

ENTERGY CORP /DE/
Form U-9C-3
November 19, 2004

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 September 30, 2004

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

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<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 (EHLLC)	Energy related business	November 3, 1997	Delaware	100%	Holding company investing in miscellaneous energy related companies.
Entergy Thermal, LLC (Entergy Thermal)	Energy related business	January 28, 1999	Delaware	100%	Production, sale, and distribution of thermal energy products.
Entergy Power RS LLC (EPRS)	Energy related business	February 25, 1999	Delaware	100%	Holding company investing in qualifying facilities.
RS Cogen, LLC (RS Cogen)	Energy related business	March 25, 1999	Louisiana	50%	Ownership and operation of qualifying facilities.
TLG Services, Inc. (TLG)	Energy related business	December 30, 1986	Connecticut	100%	Provide field services for the decommissioning of fossil and nuclear plants.
Entergy Solutions Ltd. (ESLTD)	Energy related business	August 30, 2000	Texas	100%	Provide competitive energy service and electric sales.
Entergy-Koch Trading, LP (EKTLP)	Energy related business	January 25, 2001	Delaware	50%	Energy marketing and brokering.
EWO GP LLC (EWOGP)	Energy related business	October 30, 2000	Delaware	100%	Holding company investing in energy commodity brokering and related services.
EWO Marketing, LP (EWOM)	Energy related business	October 30, 2000	Delaware	100%	Energy marketing and brokering.

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>
Entergy Solutions Select Ltd. (ESOLS)	Energy related business	March 2, 2001	Texas	100%	Price-to-Beat retail electric provider.
Entergy Nuclear PFS, Inc. (ENPFS)	Energy related business	February 15, 2002	Delaware	100%	Holding company for investment in Private Fuel Storage, LLC.
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	9.9%	Development of a spent nuclear fuel storage facility.
Entergy Solutions Supply Ltd. (ESSLT)	E n e r g y r e l a t e d business	August 30, 2000	Texas	100%	Provider of wholesale energy and energy supply acquisition services to Entergy 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	100%	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	Non-voting securities only	Energy management services and energy commodity marketing services.
EnerSea Transport, LLC (EnerSea)	E n e r g y r e l a t e d business	March 14, 2001	Texas	~ 1%	Compressed natural gas marine transportation and storage system. Ownership interest transferred August 19, 2004
Entergy Solutions District GP, LLC (ESDGPL)	E n e r g y r e l a t e d business	February 19, 1997	Delaware	100%	General partner of ESDCL.

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>
Entergy Nuclear Services, LLC (ENSL)	Energy related business	June 30, 2004	Delaware	100%	Formed to provide management and operations services for nuclear reactors and environmental remediation services for nuclear facilities (directly or indirectly through project entities).
Entergy Nuclear Operation Services, LLC (ENOS) (new)	Energy related business	July 2, 2004	Delaware	100%	Formed to provide management and operation services for a nuclear reactor.
Entergy Solutions District Cooling, LP (ESDCL)	Energy related business	December 19, 1997	Delaware	100%	Management/servicing of thermal energy and related facilities; production, sale, and distribution of thermal energy products.

* The system companies that directly or indirectly hold securities of each reporting company are set forth in Exhibit 1 to Entergy Corporation's Rule 24 Certificate for the three month period ended September 30, 2004, filed in File No. 70-9123.

EHLIC Activities

During the quarterly period ended September 30, 2004, EHLIC acted as a holding company engaged in investment in energy related companies consistent with Rule 58.

Entergy Thermal Activities

During the quarterly period ended September 30, 2004, Entergy Thermal owned and operated a district cooling and heating system in New Orleans, Louisiana.

EPRS Activities

During the quarterly period ended September 30, 2004, EPRS engaged in the ownership of a 50% interest in RS Cogen.

RS Cogen Activities

During the quarterly period ended September 30, 2004, RS Cogen owned and operated a 425 MW cogeneration facility in Louisiana, constituting a QF under PURPA.

TLG Activities

During the quarterly period ended September 30, 2004, 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 September 30, 2004, ESLTD was engaged in the sale of power to Texas retail customers.

EKTLP Activities

During the quarterly period ended September 30, 2004, 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 September 30, 2004, EWOGP acted as a holding company for investing in energy commodity brokering and related services.

EWOM Activities

During the quarterly period ended September 30, 2004, EWOM engaged in the business of marketing 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 September 30, 2004, ESOLS was in its formative stage. ESOLS was formed for the purpose of providing price-to-beat energy service and electric sales. In July 2004, however, the Public Utility Commission of Texas ordered an indefinite delay in retail open access in the service territory in which ESOLS would provide service.

