

**UNITED STATES OF AMERICA
BEFORE THE
FEDERAL ENERGY REGULATORY COMMISSION**

Entergy Services, Inc., on behalf of)	
Entergy Arkansas, Inc.)	
Entergy Gulf States Louisiana, L.L.C.)	Docket No. ES11-_____
Entergy Louisiana, LLC)	
Entergy Mississippi, Inc.)	
Entergy New Orleans, Inc.)	
Entergy Texas, Inc.)	
System Energy Resources, Inc.)	
)	

**JOINT APPLICATION FOR AUTHORIZATIONS
UNDER FEDERAL POWER ACT § 204**

Entergy Services, Inc. (“Entergy Services”), on behalf of its public utility affiliates Entergy Arkansas, Inc. (“Entergy Arkansas”), Entergy Gulf States Louisiana, L.L.C. (“Entergy Gulf States Louisiana”), Entergy Louisiana, LLC (“Entergy Louisiana”), Entergy Mississippi, Inc. (“Entergy Mississippi”), Entergy New Orleans, Inc. (“Entergy New Orleans”), Entergy Texas, Inc. (“Entergy Texas”), and System Energy Resources, Inc. (“System Energy Resources”) (collectively, “Applicants”), respectfully requests the Federal Energy Regulatory Commission (“FERC”) to grant an order pursuant to Section 204 of the Federal Power Act (“FPA”) authorizing the Applicants to issue short-term debt securities having a maturity of not more than one year in the form of promissory notes, commercial paper, or other forms of short-term debt securities (“Short-Term Debt”).¹ The Applicants request such authority during an authorization period (“Authorization Period”) commencing as of October 31, 2011 and ending two years later.

1. Entergy Services submits this application pursuant to FPA § 204, 16 U.S.C. § 824c, and Part 34 of FERC’s regulations, 18 C.F.R. Part 34. Entergy Services is not a public utility subject to FERC’s authority under FPA § 204 and does not request securities issuance authority in this application.

The Applicants request Short-Term Debt issuance authority in amounts not to exceed the following amounts outstanding at any time:

Applicant	Requested Short-Term Debt Issuance Authority
Entergy Arkansas, Inc.	\$250 million
Entergy Gulf States Louisiana, L.L.C.	\$200 million
Entergy Louisiana, LLC	\$250 million
Entergy Mississippi, Inc.	\$175 million
Entergy New Orleans, Inc.	\$100 million
Entergy Texas, Inc.	\$200 million
System Energy Resources, Inc.	\$200 million

I. BACKGROUND

Each Applicant is a public utility and a direct or indirect wholly-owned subsidiary of Entergy Corporation. The Applicants, other than System Energy Resources, provide retail and wholesale electric service to customers in portions of Arkansas, Louisiana, Mississippi, and Texas and retail natural gas service to customers in portions of Louisiana. System Energy Resources owns and leases an aggregate 90% undivided interest in Unit No. 1 of Grand Gulf Steam Electric Generating Station located in Port Gibson, Mississippi (“Grand Gulf”), and sells all the capacity and energy associated with that interest to Entergy Arkansas, Entergy Louisiana, Entergy Mississippi, and Entergy New Orleans.

FERC previously has granted each Applicant authority under FPA § 204 to issue short-term debt securities.² FERC’s authorization in this proceeding for the term of the Authorization Period will replace the authorizations it granted in those prior proceedings.

2. Entergy Services, Inc., 129 FERC ¶ 62,031 (2009) (order granting FPA § 204 authority for short-term debt security issuances to Entergy Arkansas, Entergy Gulf States Louisiana, Entergy Louisiana, Entergy Mississippi, Entergy New Orleans, Entergy Texas, and System Energy Resources).

II. INFORMATION REQUIRED BY 18 C.F.R. SECTION 34.3

Entergy Services, on behalf of the Applicants, submits the following information in accordance with the requirements of Section 34.3 of FERC's regulations, 18 C.F.R. § 34.3:

A. Applicants' Names and Addresses (18 C.F.R. § 34.3(a))

Entergy Arkansas, Inc.
425 West Capitol Avenue
Little Rock, AR 72201

Entergy Gulf States Louisiana, L.L.C.
4809 Jefferson Highway
Jefferson, LA 70121

Entergy Louisiana, LLC
446 North Boulevard
Baton Rouge, LA 70802

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

Entergy New Orleans, Inc.
505 Magnolia Street
New Orleans, LA 70119

Entergy Texas, Inc.
350 Pine Street
Beaumont, TX 77701

System Energy Resources, Inc.
1340 Echelon Parkway
Jackson, MS 39201

B. State in Which Applicant is Incorporated, Date of Incorporation, and States in Which Applicant Operates (18 C.F.R. § 34.3(b))

Entergy Arkansas is a corporation organized under Arkansas law. It was formed on October 2, 1926. Entergy Arkansas operates exclusively in Arkansas.

Entergy Gulf States Louisiana is a wholly-owned subsidiary of EGS Holdings, Inc. ("EGS Holdings"), which in turn is a wholly-owned subsidiary of Entergy Corporation. Entergy

Gulf States Louisiana is a limited liability company organized under Louisiana law. It was formed on December 31, 2007. Entergy Gulf States Louisiana operates exclusively in Louisiana.

Entergy Louisiana is a wholly-owned subsidiary of Entergy Louisiana Holdings, Inc. (“Entergy Louisiana Holdings”), which in turn is a wholly-owned subsidiary of Entergy Corporation. Entergy Louisiana is a limited liability company organized under Texas law. It was formed on December 31, 2005. Entergy Louisiana operates exclusively in Louisiana.

Entergy Mississippi is a corporation organized under Mississippi law. It was formed on January 2, 1963. Entergy Mississippi operates exclusively in Mississippi.

Entergy New Orleans is a corporation organized under Louisiana law. It was formed on January 1, 1926. Entergy New Orleans operates exclusively in Louisiana.

Entergy Texas is a corporation organized under Texas law. It was formed on December 17, 2007. Entergy Texas operates exclusively in Texas.

System Energy Resources is a corporation organized under Arkansas law. It was formed on February 1, 1974. System Energy Resources owns and leases Grand Gulf.

C. Name and Address of People Authorized to Receive Notices and Communications in Respect to Application (18 C.F.R. § 34.3(c))

Notices, correspondence, and other communications concerning this Application should be directed to the following persons:

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Entergy Services requests that the individuals designated with an asterisk be placed on the official service list for this proceeding and respectfully requests waiver of Rule 203(b)(3) of FERC's regulations, 18 C.F.R. § 385.203(b)(3), in order to permit designation of more than two persons for service in this proceeding.

D. Date by Which FERC Action is Requested (18 C.F.R. § 34.3(d))

Entergy Services requests FERC to act on this application on or before October 31, 2011.

E. Full Description of the Securities Proposed to Be Issued (18 C.F.R. § 34.3(e))

Applicants request authority under FPA § 204 to issue the following types of Short-Term Debt during the Authorization Period:

1. Type and Nature of Securities to be Issued. The Short-Term Debt may consist of any sort of debt securities having maturities of not more than one year. It is expected that the Short-Term Debt would primarily be in the forms described below.

a. Money Pool Borrowings. Entergy Services and its affiliates maintain a cash management arrangement (referred to as the "Money Pool") as the primary mechanism for funding the working capital needs of the Applicants and certain non-utility affiliates of the Applicants (the "Money Pool Participants"). The Applicants may make unsecured short-term borrowings from other Money Pool Participants pursuant to a money pool agreement, a current copy of which was filed with the FERC for informational purposes on April 7, 2011 pursuant to 18 C.F.R. § 141.500 (the "Money Pool Agreement").

Entergy Corporation participates in the Money Pool as a lender only and, pursuant to the Money Pool Agreement, is not permitted to borrow funds made available by other Money Pool Participants to the Money Pool.

b. External Borrowings. Each of the Applicants may establish secured or unsecured lines of credit with various commercial banks either individually or on a consolidated basis with one or more of the other Applicants. The Applicants may also issue, reissue, and sell commercial paper.

c. Other Intrasystem Short-Term Borrowing Arrangements. The Applicants may also enter into direct unilateral short-term borrowing arrangements, whereby an Applicant borrows from its direct or indirect parent on a secured or unsecured basis.

2. Amount of Securities to be Issued. The Applicants request short-term debt issuance authority in amounts not to exceed the following amounts outstanding at any time:

Applicant	Requested Short-Term Debt Issuance Authority
Entergy Arkansas, Inc.	\$250 million
Entergy Gulf States Louisiana, L.L.C.	\$200 million
Entergy Louisiana, LLC	\$250 million
Entergy Mississippi, Inc.	\$175 million
Entergy New Orleans, Inc.	\$100 million
Entergy Texas, Inc.	\$200 million
System Energy Resources, Inc.	\$200 million

3. Interest or Dividend Rate. The Applicants understand that the FERC order in this proceeding will authorize maximum interest rates for Short-Term Debt. Accordingly, the Applicants are proposing that Short-Term Debt issued by them pursuant to such FERC order bear interest rates at a rate that does not exceed (i) in respect of Short-Term Debt bearing interest at a fixed rate, 5% per annum or (ii) in respect of Short-Term Debt bearing interest at a floating rate, at a rate not to exceed 300 basis points above any of the following rates for loans, (a) the 1-

month, 2-month, 3-month, 6-month or 12-month London Interbank Offering Rate or (b) the prime rate or the federal funds rate, as identified in The Wall Street Journal, provided that if a lender arranges such Short-Term Debt financing at a prime rate or federal funds rate other than the average prime rate or federal funds rate identified in The Wall Street Journal for an Applicant, such Applicant will make available upon request to its treasurer, a copy of the note or instrument that identifies such interest rate. In the *pro forma* financial information and computation of interest coverage included in Exhibits C, D and E, the Applicants have assumed an interest rate of 5%.

4. Dates of Issuance and Maturities. The Short-Term Debt to be issued by the Applicants during the Authorization Period will have terms of not more than one year.

5. Institutional Ratings of the Securities. Currently, none of the Applicants has any rated Short-Term Debt and they do not expect that any will be rated.

6. Stock Exchange Listings. None of the Short-Term Debt for which the Applicants request authorization in this application will be listed for trading on an exchange.

F. Purpose For Issuing Securities (18 C.F.R. § 34.3(f))

The Applicants will use the proceeds received from the issuance and sale of Short-Term Debt for working capital needs (including interim financing for construction expenditures), for meeting long-term debt maturities and satisfying sinking fund requirements,³ and for the possible refunding, redemption, purchase, or other acquisition of all or a portion of certain series of debt and preferred securities, and for other lawful purposes.

3. The Applicants' only current sinking fund requirements are related to System Energy Resources' Grand Gulf and Entergy Louisiana's Waterford 3 Nuclear Power Station sale and lease-back obligations. The debt sinking funds in each case are paid out of regularly-scheduled rent payments under the leases and therefore are not additional obligations over and above the respective lessee's obligations to pay rent.

G. State Authorizations (18 C.F.R. § 34.3(g))

The Applicants are not required to file an application with any state regulatory authority for the issuance of securities for which authorization is requested from FERC in this application.

H. Facts Showing Issuances Will be Lawful, Necessary, and Appropriate (18 C.F.R. § 34.3(h))

This application demonstrates that the Applicants' proposed issuances of Short-Term Debt are for lawful purposes to fund the Applicants' day-to-day operations, which are within the Applicants' organizational purposes as set forth in each Applicant's articles of incorporation or organization and are properly authorized, or will be properly authorized, by their boards of directors, compatible with the public interest, necessary, appropriate, and consistent with each Applicant's proper performance of its service as a public utility, and will not effect any change in the quality of service provided to any Applicant's rate-paying customers. Such issuances and assumptions will not impair the Applicants' ability to perform that service and are reasonably necessary and appropriate for the purposes discussed in this application.

Each Applicant agrees that any Short-Term Debt issued pursuant to the authorization requested in this application will be subject to the four restrictions on such securities specified in FERC's order in Westar Energy, Inc.⁴

4. Westar Energy, Inc., 102 FERC ¶ 61,186 (2003). Consistent with Westar Energy, the Applicants agree with the following conditions: (1) the proceeds of debt that is secured (i.e., backed) by utility assets must be used for utility purposes only; (2) with respect to such utility asset-secured debt issuances, if any utility assets that secure such debt issuances are divested or "spun off," the debt must "follow" the asset and be divested or "spun off" as well; (3) if assets financed with unsecured debt are divested or "spun off," the associated unsecured debt must follow those assets. Specifically, if any of the proceeds from unsecured debt are used for non-utility purposes, the debt likewise must "follow" the non-utility assets and if the non-utility assets are divested or "spun off" then a proportionate share of debt must "follow" the associated non-utility assets by being divested or "spun off" as well; and (4) with respect to unsecured debt used for utility purposes, if utility assets financed by unsecured debt are divested or "spun off" to another entity, then a proportionate share of the debt also must be divested or "spun off." Westar Energy, 102 FERC ¶ 61,186 at PP 20-21.

I. Limitation on the Issuance of Securities (18 C.F.R. § 34.3(i))

1. Entergy Arkansas. Under its Second Amended and Restated Articles of Incorporation, without the consent of the holders of a majority of the votes entitled to be cast by its outstanding \$100 Preferred Stock and Class A Preferred Stock voting together as a class, Entergy Arkansas may not issue any unsecured notes, debentures, or other securities representing unsecured debt (other than for the purpose of refunding or renewing outstanding unsecured securities issued or assumed by Entergy Arkansas resulting in equal or longer maturities or redeeming or otherwise retiring all outstanding shares of its preferred stock) if immediately after such issue or assumption (i) the total outstanding principal amount of all unsecured notes, debentures, or other securities representing unsecured debt of Entergy Arkansas will thereby exceed twenty percent (20%) of the aggregate of all existing secured debt of Entergy Arkansas and the capital stock, premiums thereon, and surplus of Entergy Arkansas, as stated on its books, or (ii) the total outstanding principal amount of all unsecured notes, debentures, or other securities representing unsecured debt of Entergy Arkansas of maturities of less than ten (10) years will thereby exceed ten percent (10%) of such aggregate. For the purposes of this provision, the payment due upon the maturity of unsecured debt having an original single maturity in excess of ten (10) years or the payment due upon the final maturity of any unsecured serial debt which had original maturities in excess of ten (10) years shall not be regarded as unsecured debt of a maturity of less than ten (10) years until such payment shall be required to be made within three (3) years.

Entergy Arkansas takes steps to maintain compliance with the unsecured debt securities issuance limitations under its Second Amended and Restated Articles of Incorporation. Entergy Arkansas closely monitors its compliance with the limitations under its Second Amended and

Restated Articles of Incorporation. The limitations apply to the issuance of securities. Every quarter, Entergy Services calculates the amounts of unsecured debt securities issuable by Entergy Arkansas under the applicable issuance limitation. By managing its outstanding unsecured and secured debt, Entergy Arkansas is able to remain in compliance with the unsecured debt securities issuance limitations under its Second Amended and Restated Articles of Incorporation.

In addition, under an existing credit facility, Entergy Arkansas may not have outstanding debt, as defined in that facility, including short-term debt, in excess of 65% of its capitalization.

There is no other limit on the amount of Short-Term Debt that Entergy Arkansas may issue under its Second Amended and Restated Articles of Incorporation or under its bond indenture or similar debt instruments.

2. Entergy Gulf States Louisiana. Under an existing credit facility, Entergy Gulf States Louisiana may not have outstanding debt, as defined in that facility, including short-term debt, in excess of 65% of its capitalization.

There is no other limit on the amount of Short-Term Debt that Entergy Gulf States Louisiana may issue under its Articles of Organization and Operating Agreement or under its bond indenture or similar debt instruments.

3. Entergy Louisiana. Under an existing credit facility, Entergy Louisiana may not have outstanding debt, as defined in that facility, including short-term debt, in excess of 65% of its capitalization.

There is no other limit on the amount of Short-Term Debt that Entergy Louisiana may issue under its Articles of Organization and Regulations or under its bond indenture or similar debt instruments.

4. Entergy Mississippi. Under its Amended and Restated Articles of Incorporation, without the consent of the holders of a majority of the votes entitled to be cast by its outstanding \$100 Preferred Stock and Class A Preferred Stock voting together as a class, Entergy Mississippi may not issue or assume any unsecured notes, debentures, or other securities representing unsecured debt for purposes other than: (i) the refunding of outstanding unsecured indebtedness theretofore issued or assumed by Entergy Mississippi resulting in equal or longer maturities, or (ii) the reacquisition, redemption, or retirement of all outstanding shares of its preferred stock, if immediately after such issue or assumption, the total principal amount of all unsecured notes, debentures, or other securities representing unsecured indebtedness issued or assumed by Entergy Mississippi, including unsecured indebtedness then to be issued or assumed (but excluding the principal amount then outstanding of any secured notes, debentures, or other securities representing unsecured indebtedness having a maturity in excess of ten (10) years and in an amount not exceeding ten percent (10%) of the aggregate of (a) and (b) of this provision) would exceed ten percent (10%) of the aggregate of (a) the total principal amount of all bonds or other securities representing unsecured indebtedness issued or assumed by Entergy Mississippi and then to be outstanding, and (b) the capital and surplus of Entergy Mississippi as then to be stated on the books of account of Entergy Mississippi.

When the maturity of unsecured notes, debentures, or other securities representing unsecured debt of Entergy Mississippi with an original maturity in excess of ten (10) years, shall become a maturity of ten (10) years or less, such debt shall then be regarded as unsecured debt of a maturity of less than ten (10) years and shall be computed with such debt for the purposes of determining the percentage ratio to the sum of (a) and (b), above, of unsecured debt of a maturity of less than ten (10) years, and when provision shall have been made, whether through a sinking

fund or otherwise, for the retirement, prior to their maturity, of unsecured notes, debentures, or other securities representing unsecured debt of a maturity in excess of ten (10) years, the amount of any such security so required to be retired in less than ten (10) years shall be regarded as unsecured debt of a maturity of less than ten (10) years (and not as unsecured debt of a maturity in excess of ten (10) years) and shall be computed with such debt for the purposes of determining the percentage ratio of the sum of (a) and (b), above, of unsecured debt of a maturity of less than ten (10) years, provided, however, that the payment due upon the maturity of unsecured debt having an original single maturity in excess of ten (10) years or the payment due upon the latest maturity of any serial debt which had original maturities in excess of ten (10) years shall not, for purposes of this provision, be regarded as unsecured debt of a maturity of less than ten (10) years until such payment shall be required to be made within three (3) years; furthermore, when unsecured notes, debentures, or other securities representing unsecured debt of a maturity of less than ten (10) years shall exceed ten percent (10%) of the sum of (a) and (b), above, no additional unsecured notes, debentures, or other securities representing unsecured debt shall be issued or assumed (except for the purpose set forth in (i) or (ii) above) until such ratio is reduced to ten percent (10%) of the sum of (a) and (b), above.

Entergy Mississippi takes steps to maintain compliance with the unsecured debt securities issuance limitations under its Amended and Restated Articles of Incorporation. Entergy Mississippi closely monitors its compliance with the limitations under its Amended and Restated Articles of Incorporation. The limitations apply to the issuance of securities. Every quarter, Entergy Services calculates the amounts of unsecured debt securities issuable by Entergy Mississippi under the applicable issuance limitation. By managing its outstanding unsecured and

secured debt, Entergy Mississippi is able to remain in compliance with the unsecured debt securities issuance limitations under its Amended and Restated Articles of Incorporation.

In addition, under its existing credit facilities, Entergy Mississippi may not have outstanding debt, as defined in that facility, including short-term debt, in excess of 65% of its capitalization.

There is no other limit on the amount of Short-Term Debt that Entergy Mississippi may issue under its Amended and Restated Articles of Incorporation or under its bond indenture or similar debt instruments.

5. Entergy New Orleans. There is no limit on the amount of Short-Term Debt that Entergy New Orleans may issue under its Restated Articles of Incorporation or under its bond indenture or similar debt instruments.

6. Entergy Texas. Under an existing credit facility, Entergy Texas may not have outstanding debt, as defined in that facility, including short-term debt, in excess of 65% of its capitalization.

There is no other limit on the amount of Short-Term Debt that Entergy Texas may issue under its Articles of Incorporation or under its bond indenture or similar debt instruments.

7. System Energy Resources. Under an existing credit facility, System Energy Resources may not have outstanding debt, as defined in that facility, including short-term debt, in excess of 70% of its capitalization.

There is no other limit on the amount of Short-Term Debt that System Energy Resources may issue under its Amended and Restated Articles of Incorporation or under its bond indenture or similar debt instruments.

J. Summary of Rate Changes (18 C.F.R. § 34.3(j))

Applicants summarize the rate changes they experienced during the period for which they submit financial statements in Exhibits C, D, and E of this application.

1. Entergy Arkansas.

a. *Retail Rate Changes.*

In September 2009, Entergy Arkansas filed with the Arkansas Public Service Commission (“APSC”) for a general change in rates, charges, and tariffs. In June 2010, the APSC approved a settlement and subsequent compliance tariffs that provide for a \$63.7 million rate increase, effective for bills rendered for the first billing cycle of July 2010. The settlement provides for a 10.2% return on common equity (“ROE”).

In June 2010, Entergy Arkansas filed with the APSC for an updated Production Costs Allocation Rider (“Rider PCA”) which is the tariff that collects from Entergy Arkansas’s retail customers the annual bandwidth payments discussed in the Wholesale Rate Changes section below. The redetermined Rider PCA rates went into effect with the first billing cycle in July 2010.

b. *Wholesale Rate Changes.*

In May 2010, Entergy Services, on behalf of the Applicants, filed with the FERC the Entergy Operating Companies’ annual transmission rate redetermination under their FERC-jurisdictional open access transmission tariff (“OATT”). In its rate redetermination filing, Entergy Services proposed to increase its network transmission service revenue requirement from \$484.4 million to \$544.9 million effective June 1, 2010. The redetermined transmission service rates for the Entergy transmission system became effective June 1, 2010.

In May 2011, Entergy Services, on behalf of the Applicants, filed with FERC the Entergy Operating Companies' annual transmission rate redetermination under their OATT. In its rate redetermination filing, Entergy Services proposed to increase its network transmission service revenue requirement from \$484.4 million to \$544.9 million effective June 1, 2011. The redetermined transmission service rates for the Entergy transmission system became effective June 1, 2011. The Entergy Operating Companies divide the revenue earned from transmission service provided under the OATT on a load ratio share basis. Entergy Arkansas typically is allocated approximately 21% of those revenues.

On behalf of the Entergy Operating Companies,⁵ Entergy Services made on May 27, 2010, the annual filing to implement the decision of the FERC in Opinion 480 and 480-A in Docket No. ER10-1350 and amended such filing on September 24, 2010. This docket is the fourth annual filing implementing the bandwidth formula set forth in Service Schedule MSS-3 of the Entergy System Agreement, which contains the calculation of production costs for each of the Entergy Operating Companies ("2010 Bandwidth Calculation"). The 2010 Bandwidth Calculation is based on calendar year 2009 data. Pursuant to the formula, Entergy Arkansas will make payments of approximately \$41.6 million under the 2010 Bandwidth Calculation. The FERC accepted the filing effective June 2, 2010, subject to refund. In March 2011, the administrative law judge in the proceeding considering the 2010 Bandwidth Calculation issued an order placing this proceeding in abeyance.

On May 27, 2011, Entergy Services made the fifth annual filing to implement this decision containing the calculation of production costs based on calendar year 2010 data ("2011 Bandwidth Calculation"). Pursuant to the formula, Entergy Arkansas will make payments of

5. The Entergy Operating Companies are Entergy Arkansas, Entergy Gulf States Louisiana, Entergy Louisiana, Entergy Mississippi, Entergy New Orleans, and Entergy Texas.

approximately \$77 million under the 2011 Bandwidth Calculation. Several parties intervened in the proceeding at the FERC, including the Louisiana Public Service Commission (“LPSC”), which filed a protest as well.

On March 21, 2011, Entergy Services, on behalf of Entergy Arkansas, made its 2011 Wholesale Formula Rate Update for Arkansas Electric Cooperative Corporation (“AECC”) pursuant to the Power Coordination, Interchange and Transmission Service agreement between Entergy Arkansas and AECC. In its rate updated filing, Energy Arkansas proposed to increase its transmission and distribution service revenue requirement for AECC from \$33.7 million to \$36.4 million effective March 1, 2011. AECC has filed a protest to the filing. FERC has not yet acted on the filing.

2. Entergy Gulf States Louisiana.

a. *Retail Rate Changes.*

In May 2008, Entergy Gulf States Louisiana made its formula rate plan filing with the LPSC for the 2007 test year. The filing reflected a 9.26% ROE, which was below the allowed earnings bandwidth and indicated a \$5.4 million revenue deficiency, offset by a \$4.1 million decrease in required additional capacity costs. Entergy Gulf States Louisiana implemented a \$20.7 million formula rate plan decrease, subject to refund, effective the first billing cycle in September 2008. The decrease included removal of interim storm cost recovery and a reduction in the storm damage accrual. Entergy Gulf States Louisiana then implemented a \$16.0 million formula rate plan increase, subject to refund, effective the first billing cycle in October 2008 to collect previously deferred and ongoing costs associated with additional capacity approved by the LPSC, including capacity from the Ouachita power plant. In November 2008 Entergy Gulf

States Louisiana made a filing with the LPSC to implement an additional increase of \$9.3 million to recover the costs of a new purchased power agreement.

In October 2009, the LPSC approved a settlement that resolved Entergy Gulf States Louisiana's 2007 test year filing and provided for a new formula rate plan for the 2008, 2009, and 2010 test years. The target midpoint ROE for the new formula rate plan is 10.65%, with an earnings bandwidth of +/- 75 basis points (9.90% - 11.40%). Effective with the November 2009 billing cycle, Entergy Gulf States Louisiana reset its rates to achieve a 10.65% ROE for the 2008 test year. The rate reset, a \$44.3 million increase that includes a \$36.9 million cost of service adjustment, plus \$7.4 million net for increased capacity costs and a base rate reclassification, was implemented in the November 2009 billing cycle, and the rate reset was subject to refund pending review of the 2008 test year filing that was made in October 2009. In January 2010, Entergy Gulf States Louisiana implemented an additional \$23.9 million rate increase pursuant to a special rate implementation filing made in December 2009, primarily for incremental capacity costs approved by the LPSC. In May 2010, Entergy Gulf States Louisiana and the LPSC staff submitted a joint report on the 2008 test year filing and requested that the LPSC accept the report, which resulted in a \$0.8 million reduction in rates effective in the June 2010 billing cycle and a \$0.5 million refund. At its May 19, 2010 meeting, the LPSC accepted the joint report.

