



Entergy Nuclear Vermont Yankee, LLC
Entergy Nuclear Operations, Inc.
440 Hamilton Avenue
White Plains, NY 10601-5029

November 8, 2001

U.S. Nuclear Regulatory Commission
Attention: Document Control Desk
Washington, DC 20555-0001

Subject: **Vermont Yankee Nuclear Power Corporation,
Entergy Nuclear Vermont Yankee, LLC, and
Entergy Nuclear Operations, Inc.
Vermont Yankee Nuclear Power Station
Docket Number 50-271
License Number DPR-28
Transfer of Facility Operating License
and Proposed License Amendments**

This letter is to submit additional pages to Enclosure 2 of the Transfer of Facility Operating License and Proposed License Amendments submitted October 5, 2001. The supplementary pages include page 242 of Entergy Corporation's 1997 10-K and the cover page and pages 95, 96, 101-104, 107, 108, 133-136, 139, 140, 147, 148, E-1, E-10, E-11, E-14-19, E-30 and E-31 of Entergy Corporation's 2000 10-K. These pages were inadvertently omitted from the original document.

Sincerely,

Entergy Nuclear Vermont Yankee, LLC

A handwritten signature in black ink, appearing to read "Michael Kansler", written over the typed name.

Michael Kansler
Senior Vice President and
Chief Operating Officer

Enclosures

Cc: USNRC Region 1 Administrator
USNRC Resident Inspector - VYNPS
USNRC Project Manager - VYNPS
VT Department of Public Service

A001

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-K

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934**

For the Fiscal Year Ended December 31, 1997

OR

**TRANSITION REPORT PURSUANT TO SECTION 13
OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

<u>Commission File Number</u>	<u>Registrant, State of Incorporation, Address of Principal Executive Offices and Telephone Number</u>	<u>IRS Employer Identification No.</u>
1-11299	ENTERGY CORPORATION (a Delaware corporation) 639 Loyola Avenue New Orleans, Louisiana 70113 Telephone (504) 529-5262	72-1229752
1-10764	ENTERGY ARKANSAS, INC. (an Arkansas corporation) 425 West Capitol Avenue, 40th Floor Little Rock, Arkansas 72201 Telephone (501) 377-4000	71-0005900
1-2703	ENTERGY GULF STATES, INC. (a Texas corporation) 350 Pine Street Beaumont, Texas 77701 Telephone (409) 838-6631	74-0662730
1-8474	ENTERGY LOUISIANA, INC. (a Louisiana corporation) 639 Loyola Avenue New Orleans, Louisiana 70113 Telephone (504) 529-5262	72-0245590
0-320	ENTERGY MISSISSIPPI, INC. (a Mississippi corporation) 308 East Pearl Street Jackson, Mississippi 39201 Telephone (601) 368-5000	64-0205830
0-5807	ENTERGY NEW ORLEANS, INC. (a Louisiana corporation) 639 Loyola Avenue New Orleans, Louisiana 70113 Telephone (504) 529-5262	72-0273040
1-9067	SYSTEM ENERGY RESOURCES, INC. (an Arkansas corporation) Echelon One 1340 Echelon Parkway Jackson, Mississippi 39213 Telephone (601) 368-5000	72-0752777
333-33331	ENTERGY LONDON INVESTMENTS PLC (England and Wales) Templar House 81-87 High Holborn London WC1V 6NU England Telephone 011-44-171-242-9050	N/A

ENTERGY CORPORATION

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized. The signature of the undersigned company shall be deemed to relate only to matters having reference to such company and any subsidiaries thereof.

ENTERGY CORPORATION

By /s/ Louis E. Buck
Louis E. Buck, Vice President, Chief Accounting
Officer and Assistant Secretary

Date: March 9, 1998

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated. The signature of each of the undersigned shall be deemed to relate only to matters having reference to the above-named company and any subsidiaries thereof.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u> /s/ Louis E. Buck </u> Louis E. Buck	Vice President, Chief Accounting Officer and Assistant Secretary (Principal Accounting Officer)	March 9, 1998

Edwin Lupberger (Chairman of the Board, Chief Executive Officer and Director; Principal Executive Officer); W. Frank Blount, John A. Cooper, Jr., Lucie J. Fjeldstad, N. C. Francis, Robert v.d. Luft, Kinnaird R. McKee, Paul W. Murrill, James R. Nichols, Eugene H. Owen, John N. Palmer, Sr., Robert D. Pugh, Wm. Clifford Smith, and Bismark A. Steinhagen (Directors).

By: /s/ Louis E. Buck
(Louis E. Buck, Attorney-in-fact)

March 9, 1998

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-K

(Mark One)



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1-10764	ENTERGY ARKANSAS, INC. (an Arkansas corporation) 425 West Capitol Avenue, 40th Floor Little Rock, Arkansas 72201 Telephone (501) 377-4000	71-0005900
1-27031	ENTERGY GULF STATES, INC. (a Texas corporation) 350 Pine Street Beaumont, Texas 77701 Telephone (409) 838-6631	74-0662730
1-8474	ENTERGY LOUISIANA, INC. (a Louisiana corporation) 4809 Jefferson Highway Jefferson, Louisiana 70121 Telephone (504) 840-2734	72-0245590
0-320	ENTERGY MISSISSIPPI, INC. (a Mississippi corporation) 308 East Pearl Street Jackson, Mississippi 39201 Telephone (601) 368-5000	64-0205830
0-5807	ENTERGY NEW ORLEANS, INC. (a Louisiana corporation) 1600 Perdido Street, Building 505 New Orleans, Louisiana 70112 Telephone (504) 670-3674	72-0273040
1-9067	SYSTEM ENERGY RESOURCES, INC. (an Arkansas corporation) Echelon One 1340 Echelon Parkway Jackson, Mississippi 39213 Telephone (601) 368-5000	72-0752777

ENTERGY GULF STATES, INC.
MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS
RESULTS OF OPERATIONS

The LPSC and PUCT rate issues are discussed in Note 2 to the financial statements.

Fuel cost recovery

Entergy Gulf States is allowed to recover certain fuel and purchased power costs through fuel mechanisms included in electric rates that are recorded as fuel cost recovery revenues. The difference between revenues collected and current fuel and purchased power costs is recorded as deferred fuel costs on Entergy Gulf States' financial statements such that these costs generally have no net effect on earnings.

In 2000, fuel cost recovery revenues increased primarily due to increased market prices for fuel and purchased power, resulting in an increased recovery of \$226.7 million in the Louisiana jurisdiction. Fuel cost recovery revenues increased in the Texas jurisdiction by \$82.4 million due to a higher fuel recovery factor that became effective in September 1999 and by \$33.4 million due to a fuel surcharge implemented in January 2000.

In 1999, fuel cost recovery revenues increased due to a higher fuel factor in 1999 and a fuel surcharge implemented in February 1999 in the Texas jurisdiction. This increase was partially offset by reduced fuel recovery in the Louisiana jurisdiction primarily due to lower fuel and purchased power costs in 1999.