ENPFS Activities

During the quarterly period ended September 30, 2004, 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 September 30, 2004, Private Fuel Storage continued efforts relating to obtaining a Nuclear Regulatory Commission license for a proposed spent nuclear fuel storage facility.

ESSLT Activities

During the quarterly period ended September 30, 2004, ESSLT provided energy supply acquisition services to Entergy retail electric providers.

ENES Activities

During the quarterly period ended September 30, 2004, ENES was in its formative stage and in the future intends to provide environmental remediation services for nuclear facilities. Effective August 20, 2004, Entergy Nuclear, Inc. contributed 100% of its membership in ENES to ENSL.

SOURCEONE Activities

During the quarterly period ended September 30, 2004, SOURCEONE provided energy management services and energy commodity marketing services.

EnerSea Activities

During the quarterly period ended September 30, 2004, EnerSea marketed a compressed natural gas marine transportation and storage system called VOTRANS (Volume-Optimized Transport System). VOTRANS is an ocean-going gas delivery service system comprised of large diameter pipes contained within insulated structures integrated onto specially designed and constructed ships. Effective August 19, 2004, the ownership interest in EnerSea was transferred to Entergy Koch, LP.

ESDCL Activities

During the quarterly period ended September 30, 2004, ESDCL owned and operated a district cooling system and provided management, operations, and maintenance services for other thermal energy and related systems.

ESDGPL Activities

During the quarterly period ended September 30, 2001, ESDGPL was the general partner of ESDCL.

ENSL Activities

During the quarterly period ended September 30, 2004, ENSL was in its formative stage and in the future intends to provide management and operations services for nuclear reactors and environmental remediation services for nuclear facilities (directly or indirectly through one or more project entities). Effective August 20, 2004, Entergy Nuclear, Inc. contributed 100% of its membership in ENES to ENSL.

ENOS Activities

During the quarterly period ended September 30, 2004, ENOSL was in its formative stage with the intention of providing management and operation services for a nuclear reactor.

ITEM 2 - ISSUANCES AND RENEWALS OF SECURITIES AND CAPITAL CONTRIBUTIONS

<u>Company</u> <u>issuing</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>renewal</u>	<u>Cost of</u> <u>capital</u>	<u>Person to</u> <u>whom security</u> <u>was issued</u>	<u>Collateral</u> <u>given with</u> <u>security</u>	<u>Consideration</u> <u>received for each</u> <u>security</u>
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security

EWOM	Promissory Note	Not to exceed \$35,000,000 ¹	Issue	3.78%	Entergy Corporation (ETR)	N/A	The full principal amount of each advance (\$23,797,105 is the maximum aggregate principal amount that has been outstanding as of September 30, 2004)
ENOS	Member Interest	N/A	Issue	N/A	ENSL	N/A	\$1,000 to be paid

<u>Company contributing capital</u>	<u>Company receiving capital</u>	<u>Amount of capital contribution</u>
Entergy Retail Holding Company (ERHC)	ESLTD	\$K,564,000
ERHC	ESSLT	\$11,385,000
ERHC	ESOLS	\$1,782,000
Entergy Select (ESELE)	ESOLS	\$18,000
Entergy Retail Texas, Inc. (ERTI)	ESSLT	\$115,000
ERTI	ESLTD	\$K6,000
ERTI	ESSLT	\$115,000
EWOGP	EWOM	\$L,543

EWO Marketing Holding, LLC
(EWOMH)

EWOM

\$L69,525

1. This note was issued on February 16, 2004 pursuant to an Amendment of a 3/24/03 Intercompany Credit Agreement between Entergy and EWOM ("Original Agreement"). The Original Agreement and related note, as previously amended, provided for borrowings up to an aggregate principal amount of \$10,000,000. Pursuant to the Amendment and the new note, the aggregate principal amount of borrowings is now capped at \$35,000,000. The Original Credit Agreement and related note, as previously amended, and the note identified above, were inadvertently omitted from earlier reports.