In May 2010, Entergy Gulf States Louisiana made its formula rate plan filing with the LPSC for the 2009 test year. The filing reflected a 10.25% ROE, which is within the allowed earnings bandwidth, indicating no cost of service rate change is necessary under the formula rate plan. The filing does reflect, however, a revenue requirement increase to provide supplemental funding for the decommissioning trust maintained for the 70% share of the River Bend nuclear generating station ("River Bend") that is regulated by the LPSC, in response to a Nuclear

Regulatory Commission (“NRC”) notification of a projected shortfall of decommissioning funding assurance. The filing also reflected a rate increase for incremental capacity costs. In July 2010 the LPSC approved a \$7.8 million increase in the revenue requirement for decommissioning, effective September 2010. In August 2010, Entergy Gulf States Louisiana made a revised 2009 test year filing. The revised filing reflected a 10.12% earned ROE, which is within the allowed earnings bandwidth, resulting in no cost of service adjustment. The revised filing also reflected two increases outside the formula rate plan sharing mechanism: (1) the previously approved decommissioning revenue requirement and (2) \$25.2 million for capacity costs. The rates reflected in the revised filing became effective beginning with the first billing cycle of September 2010. Entergy Gulf States Louisiana and the LPSC staff subsequently submitted a joint report on the 2009 test year filing consistent with these terms, and the LPSC approved the joint report in January 2011.

In January 2011, Entergy Gulf States Louisiana filed with the LPSC its gas rate stabilization plan for the test year ended September 30, 2010. The filing showed an earned ROE of 8.84% and a revenue deficiency of \$0.3 million. In March 2011, the LPSC staff filed its findings, suggesting an adjustment that will produce an 11.76% earned ROE for the test year and a \$0.2 million rate reduction. Entergy Gulf States Louisiana implemented the \$0.2 million rate reduction effective with the May 2011 billing cycle.

On May 2, 2011, Entergy Gulf States Louisiana made a special formula rate plan rate implementation filing with the LPSC that implements effective with the May 2011 billing cycle a \$5.1 million rate decrease to reflect adjustments in accordance with a previous LPSC order relating to the acquisition of Unit 2 of the Acadia Energy Center by Entergy Louisiana. As a

result of this acquisition, Entergy Gulf States Louisiana's allocation of capacity related to this unit terminated, resulting in a reduction in the additional capacity revenue requirement.

In May 2011, Entergy Gulf States Louisiana made its formula rate plan filing with the LPSC for the 2010 test year. The filing reflects an 11.11% ROE, which is within the allowed earnings bandwidth, indicating no cost of service rate change is necessary under the formula rate plan. The filing also reflects a \$22.8 million rate decrease for incremental capacity costs. The filing is currently subject to LPSC review.

b. *Wholesale Rate Changes.*

As noted, in May 2010, Entergy Services, on behalf of the Applicants, filed with FERC the Entergy Operating Companies' annual transmission rate redetermination under their OATT. In its rate redetermination filing, Energy Services proposed to increase its network transmission service revenue requirement from \$469.8 million to \$484.4 million effective June 1, 2010. The redetermined transmission service rates for the Entergy transmission system became effective June 1, 2010. In May 2011, Entergy Services, on behalf of the Applicants, filed with FERC the Entergy Operating Companies' annual transmission rate redetermination under their OATT. In its rate redetermination filing, Entergy Services proposed to increase its network transmission service revenue requirement from \$484.4 million to \$544.9 million effective June 1, 2011. The redetermined transmission service rates for the Entergy transmission system became effective June 1, 2011. The Entergy Operating Companies divide the revenue earned from transmission service provided under the OATT on a load ratio share basis. Entergy Gulf States Louisiana typically is allocated approximately 18% of those revenues.

As also noted, on behalf of the Entergy Operating Companies, Entergy Services made on May 27, 2010, the annual filing to implement the decision of the FERC in Opinion 480 and 480-

A in Docket No. ER10-1350 and amended such filing on September 24, 2010. This docket is the fourth annual filing implementing the 2010 Bandwidth Calculation which is based on calendar year 2009 data. Pursuant to the formula, Entergy Gulf States Louisiana will neither receive nor make any payments under the 2010 Bandwidth Calculation. The FERC accepted the filing effective June 2, 2010, subject to refund. In March 2011, the administrative law judge in the proceeding considering the 2010 Bandwidth Calculation issued an order placing this proceeding in abeyance.

On May 27, 2011, Entergy Services made the fifth annual filing to implement this decision containing the 2011 Bandwidth Calculation. Pursuant to the formula, Entergy Gulf States Louisiana will receive payments of approximately \$12 million under the 2011 Bandwidth Calculation. Several parties intervened in the proceeding at the FERC, including the LPSC, which filed a protest as well.

3. Entergy Louisiana.

a. *Retail Rate Changes.*

In October 2009 the LPSC approved a settlement that resolved Entergy Louisiana's 2006 and 2007 test year filings and provided for a new formula rate plan for the 2008, 2009, and 2010 test years. 10.25% is the target midpoint ROE for the new formula rate plan, with an earnings bandwidth of +/- 80 basis points (9.45% - 11.05%). Entergy Louisiana was permitted, effective with the November 2009 billing cycle, to reset its rates to achieve a 10.25% ROE for the 2008 test year. The rate reset, a \$2.5 million increase that included a \$16.3 million cost of service adjustment less a \$13.8 million net reduction for decreased capacity costs and a base rate reclassification, was implemented for the November 2009 billing cycle, and the rate reset was subject to refund pending review of the 2008 test year filing that was made in October 2009. In

April 2010, Entergy Louisiana and the LPSC staff submitted a joint report on the 2008 test year filing and requested that the LPSC accept the report, which resulted in a \$0.1 million reduction in rates effective in the May 2010 billing cycle and a \$0.1 million refund. In addition, Entergy Louisiana moved the recovery of approximately \$12.5 million of capacity costs from fuel adjustment clause recovery to base rate recovery. At its April 21, 2010 meeting, the LPSC accepted the joint report.

In May 2010, Entergy Louisiana made its formula rate plan filing with the LPSC for the 2009 test year. The filing reflected a 10.82% ROE, which is within the allowed earnings bandwidth, indicating no cost of service rate change is necessary under the formula rate plan. The filing does reflect, however, a revenue requirement increase to provide supplemental funding for the decommissioning trust maintained for Unit No. 3 of the Waterford Nuclear Power Station, in response to a NRC notification of a projected shortfall of decommissioning funding assurance. The filing also reflected a rate change for incremental capacity costs. In July 2010, the LPSC approved a \$3.5 million increase in the retail revenue requirement for decommissioning, effective September 2010. In August 2010, Entergy Louisiana made a revised 2009 test year formula rate plan filing. The revised filing reflected a 10.82% earned ROE, which is within the allowed earnings bandwidth resulting in no cost of service adjustment. The filing also reflected two increases outside of the formula rate plan sharing mechanism: (1) the previously approved decommissioning revenue requirement, and (2) \$2.2 million for capacity costs. The rates reflected in the revised filing became effective beginning with the first billing cycle of September 2010. Entergy Louisiana and the LPSC staff subsequently submitted a joint report on the 2009 test year filing consistent with these terms and the LPSC approved the joint report in December 2010.

On May 2, 2011, Entergy Louisiana made a special formula rate plan rate implementation filing with the LPSC that implements effective with the May 2011 billing cycle a \$43.1 million net rate increase to reflect adjustments in accordance with a previous LPSC order relating to acquisition of Unit 2 of the Acadia Energy Center. The net rate increase represents the decrease in the additional capacity revenue requirement resulting from the termination of the power purchase agreement with Acadia and the increase in the revenue requirement resulting from the ownership of the Acadia facility. The filing is currently subject to LPSC review.

In May 2011, Entergy Louisiana made its formula rate plan filing with the LPSC for the 2010 test year. The filing reflects an 11.07% ROE, which is just outside of the allowed earnings bandwidth and results in no cost of service rate change under the formula rate plan. The filing also reflects an \$8.7 thousand rate increase for incremental capacity costs. The filing is currently subject to LPSC review.

b. *Wholesale Rate Changes.*

As noted, in May 2010, Entergy Services, on behalf of the Applicants, filed with FERC the Entergy Operating Companies' annual transmission rate redetermination under their OATT. In its rate redetermination filing, Entergy Services proposed to increase its network transmission service revenue requirement from \$469.8 million to \$484.4 million effective June 1, 2010. The redetermined transmission service rates for the Entergy transmission system became effective June 1, 2010. In May 2011, Entergy Services, on behalf of the Applicants, filed with FERC the Entergy Operating Companies' annual transmission rate redetermination under their OATT. In its rate redetermination filing, Energy Services proposed to increase its network transmission service revenue requirement from \$484.4 million to \$544.9 million effective June 1, 2011. The redetermined transmission service rates for the Entergy transmission system became effective

June 1, 2011. The Entergy Operating Companies divide the revenue earned from transmission service provided under the OATT on a load ratio share basis. Entergy Louisiana typically is allocated approximately 26% of those revenues.

As also noted, on behalf of the Entergy Operating Companies, Entergy Services made on May 27, 2010, the annual filing to implement the decision of the FERC in Opinion 480 and 480-A in Docket No. ER10-1350 and amended such filing on September 24, 2010. This docket is the fourth annual filing implementing the 2010 Bandwidth Calculation which is based on calendar year 2009 data. Pursuant to the formula, Entergy Louisiana will neither receive nor make any payments under the 2010 Bandwidth Calculation. The FERC accepted the filing effective June 2, 2010, subject to refund. In March 2011, the administrative law judge in the proceeding considering the 2010 Bandwidth Calculation issued an order placing this proceeding in abeyance.

On May 27, 2011, Entergy Services made the fifth annual filing to implement this decision containing the 2011 Bandwidth Calculation. Pursuant to the formula, Entergy Louisiana will neither make nor receive payments under the 2011 Bandwidth Calculation. Several parties intervened in the proceeding at the FERC, including the LPSC, which filed a protest as well.

4. Entergy Mississippi.

a. *Retail Rate Changes.*

In September 2009, Entergy Mississippi made with the Mississippi Public Service Commission (“MPSC”) proposed modifications to its formula rate plan rider. In March 2010, the MPSC issued an order: (1) providing the opportunity for a reset of Entergy Mississippi’s ROE to a point within the formula rate plan bandwidth and eliminating the 50/50 sharing that

had been in the plan, (2) modifying the performance measurement process, and (3) replacing the revenue change limit of two percent of revenues, which was subject to a \$14.5 million revenue adjustment cap, with a limit of four percent of revenues, although any adjustment above two percent requires a hearing before the MPSC. The MPSC did not approve Entergy Mississippi's request to use a projected test year for its annual scheduled formula rate plan filing and, therefore, Entergy Mississippi will continue to use a historical test year for its annual evaluation reports under the plan.

In March 2010, Entergy Mississippi submitted its 2009 test year filing, its first annual filing under the new formula rate plan rider. In June 2010, the MPSC approved a joint stipulation between Entergy Mississippi and the Mississippi Public Utilities Staff that provides for no change in rates, but does provide for the deferral as a regulatory asset of \$3.9 million of legal expenses associated with certain litigation involving the Mississippi Attorney General, as well as ongoing legal expenses in that litigation until the litigation is resolved.

In March 2011, Entergy Mississippi submitted its 2010 test year filing, showing an earned return ROE of 10.65% for the test year, which is within the earnings bandwidth and results in no change in rates. The filing is currently subject to MPSC review.

b. *Wholesale Rate Changes.*

As noted, in May 2010, Entergy Services, on behalf of the Applicants, filed with FERC the Entergy Operating Companies' annual transmission rate redetermination under their OATT. In its rate redetermination filing, Entergy Services proposed to increase its network transmission service revenue requirement from \$469.8 million to \$484.4 million effective June 1, 2010. The redetermined transmission service rates for the Entergy transmission system became effective June 1, 2010. In May 2011, Entergy Services, on behalf of the Applicants, filed with FERC the

Entergy Operating Companies' annual transmission rate redetermination under their OATT. In its rate redetermination filing, Energy Services proposed to increase its network transmission service revenue requirement from \$484.4 million to \$544.9 million effective June 1, 2011. The redetermined transmission service rates for the Entergy transmission system became effective June 1, 2011. The Entergy Operating Companies divide the revenue earned from transmission service provided under the OATT on a load ratio share basis. Entergy Mississippi typically is allocated approximately 14% of those revenues.

As also noted, on behalf of the Entergy Operating Companies, Entergy Services made on May 27, 2010, the annual filing to implement the decision of the FERC in Opinion 480 and 480-A in Docket No. ER10-1350 and amended such filing on September 24, 2010. This docket is the fourth annual filing implementing the 2010 Bandwidth Calculation which is based on calendar year 2009 data. Pursuant to the formula, Entergy Mississippi will receive approximately \$27 million under the 2010 Bandwidth Calculation. The FERC accepted the filing effective June 2, 2010, subject to refund. In March 2011, the administrative law judge in the proceeding considering the 2010 Bandwidth Calculation issued an order placing this proceeding in abeyance.

On May 27, 2011, Entergy Services made the fifth annual filing to implement this decision containing the 2011 Bandwidth Calculation. Pursuant to the formula, Entergy Mississippi will receive payments of approximately \$40 million under the 2011 Bandwidth Calculation. Several parties intervened in the proceeding at the FERC, including the LPSC, which filed a protest as well.

5. Entergy New Orleans.

a. *Retail Rate Changes.*

On July 31, 2008, Entergy New Orleans filed an electric and gas base rate case with the New Orleans City Council (“City Council”). On April 2, 2009, the City Council approved a comprehensive settlement. The settlement provides for a net \$35.3 million reduction in combined fuel and non-fuel electric revenue requirement, including conversion of a \$10.6 million voluntary recovery credit, implemented in January 2008, to a permanent reduction and substantial realignment of Grand Gulf cost recovery from fuel to base rates, and a \$4.95 million gas base rate increase, both effective June 1, 2009, with adjustment of the customer charges for all rate classes. A new three-year formula rate plan was also adopted, with terms including an 11.1% electric ROE with a +/- 40 basis point bandwidth and a 10.75% benchmark gas ROE with a +/- 50 basis point bandwidth. Earnings outside the bandwidth reset to the midpoint ROE, with rates changing on a prospective basis depending on whether Entergy New Orleans is over- or under-earning. The formula rate plan also includes a recovery mechanism for City Council-approved capacity additions, plus provisions for extraordinary cost changes and *force majeure* events.

In May 2010, Entergy New Orleans filed its first electric and gas formula rate plan evaluation reports under the 2009 settlement. The filings requested a \$12.8 million electric base revenue decrease and a \$2.4 million gas base revenue increase. Entergy New Orleans and the City Council’s Advisors reached a settlement that resulted in an \$18.0 million electric base revenue decrease and zero gas base revenue change effective with the October 2010 billing cycle. The City Council approved the settlement in November 2010.

In May 2011, Entergy New Orleans filed its second electric and gas formula rate plan evaluation reports for the 2010 test year. The filings request a \$6.5 million electric base revenue

decrease and a \$1.1 million gas base revenue decrease. As part of the filing, Entergy New Orleans is also requesting to increase annual funding for its storm reserve by approximately \$3.7 million. The new rates would be effective, if approved, with the first billing cycle in October 2011. The City Council and the City Council Advisors' review of these filings is pending.

The 2008 rate case settlement also included \$3.1 million per year in electric rates to fund the Energy Smart energy efficiency programs. In September 2009, the City Council approved the energy efficiency programs filed by Entergy New Orleans. The rate settlement provides an incentive for Entergy New Orleans to meet or exceed energy savings targets set by the City Council and provides a mechanism for Entergy New Orleans to recover lost contribution to fixed costs associated with the energy savings generated from the energy efficiency programs. The energy efficiency programs began implementation in the second quarter of 2011.

b. *Wholesale Rate Changes.*

As noted, in May 2010, Entergy Services, on behalf of the Applicants, filed with FERC the Entergy Operating Companies' annual transmission rate redetermination under their OATT. In its rate redetermination filing, Entergy Services proposed to increase its network transmission service revenue requirement from \$469.8 million to \$484.4 million effective June 1, 2010. The redetermined transmission service rates for the Entergy transmission system became effective June 1, 2010. In May 2011, Entergy Services, on behalf of the Applicants, filed with FERC the Entergy Operating Companies' annual transmission rate redetermination under their OATT. In its rate redetermination filing, Entergy Services proposed to increase its network transmission service revenue requirement from \$484.4 million to \$544.9 million effective June 1, 2011. The redetermined transmission service rates for the Entergy transmission system became effective June 1, 2011. The Entergy Operating Companies divide the revenue earned from transmission

service provided under the OATT on a load ratio share basis. Entergy New Orleans typically is allocated less than 5% of those revenues.

As also noted, on behalf of the Entergy Operating Companies, Entergy Services made on May 27, 2010, the annual filing to implement the decision of the FERC in Opinion 480 and 480-A in Docket No. ER10-1350 and amended such filing on September 24, 2010. This docket is the fourth annual filing implementing the 2010 Bandwidth Calculation which is based on calendar year 2009 data. Pursuant to the formula, Entergy New Orleans will neither make nor receive payments under the 2010 Bandwidth Calculation. The FERC accepted the filing effective June 2, 2010, subject to refund. In March 2011, the administrative law judge in the proceeding considering the 2010 Bandwidth Calculation issued an order placing this proceeding in abeyance.

On May 27, 2011, Entergy Services made the fifth annual filing to implement this decision containing the 2011 Bandwidth Calculation. Pursuant to the formula, Entergy New Orleans will receive payments of approximately \$25 million under the 2011 Bandwidth Calculation. Several parties intervened in the proceeding at the FERC, including the LPSC, which filed a protest as well.

6. Entergy Texas.

a. *Retail Rate Changes.*

In December 2009, Entergy Texas filed a rate case requesting a \$198.7 million increase reflecting an 11.5% ROE based on an adjusted June 2009 test year. The rate case also includes a \$2.8 million revenue requirement to provide supplemental funding for the decommissioning trust maintained for the 70% share of River Bend for which Entergy Texas retail customers are partially responsible, in response to a NRC notification of a projected shortfall of

decommissioning funding assurance. Beginning in May 2010, Entergy Texas implemented a \$17.5 million interim rate increase, subject to refund. Intervenors and the Public Utilities Commission of Texas (“PUCT”) Staff filed testimony recommending adjustments that would result in a maximum rate increase, based on the PUCT Staff’s testimony, of \$58 million.

The parties filed a settlement in August 2010 intended to resolve the rate case proceeding. The settlement provides for a \$59 million base rate increase for electricity usage beginning August 15, 2010, with an additional increase of \$9 million for bills rendered beginning May 2, 2011. The settlement stipulates an authorized ROE of 10.125%. Baseline values were established to be used in Entergy Texas’s request for a transmission cost recovery factor that will be made in a separate proceeding. The settlement states that Entergy Texas’s fuel costs for the period April 2007 through June 2009 are reconciled, with \$3.25 million of disallowed costs, which were included in an interim fuel refund. The settlement also sets River Bend decommissioning costs at \$2.0 million annually. Consistent with the settlement, in the third quarter 2010, Entergy Texas amortized \$11 million of rate case costs. The PUCT approved the settlement in December 2010.

b. *Wholesale Rate Changes.*

As noted, in May 2010, Entergy Services, on behalf of the Applicants, filed with FERC the Entergy Operating Companies’ annual transmission rate redetermination under their OATT. In its rate redetermination filing, Entergy Services proposed to increase its network transmission service revenue requirement from \$469.8 million to \$484.4 million effective June 1, 2010. The redetermined transmission service rates for the Entergy transmission system became effective June 1, 2010. In May 2011, Entergy Services, on behalf of the Applicants, filed with FERC the Entergy Operating Companies’ annual transmission rate redetermination under their OATT. In

its rate redetermination filing, Energy Services proposed to increase its network transmission service revenue requirement from \$484.4 million to \$544.9 million effective June 1, 2011. The redetermined transmission service rates for the Entergy transmission system became effective June 1, 2011. The Entergy Operating Companies divide the revenue earned from transmission service provided under the OATT on a load ratio share basis. Entergy Texas typically is allocated approximately 17% of those revenues.

As also noted, on behalf of the Entergy Operating Companies, Entergy Services made on May 27, 2010, the annual filing to implement the decision of the FERC in Opinion 480 and 480-A in Docket No. ER10-1350 and amended such filing on September 24, 2010. This docket is the fourth annual filing implementing the 2010 Bandwidth Calculation which is based on calendar year 2009 data. Pursuant to the formula, Entergy Texas will neither receive nor make any payments under the 2010 Bandwidth Calculation. The FERC accepted the filing effective June 2, 2010, subject to refund. In March 2011, the administrative law judge in the proceeding considering the 2010 Bandwidth Calculation issued an order placing this proceeding in abeyance.

On May 27, 2011, Entergy Services made the fifth annual filing to implement this decision containing the 2011 Bandwidth Calculation. Pursuant to the formula, Entergy Texas will neither make nor receive payments under the 2011 Bandwidth Calculation. Several parties intervened in the proceeding at the FERC, including the LPSC, which filed a protest as well.

7. System Energy Resources. System Energy Resources' monthly charges for wholesale power sales are determined pursuant to a cost-based formula rate on file with FERC. System Energy Resources' wholesale rate schedule has not changed in recent years.

K. Form of Notice (18 C.F.R. § 34.3(k))

Applicants are not required to submit a form of notice of filing suitable for publication in the Federal Register.

IV. EXHIBITS

Applicants provide the exhibits required by 18 C.F.R. § 34.4, as follows:

Exhibit A: Statement of organizational purposes from each Applicant's Articles of Incorporation or Articles of Organization.

Exhibit B: Forms of unanimous written consent to be adopted by each Applicant's Board of Directors authorizing the issuance of the securities described in this application. Applicants will submit to FERC signed versions of the unanimous written consents after they have been executed by the members of each Applicant's Board of Directors.

Exhibit C: Balance sheet for each Applicant as of March 31, 2011, on both an actual and *pro forma* basis, in the form prescribed for the "Comparative Balance Sheet" of FERC Form 1.

Exhibit D: Income statement for each Applicant as of and for the twelve months ended March 31, 2011, on both an actual and *pro forma* basis, in the form prescribed for the "Statement of Income for the Year" of FERC Form 1.

Exhibit E: Statements of cash flows and computation of interest coverage for each Applicant as of and for the twelve months ended March 31, 2011, on both an actual and *pro forma* basis, in the form prescribed for the "Statement of Cash Flows" of FERC Form 1, together with the form prescribed by 18

C.F.R. § 34.4(e) for the computation of interest coverage. Exhibit E demonstrates that each Applicant will have an interest coverage ratio greater than 2.0 under the *pro forma* calculations that reflect the proposed issuances described herein.

Exhibit F: Not applicable.

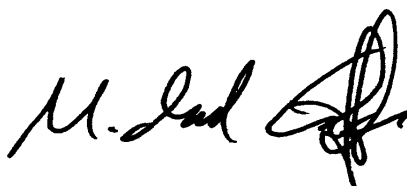
V. REQUEST FOR WAIVER OR EXEMPTION FROM COMPETITIVE BIDDING RULES

Under § 34.2(b) (3) of the FERC's regulations, the competitive bidding and negotiated private placement requirements of § 34.2(a) do not apply to the placement of securities (such as Short-Term Debt) having maturities of one year or less.

VI. CONCLUSION

For the reasons discussed in this application, Applicants request FERC to authorize them pursuant to FPA § 204 to issue and sell short-term debt securities up to the limits identified in this application during the period beginning as of October 31, 2011 and ending two years thereafter. Applicants also request waiver of, or exemption from, FERC's competitive bidding requirements set forth at 18 C.F.R. § 34.2.

Respectfully submitted,



By: _____

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Attorneys for Entergy Services, Inc.,
on behalf of
Entergy Arkansas, Inc.,
Entergy Gulf States Louisiana, L.L.C.,
Entergy Louisiana, LLC,
Entergy Mississippi, Inc.,
Entergy New Orleans, Inc.,
Entergy Texas, Inc.,
and System Energy Resources, Inc.

Dated: July 28, 2011

UNITED STATES OF AMERICA
BEFORE THE
FEDERAL ENERGY REGULATORY COMMISSION

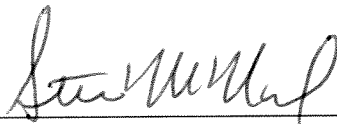
Entergy Services, Inc., on behalf of)	Docket No. ES11-____
Entergy Arkansas, Inc.)	
Entergy Gulf States Louisiana, L.L.C.)	
Entergy Louisiana, LLC)	
Entergy Mississippi, Inc.)	
Entergy New Orleans, Inc.)	
Entergy Texas, Inc.)	
System Energy Resources, Inc.)	

APPLICATION FOR AUTHORIZATIONS UNDER
FEDERAL POWER ACT § 204


VERIFICATION

STATE OF LOUISIANA)
) SS
PARISH OF ORLEANS)

Steven C. McNeal, being duly sworn, deposes and says that he is Vice President and Treasurer of Entergy Services, Inc.; that he has read the Application and knows the contents thereof; and that all the statements contained therein are true and correct to the best of his knowledge and belief.

By: 
Steven C. McNeal

Subscribed and sworn to before me
this 28th day of July, 2011


Notary Public

Mark Grafton Otts
Notary Public # 4430
State of Louisiana
Parish of Jefferson
My Commission is issued for life

MARK GRAFTON OTTS
Notary Public ID No. 4430
State of Louisiana
Commission Issued For Life

Exhibit A

**Statement of Organizational Purposes
From Each Applicant's
Articles of Incorporation or Articles of Organization**

Exhibit A – Entergy Arkansas, Inc.

Entergy Arkansas, Inc.

**Second Amended and Restated Articles of Incorporation
Statement of Corporate Purposes**

THIRD: Purposes. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Arkansas Business Corporation Act. The primary purpose for which the Corporation is organized, which is provided for informational purposes only and shall not limit the purposes provided in the Arkansas Business Corporation Act, is to engage in the business of constructing, holding, operating, and maintaining (i) telephone, telegraph, radio, wireless and other systems, facilities, structures and devices for the receipt and transmission of sounds and signals, (ii) inter-urban, city and street railways, railroads, and bus lines, and (iii) systems, facilities, structures and devices for the manufacture, production, transmission, distribution, control, storage, purchase, sale, supply and application of electricity, gas, water, steam, ice, refrigeration, and power.

Exhibit A – Entergy Gulf States Louisiana, L.L.C.

Entergy Gulf States Louisiana, L.L.C.

**Articles of Organization
Statement of Organizational Purposes**

ARTICLE II

Purpose

The purpose of the company is to engage in any lawful activity for which limited liability companies may be formed under the Limited Liabilities Company Law of Louisiana, La R.S. 12:1301 et. seq.