Sales volume/weather

In 2000, sales volume increased due to more favorable weather affecting residential and commercial customers, as well as an increase in the number of residential and commercial customers.

Other revenue

In 2000, other revenue increased primarily due to increased unbilled revenues due to the effect of a change in estimate on unbilled revenue, more favorable weather, and increased sales volume.

In 1999, other revenue increased primarily due to a change in estimated unbilled revenues. The estimate more closely aligns the fuel component of unbilled revenues with regulatory treatment.

Sales for resale

In 2000, sales for resale increased primarily due to increased sales volume including sales of energy from the non-regulated piece of River Bend to affiliated companies. Sales for resale also increased due to increased generation, particularly nuclear generation, resulting in more energy available for resale. Nuclear generation was down in 1999 as a result of a nuclear refueling outage.

In 1999, sales for resale increased primarily due to increased sales to associated companies due to higher market prices and outages at affiliate plants in 1999.

Gas and steam operating revenues

Gas operating revenues increased in 2000 due to an increase in the market price for natural gas as well as increased sales volume in the residential and commercial sectors.

ENTERGY GULF STATES, INC.
MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS
RESULTS OF OPERATIONS

In 1999, gas operating revenues decreased primarily due to lower prices of gas purchased for resale as well as decreased usage as a result of warmer winter weather, particularly in the residential and commercial sectors.

In 2000 and in 1999, steam operating revenues decreased primarily due to a new lease arrangement that began in June 1999 for the Louisiana Station generating facility. Under the terms of this new lease, revenues and expenses are now classified as other income. The previous classifications were steam operating revenues and other operation and maintenance expenses.

Expenses

Fuel and purchased power

In 2000, fuel and purchased power expenses increased primarily due to:

- o higher market prices for gas and purchased power;
- o increased nuclear generation; and
- o an adjustment in March 2000 of \$11.5 million to the Texas jurisdiction deferred fuel balance as a result of a fuel reconciliation settlement with the PUCT.

In 1999, fuel and purchased power expenses increased due to:

- o increased gas expenses resulting from a shift to gas generation during the first six months of 1999 because of the reduced availability of Nelson 6 and an extended refueling outage at River Bend;
- o increased purchased power expenses due to higher market prices; and
- o a higher fuel factor and fuel surcharge in the Texas jurisdiction in 1999.

Other operation and maintenance expenses

In 2000, other operation and maintenance expenses increased primarily due to increased expenses of \$12.6 million on outside services employed related to legal and contract services for transition work and increased nuclear plant operations costs of \$5.8 million. These increases were largely offset by decreases in pension and benefits costs of \$7.3 million and decreased environmental reserves of \$5.7 million.

In 1999, other operation and maintenance expenses increased primarily due to increased spending of \$8.4 million for vegetation management, increased miscellaneous customer expenses of \$2.5 million, and due to increased property and environmental reserves of \$4.9 million. These increases were offset primarily by decreases of \$8.8 million for pension and benefits expenses.

Depreciation and amortization

In 2000, depreciation and amortization increased primarily due to a review of plant-in-service dates for consistency with regulatory treatment reducing depreciation expense by \$6.7 million in 1999, as well as additional depreciation expense related to net capital additions in 2000.

ENTERGY GULF STATES, INC.
BALANCE SHEETS
ASSETS

	December 31,	
	2000	1999
	(In Thousands)	
CURRENT ASSETS		
Cash and cash equivalents:		
Cash	\$10,726	\$8,607
Temporary cash investments - at cost, which approximates market	57,553	23,705
Total cash and cash equivalents	68,279	32,312
Accounts receivable:		
Customer	125,412	73,215
Allowance for doubtful accounts	(2,131)	(1,828)
Associated companies	27,660	1,706
Other	22,837	15,030
Accrued unbilled revenues	136,384	90,396
Total receivables	310,162	178,519
Deferred fuel costs	288,126	134,458
Fuel inventory - at average cost	37,258	38,271
Materials and supplies - at average cost	100,018	112,585
Rate deferrals	5,606	5,606
Prepayments and other	22,332	21,750
TOTAL	831,781	523,501
OTHER PROPERTY AND INVESTMENTS		
Decommissioning trust funds	243,555	234,677
Non-utility property - at cost (less accumulated depreciation)	194,422	187,759
Other - at cost (less accumulated depreciation)	14,826	13,681
TOTAL	452,803	436,117
UTILITY PLANT		
Electric	7,574,905	7,365,407
Property under capital lease	38,564	46,210
Natural gas	56,163	52,473
Construction work in progress	144,814	145,492
Nuclear fuel under capital lease	57,472	70,801
TOTAL UTILITY PLANT	7,871,918	7,680,383
Less - accumulated depreciation and amortization	3,664,415	3,534,473
UTILITY PLANT - NET	4,207,503	4,145,910
DEFERRED DEBITS AND OTHER ASSETS		
Regulatory assets:		
Rate deferrals	-	5,606
SFAS 109 regulatory asset - net	403,934	385,405
Unamortized loss on reacquired debt	37,903	40,576
Other regulatory assets	169,405	140,157
Long-term receivables	29,586	32,260
Other	17,349	23,490
TOTAL	658,177	627,494
TOTAL ASSETS	\$6,150,264	\$5,733,022

See Notes to Financial Statements.

ENTERGY GULF STATES, INC.
BALANCE SHEETS
LIABILITIES AND SHAREHOLDERS' EQUITY

	December 31,	
	2000	1999
	(In Thousands)	
CURRENT LIABILITIES		
Currently maturing long-term debt	\$122,750	\$ -
Accounts payable:		
Associated companies	66,312	79,962
Other	258,529	114,444
Customer deposits	37,489	33,360
Taxes accrued	132,368	101,798
Accumulated deferred income taxes	94,032	27,960
Nuclear refueling outage costs	10,209	11,216
Interest accrued	43,539	28,570
Obligations under capital leases	42,524	51,973
Other	19,418	14,557
TOTAL	827,170	463,840
DEFERRED CREDITS AND OTHER LIABILITIES		
Accumulated deferred income taxes	1,115,119	1,098,882
Accumulated deferred investment tax credits	171,000	178,500
Obligations under capital leases	53,512	65,038
Other regulatory liabilities	16,916	20,089
Decommissioning	142,604	139,194
Transition to competition	72,381	47,101
Regulatory reserves	60,965	110,536
Accumulated provisions	67,404	69,395
Other	98,501	117,804
TOTAL	1,798,402	1,846,539
Long-term debt	1,808,879	1,631,581
Preferred stock with sinking fund	30,758	34,650
Preference stock	-	150,000
Company-obligated mandatorily redeemable preferred securities of subsidiary trust holding solely junior subordinated deferrable debentures	85,000	85,000
SHAREHOLDERS' EQUITY		
Preferred stock without sinking fund	47,677	51,444
Common stock, no par value, authorized 200,000,000 shares; issued and outstanding 100 shares in 2000 and 1999	114,055	114,055
Paid-in capital	1,153,195	1,153,131
Retained earnings	285,128	202,782
TOTAL	1,600,055	1,521,412
Commitments and Contingencies (Notes 2, 9, and 10)		
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$6,150,264	\$5,733,022

See Notes to Financial Statements.