ITEM 3 - ASSOCIATE TRANSACTIONS

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

<u>Reporting company rendering services</u>	<u>Associate 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>
EPRS	RS Cogen	Management, administrative, tax, and accounting services ²	\$N8,112	\$ -0-	N/A	\$N8,112 ²
EKTLP	EWOM	Energy commodity marketing services	\$L35,376	\$ -0-	N/A	\$L35,376
EKTLP	EWOM	Professional services and back office support	\$I75,713	\$ -0-	N/A	\$I75,713
ESSLT	ESLTD	Energy supply acquisition services	\$ 1,829,497	\$ -0-	N/A	\$ 1,829,497
ESSLT	ESOLS		\$ O,394		N/A	\$ O,394

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		Same as above		\$ -0-		
EKTLP	Entergy-Koch Trading Ltd. (UK)	Professional services and back office support	\$K1,561	\$ -0-	N/A	\$K1,561
EKTLP	Entergy-Koch Trading Ltd. (Canada)	Same as above	\$O1,448	\$ -0-	N/A	\$O1,448
EKTLP	Entergy-Koch Trading Ltd. (Canada)	Energy commodity marketing services	\$K6,913	\$ -0-	N/A	\$K6,913

2. These services were provided on a basis other than "at cost," pursuant to the Commission's December 20, 2002 order (HCAR No. 27626).

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

<u>Reporting company rendering services</u>	<u>Associate 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>
EWOM	Entergy Power, Inc.	Energy commodity marketing services	\$J05,884	\$ -0-	N/A	\$205,884
EWOM	Warren Power, LLC	Same as above	\$J05,884	\$ -0-	N/A	\$205,884

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

Associate company rendering services

Reporting company receiving services

Types of
services
rendered

Direct costs charged

Indirect
costs
charged

Cost of
capital

Total amount billed

Entergy Enterprises, Inc.
(EEI)

EWOM

Professional services and back office support

\$K07,102

\$ -0-

N/A

\$K07,102

EEI
EKTLP
Same as above

\$M1,200

\$ -0-

N/A

\$M1,200

EEI
EHLIC
Same as above

\$I2,964

\$ -0-

N/A

\$12,964

EEI

Entergy Thermal

Same as above

\$161,586

\$ -0-

N/A

\$161,586

EEI

ESLTD

Same as above

\$ 998,734

\$ -0-

N/A

\$ 998,734

EEI

ESOLS

Same as above

\$113,140

\$ -0-

N/A

\$113,140

EEI

TLG

Same as above

\$ -0-

N/A

\$ 83,315

\$ 85,315

EEI

ESSLT

Same as above

\$ -0-

N/A

\$J,383

\$J,383

EEI
ESDCL
Same as above
\$ -0-
\$126,852

N/A

\$126,852

EEI
EPRS
Same as above
\$ -0-
\$06,021

N/A

\$06,021

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 Solutions Management Services LLC (ESLMS)	ESLTD	Same as above	\$J,639,360	\$ -0-	N/A	\$J,639,360
ESLMS	ESOLS	Same as above	\$K0,315	\$ -0-	N/A	\$K0,315
ESLMS	Entergy Thermal	Same as above	\$I0,193	\$ -0-	N/A	\$I0,193
Entergy-Koch LP	EKTLP	Same as above	\$I,038,793	\$ -0-	N/A	\$1,038,793
ENI	TLG	O&M Services relating to decommissioning of nuclear electric generating facilities	\$ 96,349	\$ -0-	N/A	\$ 96,349
Entergy Nuclear Operations, Inc.	TLG	Same as above	\$I85,245	\$ -0-	N/A	\$I85,245

ITEM 4 - SUMMARY OF AGGREGATE INVESTMENT

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Investments in energy-related companies:

\$17,244,609,000 Line 1

Total consolidated capitalization as of September 30, 2004

2,586,691,350 Line 2

Total capitalization multiplied by 15% (line 1 multiplied by 0.15)

Greater of \$50 million or line 2

2,586,691,350 Line 3

Total current aggregate investment:

Energy management services (SOURCEONE)

1,496,083

703,411,014

Energy marketing and brokering (ESLTD, EKTLP, EWOGPL, EWOM, ESOLS, and ESSLT)

Energy related technical and similar services (EHLIC, Entergy

82,800,743

Thermal,

TLG, ENES, ESDCL, ENOS, ENSL and ESDGP)

Development and ownership of QFs (RS Cogen and EWOM)

215,159,584

Ownership, operation, and servicing of fuel procurement, transportation, handling, and storage facilities (ENPFS and Private Fuel Storage)

1,353,000

Total current aggregate investment

1,004,220,424 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)

\$1,582,470,926 Line 5

ITEM 5 - OTHER INVESTMENTS

Major line of
energy-related business

Other investment in last
U-9C-3 report

Other investment in this
U-9C-3 report

Reason for difference in
other investment

N/A

-0-

-0-

N/A

ITEM 6 - FINANCIAL STATEMENTS AND EXHIBITS

• Financial Statements

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

B. Exhibits

1. Certificate of filing of Form U-9C-3 for the 2nd Quarter of 2004 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: November 19, 2004