Entergy Louisiana, LLC

**Articles of Organization
Statement of Organizational Purposes**

ARTICLE 4

The objects and purposes of this Company and for which the Company is organized are stated and declared to be to engage in any lawful activity for which limited liability companies may be formed under the Texas Limited Liability Company Act (the “Act”), including specifically, but not by way of limitation, the purchasing or otherwise acquiring, holding, mortgaging or otherwise encumbering, and selling or otherwise alienating of real estate and all forms of immovable property, as well as all forms of personal and mixed property; and further, and without in any way limiting the foregoing, the Company shall have all powers which limited liability companies may have, and may carry on all businesses of any and every nature and kind which limited liability companies may have, and may carry on all businesses of any and every nature and kind which limited liability companies may carry on, under the Act, including, but not by way of limitation, the following business or businesses:

To acquire, buy, hold, own, sell, lease, exchange, dispose of, pledge, mortgage, encumber, hypothecate, finance, deal in, construct, build, install, equip, improve, use, operate, maintain and work upon:

(a) Any and all kinds of plants and systems for the manufacture, production, generation, storage, utilization, purchase, sale, supply, transmission, distribution or disposition of electricity, gas or water, or power produced thereby;

(b) Any and all kinds of plants and systems for the manufacture of ice;

(c) Any and all kinds of works, power plants, structures, substations, systems, tracks, machinery, generators, motors, lamps, poles, pipes, wires, cables, conduits, apparatus, devices, equipment, supplies, articles and merchandise of every kind in anywise connected with or pertaining to the manufacture, production, generation, purchase, use, sale, supply, transmission, distribution, regulation, control or application of electricity, gas, water and power;

To acquire, buy, hold, own, sell, lease, exchange, dispose of, transmit, distribute, deal in, use, manufacture, produce, furnish and supply electricity, power, energy, gas, light, heat and water in any form and for any purposes whatsoever;

To purchase, acquire, develop, hold, own and dispose of lands, interests in and rights with respect to lands and waters and fixed and movable or personal property necessary or suitable for the carrying out of any of the foregoing powers;

To borrow money and contract debts when necessary for the transaction of the business of the Company or for the exercise of its rights, privileges or franchises or for any other lawful purpose of its organization; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times or payable upon the happening of a specified event or events, whether secured by mortgage, pledge, or otherwise, or unsecured, for money borrowed or in payment for property purchased or acquired or any other lawful objects;

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock or other evidences of ownership of, or any bonds, securities or evidences of indebtedness created by, any other entity or entities organized under the laws of the State of Texas or of any other state or government and formed for the purpose of carrying out any of the foregoing powers and, while the owner of such stock or other evidence of ownership, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon, and to do any acts designed to protect, preserve, improve or enhance the value of any property at any time held or controlled by the Company, or in which it may be at any time interested; and to organize or promote or facilitate the organization of subsidiary companies for the purpose of carrying out any of the foregoing powers;

To purchase, hold, sell and transfer units of its own membership interests, provided the units of its own membership interests owned by the Company shall not be voted upon directly or indirectly, nor counted as outstanding for the purposes of any members' quorum or vote;

To conduct business at one or more offices and hold, purchase, mortgage and convey real and personal property in the State of Texas and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and foreign countries;

In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trademarks and any licenses or other rights or interests therein and thereunder necessary for an in its opinion desirable for or in connection with the foregoing powers;

To purchase acquire, enjoy, hold, own and dispose of franchises, concessions, consents, privileges and licenses necessary for and in its opinion useful or desirable for or in connection with the foregoing powers; and

To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Organization or any amendment thereof or necessary or incidental to the protection and benefit of the Company.

Lack of capacity of the Company shall never be made the basis of any claim or defense at law or in equity.

Entergy Mississippi, Inc.

**Second Amended and Restated Articles of Incorporation
Statement of Corporate Purposes**

THIRD: The purpose or purposes which the Corporation is authorized to pursue are:

To acquire, buy, hold, own, sell, lease, exchange, dispose of, finance, deal in, construct, build, equip, improve, use, operate, maintain and work upon:

(a) Any and all kinds of plants and systems for the manufacture, production, storage, utilization, purchase, sale, supply, transmission, distribution or disposition of electricity, natural or artificial gas, water or steam, or power produced thereby, or of ice and refrigeration of any and every kind;

(b) Any and all kinds of telephone, telegraph, radio, wireless and other systems, facilities and devices for the receipt and transmission of sounds and signals, any and all kinds of interurban, city and street railways and railroads and bus lines for the transportation of passengers and/or freight, transmission lines, systems, appliances, equipment and devices and tracks, stations, buildings and other structures and facilities;

(c) Any and all kinds of works, power plants, manufactories, structures, substations, systems, tracks, machinery, generators, motors, lamps, poles, pipes, wires, cables, conduits, apparatus, devices, equipment, supplies, articles and merchandise of every kind pertaining to or in anywise connected with the construction, operation or maintenance of telephone, telegraph, radio, wireless and other systems, facilities and devices for the receipt and transmission of sounds and signals, or of interurban, city or street railways and railroads and bus lines, or in anywise connected with or pertaining to the manufacture, production, purchase, use, sale, supply, transmission, distribution, regulation, control or application of electricity, natural or artificial gas, water, steam, ice, refrigeration and power or any other purposes;

To acquire, buy, hold, own, sell, lease, exchange, dispose of, transmit, distribute, deal in, use, manufacture, produce, furnish and supply street and interurban railway and bus service, electricity, natural or artificial gas, light, heat, ice, refrigeration, water and steam in any form and for any purposes whatsoever, and any power or force or energy in any form and for any purposes whatsoever;

To buy, sell, manufacture, produce and generally deal in milk, cream and any articles or substances used or usable in or in connection with the manufacture and production of ice cream, ices, beverages and soda fountain supplies; to buy, sell, manufacture, produce and generally deal in ice cream and ices;

To acquire, organize, assemble, develop, build up and operate constructing and operating and other organizations and systems, and to hire, sell, lease, exchange, turn over, deliver and dispose of such organizations and systems in whole or in part and as going organizations and systems and otherwise, and to enter into and perform contracts, agreements and undertakings of any kind in connection with any or all the foregoing powers;

To do a general contracting business;

To purchase, acquire, develop, mine, explore, drill, hold, own and dispose of lands, interests in and rights with respect to lands and waters and fixed and movable property;

To borrow money and contract debts when necessary for the transaction of the business of the Corporation or for the exercise of its corporate rights, privileges or franchises or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times or payable upon the happening of a specified event or events, whether secured by mortgage, pledge or otherwise or unsecured, for money borrowed or in payment for property purchased or acquired or any other lawful objects;

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by, any other corporation or corporations of the State of Mississippi or any other state or government and, while the owner of such stock, to exercise all the rights, powers and privileges of individual ownership with respect thereto including the right to vote thereon, and to consent and otherwise act with respect thereto;

To aid in any manner any corporation or association, domestic or foreign, or any firm or individual, any shares of stock in which or any bonds, debentures, notes, securities, evidences of indebtedness, contracts or obligations of which are held by or for the Corporation or in which or in the welfare of which the Corporation shall have any interest, and to do any acts designed to protect, preserve, improve or enhance the value of any property at any time held or controlled by the Corporation, or in which it may be at any time interested; and to organize or promote or facilitate the organization of subsidiary companies;

To purchase, hold, sell and transfer shares of its own capital stock, provided that the Corporation shall not purchase its own shares of capital stock except from surplus of its assets over its liabilities including capital; and provided, further, that the shares of its own capital stock owned by the Corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purposes of any stockholders' quorum or vote;

In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trade-marks and any licenses or other rights or interests therein and thereunder;

To purchase, acquire, hold, own or dispose of franchises, concessions, consents, privileges and licenses necessary for and in its opinion useful or desirable for or in connection with the foregoing powers;

To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Second Amended and Restated Articles of Incorporation or any amendment thereof or necessary or incidental to the protection and benefits of the Corporation, and in general to carry on any lawful business necessary or not incidental to the attainment of the objects of the Corporation whether or not such business is similar in nature to the objects set forth in these Second Amended and Restated Articles of Incorporation or any amendment thereof.

To do any or all things herein set forth, to the same extent and as fully as natural persons might or could do, and in any part of the world, and as principal, agent, contractor or otherwise, and either alone or in conjunction with any other persons, firms, associations or corporations;

To conduct its business in all its branches in the State of Mississippi, other states, the District of Columbia, the territories and colonies of the United States, and any foreign countries, and to have one or more offices out of the State of Mississippi and to hold, purchase, mortgage and convey real and personal property both within and without the State of Mississippi; provided, however, that the Corporation shall not exercise any of the powers set forth herein for the purpose of engaging in business as a street railway, telegraph or telephone company unless prior thereto this Article THIRD shall have been amended to set forth a description of the line and the points it will traverse.

Exhibit A – Entergy New Orleans, Inc.

Entergy New Orleans, Inc.

**Amended and Restated Articles of Incorporation
Statement of Corporate Purposes**

FIRST: The name of the Corporation shall be “ENTERGY NEW ORLEANS, INC.”, and said Corporation shall have, possess and exercise all the rights, powers, privileges, immunities and franchises of the corporations, parties hereto, and shall be subject to all the duties and obligations of said respective corporations; it shall have, enjoy and be possessed of all of the property, real, personal and mixed, of every kind and nature, owned, possessed and enjoyed by same, in such form and denominations and bearing such interest as the Board of Directors may determine, and to secure payment thereof by mortgage of every and all of the property, franchises, rights, privileges and immunities of said Corporation at the time of the consolidation acquired or thereafter to be acquired and of the companies, parties hereto; to do all acts and things which said companies so consolidated or any of them might have done previous to said consolidation, and the further right to consolidate with any other street railway company, electric company or gas light company, or any other consolidated company.

FOURTH: The objects and purposes for which this Corporation is established to engage in any lawful activity for which corporations may be formed under the Business Corporation Law of the Louisiana.

Exhibit A – Entergy Texas, Inc.

Entergy Texas, Inc.

**Articles of Incorporation
Statement of Corporate Purposes**

ARTICLE 4

The objects and purposes of the Corporation and for which the Corporation is organized are stated and declared to engage in any lawful activity for which corporations may be formed under the Texas Business Organizations Code (the “Code”).

Exhibit A – System Energy Resources, Inc.

System Energy Resources, Inc.

**Amended and Restated Articles of Incorporation
Statement of Corporate Purposes**

FOURTH: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Arkansas Business Corporation Act. The primary purposes for which the Corporation is organized, which are provided for informational purposes only and shall not limit the purposes provided in the Arkansas Business Corporation Act, are as follows:

- 1) To generate and to sell or otherwise dispose of electric power and energy;
- 2) To acquire, operate or engage in any business which may be necessary, appropriate, convenient or incidental to either of the foregoing;
- 3) To conduct business, have one or more offices, hold, acquire by purchase, lease or otherwise, and to construct, extend, own, finance, deal in, sell, mortgage or otherwise dispose of, maintain, manage and operate all property, real, personal and mixed, which may be necessary, appropriate, convenient or incidental to such business or businesses in the State of Arkansas and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in foreign countries;
- 4) To act as agent, operator, manager, broker or factor for any person, individual, firm, corporation or other bodies; and
- 5) To do any and all things herein set forth, to the same extent and as fully as natural persons might or could do, in any part of the world, as principal, agent, contractor or otherwise, and either alone or in conjunction with any other person, firm, association or corporation.

**Form of Unanimous Written Consent to be
Adopted by Each Applicant's Board of Directors**

**Unanimous Written Consent Of
Entergy Arkansas, Inc.
Board of Directors**

Effective Date: [], 2011

The undersigned, being all of the Directors of Entergy Arkansas, Inc., an Arkansas corporation (the "Company"), do hereby waive all notice and the holding of a meeting, and pursuant to the provisions of Ark. Code Ann. § 4-27-821, do hereby take the following actions without a meeting and consent to such actions by our execution of the consent intending to have the same force and effect as a unanimous vote at a meeting:

WHEREAS, the issuance of short-term debt securities by the Company through a cash management arrangement (referred to as the "Money Pool") and the issuance of other short-term debt securities are subject to the requirements of Sections 204 and 203, respectively, of the Federal Power Act (the "Act"), effective February 8, 2006; and

WHEREAS, Entergy Services, Inc. ("ESI") on behalf of the Company has filed an application (the "FERC Application") with the Federal Energy Regulatory Commission (the "FERC") requesting authorization, among other things, for the Company, from time to time, during the period from October 31, 2011, the requested effective date of the FERC's Order issued in response to the FERC Application (the "FERC Order"), through October 31, 2013 (except as otherwise provided by the FERC) (the "Authorization Period"), to make unsecured short-term borrowings through the Money Pool, to issue short-term debt securities in connection with borrowings to Entergy Corporation ("Entergy") pursuant to direct unilateral borrowing arrangements, and to issue short-term debt pursuant to borrowings from commercial banks and through the issuance of commercial paper, up to an aggregate amount at any one time outstanding of \$250 million; and

WHEREAS, it is necessary and appropriate for the Company to authorize and ratify the actions of the officers of the Company in preparing, executing and filing the FERC Application and, subject to receipt of the requested approval of the FERC under the Act, to authorize the officers of the Company to undertake from time to time during the Authorization Period, the financing transactions, which are the subject of such FERC Application:

NOW THEREFORE BE IT:

RESOLVED, that subject to the requisite authorization of the FERC under the Act and to the requirements of the Entergy System Approval Authority Policy (the "ESAAP"), the officers of the Company be, and they hereby are, authorized on behalf of the Company to issue and sell, from time to time, during the Authorization Period: (a) promissory note(s) of the Company, payable on demand (or otherwise on such date or dates as said officers in their discretion deem advisable) to ESI, as agent for the company or companies lending funds, for the purpose of effecting loans from those companies participating in the Money Pool; (b) promissory note(s) of the Company, payable to Entergy (and/or other related loan documentation), for the purpose of effecting short-term loans from Entergy, pursuant to one or more direct, unilateral lending arrangements; (c) promissory notes of the Company, payable to the lending bank or banks

(and/or other related loan documentation), for the purpose of effecting short-term loans from one or more commercial banks; and (d) commercial paper of the Company to one or more dealers, up to an aggregate amount of all such securities at any one time outstanding of \$250 million; and further

RESOLVED, that subject to the requisite authorization of the FERC under the Act, and the requirements of the ESAAP, the officers of the Company be, and they hereby are, authorized, on behalf of the Company, from time to time through the Authorization Period, to make short-term loans through the Money Pool, and in consideration thereof, to direct ESI as agent for the Company, to acquire promissory notes of the borrowing company or companies, payable upon demand or otherwise on such date or dates as such officers in their discretion deem advisable and to enter into any agreements or related amendments evidencing the Money Pool ; and further

RESOLVED, that the officers of the Company be, and they are hereby are, authorized on behalf of the Company to grant a security interest in the Company's accounts receivable from its retail electric utility customers to secure the Company's obligations to one or more commercial banks; and further

RESOLVED, that the officers of the Company be, and they hereby are, authorized on behalf of the Company to sign, execute, deliver and/or file any and all such papers and documents and to do and perform any and all such acts and things, as they deem necessary, proper or desirable to effectuate and carry out the purposes of the foregoing resolutions; and further

RESOLVED, that (i) the actions of the officers of the Company in preparing, executing and filing the FERC Application, and (ii) any actions heretofore taken by the officers of the Company in furtherance of the transactions authorized by the above resolutions be, and the same hereby are, in all respects, approved, certified and confirmed.

The undersigned constituting all of the members of the Board do hereby consent to and approve the adoption of the foregoing resolutions effective as of the date first written above. This Consent may be executed in any number of counterparts, each of which shall be deemed an original and all of which together shall constitute one instrument.

[Signature Page Follows]

**Unanimous Written Consent Of
Entergy Arkansas, Inc.
Board of Directors**

Effective Date: [], 2011

DIRECTORS:

Hugh T. McDonald

Leo P. Denault

Mark T. Savoff

Gary J. Taylor

Hugh T. McDonald

Leo P. Denault

Mark T. Savoff

Gary J. Taylor

**Unanimous Written Consent Of
Entergy Gulf States Louisiana, L.L.C.
Board of Directors**

Effective Date: [], 2011

The undersigned, being all of the Directors of Entergy Gulf States Louisiana, L.L.C., a Louisiana limited liability company (the “Company”), do hereby unanimously consent, pursuant to Section 9.10 of the Company’s Operating Agreement, to the adoption, and do hereby adopt, the following resolutions without a meeting and consent to such actions by our execution of this consent, intending it to have the same force and effect as a unanimous vote at a meeting

WHEREAS, the issuance of short-term debt securities by the Company through a cash management arrangement (referred to as the “Money Pool”) and the issuance of other short-term debt securities are subject to the requirements of Sections 204 and 203, respectively, of the Federal Power Act (the “Act”), effective February 8, 2006; and

WHEREAS, Entergy Services, Inc. (“ESI”) on behalf of the Company has filed an application (the “FERC Application”) with the Federal Energy Regulatory Commission (the “FERC”) requesting authorization, among other things, for the Company, from time to time, during the period from October 31, 2011, the requested effective date of the FERC’s Order issued in response to the FERC Application (the “FERC Order”), through October 31, 2013 (except as otherwise provided by the FERC) (the “Authorization Period”), to make unsecured short-term borrowings through the Money Pool, to issue short-term debt securities in connection with borrowings to Entergy Corporation (“Entergy”) or EGS Holdings, Inc. (“EGS Holdings”) pursuant to direct unilateral borrowing arrangements, and to issue short-term debt pursuant to borrowings from commercial banks and through the issuance of commercial paper, up to an aggregate amount at any one time outstanding of \$200 million; and

WHEREAS, it is necessary and appropriate for the Company to authorize and ratify the actions of the officers of the Company in preparing, executing and filing the FERC Application and, subject to receipt of the requested approval of the FERC under the Act, to authorize the officers of the Company to undertake from time to time during the Authorization Period, the financing transactions, which are the subject of such FERC Application:

NOW THEREFORE BE IT:

RESOLVED, that subject to the requisite authorization of the FERC under the Act and to the requirements of the Entergy System Approval Authority Policy (the “ESAAP”), the officers of the Company be, and they hereby are, authorized on behalf of the Company to issue and sell, from time to time, during the Authorization Period: (a) promissory note(s) of the Company, payable on demand (or otherwise on such date or dates as said officers in their discretion deem advisable) to ESI, as agent for the company or companies lending funds, for the purpose of effecting loans from those companies participating in the Money Pool; (b) promissory note(s) of the Company, payable to Entergy or EGS Holdings (and/or other related loan documentation), for the purpose of effecting short-term loans from Entergy or EGS Holdings, pursuant to one or more direct, unilateral lending arrangements; (c) promissory notes of the Company, payable to

the lending bank or banks (and/or other related loan documentation), for the purpose of effecting short-term loans from one or more commercial banks; and (d) commercial paper of the Company to one or more dealers, up to an aggregate amount of all such securities at any one time outstanding of \$200 million; and further

RESOLVED, that subject to the requisite authorization of the FERC under the Act, and the requirements of the ESAAP, the officers of the Company be, and they hereby are, authorized, on behalf of the Company, from time to time through the Authorization Period, to make short-term loans through the Money Pool, and in consideration thereof, to direct ESI as agent for the Company, to acquire promissory notes of the borrowing company or companies, payable upon demand or otherwise on such date or dates as such officers in their discretion deem advisable and to enter into any agreements or related amendments evidencing the Money Pool; and further

RESOLVED, that the officers of the Company be, and they are hereby are, authorized on behalf of the Company to grant a security interest in the Company's accounts receivable from its retail electric utility customers to secure the Company's obligations to one or more commercial banks; and further

RESOLVED, that the officers of the Company be, and they hereby are, authorized on behalf of the Company to sign, execute, deliver and/or file any and all such papers and documents and to do and perform any and all such acts and things, as they deem necessary, proper or desirable to effectuate and carry out the purposes of the foregoing resolutions; and further

RESOLVED, that (i) the actions of the officers of the Company in preparing, executing and filing the FERC Application, and (ii) any actions heretofore taken by the officers of the Company in furtherance of the transactions authorized by the above resolutions be, and the same hereby are, in all respects, approved, certified and confirmed.

The undersigned constituting all of the members of the Board do hereby consent to and approve the adoption of the foregoing resolutions effective as of the date first written above. This Consent may be executed in any number of counterparts, each of which shall be deemed an original and all of which together shall constitute one instrument.

[Signature Page Follows]

**Unanimous Written Consent Of
Entergy Gulf States Louisiana, LLC
Board of Directors**

Effective Date: [], 2011

DIRECTORS:

William M. Mohl

Leo P. Denault

Mark T. Savoff

Gary J. Taylor

W illiam M. Mohl

Leo P. Denault

Mark T. Savoff

Gary J. Taylor

**Unanimous Written Consent Of
Entergy Louisiana, LLC
Board of Directors**

Effective Date: [], 2011

The undersigned, being all of the Directors of Entergy Louisiana, LLC, a Texas limited liability company (the “Company”), do hereby unanimously consent, pursuant to Article 9.10B of the Texas Business Corporation Act, to the adoption, and do hereby adopt, the following resolutions without a meeting and consent to such actions by our execution of this consent, intending it to have the same force and effect as a unanimous vote at a meeting

WHEREAS, the issuance of short-term debt securities by the Company through a cash management arrangement (referred to as the “Money Pool”) and the issuance of other short-term debt securities are subject to the requirements of Sections 204 and 203, respectively, of the Federal Power Act (the “Act”), effective February 8, 2006; and

WHEREAS, Entergy Services, Inc. (“ESI”) on behalf of the Company has filed an application (the “FERC Application”) with the Federal Energy Regulatory Commission (the “FERC”) requesting authorization, among other things, for the Company, from time to time, during the period from October 31, 2011, the requested effective date of the FERC’s Order issued in response to the FERC Application (the “FERC Order”), through October 31, 2013 (except as otherwise provided by the FERC) (the “Authorization Period”), to make unsecured short-term borrowings through the Money Pool, to issue short-term debt securities in connection with borrowings to Entergy Corporation (“Entergy”) or Entergy Louisiana Holdings, Inc. (“Entergy Louisiana Holdings”) pursuant to direct unilateral borrowing arrangements, and to issue short-term debt pursuant to borrowings from commercial banks and through the issuance of commercial paper, up to an aggregate amount at any one time outstanding of \$250 million; and

WHEREAS, it is necessary and appropriate for the Company to authorize and ratify the actions of the officers of the Company in preparing, executing and filing the FERC Application and, subject to receipt of the requested approval of the FERC under the Act, to authorize the officers of the Company to undertake from time to time during the Authorization Period, the financing transactions, which are the subject of such FERC Application:

NOW THEREFORE BE IT:

RESOLVED, that subject to the requisite authorization of the FERC under the Act and to the requirements of the Entergy System Approval Authority Policy (the “ESAAP”), the officers of the Company be, and they hereby are, authorized on behalf of the Company to issue and sell, from time to time, during the Authorization Period: (a) promissory note(s) of the Company, payable on demand (or otherwise on such date or dates as said officers in their discretion deem advisable) to ESI, as agent for the company or companies lending funds, for the purpose of effecting loans from those companies participating in the Money Pool; (b) promissory note(s) of the Company, payable to Entergy or Entergy Louisiana Holdings (and/or other related loan documentation), for the purpose of effecting short-term loans from Entergy or Entergy Louisiana Holdings, pursuant to one or more direct, unilateral lending arrangements; (c) promissory notes

of the Company, payable to the lending bank or banks (and/or other related loan documentation), for the purpose of effecting short-term loans from one or more commercial banks; and (d) commercial paper of the Company to one or more dealers, up to an aggregate amount of all such securities at any one time outstanding of \$250 million; and further

RESOLVED, that subject to the requisite authorization of the FERC under the Act, and the requirements of the ESAAP, the officers of the Company be, and they hereby are, authorized, on behalf of the Company, from time to time through the Authorization Period, to make short-term loans through the Money Pool, and in consideration thereof, to direct ESI as agent for the Company, to acquire promissory notes of the borrowing company or companies, payable upon demand or otherwise on such date or dates as such officers in their discretion deem advisable and to enter into any agreements or related amendments evidencing the Money Pool; and further

RESOLVED, that the officers of the Company be, and they are hereby are, authorized on behalf of the Company to grant a security interest in the Company's accounts receivable from its retail electric utility customers to secure the Company's obligations to one or more commercial banks; and further

RESOLVED, that the officers of the Company be, and they hereby are, authorized on behalf of the Company to sign, execute, deliver and/or file any and all such papers and documents and to do and perform any and all such acts and things, as they deem necessary, proper or desirable to effectuate and carry out the purposes of the foregoing resolutions; and further

RESOLVED, that (i) the actions of the officers of the Company in preparing, executing and filing the FERC Application, and (ii) any actions heretofore taken by the officers of the Company in furtherance of the transactions authorized by the above resolutions be, and the same hereby are, in all respects, approved, certified and confirmed.

The undersigned constituting all of the members of the Board do hereby consent to and approve the adoption of the foregoing resolutions effective as of the date first written above. This Consent may be executed in any number of counterparts, each of which shall be deemed an original and all of which together shall constitute one instrument.

[Signature Page Follows]

**Unanimous Written Consent Of
Entergy Louisiana, LLC
Board of Directors**

Effective Date: [], 2011

DIRECTORS:

William M. Mohl

Leo P. Denault

Mark T. Savoff

Gary J. Taylor

William M. Mohl

Leo P. Denault

Mark T. Savoff

Gary J. Taylor

**Unanimous Written Consent Of
Entergy Mississippi, Inc.
Board of Directors**

Effective Date: [], 2011

The undersigned, being all of the Directors of Entergy Mississippi, Inc., a Mississippi corporation (the "Company"), do hereby waive all notice and the holding of a meeting, and pursuant to the provisions of Miss. Code Ann. § 79-4-8.21, do hereby take the following actions without a meeting and consent to such actions by our execution of this consent, intending it to have the same force and effect as a unanimous vote at a meeting

WHEREAS, the issuance of short-term debt securities by the Company through a cash management arrangement (referred to as the "Money Pool") short-term debt securities and the issuance of other short-term debt securities are subject to the requirements of Sections 204 and 203, respectively, of the Federal Power Act (the "Act"), effective February 8, 2006; and

WHEREAS, Entergy Services, Inc. ("ESI") on behalf of the Company has filed an application (the "FERC Application") with the Federal Energy Regulatory Commission (the "FERC") requesting authorization, among other things, for the Company, from time to time, during the period from October 31, 2011, the requested effective date of the FERC's Order issued in response to the FERC Application (the "FERC Order"), through October 31, 2013 (except as otherwise provided by the FERC) (the "Authorization Period"), to make unsecured short-term borrowings through the Money Pool, to issue short-term debt securities in connection with borrowings to Entergy Corporation ("Entergy") pursuant to direct unilateral borrowing arrangements, and to issue short-term debt pursuant to borrowings from commercial banks and through the issuance of commercial paper, up to an aggregate amount at any one time outstanding of \$175 million; and

WHEREAS, it is necessary and appropriate for the Company to authorize and ratify the actions of the officers of the Company in preparing, executing and filing the FERC Application and, subject to receipt of the requested approval of the FERC under the Act, to authorize the officers of the Company to undertake from time to time during the Authorization Period, the financing transactions, which are the subject of such FERC Application:

NOW THEREFORE BE IT:

RESOLVED, that subject to the requisite authorization of the FERC under the Act and to the requirements of the Entergy System Approval Authority Policy (the "ESAAP"), the officers of the Company be, and they hereby are, authorized on behalf of the Company to issue and sell, from time to time, during the Authorization Period: (a) promissory note(s) of the Company, payable on demand (or otherwise on such date or dates as said officers in their discretion deem advisable) to ESI, as agent for the company or companies lending funds, for the purpose of effecting loans from those companies participating in the Money Pool; (b) promissory note(s) of the Company, payable to Entergy (and/or other related loan documentation), for the purpose of effecting short-term loans from Entergy, pursuant to one or more direct, unilateral lending arrangements; (c) promissory notes of the Company, payable to the lending bank or banks

(and/or other related loan documentation), for the purpose of effecting short-term loans from one or more commercial banks; and (d) commercial paper of the Company to one or more dealers, up to an aggregate amount of all such securities at any one time outstanding of \$175 million; and further

RESOLVED, that subject to the requisite authorization of the FERC under the Act, and the requirements of the ESAAP, the officers of the Company be, and they hereby are, authorized, on behalf of the Company, from time to time through the Authorization Period, to make short-term loans through the Money Pool, and in consideration thereof, to direct ESI as agent for the Company, to acquire promissory notes of the borrowing company or companies, payable upon demand or otherwise on such date or dates as such officers in their discretion deem advisable and to enter into any agreements or related amendments evidencing the Money Pool; and further

RESOLVED, that the officers of the Company be, and they are hereby are, authorized on behalf of the Company to grant a security interest in the Company's accounts receivable from its retail electric utility customers to secure the Company's obligations to one or more commercial banks; and further

RESOLVED, that the officers of the Company be, and they hereby are, authorized on behalf of the Company to sign, execute, deliver and/or file any and all such papers and documents and to do and perform any and all such acts and things, as they deem necessary, proper or desirable to effectuate and carry out the purposes of the foregoing resolutions; and further

RESOLVED, that (i) the actions of the officers of the Company in preparing, executing and filing the FERC Application, and (ii) any actions heretofore taken by the officers of the Company in furtherance of the transactions authorized by the above resolutions be, and the same hereby are, in all respects, approved, certified and confirmed.