ENERGY GULF STATES, INC.
STATEMENTS OF RETAINED EARNINGS

	For the Years Ended December 31,		
	2000	1999	1998
	(In Thousands)		
Retained Earnings, January 1	\$202,782	\$202,205	\$284,165
Add:			
Net income	180,343	125,000	46,393
Deduct:			
Dividends declared:			
Preferred and preference stock	9,933	16,784	19,011
Common stock	88,000	107,000	109,400
Preferred and preference stock redemption and other	64	639	(58)
Total	97,997	124,423	128,353
Retained Earnings, December 31 (Note 8)	\$285,128	\$202,782	\$202,205

See Notes to Financial Statements.

ENTERGY GULF STATES, INC. AND SUBSIDIARIES
SELECTED FINANCIAL DATA - FIVE-YEAR COMPARISON

	<u>2000</u>	<u>1999</u>	<u>1998</u>	<u>1997</u>	<u>1996</u>
	(In Thousands)				
Operating revenues	\$ 2,511,240	\$ 2,127,208	\$ 1,853,809	\$ 2,147,829	\$2,019,181
Net income (loss)	\$ 180,343	\$ 125,000	\$ 46,393	\$ 59,976	\$ (3,887)
Total assets	\$ 6,150,264	\$ 5,733,022	\$ 6,293,744	\$ 6,488,637	\$6,421,179
Long-term obligations (1)	\$ 1,978,149	\$ 1,966,269	\$ 1,993,811	\$ 2,098,752	\$2,226,329

(1) Includes long-term debt (excluding currently maturing debt), preferred and preference stock with sinking fund, preferred securities of subsidiary trust, and noncurrent capital lease obligations.

	<u>2000</u>	<u>1999</u>	<u>1998</u>	<u>1997</u>	<u>1996</u>
	(Dollars In Thousands)				
Electric Operating Revenues:					
Residential	\$717,453	\$607,875	\$605,759	\$624,862	\$612,398
Commercial	505,346	430,291	422,944	452,724	444,133
Industrial	870,594	718,779	704,393	740,418	685,178
Governmental	32,939	28,475	35,930	33,774	31,023
Total retail	<u>2,126,332</u>	<u>1,785,420</u>	<u>1,769,026</u>	<u>1,851,778</u>	<u>1,772,732</u>
Sales for resale:					
Associated companies	93,675	38,416	14,172	14,260	20,783
Non-associated companies	112,522	109,132	112,182	59,015	76,173
Other (1)	138,355	149,390	(117,796)	136,458	56,300
Total	<u>\$2,470,884</u>	<u>\$2,082,358</u>	<u>\$1,777,584</u>	<u>\$2,061,511</u>	<u>\$1,925,988</u>
Billed Electric Energy					
Sales (GWH):					
Residential	9,405	8,929	8,903	8,178	8,035
Commercial	7,660	7,310	6,975	6,575	6,417
Industrial	17,960	17,684	18,158	18,038	16,661
Governmental	450	425	560	481	438
Total retail	<u>35,475</u>	<u>34,348</u>	<u>34,596</u>	<u>33,272</u>	<u>31,551</u>
Sales for resale:					
Associated companies	1,381	677	380	414	656
Non-associated companies	3,248	3,408	3,701	1,503	2,148
Total Electric Department	<u>40,104</u>	<u>38,433</u>	<u>38,677</u>	<u>35,189</u>	<u>34,355</u>

(1) 1998 includes the effects of an Entergy Gulf States reserve for rate refund.

ENTERGY LOUISIANA, INC.
MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS
RESULTS OF OPERATIONS

Sales volume/weather

In 2000, sales volume increased primarily due to more favorable weather in the residential and commercial sectors, and increased usage by industrial customers.

In 1999, sales volume decreased primarily due to less favorable weather, partially offset by increased usage by residential and industrial customers.

Other revenue (including unbilled)

In 2000, other revenue decreased primarily due to the effect of a change in estimate on 1999 unbilled revenues, in addition to rent received for electric property in 1999.

In 1999, other revenue increased primarily due to a change in estimated unbilled revenues. The changed estimate more closely aligns the fuel component of unbilled revenues with regulatory treatment.

Sales for resale

In 2000, sales for resale decreased as a result of increased sales to retail customers resulting in less electricity available for resale.

In 1999, sales for resale increased as a result of increased sales to affiliates due to outages at affiliate plants, in addition to favorable unit prices.

Expenses

Fuel and purchased power expenses

In 2000, fuel and purchased power expenses increased due to an increase in the market price of natural gas.

In 1999, fuel and purchased power expenses increased due to:

- o higher natural gas prices;
- o higher purchased power market prices; and
- o a shift in generation from lower priced nuclear fuel to higher priced gas as a result of refueling and other outages at Waterford 3.

Other operation and maintenance expenses

Other operation and maintenance expenses increased in 2000 primarily due to:

- o an increase in expenses from maintenance and planned maintenance outages at Waterford 3 and certain fossil plants of \$17.9 million;
- o an increase of \$11 million in outside services employed for legal services for potential rate actions; and
- o an increase in property insurance reserves of \$5 million primarily due to changes in storm damage reserves effective August 1999.

ENTERGY LOUISIANA, INC.
MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS
RESULTS OF OPERATIONS

The overall increase in other operation and maintenance expenses in 2000 was partially offset by the following:

- o a decrease in injury and damages claims of \$3.5 million;
- o a decrease of \$3 million in benefits expense; and
- o higher nuclear insurance refunds of \$1.8 million.

Nuclear refueling outage expenses

In 1999, nuclear refueling outage expenses decreased as a result of the amortization of higher outage expenses in 1998 due to the extended nuclear refueling outage in 1997.

Depreciation and amortization

In 2000, depreciation and amortization expenses increased primarily due to a review of plant-in-service dates for consistency with regulatory treatment reducing depreciation expense by \$3.4 million in August 1999, as well as depreciation expense related to net capital additions in 2000.

Other regulatory charges (credits)

In 2000, other regulatory credits decreased due to the LPSC-required deferral in 1999 of Year 2000 costs and the amortization of these costs in 2000. The deferred costs are being recovered over a five-year period.

Other

Other income

In 2000, other income increased primarily due to interest recorded on deferred fuel costs.

Interest charges

In 2000 and 1999, interest on long-term debt decreased primarily due to the refinancing and net redemption of \$77 million of long-term debt in 1999. The decrease in 2000 is partially offset by interest expense incurred on the issuance of \$150 million of long-term debt in May 2000.

