942,500 ³ |
| | | | PPG |
| | | | RS Cogen |
| | | | \$M,000,000 ³ |
| | | | Entergy Retail Holding Company (ERHC) |
| | | | ESLTD |
| | | | \$J97,000 |
| | | | ERHC |
| | | | ESSLT |
| | | | \$M,049,000 |
| | | | ERTI |
| | | | ESLTD |
| | | | \$K,000 |
| | | | ERTI |

ESSLT

\$M1,000

Entergy PTB Holding Company

ESOLS

\$J,970,000

ESELE

ESOLS

\$K0,000

Entergy Corporation

EHLLC

\$I,597,000

ITEM 2 - ISSUANCES AND RENEWALS OF SECURITIES AND CAPITAL CONTRIBUTIONS - Concluded

| <u>Company contributing capital</u> | <u>Company receiving capital</u> | <u>Amount of capital contribution</u> |
|---------------------------------------|----------------------------------|---------------------------------------|
| EHLLC | Entergy Thermal | \$I,469,000 |
| Entergy Business Solutions, LLC (EBS) | EHLLC | \$I,694,594 |
| ENI | ENPFS | \$J,000 |
| ENPFS | Private Fuel Storage | \$O,864 |

ITEM 3 - ASSOCIATE TRANSACTIONS

Part I - Transactions Performed by Reporting Companies on Behalf of Associate Companies

| Reporting company | Associate company |
|-------------------|-------------------|
|-------------------|-------------------|

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| <u>rendering services</u> | <u>receiving services</u> | <u>Types of services rendered</u> | <u>Direct costs charged</u> | <u>Indirect costs charged</u> | <u>Cost of capital</u> | <u>Total amount billed</u> |
|---------------------------|--------------------------------|---|-----------------------------|-------------------------------|------------------------|----------------------------|
| ESSLT | ESLTD | Energy supply acquisition services | \$I,225,304 | \$ -0- | N/A | \$I,225,304 |
| ESSLT | ESOLS | Same as above | \$J,794,485 | \$ -0- | N/A | \$J,794,485 |
| EKTLP | EWOM | Energy commodity marketing services | \$N86,342 | \$ -0- | N/A | \$N86,342 |
| EKTLP | EWOM | Professional services and back office support | \$J23,486 | \$ -0- | N/A | \$J23,486 |
| EKTLP | Entergy-Koch Trading Ltd. (UK) | Same as above | \$M3,551 | \$ -0- | N/A | \$M3,551 |
| SOURCEONE | ENI | Energy management services | \$I5,000 | \$ -0- | N/A | \$I5,000 |

Part II - Transactions Performed by Associate Companies on Behalf of Reporting Companies

| <u>Associate company rendering services</u> | <u>Reporting company receiving services</u> | <u>Types of services</u> | <u>Direct</u> | <u>Indirect costs</u> | <u>Total amount</u> |
|---|---|--------------------------|---------------|-----------------------|---------------------|
|---|---|--------------------------|---------------|-----------------------|---------------------|

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| | | <u>rendered</u> | <u>costs</u> <u>charged</u> | <u>charged</u> | <u>Cost of</u> <u>capital</u> | <u>billed</u> |
|--|--------------------|--|--------------------------------|----------------|----------------------------------|---------------|
| Entergy Enterprises, Inc. (EEI) | RS Cogen | Professional services and back office support | \$140,875 | \$ -0- | N/A | \$140,875 |
| 4 | | | | | | |
| EEI | EWOM | Same as above | \$157,527 | \$ -0- | N/A | \$157,527 |
| EEI | EHLLC | Same as above | \$M0,735 | \$ -0- | N/A | \$M0,735 |
| EEI | Entergy Thermal | Same as above | \$J32,732 | \$ -0- | N/A | \$J32,732 |
| EEI | EBS | Same as above | \$I99,253 | \$ -0- | N/A | \$I99,253 |
| EEI | ESOLS | Same as above | \$L93,996 | \$ -0- | N/A | \$L93,996 |
| EEI | ESSEN | Same as above | \$O,025 | \$ -0- | N/A | \$O,025 |
| EEI | ESSLT | Same as above | \$I,140 | \$ -0- | N/A | \$I,140 |
| EEI | ESLTD | | \$N01,092 | \$ -0- | N/A | \$N01,092 |