The undersigned constituting all of the members of the Board do hereby consent to and approve the adoption of the foregoing resolutions effective as of the date first written above. This Consent may be executed in any number of counterparts, each of which shall be deemed an original and all of which together shall constitute one instrument.

[Signature Page Follows]

**Unanimous Written Consent Of
Entergy Mississippi, Inc.
Board of Directors**

Effective Date: [], 2011

DIRECTORS:

Haley R. Fisackerly

Leo P. Denault

Mark T. Savoff

Gary J. Taylor

Haley R. Fisackerly

Leo P. Denault

Mark T. Savoff

Gary J. Taylor

**Unanimous Written Consent Of
Entergy New Orleans, Inc.
Board of Directors**

Effective Date: [], 2011

The undersigned being all the Directors of Entergy New Orleans, Inc., a Louisiana corporation (the "Company"), do hereby waive all notice and the holding of a meeting, and pursuant to the provisions of LA. R.S. 12:81C.(9) and Article III Section 5 of the Company's bylaws, do hereby take the following actions without a meeting and consent to such actions by our execution of this consent, intending it to have the same force and effect as a unanimous vote at a meeting

WHEREAS, the issuance of short-term debt securities by the Company through a cash management arrangement (referred to as the "Money Pool") short-term debt securities and the issuance of other short-term debt securities are subject to the requirements of Sections 204 and 203, respectively, of the Federal Power Act (the "Act"), effective February 8, 2006; and

WHEREAS, Entergy Services, Inc. ("ESI") on behalf of the Company has filed an application (the "FERC Application") with the Federal Energy Regulatory Commission (the "FERC") requesting authorization, among other things, for the Company, from time to time, during the period from October 31, 2011, the requested effective date of the FERC's Order issued in response to the FERC Application (the "FERC Order"), through October 31, 2013 (except as otherwise provided by the FERC) (the "Authorization Period"), to make unsecured short-term borrowings through the Money Pool, to issue short-term debt securities in connection with borrowings to Entergy Corporation ("Entergy") pursuant to direct unilateral borrowing arrangements, and to issue short-term debt pursuant to borrowings from commercial banks and through the issuance of commercial paper, up to an aggregate amount at any one time outstanding of \$100 million; and

WHEREAS, it is necessary and appropriate for the Company to authorize and ratify the actions of the officers of the Company in preparing, executing and filing the FERC Application and, subject to receipt of the requested approval of the FERC under the Act, to authorize the officers of the Company to undertake from time to time during the Authorization Period, the financing transactions, which are the subject of such FERC Application:

NOW THEREFORE BE IT:

RESOLVED, that subject to the requisite authorization of the FERC under the Act and to the requirements of the Entergy System Approval Authority Policy (the "ESAAP"), the officers of the Company be, and they hereby are, authorized on behalf of the Company to issue and sell, from time to time, during the Authorization Period: (a) promissory note(s) of the Company, payable on demand (or otherwise on such date or dates as said officers in their discretion deem advisable) to ESI, as agent for the company or companies lending funds, for the purpose of effecting loans from those companies participating in the Money Pool; (b) promissory note(s) of the Company, payable to Entergy (and/or other related loan documentation), for the purpose of effecting short-term loans from Entergy, pursuant to one or more direct, unilateral lending

arrangements; (c) promissory notes of the Company, payable to the lending bank or banks (and/or other related loan documentation), for the purpose of effecting short-term loans from one or more commercial banks; and (d) commercial paper of the Company to one or more dealers, up to an aggregate amount of all such securities at any one time outstanding of \$100 million; and further

RESOLVED, that subject to the requisite authorization of the FERC under the Act, and the requirements of the ESAAP, the officers of the Company be, and they hereby are, authorized, on behalf of the Company, from time to time through the Authorization Period, to make short-term loans through the Money Pool, and in consideration thereof, to direct ESI as agent for the Company, to acquire promissory notes of the borrowing company or companies, payable upon demand or otherwise on such date or dates as such officers in their discretion deem advisable and to enter into any agreements or related amendments evidencing the Money Pool; and further

RESOLVED, that the officers of the Company be, and they are hereby are, authorized on behalf of the Company to grant a security interest in the Company's accounts receivable from its retail electric utility customers to secure the Company's obligations to one or more commercial banks; and further

RESOLVED, that the officers of the Company be, and they hereby are, authorized on behalf of the Company to sign, execute, deliver and/or file any and all such papers and documents and to do and perform any and all such acts and things, as they deem necessary, proper or desirable to effectuate and carry out the purposes of the foregoing resolutions; and further

RESOLVED, that (i) the actions of the officers of the Company in preparing, executing and filing the FERC Application, and (ii) any actions heretofore taken by the officers of the Company in furtherance of the transactions authorized by the above resolutions be, and the same hereby are, in all respects, approved, certified and confirmed.

The undersigned constituting all of the members of the Board do hereby consent to and approve the adoption of the foregoing resolutions effective as of the date first written above. This Consent may be executed in any number of counterparts, each of which shall be deemed an original and all of which together shall constitute one instrument.

[Signature Page Follows]

**Unanimous Written Consent Of
Entergy New Orleans, Inc.
Board of Directors**

Effective Date: [], 2011

DIRECTORS:

Charles L. Rice
Gary J. Taylor
Roderick K. West

Charles L. Rice

Gary J. Taylor

Roderick K. West

**Unanimous Written Consent Of
Entergy Texas, Inc.
Board of Directors**

Effective Date: [], 2011

The undersigned, being all of the Directors of Entergy Texas, Inc., a Texas corporation (the "Company"), do hereby unanimously consent, pursuant to Article 9.10B of the Texas Business Corporation Act, to the adoption, and do hereby adopt, the following resolutions without a meeting and consent to such actions by our execution of this consent, intending it to have the same force and effect as a unanimous vote at a meeting

WHEREAS, the issuance of short-term debt securities by the Company through a cash management arrangement (referred to as the "Money Pool") short-term debt securities and the issuance of other short-term debt securities are subject to the requirements of Sections 204 and 203, respectively, of the Federal Power Act (the "Act"), effective February 8, 2006; and

WHEREAS, Entergy Services, Inc. ("ESI") on behalf of the Company has filed an application (the "FERC Application") with the Federal Energy Regulatory Commission (the "FERC") requesting authorization, among other things, for the Company, from time to time, during the period from October 31, 2011, the requested effective date of the FERC's Order issued in response to the FERC Application (the "FERC Order"), through October 31, 2013 (except as otherwise provided by the FERC) (the "Authorization Period"), to make unsecured short-term borrowings through the Money Pool, to issue short-term debt securities in connection with borrowings to Entergy Corporation ("Entergy") pursuant to direct unilateral borrowing arrangements, and to issue short-term debt pursuant to borrowings from commercial banks and through the issuance of commercial paper, up to an aggregate amount at any one time outstanding of \$200 million; and

WHEREAS, it is necessary and appropriate for the Company to authorize and ratify the actions of the officers of the Company in preparing, executing and filing the FERC Application and, subject to receipt of the requested approval of the FERC under the Act, to authorize the officers of the Company to undertake from time to time during the Authorization Period, the financing transactions, which are the subject of such FERC Application:

NOW THEREFORE BE IT:

RESOLVED, that subject to the requisite authorization of the FERC under the Act and to the requirements of the Entergy System Approval Authority Policy (the "ESAAP"), the officers of the Company be, and they hereby are, authorized on behalf of the Company to issue and sell, from time to time, during the Authorization Period: (a) promissory note(s) of the Company, payable on demand (or otherwise on such date or dates as said officers in their discretion deem advisable) to ESI, as agent for the company or companies lending funds, for the purpose of effecting loans from those companies participating in the Money Pool; (b) promissory note(s) of the Company, payable to Entergy (and/or other related loan documentation), for the purpose of effecting short-term loans from Entergy, pursuant to one or more direct, unilateral lending arrangements; (c) promissory notes of the Company, payable to the lending bank or banks

(and/or other related loan documentation), for the purpose of effecting short-term loans from one or more commercial banks; and (d) commercial paper of the Company to one or more dealers, up to an aggregate amount of all such securities at any one time outstanding of \$200 million; and further

RESOLVED, that subject to the requisite authorization of the FERC under the Act, and the requirements of the ESAAP, the officers of the Company be, and they hereby are, authorized, on behalf of the Company, from time to time through the Authorization Period, to make short-term loans through the Money Pool, and in consideration thereof, to direct ESI as agent for the Company, to acquire promissory notes of the borrowing company or companies, payable upon demand or otherwise on such date or dates as such officers in their discretion deem advisable and to enter into any agreement or related amendments evidencing the Money Pool; and further

RESOLVED, that the officers of the Company be, and they are hereby are, authorized on behalf of the Company to grant a security interest in the Company's accounts receivable from its retail electric utility customers to secure the Company's obligations to one or more commercial banks; and further

RESOLVED, that the officers of the Company be, and they hereby are, authorized on behalf of the Company to sign, execute, deliver and/or file any and all such papers and documents and to do and perform any and all such acts and things, as they deem necessary, proper or desirable to effectuate and carry out the purposes of the foregoing resolutions; and further

RESOLVED, that (i) the actions of the officers of the Company in preparing, executing and filing the FERC Application, and (ii) any actions heretofore taken by the officers of the Company in furtherance of the transactions authorized by the above resolutions be, and the same hereby are, in all respects, approved, certified and confirmed.

The undersigned constituting all of the members of the Board do hereby consent to and approve the adoption of the foregoing resolutions effective as of the date first written above. This Consent may be executed in any number of counterparts, each of which shall be deemed an original and all of which together shall constitute one instrument.

[Signature Page Follows]

**Unanimous Written Consent Of
Entergy Texas, Inc.
Board of Directors**

Effective Date: [], 2011

DIRECTORS:

Leo P. Denault
Joseph F. Domino
Mark T. Savoff
Gary J. Taylor

Leo P. Denault

Joseph F. Domino

Mark T. Savoff

Gary J. Taylor

**Unanimous Written Consent Of
System Energy Resources, Inc.
Board of Directors**

Effective Date: [], 2011

The undersigned, being all of the Directors of System Energy Resources, Inc., an Arkansas corporation (the "Company"), do hereby waive all notice and the holding of a meeting, and pursuant to the provisions of Ark. Code Ann. § 4-27-821, do hereby take the following actions without a meeting and consent to such actions by our execution of this consent, intending it to have the same force and effect as a unanimous vote at a meeting

WHEREAS, the issuance of short-term debt securities by the Company through a cash management arrangement (referred to as the "Money Pool") short-term debt securities and the issuance of other short-term debt securities are subject to the requirements of Sections 204 and 203, respectively, of the Federal Power Act (the "Act"), effective February 8, 2006; and

WHEREAS, Entergy Services, Inc. ("ESI") on behalf of the Company has filed an application (the "FERC Application") with the Federal Energy Regulatory Commission (the "FERC") requesting authorization, among other things, for the Company, from time to time, during the period from October 31, 2011, the requested effective date of the FERC's Order issued in response to the FERC Application (the "FERC Order"), through October 31, 2013 (except as otherwise provided by the FERC) (the "Authorization Period"), to make unsecured short-term borrowings through the Money Pool, to issue short-term debt securities in connection with borrowings to Entergy Corporation ("Entergy") pursuant to direct unilateral borrowing arrangements, and to issue short-term debt pursuant to borrowings from commercial banks and through the issuance of commercial paper, up to an aggregate amount at any one time outstanding of \$200 million; and

WHEREAS, it is necessary and appropriate for the Company to authorize and ratify the actions of the officers of the Company in preparing, executing and filing the FERC Application and, subject to receipt of the requested approval of the FERC under the Act, to authorize the officers of the Company to undertake from time to time during the Authorization Period, the financing transactions, which are the subject of such FERC Application:

NOW THEREFORE BE IT:

RESOLVED, that subject to the requisite authorization of the FERC under the Act and to the requirements of the Entergy System Approval Authority Policy (the "ESAAP"), the officers of the Company be, and they hereby are, authorized on behalf of the Company to issue and sell, from time to time, during the Authorization Period: (a) promissory note(s) of the Company, payable on demand (or otherwise on such date or dates as said officers in their discretion deem advisable) to ESI, as agent for the company or companies lending funds, for the purpose of effecting loans from those companies participating in the Money Pool; (b) promissory note(s) of the Company, payable to Entergy (and/or other related loan documentation), for the purpose of effecting short-term loans from Entergy, pursuant to one or more direct, unilateral lending arrangements; (c) promissory notes of the Company, payable to the lending bank or banks

(and/or other related loan documentation), for the purpose of effecting short-term loans from one or more commercial banks; and (d) commercial paper of the Company to one or more dealers, up to an aggregate amount of all such securities at any one time outstanding of \$200 million; and further

RESOLVED, that subject to the requisite authorization of the FERC under the Act, and the requirements of the ESAAP, the officers of the Company be, and they hereby are, authorized, on behalf of the Company, from time to time through the Authorization Period, to make short-term loans through the Money Pool, and in consideration thereof, to direct ESI as agent for the Company, to acquire promissory notes of the borrowing company or companies, payable upon demand or otherwise on such date or dates as such officers in their discretion deem advisable and to enter into any agreements or related amendments evidencing the Money Pool; and further

RESOLVED, that the officers of the Company be, and they hereby are, authorized on behalf of the Company to sign, execute, deliver and/or file any and all such papers and documents and to do and perform any and all such acts and things, as they deem necessary, proper or desirable to effectuate and carry out the purposes of the foregoing resolutions; and further

RESOLVED, that (i) the actions of the officers of the Company in preparing, executing and filing the FERC Application, and (ii) any actions heretofore taken by the officers of the Company in furtherance of the transactions authorized by the above resolutions be, and the same hereby are, in all respects, approved, certified and confirmed.

The undersigned constituting all of the members of the Board do hereby consent to and approve the adoption of the foregoing resolutions effective as of the date first written above. This Consent may be executed in any number of counterparts, each of which shall be deemed an original and all of which together shall constitute one instrument.

[Signature Page Follows]

**Unanimous Written Consent Of
System Energy Resources, Inc.
Board of Directors**

Effective Date: [], 2011

DIRECTORS:

John T. Herron
Leo P. Denault
Steven C. McNeal

John T. Herron

Leo P. Denault

Steven C. McNeal

**Exhibit C
Exhibit D
Exhibit E**

**Balance Sheet for Each Applicant as of March 31, 2011,
on both an actual and *pro forma* basis,
in the form prescribed for the “Comparative
Balance Sheet” of FERC Form 1**

**Income Statement For Each Applicant as of and for
the twelve months ended March 31, 2011,
on both an actual and *pro forma* basis,
in the form prescribed for the “Statement of
Income for the Year” of FERC Form 1**

**Statements of Cash Flows and Computation of Interest Coverage
For Each Applicant as of and for the twelve months ended March 31, 2011,
on both an actual and *pro forma* basis, in the form prescribed
for the “Statement of Cash Flows” of FERC Form 1**

Entergy Arkansas, Inc.
 Exhibit C - Pro Forma Accounting Entries to Reflect the Proposed Transactions
 As of March 31, 2011
 (in Millions)

For Proposed Financing - Balance Sheet

Accounts	Debit	Credit
Temporary cash investments (136) (a)	250.0	
Note Payable (231)		75.0
Accounts payable to associated companies (234)		175.0

Entry to record the balance sheet effects of the proposed potential maximum issuance of \$250 million of short-term debt securities, in a mix of external and money pool borrowings, as if the issuances had occurred on March 31, 2011.

For Proposed Financing - Income Statement

Accounts	Debit	Credit
Interest on Debt to Associated Companies (430) (b)	8.8	
Other Interest Expense (431)	3.8	
Income Taxes - Federal (409.2)	0.4	
Income Taxes - Other (409.2)	0.1	
Interest and Dividend Income (419)		13.8
Cash (131)	0.7	

Entry to record the income statement effects of the security issuances described in entry (a) as if the issuances had occurred on April 1, 2010. The entry uses an estimated interest rate on borrowings of 5% per annum and assumes a return on investment at a rate of 5.5%.

ENTERGY ARKANSAS, INC
Exhibit C- PRO FORMA CONSOLIDATED BALANCE SHEET
March 31, 2011
(Unaudited) (\$ in millions)

	Energy Arkansas, Inc.	Pro Forma Entries to Reflect the Proposed Transactions	Energy Arkansas, Inc. after Proposed Transactions
UTILITY PLANT			
Utility Plant (101-106, 114)	\$ 7,799.5	\$ -	\$ 7,799.5
Construction Work in Progress (107)	159.1	-	159.1
TOTAL Utility Plant	7,958.6	-	7,958.6
(Less) Accumulated Provisions for Depreciation, Amortization and Depletion (108, 110, 111, 115)	3,754.0	-	3,754.0
Net Utility Plant	4,204.6	-	4,204.6
Nuclear Fuel in Process of Ref., Conv., Enrich., and Fab. (120.1)	63.2	-	63.2
Nuclear Fuel Under Capital Leases (120.6)	173.9	-	173.9
(Less) Accum. Prov. for Amort. Of Nucl. Fuel Assemblies (120.5)	(10.5)	-	(10.5)
Net Utility Plant	4,452.2	-	4,452.2
OTHER PROPERTY AND INVESTMENTS			
Nonutility Property (121)	1.8	-	1.8
(Less) Accumulated Provisions for Depreciation and Amortization (122)	0.1	-	0.1
Investment in Associated Companies (123)	-	-	-
Investment in Subsidiary Companies (123.1)	0.8	-	0.8
Other Investments (124)	3.0	-	3.0
Other Special funds (128)	547.6	-	547.6
TOTAL Other Property and Investments	553.1	-	553.1
CURRENT AND ACCRUED ASSETS			
Cash (131)	6.5	-	6.5
Special Deposits (132-134)	0.2	-	0.2
Working Fund (135)	0.1	-	0.1
Temporary Cash Investments (136)	22.2	250.0	272.2
Notes Receivable (141)	-	-	-
Customer Accounts Receivable (142)	73.2	-	73.2
Other Accounts Receivable (143)	61.2	-	61.2
(Less) Accumulated Provision for Uncollectible Accounts - Credit (144)	24.0	-	24.0
Accounts Receivable from Associated Companies (146)	56.4	-	56.4
Fuel Stock (151)	50.2	-	50.2
Fuel Stock Expenses Undistributed (152)	3.0	-	3.0
Plant Materials and Operating Supplies (154)	121.1	-	121.1
Allowances (158.1 and 158.2)	0.2	-	0.2
Stores Expense Undistributed (163)	18.8	-	18.8
Prepayments (165)	9.3	-	9.3
Interest and Dividends Receivable (171)	-	-	-
Accrued Utility Revenues (173)	61.2	-	61.2
Miscellaneous Current and Accrued Assets (174)	46.1	-	46.1
Derivative Instrument Assets (175)	-	-	-
Total Current and Accrued Assets	505.7	250.0	755.7
DEFERRED DEBITS			
Unamortized Debt Expense (181)	14.9	-	14.9
Unrecovered Plant and Regulatory Study Costs (182.2)	-	-	-
Other Regulatory Assets (182.3)	972.3	-	972.3
Clearing Accounts (184)	6.0	-	6.0
Miscellaneous Deferred Debits (186)	6.1	-	6.1
Unamortized Loss on Reacquired Debt (189)	37.2	-	37.2
Accumulated Deferred Income Taxes (190)	351.9	-	351.9
Total Deferred Debits	1,388.4	-	1,388.4
TOTAL ASSETS	\$6,899.4	\$250.0	\$7,149.4

ENTERGY ARKANSAS, INC
Exhibit C- PRO FORMA CONSOLIDATED BALANCE SHEET
March 31, 2011
(Unaudited) (\$ in millions)

	Energy Arkansas, Inc.	Pro Forma Entries to Reflect the Proposed Transactions	Entergy Arkansas, Inc. after Proposed Transactions
PROPRIETARY CAPITAL			
Common Stock Issued (201)	\$ 0.5	\$ -	\$ 0.5
Preferred Stock Issued (204)	116.4	-	116.4
Premium on Capital Stock (207)	3.4	-	3.4
Other Paid-In Capital (208-211)	586.8	-	586.8
(Less) Discount on Capital Stock (213)	-	-	-
(Less) Capital Stock Expense (214)	1.8	-	1.8
Retained Earnings (215, 215.1, 216)	825.8	-	825.8
Unappropriated Undistributed Subsidiary Earnings (216.1)	-	-	-
Total Proprietary Capital	<u>1,531.1</u>	<u>-</u>	<u>1,531.1</u>
LONG-TERM DEBT			
Bonds (221)	1,325.0	-	1,325.0
(Less) Reacquired Bonds (222)	-	-	-
Advances from Associated Companies (223)	-	-	-
Other Long-Term Debt (224)	280.7	-	280.7
Unamortized Premium on Long-Term Debt (225)	-	-	-
(Less) Unamortized Discount on Long-Term Debt (226)	0.8	-	0.8
Total Long-Term Debt	<u>1,604.9</u>	<u>-</u>	<u>1,604.9</u>
OTHER NONCURRENT LIABILITIES			
Obligations Under Capital Leases - Noncurrent (227)	95.7	-	95.7
Accumulated Provision for Property Insurance (228.1)	4.8	-	4.8
Accumulated Provision for Injuries and Damages (228.2)	3.7	-	3.7
Accumulated Provision for Pension and Benefits (228.3)	112.9	-	112.9
Accumulated Miscellaneous Operating Provisions (228.4)	1.6	-	1.6
Accumulated Provision for Rate Refunds (229)	1.3	-	1.3
Asset Retirement Obligations (230)	611.5	-	611.5
Total Other Noncurrent Liabilities	<u>831.5</u>	<u>-</u>	<u>831.5</u>
CURRENT AND ACCRUED LIABILITIES			
Notes Payable (231)	a	75.0	75.0
Accounts Payable (232)	141.4	-	141.4
Accounts Payable to Associated Companies (234)	110.1	a 175.0	285.1
Customer Deposits (235)	76.0	-	76.0
Taxes Accrued (236)	(87.3)	-	(87.3)
Interest Accrued (237)	14.5	-	14.5
Dividends Declared (238)	1.7	-	1.7
Tax Collections Payable (241)	9.4	-	9.4
Miscellaneous Current and Accrued Liabilities (242)	1.5	-	1.5
Obligations Under Capital Lease-Current (243)	79.1	-	79.1
Derivative Instrument Liabilities (244)	-	-	-
Total Current and Accrued Liabilities	<u>346.4</u>	<u>250.0</u>	<u>596.4</u>
DEFERRED CREDITS			
Accumulated Deferred Investment Tax Credits (255)	13.0	-	13.0
Other Deferred Credits (253)	279.9	-	279.9
Other Regulatory Liabilities (254)	175.4	-	175.4
Accumulated Deferred Income Taxes-Other Property (282)	1,245.0	-	1,245.0
Accumulated Deferred Income Taxes-Other (283)	872.2	-	872.2
Total Deferred Credits	<u>2,585.5</u>	<u>-</u>	<u>2,585.5</u>
TOTAL LIABILITIES AND STOCKHOLDER EQUITY	<u><u>\$6,899.4</u></u>	<u><u>\$250.0</u></u>	<u><u>\$7,149.4</u></u>

ENTERGY ARKANSAS, INC.
Exhibit D - PRO FORMA CONSOLIDATED STATEMENTS OF INCOME
For the Twelve Months Ended March 31, 2011
(Unaudited) (\$ in millions)

	Entergy Arkansas, Inc.	Pro Forma Entries to Reflect the Proposed Transactions	Entergy Arkansas, Inc. after Proposed Transactions
UTILITY OPERATING INCOME			
Operating Revenues (400)	\$ 1,986.5	\$ -	\$ 1,986.5
Operating Expenses (401)	1,132.2	-	1,132.2
Maintenance Expenses (402)	173.7	-	173.7
Depreciation Expense (403)	200.7	-	200.7
Depreciation Expense for Asset Retirement Costs (403.1)	(0.2)	-	(0.2)
Amortization and Depletion of Utility Plant (404-405)	22.3	-	22.3
Amortization of Property Losses, Unrecovered Plant and Regulatory Study Costs (407)	-	-	-
Regulatory Debits (407.3)	23.2	-	23.2
(Less) Regulatory Credits (407.4)	27.9	-	27.9
Taxes Other Than Income Taxes (408.1)	82.7	-	82.7
Income Taxes - Federal (409.1)	(19.2)	-	(19.2)
Income Taxes - Other (409.1)	(19.1)	-	(19.1)
Provision for Deferred Income Taxes (410.1)	1,266.9	-	1,266.9
(Less) Provision for Deferred Income Taxes-Credit (411.1)	1,122.5	-	1,122.5
Investment Tax Credit Adjustment - Net (411.4)	(2.5)	-	(2.5)
(Less) Gains from Disposition of Allowance (411.8)	0.1	-	0.1
Accretion Expense (411.1)	36.4	-	36.4
TOTAL Utility Operating Expenses	1,746.7	-	1,746.7
Net Utility Operating Income	239.8	-	239.8
OTHER INCOME AND DEDUCTIONS			
Revenues from Merchandising, Jobbing and Contract Work (415)	-	-	-
(Less) Costs and Exp. of Merchandising, Job. & Contract Work (416)	-	-	-
Revenues from Nonutility Operations (417)	-	-	-
(Less) Expenses of Nonutility Operations (417.1)	-	-	-
Interest and Dividend Income (419)	42.5 b	13.8	56.3
Allowance for Other Funds Used During Construction (419.1)	3.7	-	3.7
Miscellaneous Nonoperating Income (421)	1.8	-	1.8
Gain on Disposition of Property (421.1)	-	-	-
TOTAL Other Income	48.0	13.8	61.8
Loss on Disposition of Property (421.2)	(0.2)	-	(0.2)
Donations (426.1)	1.8	-	1.8
Penalties (426.3)	-	-	-
Expense for Certain Civic, Political and Related Activities (426.4)	2.8	-	2.8
Other Deductions (426.5)	0.7	-	0.7
TOTAL Other Income Deductions	5.1	-	5.1
Income Taxes - Federal (409.2)	12.4 b	0.4	12.8
Income Taxes - Other (409.2)	2.7 b	0.1	2.8
Investment Tax Credit - Adjustment (411.5)	-	-	-
TOTAL Taxes on Other Income and Deductions	15.1	0.5	15.6
Net Other Income and Deductions	27.8	13.3	41.1
INTEREST CHARGES			
Interest on Long-Term Debt (427)	78.2	-	78.2
Amortization of Debt Discount and Expense (428)	2.2	-	2.2
Amortization of Loss on Reacquired Debt (428.1)	2.9	-	2.9
(Less) Amortization of Gain on Reacquired Debt (429.1)	-	-	-
Interest on Debt to Associated Companies (430)	-b	8.8	8.8
Other Interest Expense (431)	3.5 b	3.8	7.3
(Less) Allowance for Borrowed Funds Used During Construction- Cr. (432)	2.1	-	2.1
Net Interest Charges	84.7	12.6	97.3
Net Income	\$ 182.9	\$ 0.7	\$183.6

Note: Pro forma entries included with Exhibit C.