Income taxes

The effective income tax rates for 2000, 1999, and 1998 were 40.9%, 38.9%, and 37.8%, respectively.

ENTERGY NEW ORLEANS, INC.
BALANCE SHEETS
ASSETS

	December 31,	
	2000	1999
	(In Thousands)	
CURRENT ASSETS		
<hr/>		
Cash and cash equivalents:		
Cash	\$6,302	\$4,454
Accounts receivable:		
Customer	67,264	28,658
Allowance for doubtful accounts	(770)	(846)
Associated companies	2,800	404
Other	3,709	6,225
Accrued unbilled revenues	26,838	19,820
Total receivables	99,841	54,261
Deferred fuel costs	28,234	14,483
Fuel inventory - at average cost	4,204	3,293
Materials and supplies - at average cost	9,630	10,127
Rate deferrals	10,974	24,788
Prepayments and other	1,416	2,528
TOTAL	160,601	113,934
OTHER PROPERTY AND INVESTMENTS		
<hr/>		
Investment in subsidiary companies - at equity	3,259	3,259
UTILITY PLANT		
<hr/>		
Electric	572,061	541,525
Natural gas	134,826	133,568
Construction work in progress	36,489	29,780
TOTAL UTILITY PLANT	743,376	704,873
Less - accumulated depreciation and amortization	394,271	382,797
UTILITY PLANT - NET	349,105	322,076
DEFERRED DEBITS AND OTHER ASSETS		
<hr/>		
Regulatory assets:		
Rate deferrals	-	10,974
Unamortized loss on reacquired debt	974	1,187
Other regulatory assets	44,676	33,039
Other	616	1,277
TOTAL	46,266	46,477
TOTAL ASSETS	\$559,231	\$485,746

See Notes to Financial Statements.

ENTERGY NEW ORLEANS, INC.
BALANCE SHEETS
LIABILITIES AND SHAREHOLDERS' EQUITY

	December 31,	
	2000	1999
	(In Thousands)	
CURRENT LIABILITIES		
Accounts payable:		
Associated companies		
Other	\$24,637	\$24,350
Customer deposits	57,566	28,261
Taxes accrued	18,311	17,830
Accumulated deferred income taxes	5,823	429
Interest accrued	6,543	10,863
Other	6,119	4,956
TOTAL	122,210	5,524
DEFERRED CREDITS AND OTHER LIABILITIES		
Accumulated deferred income taxes	43,754	43,878
Accumulated deferred investment tax credits	5,868	6,378
SFAS 109 regulatory liability - net	12,607	7,528
Other regulatory liabilities	537	1,753
Accumulated provisions	8,471	8,836
Other	12,356	7,733
TOTAL	83,593	76,106
Long-term debt	199,031	169,083
SHAREHOLDERS' EQUITY		
Preferred stock without sinking fund	19,780	19,780
Common stock, \$4 par value, authorized 10,000,000 shares; issued and outstanding 8,435,900 shares in 2000 and 1999	33,744	33,744
Paid-in capital	36,294	36,294
Retained earnings	64,579	58,526
TOTAL	154,397	148,344
Commitments and Contingencies (Notes 2 and 9)		
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$559,231	\$485,746

See Notes to Financial Statements.

ENTERGY NEW ORLEANS, INC.
STATEMENTS OF RETAINED EARNINGS

	For the Years Ended December 31,		
	2000	1999	1998
	(In Thousands)		
Retained Earnings, January 1	\$58,526	\$67,030	\$61,558
Add:			
Net income	16,518	18,961	16,137
Deduct:			
Dividends declared:			
Preferred stock	965	965	965
Common stock	9,500	26,500	9,700
Total	10,465	27,465	10,665
Retained Earnings, December 31 (Note 8)	\$64,579	\$58,526	\$67,030

See Notes to Financial Statements.

ENTERGY NEW ORLEANS, INC.
SELECTED FINANCIAL DATA - FIVE-YEAR COMPARISON

	<u>2000</u>	<u>1999</u>	<u>1998</u>	<u>1997</u>	<u>1996</u>
	(In Thousands)				
Operating revenues	\$ 640,290	\$ 507,788	\$ 513,750	\$ 504,822	\$ 504,277
Net Income	\$ 16,518	\$ 18,961	\$ 16,137	\$ 15,451	\$ 26,776
Total assets	\$ 559,231	\$ 485,746	\$ 471,904	\$ 498,150	\$ 549,996
Long-term obligations (1)	\$ 199,031	\$ 169,083	\$ 169,018	\$ 168,953	\$ 168,888

(1) Includes long-term debt (excluding currently maturing debt).

	<u>2000</u>	<u>1999</u>	<u>1998</u>	<u>1997</u>	<u>1996</u>
	(Dollars In Thousands)				
Electric Operating Revenues:					
Residential	\$188,314	\$158,822	\$164,765	\$145,688	\$151,577
Commercial	170,684	146,328	149,353	143,113	149,649
Industrial	25,479	25,584	26,229	24,616	24,663
Governmental	73,028	63,056	62,332	58,746	58,561
Total retail	<u>457,505</u>	<u>393,790</u>	<u>402,679</u>	<u>372,163</u>	<u>384,450</u>
Sales for resale:					
Associated companies	31,629	14,207	10,451	10,342	2,649
Non-associated companies	8,504	10,545	10,590	8,996	9,882
Other	17,136	7,889	7,733	18,630	6,273
Total	<u>\$514,774</u>	<u>\$426,431</u>	<u>\$431,453</u>	<u>\$410,131</u>	<u>\$403,254</u>
Billed Electric Energy					
Sales (GWH):					
Residential	2,178	2,102	2,141	1,971	1,998
Commercial	2,260	2,208	2,149	2,072	2,073
Industrial	384	514	514	484	481
Governmental	1,058	1,071	1,037	994	974
Total retail	<u>5,880</u>	<u>5,895</u>	<u>5,841</u>	<u>5,521</u>	<u>5,526</u>
Sales for resale:					
Associated companies	570	441	370	316	66
Non-associated companies	141	180	199	160	212
Total	<u>6,591</u>	<u>6,516</u>	<u>6,410</u>	<u>5,997</u>	<u>5,804</u>

SYSTEM ENERGY RESOURCES, INC.
MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS
RESULTS OF OPERATIONS

Other regulatory charges

In both 2000 and 1999, other regulatory charges increased due to the implementation of the GGART at Entergy Arkansas and Entergy Mississippi, as discussed above.

Other

Other income

Other income increased in 2000 and 1999 as a result of the interest earned on System Energy's advances to the money pool, an inter-company funding arrangement. The money pool is discussed in Note 4 to the financial statements.

Interest charges

Interest on long-term debt decreased in 2000 and 1999 as a result of the retirement and refinancing of higher-cost long-term debt. In 2000, System Energy retired \$75 million of debenture bonds. In 1999, System Energy retired \$160 million of first mortgage bonds and refinanced \$102 million of governmental bonds at an annual interest rate of 5.9%.