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| | | | | | | |
|---|-----------------|---------------|------------|--------|-----|------------|
| | | Same as above | | | | |
| EEI | EPRS | Same as above | \$J80,105 | \$ -0- | N/A | \$J80,105 |
| EEI | TLG | Same as above | \$O3,566 | \$ -0- | N/A | \$O3,566 |
| Entergy Solutions Management Services LLC (ESLMS) | ESLTD | Same as above | \$L02,051 | \$ -0- | N/A | \$L02,051 |
| ESLMS | ESOLS | Same as above | \$ 826,569 | \$ -0- | N/A | \$ 826,569 |
| ESLMS | Entergy Thermal | Same as above | \$L97 | \$ -0- | N/A | \$L97 |
| ERTI | ESLTD | Same as above | \$M | \$ -0- | N/A | \$M |
| ERTI | ESOLS | Same as above | \$ 885 | \$ -0- | N/A | \$ 885 |

Part II - Transactions Performed by Associate Companies on Behalf of Reporting Companies - Concluded

| <u>Associate company rendering services</u> | <u>Reporting company receiving services</u> | <u>Types of services rendered</u> | <u>Direct costs charged</u> | <u>Indirect costs charged</u> | <u>Cost of capital</u> | <u>Total amount billed</u> |
|---|---|-----------------------------------|-----------------------------|-------------------------------|------------------------|----------------------------|
|---|---|-----------------------------------|-----------------------------|-------------------------------|------------------------|----------------------------|

| | | | | | | |
|---|-------|--|------------|--------|-----|------------|
| Entergy-Koch LP | EKTLP | Same as above | \$ 865,530 | \$ -0- | N/A | \$ 865,530 |
| ENI | TLG | O&M Services relating to decommissioning of nuclear electric generating facilities | \$134,155 | \$ -0- | N/A | \$134,155 |
| Entergy Nuclear Operations, Inc. | TLG | O&M Services related to operation, maintenance, and decommissioning of nuclear electric generating facilities | \$126,781 | \$ -0- | N/A | \$126,781 |

ITEM 4 - SUMMARY OF AGGREGATE INVESTMENT

| | | |
|--|------------------|--------|
| | | |
| Investments in energy-related companies: | | |
| Total consolidated capitalization as of March 31, 2003 | \$17,002,062,000 | Line 1 |
| Total capitalization multiplied by 15% (line 1 multiplied by 0.15) | 2,550,309,300 | Line 2 |
| Greater of \$50 million or line 2 | 2,550,309,300 | Line 3 |
| | | |
| Total current aggregate investment: | | |
| | 433,362,540 | |

| | | |
|--|-----------------|--------|
| Energy marketing and brokering (ESLTD, EKTLP, EWOGP, EWOM, ESOLS, ESSEN, Tradespark, and ESSLT) | | |
| Energy related technical and similar services (EHLLC, Entergy Thermal, Entergy Thermal - UNO, TLG, and ENES) | 58,857,942 | |
| Development and ownership of QFs (EPH, EPRS, and RS Cogen) | 245,951,468 | |
| Ownership, operation, and servicing of fuel procurement, transportation, handling, and storage facilities (ENPFS and Private Fuel Storage) | 752,000 | |
| Energy management services (SOURCEONE) | 996,084 | |
| Total current aggregate investment | 739,920,034 | Line 4 |
| | | |
| Difference between the greater of \$50 million or 15% of capitalization and the total aggregate investment of the registered holding company system (line 3 less line 4) | \$1,810,389,266 | Line 5 |

ITEM 5 - OTHER INVESTMENTS

| <u>Major line of energy-related business</u> | <u>Other investment in last U-9C-3 report</u> | <u>Other investment in this U-9C-3 report</u> | <u>Reason for difference in other investment</u> |
|--|---|---|--|
| N/A | -0- | -0- | N/A |

ITEM 6 - FINANCIAL STATEMENTS AND EXHIBITS

A. Financial Statements

Filed under confidential treatment pursuant to Rule 104(b).

B. Exhibits

- Certificate of filing of Form U-9C-3 for the 4th Quarter of 2002 with interested state commissions and municipal regulator.

SIGNATURE

Pursuant to the requirements of the Public Utility Holding Company Act of 1935, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Entergy Corporation

By: _____/s/ Nathan E. Langston

Nathan E. Langston
Senior Vice President and Chief Accounting Officer

Dated: May 30, 2003