ENTERGY ARKANSAS, INC.
Exhibit E - PRO FORMA CONSOLIDATED STATEMENTS OF CASH FLOWS
For the Twelve Months Ended March 31, 2011
(Unaudited) (\$ in millions)

	Entergy Arkansas, Inc.	Pro Forma Entries to Reflect the Proposed Transactions	Entergy Arkansas, Inc. after Proposed Transactions
Net Cash Flow from Operating Activities:			
Net Income	\$183.0	\$ 0.7	\$183.7
Noncash Charges (Credits) to Income:			
Depreciation and Depletion	259.3	-	259.3
Amortization of Debt Discountand Expense and Premium on Debt	5.1	-	5.1
Other Regulatory Charges (Credits) - Net	(0.2)	-	(0.2)
Deferred Income Taxes (Net)	144.5	-	144.5
Investment Tax Credit Adjustment (Net)	(2.5)	-	(2.5)
Net (Increase) Decrease in Receivables	18.9	-	18.9
Net (Increase) Decrease in Inventory	(33.7)	-	(33.7)
Net (Increase) Decrease in Allowances Inventory	0.4	-	0.4
Net Increase (Decrease) in Payables and Accrued Expenses	(90.2)	-	(90.2)
Net (Increase) Decrease in Other Regulatory Assets	104.4	-	104.4
Net Increase (Decrease) in Other Regulatory Liabilities	(59.1)	-	(59.1)
(Less) Allowance for Other Funds Used During Construction	3.8	-	3.8
Other:			
Other Working Capital Accounts	(7.6)	-	(7.6)
Other Operating Activities	(277.6)	-	(277.6)
Net Cash Provided by (Used in) Operating Activities	<u>240.9</u>	<u>0.7</u>	<u>241.6</u>
Cash Flows from Investing Activities:			
Gross Additions to Utility Plant (less nuclear fuel):	(296.9)	-	(296.9)
Gross Additions to Nuclear Fuel	(142.3)	-	(142.3)
(Less) Allowance for Other Funds Used During Construction	(3.8)	-	(3.8)
Other:			
Payment for Purchase of Plant	-	-	-
Decommissioning Trust Contributions	(39.6)	-	(39.6)
Proceeds from Sale/leaseback of Nuclear Fuel	94.1	-	94.1
Cash Outflows for Plant	<u>(380.8)</u>	<u>-</u>	<u>(380.8)</u>
Other:			
Proceeds from Sale of Equipment	-	-	-
Investments in and Advances to Assoc. and Subsidiary Companies	10.4	-	10.4
Contributions and Advances from Assoc. and Subsidiary Companies	120.7	-	120.7
Changes in Other Regulatory Investments	-	-	-
Changes in Other Investments	2.4	-	2.4
Change in Money Pool Receivable - net	55.8	-	55.8
Net Cash Provided by (Used in) Investing Activities	<u>(191.5)</u>	<u>-</u>	<u>(191.5)</u>
Cash Flows from Financing Activities:			
Proceeds from the Issuance of:			
Long-Term Debt	564.1	-	564.1
Preferred Stock	-	-	-
Net Increase in Short-Term Debt	-	-	-
Change in Credit Borrowing	- a	75.0	75.0
Cash Provided by Outside Sources	<u>564.1</u>	<u>75.0</u>	<u>639.1</u>
Payments for Retirement of:			
Long-term Debt	(589.5)	-	(589.5)
Preferred Stock	-	-	-
Change in Money Pool Payable	- a	175.0	175.0
Dividends on Preferred Stock	(6.9)	-	(6.9)
Dividends on Common Stock	(173.1)	-	(173.1)
Other	(0.1)	-	(0.1)
Net Cash Provided by (Used in) Financing Activities	<u>(205.5)</u>	<u>250.0</u>	<u>44.5</u>
Net Increase (Decrease) in Cash and Cash Equivalents	(156.1)	250.7	94.6
Cash and Cash Equivalents at Beginning of Period	<u>184.8</u>	<u>-</u>	<u>184.8</u>
Cash and Cash Equivalents at End of Period	<u>\$28.7</u>	<u>\$250.7</u>	<u>\$279.4</u>

Note: Pro forma entries included with Exhibit C.

ENTERGY ARKANSAS, INC.
 Exhibit E - PRO FORMA CONSOLIDATED STATEMENTS OF CASH FLOWS
 For the Twelve Months Ended March 31, 2011
 (Unaudited) (\$ in millions)

	<u>Entergy Arkansas, Inc.</u>	<u>Pro Forma Entries to Reflect the Proposed Transactions</u>	<u>Entergy Arkansas, Inc. after Proposed Transactions</u>
Computation of Interest Coverage:			
Net income	\$182.9	\$0.7	\$183.6
Add Back:			
Total interest expense	84.7	12.6	97.3
Income taxes	118.7	0.5	119.2
Income before interest and taxes	<u>386.3</u>	<u>13.8</u>	<u>400.1</u>
Total interest expense	<u>\$84.7</u>	<u>\$12.6</u>	<u>\$97.3</u>
Interest coverage	<u>4.56</u>	<u>-</u>	<u>4.11</u>

Entergy Gulf States Louisiana, L.L.C.
 Exhibit C - Pro Forma Accounting Entries to Reflect the Proposed Transactions
 As of March 31, 2011
 (in Millions)

For Proposed Financing - Balance Sheet

Accounts	Debit	Credit
Temporary cash investments (136) (a)	200.0	
Note Payable (231)		100.0
Accounts payable to associated companies (234)		100.0

Entry to record the balance sheet effects of the proposed potential maximum issuance of \$250 million of short-term debt securities, in a mix of external and money pool borrowings, as if the issuances had occurred on March 31, 2011.

For Proposed Financing - Income Statement

Accounts	Debit	Credit
Interest on Debt to Associated Companies (430) (b)	5.0	
Other Interest Expense (431)	5.0	
Income Taxes - Federal (409.2)	1.2	
Income Taxes - Other (409.2)	0.2	
Interest and Dividend Income (419)		13.8
Cash (131)	2.4	

Entry to record the income statement effects of the security issuances described in entry (a) as if the issuances had occurred on April 1, 2010. The entry uses an estimated interest rate on borrowings of 5% per annum and assumes a return on investment at a rate of 6.9%.

Entergy Gulf States Louisiana, L.L.C.
Exhibit C- PRO FORMA CONSOLIDATED BALANCE SHEET
March 31, 2011
(Unaudited) (\$ in millions)

	Entergy Gulf States Louisiana, L.L.C.	Pro Forma Entries to Reflect the Proposed Transactions	Entergy Gulf States Louisiana, L.L.C. after Proposed Transactions
UTILITY PLANT			
Utility Plant (101-106, 114)	\$ 7,082.4	\$ -	\$ 7,082.4
Construction Work in Progress (107)	107.3	-	107.3
TOTAL Utility Plant	7,189.7	-	7,189.7
(Less) Accumulated Provisions for Depreciation, Amortization and Depletion (108, 110, 111, 115)	3,859.3	-	3,859.3
Net Utility Plant	3,330.4	-	3,330.4
Nuclear Fuel in Process of Ref., Conv., Enrich., and Fab. (120.1)	33.6	-	33.6
Nuclear Fuel Under Capital Leases (120.6)	189.7	-	189.7
(Less) Accum. Prov. for Amort. Of Nucl. Fuel Assemblies (120.5)	(4.7)	-	(4.7)
Net Utility Plant	3,558.4	-	3,558.4
OTHER PROPERTY AND INVESTMENTS			
Nonutility Property (121)	397.0	-	397.0
(Less) Accumulated Provisions for Depreciation and Amortization (122)	153.0	-	153.0
Investment in Associated Companies (123)	344.0	-	344.0
Investment in Subsidiary Companies (123.1)	0.9	-	0.9
Other Investments (124)	12.4	-	12.4
Other Special Funds (128)	502.0	-	502.0
TOTAL Other Property and Investments	1,103.3	-	1,103.3
CURRENT AND ACCRUED ASSETS			
Cash (131)	-	-	-
Special Deposits (132-134)	0.1	-	0.1
Working Fund (135)	0.2	-	0.2
Temporary Cash Investments (136)	56.2	(a) 200.0	256.2
Notes Receivable (141)	-	-	-
Customer Accounts Receivable (142)	76.4	-	76.4
Other Accounts Receivable (143)	15.7	-	15.7
(Less) Accumulated Provision for Uncollectible Accounts - Credit (144)	1.3	-	1.3
Accounts Receivable from Associated Companies (146)	121.6	-	121.6
Fuel Stock (151)	24.6	-	24.6
Fuel Stock Expenses Undistributed (152)	-	-	-
Plant Materials and Operating Supplies (154)	92.9	-	92.9
Allowances (158.1 and 158.2)	0.4	-	0.4
Stores Expense Undistributed (163)	18.0	-	18.0
Prepayments (165)	5.6	-	5.6
Interest and Dividends Receivable (171)	1.4	-	1.4
Accrued Utility Revenues (173)	52.1	-	52.1
Miscellaneous Current and Accrued Assets (174)	34.1	-	34.1
Derivative Instrument Assets (175)	2.4	-	2.4
Total Current and Accrued Assets	500.4	200.0	700.4
DEFERRED DEBITS			
Unamortized Debt Expense (181)	9.7	-	9.7
Extraordinary Property Losses (182.1)	-	-	-
Unrecovered Plant and Regulatory Study Costs (182.2)	-	-	-
Other Regulatory Assets (182.3)	584.5	-	584.5
Clearing Accounts (184)	3.1	-	3.1
Miscellaneous Deferred Debits (186)	2.2	-	2.2
Unamortized Loss on Reacquired Debt (189)	13.0	-	13.0
Accumulated Deferred Income Taxes (190)	374.2	-	374.2
Total Deferred Debits	986.7	-	986.7
TOTAL ASSETS	\$6,148.8	\$200.0	\$6,348.8

Entergy Gulf States Louisiana, L.L.C.
Exhibit C- PRO FORMA CONSOLIDATED BALANCE SHEET
March 31, 2011
(Unaudited) (\$ in millions)

	Entergy Gulf States Louisiana, L.L.C.	Pro Forma Entries to Reflect the Proposed Transactions	Entergy Gulf States Louisiana, L.L.C. after Proposed Transactions
PROPRIETARY CAPITAL			
Common Stock Issued (201)	\$ -	\$ -	\$ -
Members Equity (201)	-	-	-
Preferred Stock Issued (204)	10.0	-	10.0
Premium on Capital Stock (207)	-	-	-
Other Paid-In Capital (208-211)	889.7	-	889.7
(Less) Discount on Capital Stock (213)	-	-	-
(Less) Capital Stock Expense (214)	-	-	-
Retained Earnings (215, 215.1, 216)	658.6	-	658.6
Unappropriated Undistributed Subsidiary Earnings (216.1)	(42.6)	-	(42.6)
Accumulated Other Comprehensive Income (219)	(39.5)	-	(39.5)
Total Proprietary Capital	<u>1,476.2</u>	<u>-</u>	<u>1,476.2</u>
LONG-TERM DEBT			
Bonds (221)	1,250.0	-	1,250.0
(Less) Reacquired Bonds (222)	-	-	-
Advances from Associated Companies (223)	2.1	-	2.1
Other Long-Term Debt (224)	177.4	-	177.4
Unamortized Premium on Long-Term Debt (225)	-	-	-
(Less) Unamortized Discount on Long-Term Debt (226)	2.2	-	2.2
Total Long-Term Debt	<u>1,427.3</u>	<u>-</u>	<u>1,427.3</u>
OTHER NONCURRENT LIABILITIES			
Obligations Under Capital Leases - Noncurrent (227)	141.4	-	141.4
Accumulated Provision for Property Insurance (228.1)	90.2	-	90.2
Accumulated Provision for Injuries and Damages (228.2)	4.7	-	4.7
Accumulated Provision for Pension and Benefits (228.3)	154.6	-	154.6
Accumulated Miscellaneous Operating Provisions (228.4)	2.7	-	2.7
Accumulated Provision for Rate Refunds (229)	-	-	-
Asset Retirement Obligations (230)	344.8	-	344.8
Total Other Noncurrent Liabilities	<u>738.4</u>	<u>-</u>	<u>738.4</u>
CURRENT AND ACCRUED LIABILITIES			
Notes Payable (231)	(a)	100.0	100.0
Accounts Payable (232)	103.2	-	103.2
Accounts Payable to Associated Companies (234)	85.8	(a) 100.0	185.8
Customer Deposits (235)	49.3	-	49.3
Taxes Accrued (236)	183.0	-	183.0
Interest Accrued (237)	39.4	-	39.4
Dividends Declared (238)	-	-	-
Tax Collections Payable (241)	0.1	-	0.1
Miscellaneous Current and Accrued Liabilities (242)	16.1	-	16.1
Obligations Under Capital Lease-Current (243)	49.0	-	49.0
Derivative Instrument Liabilities (244)	-	-	-
Total Current and Accrued Liabilities	<u>525.9</u>	<u>200.0</u>	<u>725.9</u>
DEFERRED CREDITS			
Customer Advances for Construction (252)	0.6	-	0.6
Accumulated Deferred Investment Tax Credits (255)	84.0	-	84.0
Other Deferred Credits (253)	231.5	-	231.5
Other Regulatory Liabilities (254)	77.9	-	77.9
Accum. Deferred Income Taxes-Accel. Amort (281)	2.1	-	2.1
Accumulated Deferred Income Taxes-Other Property (282)	1,115.1	-	1,115.1
Accumulated Deferred Income Taxes-Other (283)	469.8	-	469.8
Total Deferred Credits	<u>1,981.0</u>	<u>-</u>	<u>1,981.0</u>
TOTAL LIABILITIES AND STOCKHOLDER EQUITY	<u>\$6,148.8</u>	<u>\$200.0</u>	<u>\$6,348.8</u>

Entergy Gulf States Louisiana, L.L.C.
Exhibit D - PRO FORMA CONSOLIDATED STATEMENTS OF INCOME
For the Twelve Months Ended March 31, 2011
(Unaudited) (\$ in millions)

	Entergy Gulf States Louisiana, L.L.C.	Pro Forma Entries to Reflect the Proposed Transactions	Entergy Gulf States Louisiana, L.L.C. after Proposed Transactions
UTILITY OPERATING INCOME			
Operating Revenues (400)	\$ 2,094.3	\$ -	\$ 2,094.3
Operating Expenses (401)	1,419.1	-	1,419.1
Maintenance Expenses (402)	115.6	-	115.6
Depreciation Expense (403)	115.2	-	115.2
Depreciation Expense for Asset Retirement Costs (403.1)	1.6	-	1.6
Amortization and Depletion of Utility Plant (404-405)	14.1	-	14.1
Amortization of Property Losses, Unrecovered Plant and Regulatory Study Costs (407)	-	-	-
Regulatory Debits (407.3)	12.6	-	12.6
(Less) Regulatory Credits (407.4)	10.3	-	10.3
Taxes Other Than Income Taxes (408.1)	77.4	-	77.4
Income Taxes - Federal (409.1)	182.4	-	182.4
Income Taxes - Other (409.1)	(2.7)	-	(2.7)
Provision for Deferred Income Taxes (410.1)	1,077.9	-	1,077.9
(Less) Provision for Deferred Income Taxes-Credit (411.1)	1,174.3	-	1,174.3
Investment Tax Credit Adjustment - Net (411.4)	(3.3)	-	(3.3)
(Less) Gains from Disposition of Allowance (411.8)	-	-	-
Accretion Expense (411.1)	13.6	-	13.6
TOTAL Utility Operating Expenses	1,838.9	-	1,838.9
Net Utility Operating Income	255.4	-	255.4
OTHER INCOME AND DEDUCTIONS			
Revenues from Merchandising, Jobbing and Contract Work (415)	-	-	-
(Less) Costs and Exp. of Merchandising, Job. & Contract Work (416)	-	-	-
Revenues from Nonutility Operations (417)	29.7	-	29.7
(Less) Expenses of Nonutility Operations (417.1)	30.0	-	30.0
Equity in Earnings of Subsidiary Companies (418.1)	0.2	-	0.2
Interest and Dividend Income (419)	41.1 (b)	13.8	54.9
Allowance for Other Funds Used During Construction (419.1)	5.9	-	5.9
Miscellaneous Nonoperating Income (421)	(2.0)	-	(2.0)
Gain on Disposition of Property (421.1)	-	-	-
TOTAL Other Income	44.9	13.8	58.7
Loss on Disposition of Property (421.2)	-	-	-
Donations (426.1)	1.3	-	1.3
Life Insurance (426.2)	(0.3)	-	(0.3)
Penalties (426.3)	-	-	-
Expense for Certain Civic, Political and Related Activities (426.4)	1.4	-	1.4
Other Deductions (426.5)	3.0	-	3.0
TOTAL Other Income Deductions	5.4	-	5.4
Taxes Other Than Income Taxes (408.2)	1.3	-	1.3
Income Taxes - Federal (409.2)	(2.6) (b)	1.2	(1.4)
Income Taxes - Other (409.2)	(0.3) (b)	0.2	(0.1)
Provision for Deferred Inc. Taxes (410.2)	121.1	-	121.1
(Less) Provision for Deferred Income Taxes-Cr. (411.2)	124.2	-	124.2
Investment Tax Credit - Adjustment (411.5)	-	-	-
TOTAL Taxes on Other Income and Deductions	(4.7)	1.4	(3.3)
Net Other Income and Deductions	44.2	12.4	56.6
INTEREST CHARGES			
Interest on Long-Term Debt (427)	85.1	-	85.1
Amortization of Debt Discount and Expense (428)	1.3	-	1.3
Amortization of Loss on Reacquired Debt (428.1)	1.8	-	1.8
(Less) Amortization of Gain on Reacquired Debt (429.1)	-	-	-
Interest on Debt to Associated Companies (430)	(b)	5.0	5.0
Other Interest Expense (431)	16.7	5.0	21.7
(Less) Allowance for Borrowed Funds Used During Construction-Cr. (432)	3.6	-	3.6
Net Interest Charges	101.3	10.0	111.3
Net Income	\$ 198.3	\$ 2.4	\$200.7

Note: Pro forma entries included with Exhibit C.

Entergy Gulf States Louisiana, L.L.C.
Exhibit E - PRO FORMA CONSOLIDATED STATEMENTS OF CASH FLOWS
For the Twelve Months Ended March 31, 2011
(Unaudited) (\$ in millions)

	Entergy Gulf States Louisiana, L.L.C.	Pro Forma Entries to Reflect the Proposed Transactions	Entergy Gulf States Louisiana, L.L.C. after Proposed Transactions
Net Cash Flow from Operating Activities:			
Net Income	198.3 (b)	\$ 2.4	\$200.7
Noncash Charges (Credits) to Income:			
Depreciation and Depletion	144.4	-	144.4
Amortization of Debt Discount and Expense and Premium on Debt	1.3	-	1.3
Loss on Reacquired Debt	1.8	-	1.8
Other Regulatory Credits - Net	2.6	-	2.6
Deferred Income Taxes (Net)	(99.3)	-	(99.3)
Investment Tax Credit Adjustment (Net)	(3.3)	-	(3.3)
Net (Increase) Decrease in Receivables	7.8	-	7.8
Net (Increase) Decrease in Inventory	0.9	-	0.9
Net (Increase) Decrease in Allowances Inventory	0.4	-	0.4
Net Increase (Decrease) in Payables and Accrued Expenses	201.2	-	201.2
Net (Increase) Decrease in Other Regulatory Assets	120.2	-	120.2
Net Increase (Decrease) in Other Regulatory Liabilities	(15.7)	-	(15.7)
(Less) Allowance for Other Funds Used During Construction	5.9	-	5.9
Other:			
Other Working Capital Accounts	(29.9)	-	(29.9)
Other Operating Activities	120.3	-	120.3
Net Cash Provided by (Used in) Operating Activities	<u>645.1</u>	<u>2.4</u>	<u>647.5</u>
Cash Flows from Investing Activities:			
Gross Additions to Utility Plant (less nuclear fuel):	(228.1)	-	(228.1)
Gross Additions to Nuclear Fuel	(100.8)	-	(100.8)
(Less) Allowance for Other Funds Used During Construction	(5.9)	-	(5.9)
Other:			
Payment for Purchase of Plant	-	-	-
Decommissioning Trust Contributions	(16.1)	-	(16.1)
Proceeds from Sale/leaseback of Nuclear Fuel	81.7	-	81.7
Change in Money Pool Receivables	1.1	-	1.1
Cash Outflows for Plant	<u>(256.3)</u>	<u>-</u>	<u>(256.3)</u>
Other:			
Insurance Proceeds	2.2	-	2.2
Investments in and Advances to Assoc. and Subsidiary Companies	(154.6)	-	(154.6)
Payments to storm reserve escrow account	(90.0)	-	(90.0)
Receipts from storm reserve escrow account	-	-	-
Changes in Other Investments	3.0	-	3.0
Net Cash Provided by (Used in) Investing Activities	<u>(495.7)</u>	<u>-</u>	<u>(495.7)</u>
Cash Flows from Financing Activities:			
Proceeds from the Issuance of:			
Long-Term Debt	306.2	-	306.2
Preferred/preference securities	-	-	-
Net Increase in Short-Term Debt	-	200.0 (a)	200.0
Cash Provided by Outside Sources	<u>306.2</u>	<u>200.0</u>	<u>506.2</u>
Payments for Retirement of:			
Long-term Debt	(344.8)	-	(344.8)
Money pool borrowing	-	-	-
Other	(0.1)	-	(0.1)
Dividends on Preferred Stock	(0.8)	-	(0.8)
Dividends on Common Stock	(161.7)	-	(161.7)
Net Cash Provided by (Used in) Financing Activities	<u>(201.2)</u>	<u>200.0</u>	<u>(1.2)</u>
Net Increase (Decrease) in Cash and Cash Equivalents	(51.8)	202.4	150.6
Cash and Cash Equivalents at Beginning of Period	<u>154.9</u>	<u>-</u>	<u>154.9</u>
Cash and Cash Equivalents at End of Period	<u>\$103.1</u>	<u>\$202.4</u>	<u>\$305.5</u>

Note: Pro forma entries included with Exhibit C.

Entergy Gulf States Louisiana, L.L.C.
 Exhibit E - PRO FORMA CONSOLIDATED STATEMENTS OF CASH FLOWS
 For the Twelve Months Ended March 31, 2011
 (Unaudited) (\$ in millions)

	<u>Entergy Gulf States Louisiana, L.L.C.</u>	<u>Pro Forma Entries to Reflect the Proposed Transactions</u>	<u>Entergy Gulf States Louisiana, L.L.C. after Proposed Transactions</u>
Computation of Interest Coverage:			
Net income	\$198.3	\$2.4	\$200.7
Add Back:			
Total interest expense	101.3	10.0	111.3
Income taxes	<u>74.0</u>	<u>1.4</u>	<u>75.4</u>
Income before interest and taxes	<u>373.6</u>	<u>13.8</u>	<u>387.4</u>
Total interest expense	<u>\$101.3</u>	<u>\$10.0</u>	<u>\$111.3</u>
Interest coverage	<u>3.69</u>	<u>-</u>	<u>3.48</u>

Entergy Louisiana, LLC
Exhibit C - Pro Forma Accounting Entries to Reflect the Proposed Transactions
As of March 31, 2011
(in Millions)

For Proposed Financing - Balance Sheet

Accounts		Debit	Credit
Temporary cash investments (136)	(a)	250.0	
Accounts payable to associated companies (234)			250.0

Entry to record the balance sheet effects of the proposed potential maximum issuance of \$250 million of short-term debt securities as money pool borrowings as if the issuances had occurred on March 31, 2011.

For Proposed Financing - Income Statement

Accounts		Debit	Credit
Interest on Debt to Associated Companies (430)	(b)	12.5	
Income Taxes - Federal (409.2)		2.0	
Income Taxes - Other (409.2)		0.4	
Interest and Dividend Income (419)			18.5
Cash (131)		3.6	

Entry to record the income statement effects of the security issuances described in entry (a) as if the issuances had occurred on April 1, 2010. The entry uses an estimated interest rate on borrowings of 5% per annum and assumes a return on investment at a rate of 7.4%.