Other interest decreased in 2000 primarily due to decreased interest expense recorded on the potential refund of System Energy's proposed rate increase. Other interest increased in 1999 due to interest on the potential refund of System Energy's proposed rate increase.

Income taxes

The effective income tax rates in 2000, 1999, and 1998 were 46.4%, 39.5%, and 42.1%, respectively.

The effective income tax rate for 2000, increased primarily due to increased pre-tax income and the amortization of investment tax credits related to Grand Gulf 2 in 1999.

SYSTEM ENERGY RESOURCES, INC.
INCOME STATEMENTS

	For the Years Ended December 31,		
	2000	1999	1998
	(In Thousands)		
OPERATING REVENUES			
Domestic electric	\$656,749	\$620,032	\$602,373
OPERATING EXPENSES			
Operating and Maintenance:			
Fuel, fuel-related expenses, and gas purchased for resale	42,369	37,336	41,740
Nuclear refueling outage expenses	14,423	14,136	15,737
Other operation and maintenance	88,257	87,450	86,696
Decommissioning	18,944	18,944	18,944
Taxes other than income taxes	30,517	27,212	26,839
Depreciation and amortization	127,904	113,862	125,331
Other regulatory charges - net	63,590	57,656	4,443
TOTAL	386,004	356,596	319,730
OPERATING INCOME	270,745	263,436	282,643
OTHER INCOME			
Allowance for equity funds used during construction	1,482	2,540	2,042
Miscellaneous - net	20,446	16,309	13,309
TOTAL	21,928	18,849	15,351
INTEREST AND OTHER CHARGES			
Interest on long-term debt	87,689	102,764	109,735
Other interest - net	30,830	45,218	6,325
Allowance for borrowed funds used during construction	(854)	(1,920)	(1,805)
TOTAL	117,665	146,062	114,255
INCOME BEFORE INCOME TAXES	175,008	136,223	183,739
Income taxes	81,263	53,851	77,263
NET INCOME	\$93,745	\$82,372	\$106,476

See Notes to Financial Statements.

ENTERGY CORPORATION AND SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Entergy Corporation, Entergy Arkansas, Entergy Gulf States, Entergy Louisiana, Entergy Mississippi, Entergy New Orleans, and System Energy)

The accompanying consolidated financial statements include the accounts of Entergy Corporation and its direct and indirect subsidiaries, including the domestic utility companies and System Energy, whose separate financial statements are included in this document. The financial statements presented herein result from these companies having registered securities with the SEC.

As required by generally accepted accounting principles, all significant intercompany transactions have been eliminated in the consolidated financial statements. The domestic utility companies and System Energy maintain accounts in accordance with FERC and other regulatory guidelines. Certain previously reported amounts have been reclassified to conform to current classifications, with no effect on net income or shareholders' equity.

Entergy Corporation sold its investments in Entergy London and CitiPower in December 1998. Accordingly, the consolidated statements of income and cash flows for 1998 include amounts for Entergy London and CitiPower through the dates of their respective sales.

Use of Estimates in the Preparation of Financial Statements

The preparation of Entergy Corporation's and its subsidiaries' financial statements, in conformity with generally accepted accounting principles, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities and the reported amounts of revenues and expenses. Adjustments to the reported amounts of assets and liabilities may be necessary in the future to the extent that future estimates or actual results are different from the estimates used.

Revenues and Fuel Costs

Entergy Arkansas, Entergy Louisiana, and Entergy Mississippi generate, transmit, and distribute electricity primarily to retail customers in Arkansas, Louisiana, and Mississippi, respectively. Entergy Gulf States generates, transmits, and distributes electricity primarily to retail customers in Texas and Louisiana. Entergy Gulf States also distributes gas to retail customers in and around Baton Rouge, Louisiana. Entergy New Orleans sells both electricity and gas to retail customers in the City of New Orleans, except for Algiers, where Entergy Louisiana is the electricity supplier.

System Energy's operating revenues are intended to recover operating expenses and capital costs attributable to Grand Gulf 1 from Entergy Arkansas, Entergy Louisiana, Entergy Mississippi, and Entergy New Orleans. Capital costs are computed by allowing a return on System Energy's common equity funds allocable to its net investment in Grand Gulf 1, plus System Energy's effective interest cost for its debt allocable to its investment in Grand Gulf 1. System Energy's proposed rate increase is discussed in Note 2 to the financial statements.

Entergy recognizes revenue from electricity and gas sales when the consumers are billed. The domestic utility companies also accrue estimated revenues for energy delivered since the latest billings on a monthly basis. The monthly estimated unbilled revenue amounts are recorded as revenue and a receivable and are reversed the following month.

The domestic utility companies' rate schedules include either fuel adjustment clauses or fixed fuel factors, both of which allow either current recovery or deferral of fuel costs until such costs are reflected in the related

revenues. Because the fuel adjustment clause mechanism allows monthly adjustments to recover fuel costs, Entergy Louisiana, Entergy New Orleans, and the Louisiana portion of Entergy Gulf States include fuel cost recovery in their unbilled revenue calculations. Fixed fuel factors remain in effect until changed as part of a general rate case, fuel reconciliation, or fixed fuel factor filing. In the case of Entergy Arkansas, the Texas portion of Entergy Gulf States, and Entergy Mississippi, their fuel under-recoveries are treated as regulatory investments in the cash flow statements because those companies are allowed by their regulatory jurisdictions to recover the fuel cost regulatory asset over longer than a twelve month period, and the companies will earn a return on the under-recovered balances.

Utility Plant

Utility plant is stated at original cost. The original cost of utility plant retired or removed, plus the applicable removal costs, less salvage, is charged to accumulated depreciation. Maintenance, repairs, and minor replacement costs are charged to operating expenses. Substantially all of the utility plant is subject to liens from mortgage bond indentures.

With regard to nuclear refueling outage costs, Entergy records the costs in accordance with regulatory treatment and the matching principle. These refueling outage expenses are incurred to prepare the units to operate for the next 18 months without having to be taken off line. Except with respect to the River Bend plant, the costs are deferred during the outage and amortized over the period to the next outage. For the River Bend plant, the costs are accrued in advance and included in the cost of service used to establish retail rates, and are then amortized over the period between outages, which is in accordance with their regulatory treatment.

Utility plant includes the portions of Grand Gulf 1 and Waterford 3 that have been sold and leased back. For financial reporting purposes, these sale and leaseback arrangements are reflected as financing transactions.

Net utility plant by company and functional category, as of December 31, 2000, is shown below (in millions):

	Entergy	Entergy Arkansas	Entergy Gulf States	Entergy Louisiana	Entergy Mississippi	Entergy New Orleans	System Energy
Production							
Nuclear	\$7,126	\$1,092	\$1,817	\$1,779	\$-	\$-	\$2,103
Other	2,021	329	595	195	204	12	-
Transmission	1,693	504	517	323	316	24	9
Distribution	3,532	1,074	963	796	517	182	-
Other	725	149	164	172	115	27	23
Plant acquisition adjustment -							
Entergy Gulf States	391	-	-	-	-	-	-
Other	91	-	23	-	-	68	-
Construction work in progress	937	87	145	85	44	36	24
Nuclear fuel	435	114	57	64	-	-	49
(leased and owned)							-
Accumulated provision for decommissioning (1)	(454)	(283)	(73)	(98)	-	-	-
Utility plant - net	\$16,497	\$3,066	\$4,208	\$3,316	\$1,196	\$349	\$2,208

- (1) The decommissioning liabilities related to Grand Gulf 1, Pilgrim, and the 30% of River Bend previously owned by Cajun are recorded in the applicable Balance Sheets in "Deferred Credits and Other Liabilities - Decommissioning."

EXHIBIT INDEX

The following exhibits indicated by an asterisk preceding the exhibit number are filed herewith. The balance of the exhibits have heretofore been filed with the SEC, respectively, as the exhibits and in the file numbers indicated and are incorporated herein by reference. The exhibits marked with a (+) are management contracts or compensatory plans or arrangements required to be filed herewith and required to be identified as such by Item 14 of Form 10-K. Reference is made to a duplicate list of exhibits being filed as a part of this Form 10-K, which list, prepared in accordance with Item 102 of Regulation S-T of the SEC, immediately precedes the exhibits being physically filed with this Form 10-K.

(3) (i) Articles of Incorporation

Entergy Corporation

- (a) 1 -- Certificate of Incorporation of Entergy Corporation dated December 31, 1993 (A-1(a) to Rule 24 Certificate in 70-8059).

System Energy

- (b) 1 -- Amended and Restated Articles of Incorporation of System Energy and amendments thereto through April 28, 1989 (A-1(a) to Form U-1 in 70-5399).

Entergy Arkansas

- (c) 1 -- Amended and Restated Articles of Incorporation of Entergy Arkansas effective November 12, 1999 (3(i)(c)1 to Form 10-K for the year ended December 31, 1999 in 1-10764).

Entergy Gulf States

- (d) 1 -- Restated Articles of Incorporation of Entergy Gulf States effective November 17, 1999 (3(i)(d)1 to Form 10-K for the year ended December 31, 1999 in 1-27031).

Entergy Louisiana

- (e) 1 -- Amended and Restated Articles of Incorporation of Entergy Louisiana effective November 15, 1999 (3(a) to Form S-3 in 333-93683).

Entergy Mississippi

- (f) 1 -- Amended and Restated Articles of Incorporation of Entergy Mississippi effective November 12, 1999 (3(i)(f)1 to Form 10-K for the year ended December 31, 1999 in 0-320).

Entergy New Orleans

- (g) 1 -- Amended and Restated Articles of Incorporation of Entergy New Orleans effective November 15, 1999 (3(a) to Form S-3 in 333-95599).

- (a) 41 -- Joint Construction, Acquisition and Ownership Agreement, dated as of May 1, 1980, between System Energy and SMEPA (B-1(a) in 70-6337), as amended by Amendment No. 1, dated as of May 1, 1980 (B-1(c) in 70-6337) and Amendment No. 2, dated as of October 31, 1980 (1 to Rule 24 Certificate dated October 30, 1981 in 70-6337).
- (a) 42 -- Operating Agreement dated as of May 1, 1980, between System Energy and SMEPA (B(2)(a) in 70-6337).
- (a) 43 -- Assignment, Assumption and Further Agreement No. 1, dated as of December 1, 1988, among System Energy, Meridian Trust Company and Stephen M. Carta, and SMEPA (B-7(c)(1) to Rule 24 Certificate dated January 9, 1989 in 70-7561).
- (a) 44 -- Assignment, Assumption and Further Agreement No. 2, dated as of December 1, 1988, among System Energy, Meridian Trust Company and Stephen M. Carta, and SMEPA (B-7(c)(2) to Rule 24 Certificate dated January 9, 1989 in 70-7561).
- (a) 45 -- Substitute Power Agreement, dated as of May 1, 1980, among Entergy Mississippi, System Energy and SMEPA (B(3)(a) in 70-6337).
- (a) 46 -- Grand Gulf Unit No. 2 Supplementary Agreement, dated as of February 7, 1986, between System Energy and SMEPA (10(aaa) in 33-4033).
- (a) 47 -- Compromise and Settlement Agreement, dated June 4, 1982, between Texaco, Inc. and Entergy Louisiana (28(a) to Form 8-K dated June 4, 1982 in 1-3517).
- +(a) 48 -- Post-Retirement Plan (10(a)37 to Form 10-K for the year ended December 31, 1983 in 1-3517).
- (a) 49 -- Unit Power Sales Agreement, dated as of June 10, 1982, between System Energy and Entergy Arkansas, Entergy Louisiana, Entergy Mississippi and Entergy New Orleans (10(a)-39 to Form 10-K for the year ended December 31, 1982 in 1-3517).
- (a) 50 -- First Amendment to Unit Power Sales Agreement, dated as of June 28, 1984, between System Energy and Entergy Arkansas, Entergy Louisiana, Entergy Mississippi and Entergy New Orleans (19 to Form 10-Q for the quarter ended September 30, 1984 in 1-3517).
- (a) 51 -- Revised Unit Power Sales Agreement (10(ss) in 33-4033).
- (a) 52 -- Middle South Utilities Inc. and Subsidiary Companies Intercompany Income Tax Allocation Agreement, dated April 28, 1988 (D-1 to Form U5S for the year ended December 31, 1987).
- (a) 53 -- First Amendment, dated January 1, 1990, to the Middle South Utilities Inc. and Subsidiary Companies Intercompany Income Tax Allocation Agreement (D-2 to Form U5S for the year ended December 31, 1989).
- (a) 54 -- Second Amendment dated January 1, 1992, to the Entergy Corporation and Subsidiary Companies Intercompany Income Tax Allocation Agreement (D-3 to Form U5S for the year ended December 31, 1992).