Entergy Louisiana, LLC
Exhibit C- PRO FORMA CONSOLIDATED BALANCE SHEET
March 31, 2011
(Unaudited) (\$ in millions)

	Entergy Louisiana, LLC	Pro Forma Entries to Reflect the Proposed Transactions	Entergy Louisiana, LLC after Proposed Transactions
UTILITY PLANT			
Utility Plant (101-106, 114)	\$ 7,691.8	\$ -	\$ 7,691.8
Construction Work in Progress (107)	561.3	-	561.3
TOTAL Utility Plant	8,253.1	-	8,253.1
(Less) Accumulated Provisions for Depreciation, Amortization and Depletion (108, 110, 111, 115)	3,708.2	-	3,708.2
Net Utility Plant	4,544.9	-	4,544.9
Nuclear Fuel in Process of Ref., Conv., Enrich, and Fab. (120.1)	40.3	-	40.3
Nuclear Fuel Under Capital Leases (120.6)	133.8	-	133.8
(Less) Accum. Prov. for Amort. Of Nucl. Fuel Assemblies (120.5)	-	-	-
Net Utility Plant	4,719.0	-	4,719.0
OTHER PROPERTY AND INVESTMENTS			
Nonutility Property (121)	3.4	-	3.4
(Less) Accumulated Provisions for Depreciation and Amortization (122)	2.5	-	2.5
Investment in Associated Companies (123)	811.7	-	811.7
Investment in Subsidiary Companies (123.1)	-	-	-
Other Investments (124)	-	-	-
Other Special funds (128)	452.6	-	452.6
TOTAL Other Property and Investments	1,265.2	-	1,265.2
CURRENT AND ACCRUED ASSETS			
Cash (131)	0.2	-	0.2
Special Deposits (132-134)	-	-	-
Working Fund (135)	0.1	-	0.1
Temporary Cash Investments (136)	98.2	(a) 250.0	348.2
Notes Receivable (141)	-	-	-
Customer Accounts Receivable (142)	97.7	-	97.7
Other Accounts Receivable (143)	14.8	-	14.8
(Less) Accumulated Provision for Uncollectible Accounts - Credit (144)	1.9	-	1.9
Accounts Receivable from Associated Companies (146)	141.5	-	141.5
Fuel Stock (151)	28.1	-	28.1
Fuel Stock Expenses Undistributed (152)	-	-	-
Plant Materials and Operating Supplies (154)	115.6	-	115.6
Allowances (158.1 and 158.2)	0.1	-	0.1
Stores Expense Undistributed (163)	21.2	-	21.2
Prepayments (165)	8.0	-	8.0
Interest and Dividends Receivable (171)	3.3	-	3.3
Accrued Utility Revenues (173)	65.2	-	65.2
Miscellaneous Current and Accrued Assets (174)	9.5	-	9.5
Derivative Instrument Assets (175)	4.6	-	4.6
Total Current and Accrued Assets	606.2	250.0	856.2
DEFERRED DEBITS			
Unamortized Debt Expense (181)	22.7	-	22.7
Extraordinary Property Losses (182.1)	-	-	-
Unrecovered Plant and Regulatory Study Costs (182.2)	4.6	-	4.6
Other Regulatory Assets (182.3)	957.9	-	957.9
Clearing Accounts (184)	3.7	-	3.7
Miscellaneous Deferred Debits (186)	5.2	-	5.2
Unamortized Loss on Reacquired Debt (189)	21.9	-	21.9
Accumulated Deferred Income Taxes (190)	527.9	-	527.9
Total Deferred Debits	1,543.9	-	1,543.9
TOTAL ASSETS	\$8,134.3	\$250.0	\$8,384.3

Entergy Louisiana, LLC
Exhibit C- PRO FORMA CONSOLIDATED BALANCE SHEET
March 31, 2011
(Unaudited) (\$ in millions)

	Entergy Louisiana, LLC	Pro Forma Entries to Reflect the Proposed Transactions	Entergy Louisiana, LLC after Proposed Transactions
PROPRIETARY CAPITAL			
Common Stock Issued (201)	\$ -	\$ -	\$ -
Members Equity (201)	-	-	-
Preferred Stock Issued (204)	100.0	-	100.0
Premium on Capital Stock (207)	-	-	-
Other Paid-In Capital (208-211)	1,216.6	-	1,216.6
(Less) Discount on Capital Stock (213)	-	-	-
(Less) Capital Stock Expense (214)	2.2	-	2.2
Retained Earnings (215, 215.1, 216)	873.6	-	873.6
Unappropriated Undistributed Subsidiary Earnings (216.1)	-	-	-
Accumulated Other Comprehensive Income (219)	(24.2)	-	(24.2)
Total Proprietary Capital	2,163.8	-	2,163.8
LONG-TERM DEBT			
Bonds (221)	1,620.0	-	1,620.0
(Less) Reacquired Bonds (222)	-	-	-
Advances from Associated Companies (223)	2.1	-	2.1
Other Long-Term Debt (224)	308.5	-	308.5
Unamortized Premium on Long-Term Debt (225)	-	-	-
(Less) Unamortized Discount on Long-Term Debt (226)	2.0	-	2.0
Total Long-Term Debt	1,928.6	-	1,928.6
OTHER NONCURRENT LIABILITIES			
Obligations Under Capital Leases - Noncurrent (227)	52.7	-	52.7
Accumulated Provision for Property Insurance (228.1)	202.8	-	202.8
Accumulated Provision for Injuries and Damages (228.2)	12.2	-	12.2
Accumulated Provision for Pension and Benefits (228.3)	161.8	-	161.8
Accumulated Miscellaneous Operating Provisions (228.4)	3.8	-	3.8
Accumulated Provision for Rate Refunds (229)	-	-	-
Asset Retirement Obligations (230)	327.2	-	327.2
Total Other Noncurrent Liabilities	760.5	-	760.5
CURRENT AND ACCRUED LIABILITIES			
Notes Payable (231)	-	-	-
Accounts Payable (232)	141.0	-	141.0
Accounts Payable to Associated Companies (234)	97.7	(a) 250.0	347.7
Customer Deposits (235)	85.2	-	85.2
Taxes Accrued (236)	194.5	-	194.5
Interest Accrued (237)	27.4	-	27.4
Dividends Declared (238)	0.3	-	0.3
Tax Collections Payable (241)	0.1	-	0.1
Miscellaneous Current and Accrued Liabilities (242)	22.0	-	22.0
Obligations Under Capital Lease-Current (243)	63.9	-	63.9
Derivative Instrument Liabilities (244)	-	-	-
Total Current and Accrued Liabilities	632.1	250.0	882.1
DEFERRED CREDITS			
Customer Advances for Construction (252)	-	-	-
Accumulated Deferred Investment Tax Credits (255)	15.0	-	15.0
Other Deferred Credits (253)	296.5	-	296.5
Other Regulatory Liabilities (254)	112.8	-	112.8
Accum. Deferred Income Taxes-Accel. Amort (281)	-	-	-
Accumulated Deferred Income Taxes-Other Property (282)	1,417.1	-	1,417.1
Accumulated Deferred Income Taxes-Other (283)	807.9	-	807.9
Total Deferred Credits	2,649.3	-	2,649.3
TOTAL LIABILITIES AND STOCKHOLDER EQUITY	\$8,134.3	\$250.0	\$8,384.3

Entergy Louisiana, LLC
Exhibit D - PRO FORMA CONSOLIDATED STATEMENTS OF INCOME
For the Twelve Months Ended March 31, 2011
(Unaudited) (\$ in millions)

	Entergy Louisiana, LLC	Pro Forma Entries to Reflect the Proposed Transactions	Entergy Louisiana, LLC after Proposed Transactions
UTILITY OPERATING INCOME			
Operating Revenues (400)	\$ 2,442.7	\$ -	\$ 2,442.7
Operating Expenses (401)	1,745.3	-	1,745.3
Maintenance Expenses (402)	136.9	-	136.9
Depreciation Expense (403)	171.5	-	171.5
Depreciation Expense for Asset Retirement Costs (403.1)	(0.3)	-	(0.3)
Amortization and Depletion of Utility Plant (404-405)	26.1	-	26.1
Amortization of Property Losses, Unrecovered Plant and Regulatory Study Costs (407)	0.4	-	0.4
Regulatory Debits (407.3)	0.3	-	0.3
(Less) Regulatory Credits (407.4)	18.5	-	18.5
Taxes Other Than Income Taxes (408.1)	67.4	-	67.4
Income Taxes - Federal (409.1)	144.6	-	144.6
Income Taxes - Other (409.1)	(27.8)	-	(27.8)
Provision for Deferred Income Taxes (410.1)	1,827.1	-	1,827.1
(Less) Provision for Deferred Income Taxes-Credit (411.1)	1,878.3	-	1,878.3
Investment Tax Credit Adjustment - Net (411.4)	(2.9)	-	(2.9)
(Less) Gains from Disposition of Allowance (411.8)	-	-	-
Accretion Expense (411.1)	23.4	-	23.4
TOTAL Utility Operating Expenses	2,215.2	-	2,215.2
Net Utility Operating Income	227.5	-	227.5
OTHER INCOME AND DEDUCTIONS			
Revenues from Merchandising, Jobbing and Contract Work (415)	-	-	-
(Less) Costs and Exp. of Merchandising, Job. & Contract Work (416)	-	-	-
Revenues from Nonutility Operations (417)	-	-	-
(Less) Expenses of Nonutility Operations (417.1)	0.2	-	0.2
Equity in Earnings of Subsidiary Companies (418.1)	-	-	-
Interest and Dividend Income (419)	84.1 (b)	18.5	102.6
Allowance for Other Funds Used During Construction (419.1)	27.8	-	27.8
Miscellaneous Nonoperating Income (421)	0.3	-	0.3
TOTAL Other Income	112.0	18.5	130.5
Loss on Disposition of Property (421.2)	-	-	-
Donations (426.1)	1.6	-	1.6
Life Insurance (426.2)	-	-	-
Penalties (426.3)	-	-	-
Expense for Certain Civic, Political and Related Activities (426.4)	1.9	-	1.9
Other Deductions (426.5)	2.8	-	2.8
TOTAL Other Income Deductions	6.3	-	6.3
Taxes Other Than Income Taxes (408.2)	-	-	-
Income Taxes - Federal (409.2)	(2.5) (b)	2.0	(0.5)
Income Taxes - Other (409.2)	(0.4) (b)	0.4	-
Provision for Deferred Inc. Taxes (410.2)	-	-	-
(Less) Provision for Deferred Income Taxes-Cr. (411.2)	-	-	-
Investment Tax Credit - Adjustment (411.5)	(0.3)	-	(0.3)
TOTAL Taxes on Other Income and Deductions	(3.2)	2.4	(0.8)
Net Other Income and Deductions	108.9	16.1	125.0
INTEREST CHARGES			
Interest on Long-Term Debt (427)	106.8	-	106.8
Amortization of Debt Discount and Expense (428)	1.5	-	1.5
Amortization of Loss on Reacquired Debt (428.1)	2.3	-	2.3
(Less) Amortization of Gain on Reacquired Debt (429.1)	-	-	-
Interest on Debt to Associated Companies (430)	-(b)	12.5	12.5
Other Interest Expense (431)	8.5	-	8.5
(Less) Allowance for Borrowed Funds Used During Construction-Cr. (432)	17.6	-	17.6
Net Interest Charges	101.5	12.5	114.0
Net Income	\$ 234.9	\$ 3.6	\$238.5

Note: Pro forma entries included with Exhibit C.

Entergy Louisiana, LLC
Exhibit E - PRO FORMA CONSOLIDATED STATEMENTS OF CASH FLOWS
For the Twelve Months Ended March 31, 2011
(Unaudited) (\$ in millions)

	Entergy Louisiana, LLC	Pro Forma Entries to Reflect the Proposed Transactions	Entergy Louisiana, LLC after Proposed Transactions
<u>Net Cash Flow from Operating Activities:</u>			
Net Income	234.9	(b) \$ 3.6	\$238.5
Noncash Charges (Credits) to Income:			
Depreciation and Depletion	220.9	-	220.9
Amortization of Debt Discountand Expense and Premium on Debt	3.9	-	3.9
Loss on Reacquired Debt	-	-	-
Other Regulatory Credits - Net	(20.2)	-	(20.2)
Deferred Income Taxes (Net)	(51.2)	-	(51.2)
Investment Tax Credit Adjustment (Net)	(3.1)	-	(3.1)
	-	-	-
Net (Increase) Decrease in Receivables	20.0	-	20.0
Net (Increase) Decrease in Inventory	(34.9)	-	(34.9)
Net (Increase) Decrease in Allowances Inventory	-	-	-
Net Increase (Decrease) in Payables and Accrued Expenses	82.9	-	82.9
Net (Increase) Decrease in Other Regulatory Assets	86.7	-	86.7
Net Increase (Decrease) in Other Regulatory Liabilities	(34.8)	-	(34.8)
(Less) Allowance for Other Funds Used During Construction	27.8	-	27.8
Other:			
Other Working Capital Accounts	(10.4)	-	(10.4)
Other Operating Activities	327.9	-	327.9
Net Cash Provided by Operating Activities	<u>794.8</u>	<u>3.6</u>	<u>798.4</u>
<u>Cash Flows from Investing Activities:</u>			
Gross Additions to Utility Plant (less nuclear fuel):	(404.3)	-	(404.3)
Gross Additions to Nuclear Fuel	(120.0)	-	(120.0)
(Less) Allowance for Other Funds Used During Construction	(27.8)	-	(27.8)
Other:			
Payment for Purchase of Plant	-	-	-
Decommissioning Trust Contributions	(10.0)	-	(10.0)
Proceeds from Sale/leaseback of Nuclear Fuel	72.0	-	72.0
Change in Money Pool Receivables	(37.9)	-	(37.9)
Cash Outflows for Plant	<u>(472.4)</u>	<u>-</u>	<u>(472.4)</u>
Other:			
Investments in and Advances to Assoc. and Subsidiary Companies	(266.8)	-	(266.8)
Insurance Proceeds	0.2	-	0.2
Payments to storm reserve escrow account	(200.1)	-	(200.1)
Receipts from storm reserve escrow account	-	-	-
Changes in Other Investments	9.4	-	9.4
Other:	(0.1)	-	(0.1)
Net Cash Used in Investing Activities	<u>(929.8)</u>	<u>-</u>	<u>(929.8)</u>
<u>Cash Flows from Financing Activities:</u>			
Proceeds from the Issuance of:			
Long-Term Debt	696.6	-	696.6
Preferred/preference securities	-	-	-
Net Increase in Short-Term Debt	(a) 250.0	250.0	250.0
Cash Provided by Outside Sources	<u>696.6</u>	<u>250.0</u>	<u>946.6</u>
Payments for Retirement of:			
Long-term Debt	(550.3)	-	(550.3)
Money pool borrowing	-	-	-
Dividends on Preferred Stock	(7.0)	-	(7.0)
Dividends on Common Stock	(12.4)	-	(12.4)
Other	5.0	-	5.0
Net Cash Provided by (Used in) Financing Activities	<u>131.9</u>	<u>250.0</u>	<u>381.9</u>
Net Decrease in Cash and Cash Equivalents	(3.1)	253.6	250.5
Cash and Cash Equivalents at Beginning of Period	<u>101.6</u>	<u>-</u>	<u>101.6</u>
Cash and Cash Equivalents at End of Period	<u>\$98.5</u>	<u>\$253.6</u>	<u>\$352.1</u>

Note: Pro forma entries included with Exhibit C.

Entergy Louisiana, LLC
 Exhibit E - PRO FORMA CONSOLIDATED STATEMENTS OF CASH FLOWS
 For the Twelve Months Ended March 31, 2011
 (Unaudited) (\$ in millions)

	<u>Entergy Louisiana, LLC</u>	<u>Pro Forma Entries to Reflect the Proposed Transactions</u>	<u>Entergy Louisiana, LLC after Proposed Transactions</u>
Computation of Interest Coverage:			
Net income	\$234.9	\$3.6	\$238.5
Add Back:			
Total interest expense	101.5	12.5	114.0
Income taxes	<u>59.5</u>	<u>2.4</u>	<u>61.9</u>
Income before interest and taxes	<u>395.9</u>	<u>18.5</u>	<u>414.4</u>
Total interest expense	<u>\$101.5</u>	<u>\$12.5</u>	<u>\$114.0</u>
Interest coverage	<u>3.90</u>	<u>-</u>	<u>3.64</u>

Entergy Mississippi, Inc.
Exhibit C - Pro Forma Accounting Entries to Reflect the Proposed Transactions
As of March 31, 2011
(in Millions)

For Proposed Financing - Balance Sheet

Accounts	Debit	Credit
Temporary cash investments (136) (a)	49.3	
Note Payable (231)		25.0
Accounts payable to associated companies (234)		24.3

Entry to record the balance sheet effects of the proposed potential maximum issuance of \$49.3 million of short-term debt securities (\$125.7 million of money pool borrowing was already outstanding), as if the issuances had occurred on March 31, 2011.

For Proposed Financing - Income Statement

Accounts	Debit	Credit
Interest on Debt to Associated Companies (430) (b)	1.2	
Other Interest Expense (431)	1.3	
Income Taxes - Federal (409.2)	0.3	
Income Taxes - Other (409.2)	0.1	
Interest and Dividend Income (419)		3.3
Cash (131)	0.4	

Entry to record the income statement effects of the security issuances described in entry (a) as if the issuances had occurred on April 1, 2010. The entry uses an estimated interest rate on borrowings of 5% per annum and assumes a return on investment at a rate of 6.7%.

Entergy Mississippi, Inc.
Exhibit C- PRO FORMA CONSOLIDATED BALANCE SHEET
March 31, 2011
(Unaudited) (\$ in millions)

	Entergy Mississippi, Inc.	Pro Forma Entries to Reflect the Proposed Transactions	Entergy Mississippi, Inc. after Proposed Transactions
UTILITY PLANT			
Utility Plant (101-106, 114)	\$ 3,212.6	\$ -	\$ 3,212.6
Construction Work in Progress (107)	159.3	-	159.3
TOTAL Utility Plant	3,371.9	-	3,371.9
(Less) Accumulated Provisions for Depreciation, Amortization and Depletion (108, 110, 111, 115)	1,140.5	-	1,140.5
Net Utility Plant	2,231.4	-	2,231.4
Nuclear Fuel Under Capital Leases (120.6)	-	-	-
(Less) Accum. Prov. for Amort. Of Nucl. Fuel Assemblies (120.5)	-	-	-
Net Utility Plant	2,231.4	-	2,231.4
OTHER PROPERTY AND INVESTMENTS			
Nonutility Property (121)	6.8	-	6.8
(Less) Accumulated Provisions for Depreciation and Amortization (122)	2.1	-	2.1
Investment in Associated Companies (123)	8.7	-	8.7
Investment in Subsidiary Companies (123.1)	-	-	-
Other Special funds (128)	31.9	-	31.9
TOTAL Other Property and Investments	45.3	-	45.3
CURRENT AND ACCRUED ASSETS			
Cash (131)	1.2	-	1.2
Special Deposits (132-134)	-	-	-
Working Fund (135)	-	-	-
Temporary Cash Investments (136)	(a)	49.3	49.3
Notes Receivable (141)	-	-	-
Customer Accounts Receivable (142)	61.3	-	61.3
Other Accounts Receivable (143)	5.2	-	5.2
(Less) Accumulated Provision for Uncollectible Accounts - Credit (144)	0.9	-	0.9
Accounts Receivable from Associated Companies (146)	42.7	-	42.7
Fuel Stock (151)	51.2	-	51.2
Fuel Stock Expenses Undistributed (152)	-	-	-
Plant Materials and Operating Supplies (154)	30.5	-	30.5
Allowances (158.1 and 158.2)	0.1	-	0.1
Stores Expense Undistributed (163)	4.0	-	4.0
Prepayments (165)	4.7	-	4.7
Interest and Dividends Receivable (171)	-	-	-
Accrued Utility Revenues (173)	32.2	-	32.2
Miscellaneous Current and Accrued Assets (174)	(0.2)	-	(0.2)
Derivative Instrument Assets (175)	3.1	-	3.1
Total Current and Accrued Assets	235.1	49.3	284.4
DEFERRED DEBITS			
Unamortized Debt Expense (181)	10.7	-	10.7
Unrecovered Plant and Regulatory Study Costs (182.2)	-	-	-
Other Regulatory Assets (182.3)	270.3	-	270.3
Clearing Accounts (184)	3.5	-	3.5
Miscellaneous Deferred Debits (186)	5.4	-	5.4
Unamortized Loss on Reacquired Debt (189)	11.2	-	11.2
Accumulated Deferred Income Taxes (190)	84.5	-	84.5
Total Deferred Debits	385.6	-	385.6
TOTAL ASSETS	\$2,897.4	\$49.3	\$2,946.7

Entergy Mississippi, Inc.
Exhibit C- PRO FORMA CONSOLIDATED BALANCE SHEET
March 31, 2011
(Unaudited) (\$ in millions)

	Entergy Mississippi, Inc.	Pro Forma Entries to Reflect the Proposed Transactions	Entergy Mississippi, Inc. after Proposed Transactions
PROPRIETARY CAPITAL			
Common Stock Issued (201)	\$ 199.3	\$ -	\$ 199.3
Members Equity (201)	50.3	-	50.3
Preferred Stock Issued (204)	-	-	-
Premium on Capital Stock (207)	0.2	-	0.2
Other Paid-In Capital (208-211)	-	-	-
(Less) Discount on Capital Stock (213)	-	-	-
(Less) Capital Stock Expense (214)	0.9	-	0.9
Retained Earnings (215, 215.1, 216)	540.9	-	540.9
Unappropriated Undistributed Subsidiary Earnings (216.1)	-	-	-
Total Proprietary Capital	<u>789.8</u>	<u>-</u>	<u>789.8</u>
LONG-TERM DEBT			
Bonds (221)	780.0	-	780.0
(Less) Reacquired Bonds (222)	-	-	-
Advances from Associated Companies (223)	4.6	-	4.6
Other Long-Term Debt (224)	46.0	-	46.0
Unamortized Premium on Long-Term Debt (225)	-	-	-
(Less) Unamortized Discount on Long-Term Debt (226)	0.6	-	0.6
Total Long-Term Debt	<u>830.0</u>	<u>-</u>	<u>830.0</u>
OTHER NONCURRENT LIABILITIES			
Obligations Under Capital Leases - Noncurrent (227)	10.1	-	10.1
Accumulated Provision for Property Insurance (228.1)	31.9	-	31.9
Accumulated Provision for Injuries and Damages (228.2)	7.2	-	7.2
Accumulated Provision for Pension and Benefits (228.3)	31.8	-	31.8
Accumulated Miscellaneous Operating Provisions (228.4)	0.5	-	0.5
Accumulated Provision for Rate Refunds (229)	-	-	-
Asset Retirement Obligations (230)	5.4	-	5.4
Total Other Noncurrent Liabilities	<u>86.9</u>	<u>-</u>	<u>86.9</u>
CURRENT AND ACCRUED LIABILITIES			
Notes Payable (231)	(a)	25.0	25.0
Accounts Payable (232)	48.0	-	48.0
Accounts Payable to Associated Companies (234)	159.7	(a) 24.3	184.0
Customer Deposits (235)	66.4	-	66.4
Taxes Accrued (236)	38.2	-	38.2
Interest Accrued (237)	22.3	-	22.3
Dividends Declared (238)	0.5	-	0.5
Tax Collections Payable (241)	1.6	-	1.6
Miscellaneous Current and Accrued Liabilities (242)	2.1	-	2.1
Obligations Under Capital Lease-Current (243)	2.5	-	2.5
Derivative Instrument Liabilities (244)	-	-	-
Total Current and Accrued Liabilities	<u>341.3</u>	<u>49.3</u>	<u>390.6</u>
DEFERRED CREDITS			
Accumulated Deferred Investment Tax Credits (255)	0.5	-	0.5
Other Deferred Credits (253)	82.0	-	82.0
Other Regulatory Liabilities (254)	47.7	-	47.7
Accumulated Deferred Income Taxes-Other Property (282)	608.4	-	608.4
Accumulated Deferred Income Taxes-Other (283)	110.7	-	110.7
Total Deferred Credits	<u>849.3</u>	<u>-</u>	<u>849.3</u>
TOTAL LIABILITIES AND STOCKHOLDER EQUITY	<u><u>\$2,897.4</u></u>	<u><u>\$49.3</u></u>	<u><u>\$2,946.7</u></u>

Entergy Mississippi, Inc.
Exhibit D - PRO FORMA CONSOLIDATED STATEMENTS OF INCOME
For the Twelve Months Ended March 31, 2011
(Unaudited) (\$ in millions)

	Entergy Mississippi, Inc.	Pro Forma Entries to Reflect the Proposed Transactions	Entergy Mississippi, Inc. after Proposed Transactions
UTILITY OPERATING INCOME			
Operating Revenues (400)	\$ 1,275.5	\$ -	\$ 1,275.5
Operating Expenses (401)	867.0	-	867.0
Maintenance Expenses (402)	60.4	-	60.4
Depreciation Expense (403)	79.2	-	79.2
Depreciation Expense for Asset Retirement Costs (403.1)	-	-	-
Amortization and Depletion of Utility Plant (404-405)	11.3	-	11.3
Amortization of Property Losses, Unrecovered Plant and Regulatory Study Costs (407)	-	-	-
Regulatory Debits (407.3)	0.4	-	0.4
(Less) Regulatory Credits (407.4)	0.2	-	0.2
Taxes Other Than Income Taxes (408.1)	68.1	-	68.1
Income Taxes - Federal (409.1)	3.7	-	3.7
Income Taxes - Other (409.1)	4.6	-	4.6
Provision for Deferred Income Taxes (410.1)	211.3	-	211.3
(Less) Provision for Deferred Income Taxes-Credit (411.1)	161.9	-	161.9
Investment Tax Credit Adjustment - Net (411.4)	(0.9)	-	(0.9)
(Less) Gains from Disposition of Allowance (411.8)	-	-	-
Accretion Expense (411.1)	0.3	-	0.3
TOTAL Utility Operating Expenses	1,143.3	-	1,143.3
Net Utility Operating Income	132.2	-	132.2
OTHER INCOME AND DEDUCTIONS			
Revenues from Merchandising, Jobbing and Contract Work (415)	-	-	-
(Less) Costs and Exp. of Merchandising, Job. & Contract Work (416)	-	-	-
Revenues from Nonutility Operations (417)	-	-	-
(Less) Expenses of Nonutility Operations (417.1)	0.1	-	0.1
Interest and Dividend Income (419)	0.4 (b)	3.3	3.7
Allowance for Other Funds Used During Construction (419.1)	7.4	-	7.4
Miscellaneous Nonoperating Income (421)	1.4	-	1.4
TOTAL Other Income	9.1	3.3	12.4
Loss on Disposition of Property (421.2)	-	-	-
Donations (426.1)	1.3	-	1.3
Penalties (426.3)	(0.1)	-	(0.1)
Expense for Certain Civic, Political and Related Activities (426.4)	1.2	-	1.2
Other Deductions (426.5)	0.4	-	0.4
TOTAL Other Income Deductions	2.8	-	2.8
Income Taxes - Federal (409.2)	(2.4) (b)	0.3	(2.1)
Income Taxes - Other (409.2)	0.1 (b)	0.1	0.2
Investment Tax Credit - Adjustment (411.5)	-	-	-
TOTAL Taxes on Other Income and Deductions	(2.3)	0.4	(1.9)
Net Other Income and Deductions	8.6	2.9	11.5
INTEREST CHARGES			
Interest on Long-Term Debt (427)	48.0	-	48.0
Amortization of Debt Discount and Expense (428)	1.4	-	1.4
Amortization of Loss on Reacquired Debt (428.1)	1.2	-	1.2
(Less) Amortization of Gain on Reacquired Debt (429.1)	-	-	-
Interest on Debt to Associated Companies (430)	-(b)	1.2	1.2
Other Interest Expense (431)	4.6 (b)	1.3	5.9
(Less) Allowance for Borrowed Funds Used During Construction-Cr. (432)	4.1	-	4.1
Net Interest Charges	51.1	2.5	53.6
Net Income	\$ 89.7	\$ 0.4	\$90.1

Note: Pro forma entries included with Exhibit C.