- (a) 55 -- Third Amendment dated January 1, 1994 to Entergy Corporation and Subsidiary Companies Intercompany Income Tax Allocation Agreement (D-3(a) to Form U5S for the year ended December 31, 1993).
- (a) 56 -- Fourth Amendment dated April 1, 1997 to Entergy Corporation and Subsidiary Companies Intercompany Income Tax Allocation Agreement (D-5 to Form U5S for the year ended December 31, 1996).
- (a) 57 -- Guaranty Agreement between Entergy Corporation and Entergy Arkansas, dated as of September 20, 1990 (B-1(a) to Rule 24 Certificate dated September 27, 1990 in 70-7757).
- (a) 58 -- Guarantee Agreement between Entergy Corporation and Entergy Louisiana, dated as of September 20, 1990 (B-2(a) to Rule 24 Certificate dated September 27, 1990 in 70-7757).
- (a) 59 -- Guarantee Agreement between Entergy Corporation and System Energy, dated as of September 20, 1990 (B-3(a) to Rule 24 Certificate dated September 27, 1990 in 70-7757).
- (a) 60 -- Loan Agreement between Entergy Operations and Entergy Corporation, dated as of September 20, 1990 (B-12(b) to Rule 24 Certificate dated June 15, 1990 in 70-7679).
- (a) 61 -- Loan Agreement between Entergy Power and Entergy Corporation, dated as of August 28, 1990 (A-4(b) to Rule 24 Certificate dated September 6, 1990 in 70-7684).
- (a) 62 -- Loan Agreement between Entergy Corporation and Entergy Systems and Service, Inc., dated as of December 29, 1992 (A-4(b) to Rule 24 Certificate in 70-7947).
- +(a) 63 -- Executive Financial Counseling Program of Entergy Corporation and Subsidiaries (10(a) 52 to Form 10-K for the year ended December 31, 1989 in 1-3517).
- +(a) 64 -- Entergy Corporation Annual Incentive Plan (10(a) 54 to Form 10-K for the year ended December 31, 1989 in 1-3517).
- +(a) 65 -- Equity Ownership Plan of Entergy Corporation and Subsidiaries (A-4(a) to Rule 24 Certificate dated May 24, 1991 in 70-7831).
- +(a) 66 -- Amendment No. 1 to the Equity Ownership Plan of Entergy Corporation and Subsidiaries (10(a) 71 to Form 10-K for the year ended December 31, 1992 in 1-3517).
- +(a) 67 -- 1998 Equity Ownership Plan of Entergy Corporation and Subsidiaries (Filed with the Proxy Statement dated March 30, 1998).
- +(a) 68 -- Retired Outside Director Benefit Plan (10(a)63 to Form 10-K for the year ended December 31, 1991 in 1-3517).
- +(a) 69 -- Agreement between Entergy Corporation and Jerry D. Jackson. (10(a) 67 to Form 10-K for the year ended December 31, 1992 in 1-3517).
- +(a) 70 -- Supplemental Retirement Plan (10(a) 69 to Form 10-K for the year ended December 31, 1992 in 1-3517).

- (b) 33 -- Loan Agreement, dated as of October 15, 1998, between System Energy and Mississippi Business Finance Corporation (B-6(b) to Rule 24 Certificate dated November 12, 1998 in 70-8511).
- (b) 34 -- Loan Agreement, dated as of May 15, 1999, between System Energy and Mississippi Business Finance Corporation (B-6(c) to Rule 24 Certificate dated June 8, 1999 in 70-8511).
- (b) 35 -- Facility Lease No. 1, dated as of December 1, 1988, between Meridian Trust Company and Stephen M. Carta (Stephen J. Kaba, successor), as Owner Trustees, and System Energy (B-2(c)(1) to Rule 24 Certificate dated January 9, 1989 in 70-7561), as supplemented by Lease Supplement No. 1 dated as of April 1, 1989 (B-22(b) (1) to Rule 24 Certificate dated April 21, 1989 in 70-7561) and Lease Supplement No. 2 dated as of January 1, 1994 (B-3(d) to Rule 24 Certificate dated January 31, 1994 in 70-8215).
- (b) 36 -- Facility Lease No. 2, dated as of December 1, 1988 between Meridian Trust Company and Stephen M. Carta (Stephen J. Kaba, successor), as Owner Trustees, and System Energy (B-2(c)(2) to Rule 24 Certificate dated January 9, 1989 in 70-7561), as supplemented by Lease Supplement No. 1 dated as of April 1, 1989 (B-22(b) (2) to Rule 24 Certificate dated April 21, 1989 in 70-7561) and Lease Supplement No. 2 dated as of January 1, 1994 (B-4(d) Rule 24 Certificate dated January 31, 1994 in 70-8215).
- (b) 37 -- Assignment, Assumption and Further Agreement No. 1, dated as of December 1, 1988, among System Energy, Meridian Trust Company and Stephen M. Carta, and SMEPA (B-7(c)(1) to Rule 24 Certificate dated January 9, 1989 in 70-7561).
- (b) 38 -- Assignment, Assumption and Further Agreement No. 2, dated as of December 1, 1988, among System Energy, Meridian Trust Company and Stephen M. Carta, and SMEPA (B-7(c)(2) to Rule 24 Certificate dated January 9, 1989 in 70-7561).
- (b) 39 -- Collateral Trust Indenture, dated as of January 1, 1994, among System Energy, GG1B Funding Corporation and Bankers Trust Company, as Trustee (A-3(e) to Rule 24 Certificate dated January 31, 1994 in 70-8215), as supplemented by Supplemental Indenture No. 1 dated January 1, 1994, (A-3(f) to Rule 24 Certificate dated January 31, 1994 in 70-8215).
- (b) 40 -- Substitute Power Agreement, dated as of May 1, 1980, among Entergy Mississippi, System Energy and SMEPA (B(3)(a) in 70-6337).
- (b) 41 -- Grand Gulf Unit No. 2 Supplementary Agreement, dated as of February 7, 1986, between System Energy and SMEPA (10(aaa) in 33-4033).
- (b) 42 -- Unit Power Sales Agreement, dated as of June 10, 1982, between System Energy and Entergy Arkansas, Entergy Louisiana, Entergy Mississippi and Entergy New Orleans (10(a)-39 to Form 10-K for the year ended December 31, 1982 in 1-3517).
- (b) 43 -- First Amendment to the Unit Power Sales Agreement, dated as of June 28, 1984, between System Energy and Entergy Arkansas, Entergy Louisiana, Entergy Mississippi and Entergy New Orleans (19 to Form 10-Q for the quarter ended September 30, 1984 in 1-3517).
- (b) 44 -- Revised Unit Power Sales Agreement (10(ss) in 33-4033).