Entergy Mississippi, Inc.
Exhibit E - PRO FORMA CONSOLIDATED STATEMENTS OF CASH FLOWS
For the Twelve Months Ended March 31, 2011
(Unaudited) (\$ in millions)

	Entergy Mississippi, Inc.	Pro Forma Entries to Reflect the Proposed Transactions	Entergy Mississippi, Inc. after Proposed Transactions
Net Cash Flow from Operating Activities:			
Net Income	89.7 (b)	\$ 0.4	\$90.1
Noncash Charges (Credits) to Income:			
Depreciation and Depletion	90.6	-	90.6
Amortization of Debt Discount and Expense and Premium on Debt	2.6	-	2.6
Other Regulatory Credits - Net	-	-	-
Deferred Income Taxes (Net)	49.2	-	49.2
Investment Tax Credit Adjustment (Net)	(1.0)	-	(1.0)
Net (Increase) Decrease in Receivables	(56.2)	-	(56.2)
Net (Increase) Decrease in Inventory	(44.5)	-	(44.5)
Net (Increase) Decrease in Allowances Inventory	0.3	-	0.3
Net Increase (Decrease) in Payables and Accrued Expenses	(2.0)	-	(2.0)
Net (Increase) Decrease in Other Regulatory Assets	0.7	-	0.7
Net Increase (Decrease) in Other Regulatory Liabilities	26.0	-	26.0
(Less) Allowance for Other Funds Used During Construction	7.1	-	7.1
Other:			
Other Working Capital Accounts	(22.0)	-	(22.0)
Other Operating Activities	(24.2)	-	(24.2)
Net Cash Provided by (Used in) Operating Activities	102.1	0.4	102.5
Cash Flows from Investing Activities:			
Gross Additions to Utility Plant (less nuclear fuel):	(188.7)	-	(188.7)
Gross Additions to Nuclear Fuel	-	-	-
(Less) Allowance for Other Funds Used During Construction	(7.4)	-	(7.4)
Other:			
Decommissioning Trust Contributions	-	-	-
Proceeds from sale of assets	-	-	-
Change in other investments - net	7.6	-	7.6
Cash Outflows for Plant	(173.7)	-	(173.7)
Investment in and Advances to Assoc. and Subsidiary Companies			
Other:			
Changes in Money Pool Receivable - Net	4.1	-	4.1
Changes in Other Investments	-	-	-
Net Cash Provided by (Used in) Investing Activities	(169.6)	-	(169.6)
Cash Flows from Financing Activities:			
Proceeds from the Issuance of:			
Long-Term Debt	76.7	-	76.7
Preferred/preference securities	-	-	-
Net Increase in Short-Term Debt	-	49.3	49.3
Cash Provided by Outside Sources	76.7	49.3	126.0
Payments for Retirement of:			
Long-term Debt	(100.0)	-	(100.0)
Credit borrowings	-	-	-
Changes in Money Pool Payable - Net	125.7	-	125.7
Dividends on Preferred Stock	(2.8)	-	(2.8)
Dividends on Common Stock	(36.9)	-	(36.9)
Net Cash Provided by (Used in) Financing Activities	62.7	49.3	112.0
Net Increase (Decrease) in Cash and Cash Equivalents	(4.8)	49.7	44.9
Cash and Cash Equivalents at Beginning of Period	9.1	-	9.1
Cash and Cash Equivalents at End of Period	\$4.3	\$49.7	\$54.0

Note: Pro forma entries included with Exhibit C.

Entergy Mississippi, Inc.
 Exhibit E - PRO FORMA CONSOLIDATED STATEMENTS OF CASH FLOWS
 For the Twelve Months Ended March 31, 2011
 (Unaudited) (\$ in millions)

	<u>Entergy Mississippi, Inc.</u>	<u>Pro Forma Entries to Reflect the Proposed Transactions</u>	<u>Entergy Mississippi, Inc. after Proposed Transactions</u>
Computation of Interest Coverage:			
Net income	\$89.7	\$0.4	\$90.1
Add Back:			
Total interest expense	51.1	2.5	53.6
Income taxes	<u>54.5</u>	<u>0.4</u>	<u>54.9</u>
Income before interest and taxes	<u>195.3</u>	<u>3.3</u>	<u>198.6</u>
Total interest expense	<u>\$51.1</u>	<u>\$2.5</u>	<u>\$53.6</u>
Interest coverage	<u><u>3.82</u></u>	<u><u>-</u></u>	<u><u>3.71</u></u>

Entergy New Orleans, Inc.
 Exhibit C - Pro Forma Accounting Entries to Reflect the Proposed Transactions
 As of March 31, 2011
 (in Millions)

For Proposed Financing - Balance Sheet

Accounts		Debit	Credit
Temporary cash investments (136)	(a)	100.0	
Accounts payable to associated companies (234)			100.0

Entry to record the balance sheet effects of the proposed potential maximum issuance of \$100 million of short-term debt securities as money pool borrowings as if the issuances had occurred on March 31, 2011.

For Proposed Financing - Income Statement

Accounts		Debit	Credit
Interest on Debt to Associated Companies (430)	(b)	5.0	
Income Taxes - Federal (409.2)		0.8	
Income Taxes - Other (409.2)		0.2	
Interest and Dividend Income (419)			7.5
Cash (131)		1.5	

Entry to record the income statement effects of the security issuances described in entry (a) as if the issuances had occurred on April 1, 2010. The entry uses an estimated interest rate on borrowings of 5% per annum and assumes a return on investment at a rate of 7.5%.

ENTERGY NEW ORLEANS, INC.
Exhibit C - PRO FORMA CONSOLIDATED BALANCE SHEETS
March 31, 2011
(Unaudited) (\$ in millions)

	Entergy New Orleans, Inc.	Pro Forma Entries to Reflect the Proposed Transactions	Entergy New Orleans, Inc. after Proposed Transactions
UTILITY PLANT			
Utility Plant (101-106, 114)	\$ 1,052.2	\$ -	\$ 1,052.2
Construction Work in Progress (107)	7.2	-	7.2
TOTAL Utility Plant	1,059.4	-	1,059.4
(Less) Accumulated Provisions for Depreciation, Amortization and Depletion (108, 110, 111, 115)	532.6	-	532.6
Net Utility Plant	526.8	-	526.8
Nuclear Fuel Under Capital Leases (120.6)	-	-	-
Net Utility Plant	526.8	-	526.8
OTHER PROPERTY AND INVESTMENTS			
Nonutility Property (121)	1.0	-	1.0
(Less) Accumulated Provisions for Depreciation and Amortization (122)	-	-	-
Investment in Associated Companies (123)	-	-	-
Investment in Subsidiary Companies (123.1)	-	-	-
Other Investments (124)	-	-	-
Other Special funds (128)	7.6	-	7.6
TOTAL Other Property and Investments	8.6	-	8.6
CURRENT AND ACCRUED ASSETS			
Cash (131)	1.5	-	1.5
Special Deposits (132-134)	-	-	-
Working Fund (135)	0.1	-	0.1
Temporary Cash Investments (136)	28.6 (a)	100.0	128.6
Notes Receivable (141)	-	-	-
Customer Accounts Receivable (142)	39.8	-	39.8
Other Accounts Receivable (143)	1.8	-	1.8
(Less) Accumulated Provision for Uncollectible Accounts - Credit (144)	0.5	-	0.5
Accounts Receivable from Associated Companies (146)	45.2	-	45.2
Fuel Stock (151)	4.6	-	4.6
Plant Materials and Operating Supplies (154)	8.2	-	8.2
Allowances (158.1 and 158.52)	-	-	-
Stores Expense Undistributed (163)	1.9	-	1.9
Gas Stored Underground - Current (164.1)	0.6	-	0.6
Prepayments (165)	10.3	-	10.3
Interest and Dividends Receivable (171)	-	-	-
Accrued Utility Revenues (173)	14.9	-	14.9
Miscellaneous Current and Accrued Assets (174)	0.8	-	0.8
Derivative Instrument Assets (175)	-	-	-
Total Current and Accrued Assets	157.8	100.0	257.8
DEFERRED DEBITS			
Unamortized Debt Expense (181)	3.7	-	3.7
Unrecovered Plant and Regulatory Study Costs (182.2)	-	-	-
Other Regulatory Assets (182.3)	118.7	-	118.7
Clearing Accounts (184)	1.4	-	1.4
Miscellaneous Deferred Debits (186)	1.1	-	1.1
Unamortized Loss on Reacquired Debt (189)	2.9	-	2.9
Accumulated Deferred Income Taxes (190)	67.2	-	67.2
Total Deferred Debits	195.0	-	195.0
TOTAL ASSETS	\$888.2	\$100.0	\$988.2

ENTERGY NEW ORLEANS, INC.
Exhibit C - PRO FORMA CONSOLIDATED BALANCE SHEETS
March 31, 2011
(Unaudited) (\$ in millions)

	Entergy New Orleans, Inc.	Pro Forma Entries to Reflect the Proposed Transactions	Entergy New Orleans, Inc. after Proposed Transactions
PROPRIETARY CAPITAL			
Common Stock Issued (201)	\$ 33.7	\$ -	\$ 33.7
Members Equity (201)	-	-	-
Preferred Stock Issued (204)	19.8	-	19.8
Premium on Capital Stock (207)	0.3	-	0.3
Other Paid-In Capital (208-211)	36.1	-	36.1
(Less) Discount on Capital Stock (213)	-	-	-
(Less) Capital Stock Expense (214)	0.1	-	0.1
Retained Earnings (215, 215.1, 216)	124.6	-	124.6
Unappropriated Undistributed Subsidiary Earnings (216.1)	-	-	-
(Less) Reacquired Capital Stock (217)	-	-	-
Accumulated Other Comprehensive Income (219)	-	-	-
Total Proprietary Capital	<u>214.4</u>	<u>-</u>	<u>214.4</u>
LONG-TERM DEBT			
Bonds (221)	167.3	-	167.3
(Less) Reacquired Bonds (222)	-	-	-
Advances from Associated Companies (223)	-	-	-
Other Long-Term Debt (224)	-	-	-
Unamortized Premium on Long-Term Debt (225)	-	-	-
(Less) Unamortized Discount on Long-Term Debt (226)	0.1	-	0.1
Total Long-Term Debt	<u>167.2</u>	<u>-</u>	<u>167.2</u>
OTHER NONCURRENT LIABILITIES			
Obligations Under Capital Leases - Noncurrent (227)	-	-	-
Accumulated Provision for Property Insurance (228.1)	7.5	-	7.5
Accumulated Provision for Injuries and Damages (228.2)	5.9	-	5.9
Accumulated Provision for Pension and Benefits (228.3)	9.4	-	9.4
Accumulated Miscellaneous Operating Provisions (228.4)	0.1	-	0.1
Accumulated Provision for Rate Refunds (229)	-	-	-
Asset Retirement Obligations (230)	3.5	-	3.5
Total Other Noncurrent Liabilities	<u>26.4</u>	<u>-</u>	<u>26.4</u>
CURRENT AND ACCRUED LIABILITIES			
Notes Payable (231)	-	-	-
Accounts Payable (232)	18.2	-	18.2
Notes Payable to Associated Companies (233)	-	-	-
Accounts Payable to Associated Companies (234)	23.3	(a) 100.0	123.3
Customer Deposits (235)	21.4	-	21.4
Taxes Accrued (236)	10.3	-	10.3
Interest Accrued (237)	1.8	-	1.8
Dividends Declared (238)	0.2	-	0.2
Tax Collections Payable (241)	0.9	-	0.9
Miscellaneous Current and Accrued Liabilities (242)	0.7	-	0.7
Obligations Under Capital Lease-Current (243)	-	-	-
Derivative Instrument Liabilities (244)	-	-	-
Total Current and Accrued Liabilities	<u>76.8</u>	<u>100.0</u>	<u>176.8</u>
DEFERRED CREDITS			
Customer Advances for Construction (252)	0.4	-	0.4
Accumulated Deferred Investment Tax Credits (255)	0.7	-	0.7
Other Deferred Credits (253)	117.1	-	117.1
Other Regulatory Liabilities (254)	98.9	-	98.9
Unamortized Gain on Required Debt (257)	-	-	-
Accum. Deferred Income Taxes - Accel. Amort. (281)	-	-	-
Accumulated Deferred Income Taxes-Other Property (282)	151.9	-	151.9
Accumulated Deferred Income Taxes-Other (283)	34.4	-	34.4
Total Deferred Credits	<u>403.4</u>	<u>-</u>	<u>403.4</u>
TOTAL LIABILITIES AND STOCKHOLDER EQUITY	<u>\$888.2</u>	<u>\$100.0</u>	<u>\$988.2</u>

ENTERGY NEW ORLEANS, INC.
Exhibit D - PRO FORMA CONSOLIDATED STATEMENTS OF INCOME
For the Twelve Months March 31, 2011
(Unaudited) (\$ in millions)

	Entergy New Orleans, Inc.	Pro Forma Entries to Reflect the Proposed Transactions	Entergy New Orleans, Inc. after Proposed Transactions
UTILITY OPERATING INCOME			
Operating Revenues (400)	\$ 637.8	\$ -	\$ 637.8
Operating Expenses (401)	471.2	-	471.2
Maintenance Expenses (402)	31.3	-	31.3
Depreciation Expense (403)	29.2	-	29.2
Depreciation Expense for Asset Retirement Costs (403.1)	-	-	-
Amortization and Depletion of Utility Plant (404-405)	6.3	-	6.3
Regulatory Debits (407.3)	1.8	-	1.8
(Less) Regulatory Credits (407.4)	3.2	-	3.2
Taxes Other Than Income Taxes (408.1)	43.9	-	43.9
Income Taxes - Federal (409.1)	(121.6)	-	(121.6)
Income Taxes - Other (409.1)	0.9	-	0.9
Provision for Deferred Income Taxes (410.1)	354.7	-	354.7
(Less) Provision for Deferred Income Taxes-Credit (411.1)	216.6	-	216.6
Investment Tax Credit Adjustment - Net (411.4)	(0.3)	-	(0.3)
(Less) Gains from Disposition of Allowance (411.8)	-	-	-
Accretion Expense (411.1)	0.2	-	0.2
TOTAL Utility Operating Expenses	597.8	-	597.8
Net Utility Operating Income	40.0	-	40.0
OTHER INCOME AND DEDUCTIONS			
Interest and Dividend Income (419)	0.5 (b)	7.5	8.0
Allowance for Other Funds Used During Construction (419.1)	0.6	-	0.6
Miscellaneous Nonoperating Income (421)	-	-	-
Gain on Disposition of Property (421.1)	-	-	-
TOTAL Other Income	1.1	7.5	8.6
Loss on Disposition of Property (421.2)	-	-	-
Donations (426.1)	1.4	-	1.4
Life Insurance (426.2)	-	-	-
Penalties (426.3)	-	-	-
Expense for Certain Civic, Political and Related Activities (426.4)	0.6	-	0.6
Other Deductions (426.5)	0.5	-	0.5
TOTAL Other Income Deductions	2.5	-	2.5
Taxes Other Than Income Taxes (408.2)	-	-	-
Income Taxes - Federal (409.2)	(0.9) (b)	0.8	(0.1)
Income Taxes - Other (409.2)	(0.1) (b)	0.2	0.1
Provision for Deferred Inc. Taxes (410.2)	-	-	-
(Less) Provision for Deferred Income Taxes-Cr. (411.2)	-	-	-
Investment Tax Credit - Adjustment (411.5)	-	-	-
TOTAL Taxes on Other Income and Deductions	(1.0)	1.0	-
Net Other Income and Deductions	(0.4)	6.5	6.1
INTEREST CHARGES			
Interest on Long-Term Debt (427)	9.6	-	9.6
Amortization of Debt Discount and Expense (428)	0.5	-	0.5
Amortization of Loss on Recquired Debt (428.1)	0.3	-	0.3
(Less) Amortization of Gain on Recquired Debt (429.1)	-	-	-
Interest on Debt to Associated Companies (430)	0.4 (b)	5.0	5.4
Other Interest Expense (431)	0.7	-	0.7
(Less) Allowance for Borrowed Funds Used During Construction-Cr. (432)	0.3	-	0.3
Net Interest Charges	11.2	5.0	16.2
Net Income	\$28.4	\$1.5	\$29.9

Note: Pro forma entries included in Exhibit C.

ENTERGY NEW ORLEANS, INC.
Exhibit E - PRO FORMA CONSOLIDATED STATEMENTS OF CASH FLOWS
For the Twelve Months Ended March 31, 2011
(Unaudited) (\$ in millions)

	Entergy New Orleans, Inc.	Pro Forma Entries to Reflect the Proposed Transactions	Entergy New Orleans, Inc. after Proposed Transactions
<u>Net Cash Flow from Operating Activities:</u>			
Net Income	\$28.4 b	\$ 1.5	\$29.9
Noncash Charges (Credits) to Income:			
Depreciation and Depletion	35.6	-	35.6
Amortization of Debt Discountand Expense and Premium on Debt	0.7	-	0.7
Loss (Gain) on Reacquired Debt	-	-	-
Other Regulatory Credits - Net	-	-	-
Deferred Income Taxes (Net)	138.1	-	138.1
Investment Tax Credit Adjustment (Net)	(0.3)	-	(0.3)
Net (Increase) Decrease in Receivables	0.7	-	0.7
Net (Increase) Decrease in Inventory	(4.3)	-	(4.3)
Net (Increase) Decrease in Allowances Inventory	0.2	-	0.2
Net Increase (Decrease) in Payables and Accrued Expenses	(189.8)	-	(189.8)
Net (Increase) Decrease in Other Regulatory Assets	(8.3)	-	(8.3)
Net Increase (Decrease) in Other Regulatory Liabilities	2.5	-	2.5
(Less) Allowance for Other Funds Used During Construction	0.5	-	0.5
Other:	-	-	-
Other Working Capital Accounts	(1.6)	-	(1.6)
Other Operating Activities	33.3	-	33.3
Net Cash Provided by (Used in) Operating Activities	<u>34.7</u>	<u>1.5</u>	<u>36.2</u>
<u>Cash Flows from Investing Activities:</u>			
Gross Additions to Utility Plant (less nuclear fuel):	(78.8)	-	(78.8)
Gross Additions to Nuclear Fuel	-	-	-
(Less) Allowance for Other Funds Used During Construction	(0.5)	-	(0.5)
Other:	-	-	-
Insurance Proceeds	-	-	-
Decommissioning Trust Contributions	-	-	-
Proceeds from Sale/leaseback of Nuclear Fuel	-	-	-
Cash Outflows for Plant	<u>(78.3)</u>	<u>-</u>	<u>(78.3)</u>
Other:			
Investments in and Advances to Assoc. and Subsidiary Companies	3.3	-	3.3
Insurance proceeds	-	-	-
Change in Other Investments	(5.9)	-	(5.9)
Change in Money Pool Receivable - Net	52.1	-	52.1
Net Cash Provided by (Used in) Investing Activities	<u>(28.8)</u>	<u>-</u>	<u>(28.8)</u>
<u>Cash Flows from Financing Activities:</u>			
Proceeds from the Issuance of:			
Long-Term Debt	24.3	-	24.3
Net Increase in Short-Term Debt	-	-	-
Borrowings on DIP Credit Facility	-	-	-
Cash Provided by Outside Sources	<u>24.3</u>	<u>-</u>	<u>24.3</u>
Payments for Retirement of:			
Long-term Debt	(130.0)	-	(130.0)
Preferred Stock	-	-	-
Repayment of DIP credit facility	-	-	-
Net Decrease in Short-Term Debt (c)	-	-	-
Changes in Money Pool Payable - Net	- a	100.0	100.0
Dividends on Preferred Stock	(0.9)	-	(0.9)
Dividends on Common Stock	(37.7)	-	(37.7)
Net Cash Provided by (Used in) Financing Activities	<u>(144.3)</u>	<u>100.0</u>	<u>(44.3)</u>
Net Increase (Decrease) in Cash and Cash Equivalents	(138.4)	101.5	(36.9)
Cash and Cash Equivalents at Beginning of Period	<u>168.5</u>	<u>-</u>	<u>168.5</u>
Cash and Cash Equivalents at End of Period	<u>\$30.1</u>	<u>\$101.5</u>	<u>\$131.6</u>

Note: Pro forma entries included with Exhibit C.

ENTERGY NEW ORLEANS, INC.
 Exhibit E - PRO FORMA CONSOLIDATED STATEMENTS OF CASH FLOWS
 For the Twelve Months Ended March 31, 2011

Computation of Interest Coverage:	<u>Entergy New Orleans, Inc.</u>	<u>Pro Forma Entries to Reflect the Proposed Transactions</u>	<u>Entergy New Orleans Inc. after Proposed Transactions</u>
Net income	\$29.9	\$1.5	\$29.9
Add Back:			
Total interest expense	11.2	5.0	16.2
Income taxes	<u>16.1</u>	<u>1.0</u>	<u>17.1</u>
Income before interest and taxes	<u>57.2</u>	<u>7.5</u>	<u>63.2</u>
Total interest expense	<u>\$11.2</u>	<u>\$5.0</u>	<u>\$16.2</u>
Interest coverage	<u>5.11</u>	<u>-</u>	<u>3.90</u>

Entergy Texas, Inc.
 Exhibit C - Pro Forma Accounting Entries to Reflect the Proposed Transactions
 As of March 31, 2011
 (in Millions)

For Proposed Financing - Balance Sheet

Accounts		Debit	Credit
Temporary cash investments (136)	(a)	193.7	
Accounts payable to associated companies (234)			193.7

Entry to record the balance sheet effects of the proposed potential maximum issuance of \$193.7 million of short-term debt securities (\$6.3 million was already outstanding) as money pool borrowings as if the issuances had occurred on March 31, 2011.

For Proposed Financing - Income Statement

Accounts		Debit	Credit
Interest on Debt to Associated Companies (430)	(b)	9.7	
Income Taxes - Federal (409.2)			0.1
Income Taxes - Other (409.2)			0.0
Interest and Dividend Income (419)			9.5
Cash (131)			0.1

Entry to record the income statement effects of the security issuances described in entry (a) as if the issuances had occurred on April 1, 2010. The entry uses an estimated interest rate on borrowings of 5% per annum and assumes a return on investment at a rate of 4.9%.

Entergy Texas, Inc.
Exhibit C- PRO FORMA CONSOLIDATED BALANCE SHEET
March 31, 2011
(Unaudited) (\$ in millions)

	Entergy Texas, Inc.	Pro Forma Entries to Reflect the Proposed Transactions	Entergy Texas, Inc. after Proposed Transactions
UTILITY PLANT			
Utility Plant (101-106, 114)	\$ 3,247.8	\$ -	\$ 3,247.8
Construction Work in Progress (107)	65.7	-	65.7
TOTAL Utility Plant	3,313.5	-	3,313.5
(Less) Accumulated Provisions for Depreciation, Amortization and Depletion (108, 110, 111, 115)	1,252.0	-	1,252.0
Net Utility Plant	2,061.5	-	2,061.5
Nuclear Fuel Under Capital Leases (120.6)	-	-	-
(Less) Accum. Prov. for Amort. Of Nucl. Fuel Assemblies (120.5)	-	-	-
Net Utility Plant	2,061.5	-	2,061.5
OTHER PROPERTY AND INVESTMENTS			
Nonutility Property (121)	10.7	-	10.7
(Less) Accumulated Provisions for Depreciation and Amortization (122)	9.6	-	9.6
Investment in Associated Companies (123)	-	-	-
Investment in Subsidiary Companies (123.1)	3.2	-	3.2
Other Investments (124)	17.6	-	17.6
Other Special funds (128)	0.8	-	0.8
TOTAL Other Property and Investments	22.7	-	22.7
CURRENT AND ACCRUED ASSETS			
Cash (131)	1.5	-	1.5
Special Deposits (132-134)	0.1	-	0.1
Working Fund (135)	0.2	-	0.2
Temporary Cash Investments (136)	0.1 (a)	193.7	193.8
Notes Receivable (141)	-	-	-
Customer Accounts Receivable (142)	42.5	-	42.5
Other Accounts Receivable (143)	10.5	-	10.5
(Less) Accumulated Provision for Uncollectible Accounts - Credit (144)	1.9	-	1.9
Accounts Receivable from Associated Companies (146)	41.9	-	41.9
Fuel Stock (151)	53.6	-	53.6
Fuel Stock Expenses Undistributed (152)	-	-	-
Plant Materials and Operating Supplies (154)	26.2	-	26.2
Allowances (158.1 and 158.2)	-	-	-
Stores Expense Undistributed (163)	3.0	-	3.0
Prepayments (165)	4.5	-	4.5
Interest and Dividends Receivable (171)	-	-	-
Accrued Utility Revenues (173)	38.6	-	38.6
Miscellaneous Current and Accrued Assets (174)	1.8	-	1.8
Derivative Instrument Assets (175)	-	-	-
Total Current and Accrued Assets	222.6	193.7	416.3
DEFERRED DEBITS			
Unamortized Debt Expense (181)	9.6	-	9.6
Unrecovered Plant and Regulatory Study Costs (182.2)	-	-	-
Other Regulatory Assets (182.3)	518.2	-	518.2
Clearing Accounts (184)	2.9	-	2.9
Miscellaneous Deferred Debits (186)	33.7	-	33.7
Unamortized Loss on Reacquired Debt (189)	12.2	-	12.2
Accumulated Deferred Income Taxes (190)	250.3	-	250.3
Total Deferred Debits	826.9	-	826.9
TOTAL ASSETS	\$3,133.7	\$193.7	\$3,327.4

Entergy Texas, Inc.
Exhibit C- PRO FORMA CONSOLIDATED BALANCE SHEET
March 31, 2011
(Unaudited) (\$ in millions)

	Entergy Texas, Inc.	Pro Forma Entries to Reflect the Proposed Transactions	Entergy Texas, Inc. after Proposed Transactions
PROPRIETARY CAPITAL			
Common Stock Issued (201)	\$ 49.5	\$ -	\$ 49.5
Members Equity (201)	-	-	-
Preferred Stock Issued (204)	-	-	-
Premium on Capital Stock (207)	-	-	-
Other Paid-In Capital (208-211)	485.1	-	485.1
(Less) Discount on Capital Stock (213)	-	-	-
(Less) Capital Stock Expense (214)	3.1	-	3.1
Retained Earnings (215, 215.1, 216)	308.6	-	308.6
Unappropriated Undistributed Subsidiary Earnings (216.1)	-	-	-
Accumulated Other Comprehensive Income (219)	-	-	-
Total Proprietary Capital	<u>840.1</u>	<u>-</u>	<u>840.1</u>
LONG-TERM DEBT			
Bonds (221)	850.0	-	850.0
(Less) Reacquired Bonds (222)	-	-	-
Advances from Associated Companies (223)	-	-	-
Other Long-Term Debt (224)	5.3	-	5.3
Unamortized Premium on Long-Term Debt (225)	-	-	-
(Less) Unamortized Discount on Long-Term Debt (226)	3.1	-	3.1
Total Long-Term Debt	<u>852.2</u>	<u>-</u>	<u>852.2</u>
OTHER NONCURRENT LIABILITIES			
Obligations Under Capital Leases - Noncurrent (227)	-	-	-
Accumulated Provision for Property Insurance (228.1)	-	-	-
Accumulated Provision for Injuries and Damages (228.2)	5.8	-	5.8
Accumulated Provision for Pension and Benefits (228.3)	9.4	-	9.4
Accumulated Miscellaneous Operating Provisions (228.4)	(0.7)	-	(0.7)
Accumulated Provision for Rate Refunds (229)	-	-	-
Asset Retirement Obligations (230)	3.7	-	3.7
Total Other Noncurrent Liabilities	<u>18.2</u>	<u>-</u>	<u>18.2</u>
CURRENT AND ACCRUED LIABILITIES			
Notes Payable (231)	-	-	-
Accounts Payable (232)	67.3	-	67.3
Notes Payable to Associated Companies (233)	-	-	-
Accounts Payable to Associated Companies (234)	86.4	(a) 193.7	280.1
Customer Deposits (235)	38.0	-	38.0
Taxes Accrued (236)	(0.2)	-	(0.2)
Interest Accrued (237)	14.5	-	14.5
Dividends Declared (238)	-	-	-
Tax Collections Payable (241)	0.5	-	0.5
Miscellaneous Current and Accrued Liabilities (242)	3.2	-	3.2
Obligations Under Capital Lease-Current (243)	-	-	-
Derivative Instrument Liabilities (244)	-	-	-
Total Current and Accrued Liabilities	<u>209.7</u>	<u>193.7</u>	<u>403.4</u>
DEFERRED CREDITS			
Customer Advances for Construction (252)	-	-	-
Accumulated Deferred Investment Tax Credits (255)	20.5	-	20.5
Other Deferred Credits (253)	72.7	-	72.7
Other Regulatory Liabilities (254)	57.8	-	57.8
Accum. Deferred Income Taxes-Accel. Amort (281)	-	-	-
Accumulated Deferred Income Taxes-Other Property (282)	597.2	-	597.2
Accumulated Deferred Income Taxes-Other (283)	465.3	-	465.3
Total Deferred Credits	<u>1,213.5</u>	<u>-</u>	<u>1,213.5</u>
TOTAL LIABILITIES AND STOCKHOLDER EQUITY	<u>\$3,133.7</u>	<u>\$193.7</u>	<u>\$3,327.4</u>

Entergy Texas, Inc.
Exhibit D - PRO FORMA CONSOLIDATED STATEMENTS OF INCOME
For the Twelve Months Ended March 31, 2011
(Unaudited) (\$ in millions)

	Entergy Texas, Inc.	Pro Forma Entries to Reflect the Proposed Transactions	Entergy Texas, Inc. after Proposed Transactions
UTILITY OPERATING INCOME			
Operating Revenues (400)	\$ 1,615.4	\$ -	\$ 1,615.4
Operating Expenses (401)	1,271.9	-	1,271.9
Maintenance Expenses (402)	53.5	-	53.5
Depreciation Expense (403)	68.8	-	68.8
Depreciation Expense for Asset Retirement Costs (403.1)	(0.3)	-	(0.3)
Amortization and Depletion of Utility Plant (404-405)	7.8	-	7.8
Amortization of Property Losses, Unrecovered Plant and Regulatory Study Costs (407)	-	-	-
Regulatory Debits (407.3)	(8.2)	-	(8.2)
(Less) Regulatory Credits (407.4)	(0.3)	-	(0.3)
Taxes Other Than Income Taxes (408.1)	62.3	-	62.3
Income Taxes - Federal (409.1)	(27.1)	-	(27.1)
Income Taxes - Other (409.1)	(0.3)	-	(0.3)
Provision for Deferred Income Taxes (410.1)	843.2	-	843.2
(Less) Provision for Deferred Income Taxes-Credit (411.1)	771.9	-	771.9
Investment Tax Credit Adjustment - Net (411.4)	(1.6)	-	(1.6)
(Less) Gains from Disposition of Allowance (411.8)	-	-	-
Accretion Expense (411.1)	0.2	-	0.2
TOTAL Utility Operating Expenses	1,498.6	-	1,498.6
Net Utility Operating Income	116.8	-	116.8
OTHER INCOME AND DEDUCTIONS			
Revenues from Merchandising, Jobbing and Contract Work (415)	-	-	-
(Less) Costs and Exp. of Merchandising, Job. & Contract Work (416)	-	-	-
Revenues from Nonutility Operations (417)	-	-	-
(Less) Expenses of Nonutility Operations (417.1)	0.3	-	0.3
Equity in Earnings of Subsidiary Companies (418.1)	(1.1)	-	(1.1)
Interest and Dividend Income (419)	6.8 (b)	9.5	16.3
Allowance for Other Funds Used During Construction (419.1)	5.9	-	5.9
Miscellaneous Nonoperating Income (421)	1.3	-	1.3
Gain on Disposition of Property (421.1)	-	-	-
TOTAL Other Income	12.6	9.5	22.1
Loss on Disposition of Property (421.2)	-	-	-
Donations (426.1)	0.7	-	0.7
Life Insurance (426.2)	(0.7)	-	(0.7)
Penalties (426.3)	-	-	-
Expense for Certain Civic, Political and Related Activities (426.4)	2.3	-	2.3
Other Deductions (426.5)	3.4	-	3.4
TOTAL Other Income Deductions	5.7	-	5.7
Taxes Other Than Income Taxes (408.2)	-	-	-
Income Taxes - Federal (409.2)	0.3 (b)	(0.1)	0.2
Income Taxes - Other (409.2)	(b)	-	-
Provision for Deferred Inc. Taxes (410.2)	-	-	-
(Less) Provision for Deferred Income Taxes-Cr. (411.2)	-	-	-
Investment Tax Credit - Adjustment (411.5)	-	-	-
TOTAL Taxes on Other Income and Deductions	0.3	(0.1)	0.2
Net Other Income and Deductions	6.6	9.6	16.2
INTEREST CHARGES			
Interest on Long-Term Debt (427)	56.0	-	56.0
Amortization of Debt Discount and Expense (428)	1.3	-	1.3
Amortization of Loss on Reacquired Debt (428.1)	1.9	-	1.9
(Less) Amortization of Gain on Reacquired Debt (429.1)	-	-	-
Interest on Debt to Associated Companies (430)	(b)	9.7	9.7
Other Interest Expense (431)	(1.5)	-	(1.5)
(Less) Allowance for Borrowed Funds Used During Construction-Cr. (432)	3.6	-	3.6
Net Interest Charges	54.1	9.7	63.8
Net Income	\$ 69.3	\$ (0.1)	\$69.2

Note: Pro forma entries included with Exhibit C.

Entergy Texas, Inc.
Exhibit E - PRO FORMA CONSOLIDATED STATEMENTS OF CASH FLOWS
For the Twelve Months Ended March 31, 2011
(Unaudited) (\$ in millions)

	Entergy Texas, Inc.	Pro Forma Entries to Reflect the Proposed Transactions	Entergy Texas, Inc. after Proposed Transactions
Net Cash Flow from Operating Activities:			
Net Income	69.5	(b) \$ (0.1)	\$69.4
Noncash Charges (Credits) to Income:	-		
Depreciation and Depletion	76.5	-	76.5
Amortization of Debt Discountand Expense and Premium on Debt	1.3	-	1.3
Loss on Reacquired Debt	1.9	-	1.9
Other Regulatory Credits - Net	9.6	-	9.6
Deferred Income Taxes (Net)	71.2	-	71.2
Investment Tax Credit Adjustment (Net)	(1.6)	-	(1.6)
-	-		
Net (Increase) Decrease in Receivables	(28.2)	-	(28.2)
Net (Increase) Decrease in Inventory	2.8	-	2.8
Net (Increase) Decrease in Allowances Inventory	0.2	-	0.2
Net Increase (Decrease) in Payables and Accrued Expenses	(33.4)	-	(33.4)
Net (Increase) Decrease in Other Regulatory Assets	11.5	-	11.5
Net Increase (Decrease) in Other Regulatory Liabilities	(118.6)	-	(118.6)
(Less) Allowance for Other Funds Used During Construction	5.9	-	5.9
Other:			
Other Working Capital Accounts	1.0	-	1.0
Other Operating Activities	(33.7)	-	(33.7)
Net Cash Provided by (Used in) Operating Activities	24.1	(0.1)	24.0
Cash Flows from Investing Activities:			
Gross Additions to Utility Plant (less nuclear fuel):	(161.0)	-	(161.0)
Gross Additions to Nuclear Fuel	-	-	-
(Less) Allowance for Other Funds Used During Construction	(5.8)	-	(5.8)
Other:			
Payment for Purchase of Plant	-	-	-
Decommissioning Trust Contributions	-	-	-
Proceeds from Sale/leaseback of Nuclear Fuel	-	-	-
Change in Money Pool Receivables	47.5	-	47.5
Cash Outflows for Plant	(107.7)	-	(107.7)
Other:			
Investments in and Advances to Assoc. and Subsidiary Companies	-	-	-
Insurance Proceeds	5.3	-	5.3
Payments to storm reserve escrow account	-	-	-
Receipts from storm reserve escrow account	-	-	-
Changes in Other Investments	2.3	-	2.3
Net Cash Provided by (Used in) Investing Activities	(100.1)	-	(100.1)
Cash Flows from Financing Activities:			
Proceeds from the Issuance of:			
Long-Term Debt	198.4	-	198.4
Common stock	-	-	-
Changes in Credit Borrowings	-	-	-
Loan from Entergy Corporation	-	-	-
Net Increase in Short-Term Debt	-	(a) 193.7	193.7
Cash Provided by Outside Sources	198.4	193.7	392.1
Payments for Retirement of:			
Long-term Debt	(158.5)	-	(158.5)
Money pool borrowing	-	-	-
Change in Money Pool Payable	6.3	-	6.3
Dividends on Preferred Stock	-	-	-
Dividends on Common Stock	(72.5)	-	(72.5)
Net Cash Provided by (Used in) Financing Activities	(26.3)	193.7	167.4
Net Increase (Decrease) in Cash and Cash Equivalents	(102.3)	193.6	91.3
Cash and Cash Equivalents at Beginning of Period	104.1	-	104.1
Cash and Cash Equivalents at End of Period	\$1.8	\$193.6	\$195.4

Note: Pro forma entries included with Exhibit C.

Entergy Texas, Inc.
Exhibit E - PRO FORMA CONSOLIDATED STATEMENTS OF CASH FLOWS
For the Twelve Months Ended March 31, 2011
(Unaudited) (\$ in millions)

	<u>Entergy Texas, Inc.</u>	<u>Pro Forma Entries to Reflect the Proposed Transactions</u>	<u>Entergy Texas, Inc. after Proposed Transactions</u>
Computation of Interest Coverage:			
Net income	\$69.3	(\$0.1)	\$69.2
Add Back:			
Total interest expense	54.1	9.7	63.8
Income taxes	<u>42.6</u>	<u>(0.1)</u>	<u>42.5</u>
Income before interest and taxes	<u>166.0</u>	<u>9.5</u>	<u>175.5</u>
Total interest expense	<u>\$54.1</u>	<u>\$9.7</u>	<u>\$63.8</u>
Interest coverage	<u>3.07</u>	<u>-</u>	<u>2.75</u>

System Energy Resources, Inc.
Exhibit C - Pro Forma Accounting Entries to Reflect the Proposed Transactions
As of March 31, 2011
(in Millions)

For Proposed Financing - Balance Sheet

Accounts		Debit	Credit
Temporary cash investments (136)	(a)	200.0	
Accounts payable to associated companies (234)			200.0

Entry to record the balance sheet effects of the proposed potential maximum issuance of \$200 million of short-term debt securities as money pool borrowings as if the issuances had occurred on March 31, 2011.

For Proposed Financing - Income Statement

Accounts		Debit	Credit
Interest on Debt to Associated Companies (430)	(b)	10.0	
Income Taxes - Federal (409.2)		1.7	
Income Taxes - Other (409.2)		0.3	
Interest and Dividend Income (419)			15.2
Cash (131)		3.2	

Entry to record the income statement effects of the security issuances described in entry (a) as if the issuances had occurred on April 1, 2010. The entry uses an estimated interest rate on borrowings of 5% per annum and assumes a return on investment at a rate of 7.6%.

System Energy Resources, Inc.
Exhibit C- PRO FORMA CONSOLIDATED BALANCE SHEET
March 31, 2011
(Unaudited) (\$ in millions)

	System Energy Resources, Inc.	Pro Forma Entries to Reflect the Proposed Transactions	System Energy Resources, Inc. after Proposed Transactions
UTILITY PLANT			
Utility Plant (101-106, 114)	\$ 3,854.9	\$ -	\$ 3,854.9
Construction Work in Progress (107)	248.9	-	248.9
TOTAL Utility Plant	4,103.8	-	4,103.8
(Less) Accumulated Provisions for Depreciation, Amortization and Depletion (108, 110, 111, 115)	2,424.1	-	2,424.1
Net Utility Plant	1,679.7	-	1,679.7
Nuclear Fuel in Process of Ref., Conv., Enrich., and Fab. (120.1)	43.2	-	43.2
Nuclear Fuel Under Capital Leases (120.6)	130.3	-	130.3
(Less) Accum. Prov. for Amort. Of Nucl. Fuel Assemblies (120.5)	(2.8)	-	(2.8)
Net Utility Plant	1,856.0	-	1,856.0
OTHER PROPERTY AND INVESTMENTS			
Nonutility Property (121)	-	-	-
(Less) Accumulated Provisions for Depreciation and Amortization (122)	-	-	-
Investment in Associated Companies (123)	-	-	-
Investment in Subsidiary Companies (123.1)	17.0	-	17.0
Other Investments (124)	-	-	-
Other Special funds (128)	409.0	-	409.0
TOTAL Other Property and Investments	426.0	-	426.0
CURRENT AND ACCRUED ASSETS			
Cash (131)	0.7	-	0.7
Special Deposits (132-134)	-	-	-
Working Fund (135)	-	-	-
Temporary Cash Investments (136)	123.7	(a) 200.0	323.7
Notes Receivable (141)	-	-	-
Customer Accounts Receivable (142)	-	-	-
Other Accounts Receivable (143)	3.4	-	3.4
(Less) Accumulated Provision for Uncollectible Accounts - Credit (144)	-	-	-
Accounts Receivable from Associated Companies (146)	146.2	-	146.2
Fuel Stock (151)	-	-	-
Fuel Stock Expenses Undistributed (152)	-	-	-
Plant Materials and Operating Supplies (154)	67.4	-	67.4
Allowances (158.1 and 158.2)	-	-	-
Stores Expense Undistributed (163)	17.8	-	17.8
Prepayments (165)	5.9	-	5.9
Interest and Dividends Receivable (171)	-	-	-
Accrued Utility Revenues (173)	-	-	-
Miscellaneous Current and Accrued Assets (174)	18.7	-	18.7
Derivative Instrument Assets (175)	-	-	-
Total Current and Accrued Assets	383.8	200.0	583.8
DEFERRED DEBITS			
Unamortized Debt Expense (181)	12.7	-	12.7
Unrecovered Plant and Regulatory Study Costs (182.2)	-	-	-
Other Regulatory Assets (182.3)	460.1	-	460.1
Clearing Accounts (184)	-	-	-
Miscellaneous Deferred Debits (186)	0.4	-	0.4
Unamortized Loss on Reacquired Debt (189)	20.6	-	20.6
Accumulated Deferred Income Taxes (190)	312.9	-	312.9
Total Deferred Debits	806.7	-	806.7
TOTAL ASSETS	\$3,472.5	\$200.0	\$3,672.5

System Energy Resources, Inc.
Exhibit C- PRO FORMA CONSOLIDATED BALANCE SHEET
March 31, 2011
(Unaudited) (\$ in millions)

	System Energy Resources, Inc.	Pro Forma Entries to Reflect the Proposed Transactions	System Energy Resources, Inc. after Proposed Transactions
PROPRIETARY CAPITAL			
Common Stock Issued (201)	\$ 789.4	\$ -	\$ 789.4
Members Equity (201)	-	-	-
Preferred Stock Issued (204)	-	-	-
Premium on Capital Stock (207)	-	-	-
Other Paid-In Capital (208-211)	-	-	-
(Less) Discount on Capital Stock (213)	-	-	-
(Less) Capital Stock Expense (214)	-	-	-
Retained Earnings (215, 215.1, 216)	23.7	-	23.7
Unappropriated Undistributed Subsidiary Earnings (216.1)	-	-	-
Accumulated Other Comprehensive Income (219)	-	-	-
Total Proprietary Capital	<u>813.1</u>	<u>-</u>	<u>813.1</u>
LONG-TERM DEBT			
Bonds (221)	70.0	-	70.0
(Less) Reacquired Bonds (222)	-	-	-
Advances from Associated Companies (223)	-	-	-
Other Long-Term Debt (224)	587.8	-	587.8
Unamortized Premium on Long-Term Debt (225)	-	-	-
(Less) Unamortized Discount on Long-Term Debt (226)	0.8	-	0.8
Total Long-Term Debt	<u>657.0</u>	<u>-</u>	<u>657.0</u>
OTHER NONCURRENT LIABILITIES			
Obligations Under Capital Leases - Noncurrent (227)	71.7	-	71.7
Accumulated Provision for Property Insurance (228.1)	-	-	-
Accumulated Provision for Injuries and Damages (228.2)	-	-	-
Accumulated Provision for Pension and Benefits (228.3)	22.4	-	22.4
Accumulated Miscellaneous Operating Provisions (228.4)	-	-	-
Accumulated Provision for Rate Refunds (229)	-	-	-
Asset Retirement Obligations (230)	422.1	-	422.1
Total Other Noncurrent Liabilities	<u>516.2</u>	<u>-</u>	<u>516.2</u>
CURRENT AND ACCRUED LIABILITIES			
Notes Payable (231)	-	-	-
Accounts Payable (232)	53.6	-	53.6
Accounts Payable to Associated Companies (234)	19.5	(a) 200.0	219.5
Customer Deposits (235)	-	-	-
Taxes Accrued (236)	(99.6)	-	(99.6)
Interest Accrued (237)	25.6	-	25.6
Dividends Declared (238)	-	-	-
Tax Collections Payable (241)	-	-	-
Miscellaneous Current and Accrued Liabilities (242)	-	-	-
Obligations Under Capital Lease-Current (243)	58.5	-	58.5
Derivative Instrument Liabilities (244)	-	-	-
Total Current and Accrued Liabilities	<u>57.6</u>	<u>200.0</u>	<u>257.6</u>
DEFERRED CREDITS			
Customer Advances for Construction (252)	-	-	-
Accumulated Deferred Investment Tax Credits (255)	53.9	-	53.9
Other Deferred Credits (253)	68.9	-	68.9
Other Regulatory Liabilities (254)	334.3	-	334.3
Accum. Deferred Income Taxes-Accel. Amort (281)	-	-	-
Accumulated Deferred Income Taxes-Other Property (282)	523.1	-	523.1
Accumulated Deferred Income Taxes-Other (283)	448.4	-	448.4
Total Deferred Credits	<u>1,428.6</u>	<u>-</u>	<u>1,428.6</u>
TOTAL LIABILITIES AND STOCKHOLDER EQUITY	<u><u>\$3,472.5</u></u>	<u><u>\$200.0</u></u>	<u><u>\$3,672.5</u></u>

System Energy Resources, Inc.
Exhibit D - PRO FORMA CONSOLIDATED STATEMENTS OF INCOME
March 31, 2011
(Unaudited) (\$ in millions)

	System Energy Resources, Inc.	Pro Forma Entries to Reflect the Proposed Transactions	System Energy Resources, Inc. after Proposed Transactions
UTILITY OPERATING INCOME			
Operating Revenues (400)	\$ 558.4	\$ -	\$ 558.4
Operating Expenses (401)	184.7	-	184.7
Maintenance Expenses (402)	31.2	-	31.2
Depreciation Expense (403)	117.2	-	117.2
Depreciation Expense for Asset Retirement Costs (403.1)	-	-	-
Amortization and Depletion of Utility Plant (404-405)	21.7	-	21.7
Amortization of Property Losses, Unrecovered Plant and Regulatory Study Costs (407)	-	-	-
Regulatory Debits (407.3)	(9.6)	-	(9.6)
(Less) Regulatory Credits (407.4)	4.7	-	4.7
Taxes Other Than Income Taxes (408.1)	22.8	-	22.8
Income Taxes - Federal (409.1)	(45.7)	-	(45.7)
Income Taxes - Other (409.1)	0.1	-	0.1
Provision for Deferred Income Taxes (410.1)	415.0	-	415.0
(Less) Provision for Deferred Income Taxes-Credit (411.1)	316.5	-	316.5
Investment Tax Credit Adjustment - Net (411.4)	(3.5)	-	(3.5)
(Less) Gains from Disposition of Allowance (411.8)	-	-	-
Accretion Expense (411.1)	32.0	-	32.0
TOTAL Utility Operating Expenses	444.7	-	444.7
Net Utility Operating Income	113.7	-	113.7
OTHER INCOME AND DEDUCTIONS			
Revenues from Merchandising, Jobbing and Contract Work (415)	-	-	-
(Less) Costs and Exp. of Merchandising, Job. & Contract Work (416)	-	-	-
Revenues from Nonutility Operations (417)	-	-	-
(Less) Expenses of Nonutility Operations (417.1)	-	-	-
Equity in Earnings of Subsidiary Companies (418.1)	1.3	-	1.3
Interest and Dividend Income (419)	9.5 (b)	15.2	24.7
Allowance for Other Funds Used During Construction (419.1)	12.2	-	12.2
Miscellaneous Nonoperating Income (421)	-	-	-
TOTAL Other Income	23.0	15.2	38.2
Loss on Disposition of Property (421.2)	-	-	-
Donations (426.1)	0.3	-	0.3
Life Insurance (426.2)	-	-	-
Penalties (426.3)	-	-	-
Expense for Certain Civic, Political and Related Activities (426.4)	0.2	-	0.2
Other Deductions (426.5)	0.1	-	0.1
TOTAL Other Income Deductions	0.6	-	0.6
Taxes Other Than Income Taxes (408.2)	-	-	-
Income Taxes - Federal (409.2)	4.0 (b)	1.7	5.7
Income Taxes - Other (409.2)	0.6 (b)	0.3	0.9
Provision for Deferred Inc. Taxes (410.2)	0.1	-	0.1
(Less) Provision for Deferred Income Taxes-Cr. (411.2)	0.1	-	0.1
Investment Tax Credit - Adjustment (411.5)	-	-	-
TOTAL Taxes on Other Income and Deductions	4.6	2.0	6.6
Net Other Income and Deductions	17.8	13.2	31.0
INTEREST CHARGES			
Interest on Long-Term Debt (427)	46.3	-	46.3
Amortization of Debt Discount and Expense (428)	3.2	-	3.2
Amortization of Loss on Reacquired Debt (428.1)	3.5	-	3.5
(Less) Amortization of Gain on Reacquired Debt (429.1)	-	-	-
Interest on Debt to Associated Companies (430)	(b)	10.0	10.0
Other Interest Expense (431)	1.4	-	1.4
(Less) Allowance for Borrowed Funds Used During Construction-Cr. (432)	4.2	-	4.2
Net Interest Charges	50.2	10.0	60.2
Net Income	\$81.3	\$ 3.2	\$84.5

Note: Pro forma entries included with Exhibit C.

System Energy Resources, Inc.
Exhibit E - PRO FORMA CONSOLIDATED STATEMENTS OF CASH FLOWS
March 31, 2011
(Unaudited) (\$ in millions)

	System Energy Resources, Inc.	Pro Forma Entries to Reflect the Proposed Transactions	System Energy Resources, Inc. after Proposed Transactions
Net Cash Flow from Operating Activities:			
Net Income	\$81.3 (b)	\$ 3.2	\$84.5
Noncash Charges (Credits) to Income:			
Depreciation and Depletion	170.9	-	170.9
Amortization of Debt Discount and Expense and Premium on Debt	3.3	-	3.3
Loss on Reacquired Debt	3.5	-	3.5
Other Regulatory Credits - Net	(12.0)	-	(12.0)
Deferred Income Taxes (Net)	98.7	-	98.7
Investment Tax Credit Adjustment (Net)	(3.5)	-	(3.5)
Net (Increase) Decrease in Receivables	2.9	-	2.9
Net (Increase) Decrease in Inventory	(2.7)	-	(2.7)
Net (Increase) Decrease in Allowances Inventory	-	-	-
Net Increase (Decrease) in Payables and Accrued Expenses	(177.3)	-	(177.3)
Net (Increase) Decrease in Other Regulatory Assets	42.1	-	42.1
Net Increase (Decrease) in Other Regulatory Liabilities	(27.9)	-	(27.9)
(Less) Allowance for Other Funds Used During Construction	12.2	-	12.2
Other:			
Other Working Capital Accounts	(13.8)	-	(13.8)
Other Operating Activities	33.7	-	33.7
Net Cash Provided by (Used in) Operating Activities	<u>187.0</u>	<u>3.2</u>	<u>190.2</u>
Cash Flows from Investing Activities:			
Gross Additions to Utility Plant (less nuclear fuel):	(182.8)	-	(182.8)
Gross Additions to Nuclear Fuel	(157.3)	-	(157.3)
(Less) Allowance for Other Funds Used During Construction	(12.2)	-	(12.2)
Other:			
Payment for Purchase of Plant	-	-	-
Decommissioning Trust Contributions	(27.0)	-	(27.0)
Proceeds from Sale/leaseback of Nuclear Fuel	124.8	-	124.8
Change in Money Pool Receivables	19.2	-	19.2
Cash Outflows for Plant	<u>(210.9)</u>	<u>-</u>	<u>(210.9)</u>
Other:			
Investments in and Advances to Assoc. and Subsidiary Companies	-	-	-
Contributions and Advances from Assoc. and Subsidiary Companies	(11.7)	-	(11.7)
Insurance Proceeds	-	-	-
Payments to storm reserve escrow account	-	-	-
Receipts from storm reserve escrow account	-	-	-
Changes in Other Investments	25.5	-	25.5
Net Cash Provided by (Used in) Investing Activities	<u>(197.1)</u>	<u>-</u>	<u>(197.1)</u>
Cash Flows from Financing Activities:			
Proceeds from the Issuance of:			
Long-Term Debt	-	-	-
Preferred/preference securities	-	-	-
Net Increase in Short-Term Debt	-	200.0	200.0
Cash Provided by Outside Sources	<u>-</u>	<u>200.0</u>	<u>200.0</u>
Payments for Retirement of:			
Long-term Debt	(38.2)	-	(38.2)
Money pool borrowing	-	-	-
Other	(6.0)	-	(6.0)
Dividends on Preferred Stock	-	-	-
Dividends on Common Stock	(95.3)	-	(95.3)
Net Cash Provided by (Used in) Financing Activities	<u>(139.5)</u>	<u>200.0</u>	<u>60.5</u>
Net Increase (Decrease) in Cash and Cash Equivalents	(149.6)	203.2	53.6
Cash and Cash Equivalents at Beginning of Period	274.0	-	274.0
Cash and Cash Equivalents at End of Period	<u>\$124.4</u>	<u>\$203.2</u>	<u>\$327.6</u>

Note: Pro forma entries included with Exhibit C.

System Energy Resources, Inc.
 Exhibit E - PRO FORMA CONSOLIDATED STATEMENTS OF CASH FLOWS
 March 31, 2011
 (Unaudited) (\$ in millions)

	<u>System Energy Resources, Inc.</u>	<u>Pro Forma Entries to Reflect the Proposed Transactions</u>	<u>System Energy Resources, Inc. after Proposed Transactions</u>
Computation of Interest Coverage:			
Net income	\$81.3	\$3.2	\$84.5
Add Back:			
Total interest expense	50.2	10.0	60.2
Income taxes	<u>54.1</u>	<u>2.0</u>	<u>56.0</u>
Income before interest and taxes	<u>185.6</u>	<u>15.2</u>	<u>200.7</u>
Total interest expense	<u>\$50.2</u>	<u>\$10.0</u>	<u>\$60.2</u>
Interest coverage	<u>3.70</u>	<u>-</u>	<u>3.33</u>