- (b) 45 -- Fuel Lease, dated as of February 24, 1989, between River Fuel Funding Company #3, Inc. and System Energy (B-1(b) to Rule 24 Certificate dated March 3, 1989 in 70-7604).
- (b) 46 -- System Energy's Consent, dated January 31, 1995, pursuant to Fuel Lease, dated as of February 24, 1989, between River Fuel Funding Company #3, Inc. and System Energy (B-1(c) to Rule 24 Certificate dated February 13, 1995 in 70-7604).
- (b) 47 -- Sales Agreement, dated as of June 21, 1974, between System Energy and Entergy Mississippi (D to Rule 24 Certificate dated June 26, 1974 in 70-5399).
- (b) 48 -- Service Agreement, dated as of June 21, 1974, between System Energy and Entergy Mississippi (E to Rule 24 Certificate dated June 26, 1974 in 70-5399).
- (b) 49 -- Partial Termination Agreement, dated as of December 1, 1986, between System Energy and Entergy Mississippi (A-2 to Rule 24 Certificate dated January 8, 1987 in 70-5399).
- (b) 50 -- Middle South Utilities, Inc. and Subsidiary Companies Intercompany Income Tax Allocation Agreement, dated April 28, 1988 (D-1 to Form U5S for the year ended December 31, 1987).
- (b) 51 -- First Amendment, dated January 1, 1990 to the Middle South Utilities Inc. and Subsidiary Companies Intercompany Income Tax Allocation Agreement (D-2 to Form U5S for the year ended December 31, 1989).
- (b) 52 -- Second Amendment dated January 1, 1992, to the Entergy Corporation and Subsidiary Companies Intercompany Income Tax Allocation Agreement (D-3 to Form U5S for the year ended December 31, 1992).
- (b) 53 -- Third Amendment dated January 1, 1994 to Entergy Corporation and Subsidiary Companies Intercompany Income Tax Allocation Agreement (D-3(a) to Form U5S for the year ended December 31, 1993).
- (b) 54 -- Service Agreement with Entergy Services, dated as of July 16, 1974, as amended (10(b)-43 to Form 10-K for the year ended December 31, 1988 in 1-9067).
- (b) 55 -- Amendment, dated January 1, 1991, to Service Agreement with Entergy Services (10(b)-45 to Form 10-K for the year ended December 31, 1990 in 1-9067).
- (b) 56 -- Amendment, dated January 1, 1992, to Service Agreement with Entergy Services (10(a) -11 to Form 10-K for the year ended December 31, 1994 in 1-3517).
- (b) 57 -- Operating Agreement between Entergy Operations and System Energy, dated as of June 6, 1990 (B-3(b) to Rule 24 Certificate dated June 15, 1990 in 70-7679).
- (b) 58 -- Guarantee Agreement between Entergy Corporation and System Energy, dated as of September 20, 1990 (B-3(a) to Rule 24 Certificate dated September 27, 1990 in 70-7757).
- (b) 59 -- Amended and Restated Reimbursement Agreement, dated as of December 1, 1988 as amended and restated as of December 20, 1999, among System Energy Resources, Inc., The Bank of Tokyo-Mitsubishi, Ltd., as Funding Bank and The Chase Manhattan Bank, as administrating

bank, Union Bank of California, N.A., as documentation agent, and the Banks named therein, as Participating Banks (B-1(b) to Rule 24 Certificate dated March 3, 2000 in 70-7561).

(b) 60 -- 1998 Equity Ownership Plan of Entergy Corporation and Subsidiaries (Filed with the Proxy Statement dated March 30, 1998).

Entergy Arkansas

- (c) 1 -- Agreement, dated April 23, 1982, among Entergy Arkansas and certain other System companies, relating to System Planning and Development and Intra-System Transactions (10(a) 1 to Form 10-K for the year ended December 31, 1982 in 1-3517).
- (c) 2 -- Middle South Utilities System Agency Agreement, dated December 11, 1970 (5(a)2 in 2-41080).
- (c) 3 -- Amendment, dated February 10, 1971, to Middle South Utilities System Agency Agreement, dated December 11, 1970 (5(a)-4 in 2-41080).
- (c) 4 -- Amendment, dated May 12, 1988, to Middle South Utilities System Agency Agreement, dated December 11, 1970 (5(a) 4 in 2-41080).
- (c) 5 -- Middle South Utilities System Agency Coordination Agreement, dated December 11, 1970 (5(a)-3 in 2-41080).
- (c) 6 -- Service Agreement with Entergy Services, dated as of April 1, 1963 (5(a)-5 in 2-41080).
- (c) 7 -- Amendment, dated January 1, 1972, to Service Agreement with Entergy Services (5(a)- 6 in 2-43175).
- (c) 8 -- Amendment, dated April 27, 1984, to Service Agreement, with Entergy Services (10(a)- 7 to Form 10-K for the year ended December 31, 1984 in 1-3517).
- (c) 9 -- Amendment, dated August 1, 1988, to Service Agreement with Entergy Services (10(c)- 8 to Form 10-K for the year ended December 31, 1988 in 1-10764).
- (c) 10 -- Amendment, dated January 1, 1991, to Service Agreement with Entergy Services (10(c)-9 to Form 10-K for the year ended December 31, 1990 in 1-10764).
- (c) 11 -- Amendment, dated January 1, 1992, to Service Agreement with Entergy Services (10(a)-11 to Form 10-K for the year ended December 31, 1994 in 1-3517).
- (c) 12 through
- (c) 25 -- See 10(a)-12 through 10(a)-25 above.
- (c) 26 -- Agreement, dated August 20, 1954, between Entergy Arkansas and the United States of America (SPA)(13(h) in 2-11467).
- (c) 27 -- Amendment, dated April 19, 1955, to the United States of America (SPA) Contract, dated August 20, 1954 (5(d)-2 in 2-41080).

- (c) 28 -- Amendment, dated January 3, 1964, to the United States of America (SPA) Contract, dated August 20, 1954 (5(d)-3 in 2-41080).
- (c) 29 -- Amendment, dated September 5, 1968, to the United States of America (SPA) Contract, dated August 20, 1954 (5(d)-4 in 2-41080).
- (c) 30 -- Amendment, dated November 19, 1970, to the United States of America (SPA) Contract, dated August 20, 1954 (5(d)-5 in 2-41080).
- (c) 31 -- Amendment, dated July 18, 1961, to the United States of America (SPA) Contract, dated August 20, 1954 (5(d)-6 in 2-41080).
- (c) 32 -- Amendment, dated December 27, 1961, to the United States of America (SPA) Contract, dated August 20, 1954 (5(d)-7 in 2-41080).
- (c) 33 -- Amendment, dated January 25, 1968, to the United States of America (SPA) Contract, dated August 20, 1954 (5(d)-8 in 2-41080).
- (c) 34 -- Amendment, dated October 14, 1971, to the United States of America (SPA) Contract, dated August 20, 1954 (5(d)-9 in 2-43175).
- (c) 35 -- Amendment, dated January 10, 1977, to the United States of America (SPA) Contract, dated August 20, 1954 (5(d)-10 in 2-60233).
- (c) 36 -- Agreement, dated May 14, 1971, between Entergy Arkansas and the United States of America (SPA) (5(e) in 2-41080).
- (c) 37 -- Amendment, dated January 10, 1977, to the United States of America (SPA) Contract, dated May 14, 1971 (5(e)-1 in 2-60233).
- (c) 38 -- Contract, dated May 28, 1943, Amendment to Contract, dated July 21, 1949, and Supplement to Amendment to Contract, dated December 30, 1949, between Entergy Arkansas and McKamie Gas Cleaning Company; Agreements, dated as of September 30, 1965, between Entergy Arkansas and former stockholders of McKamie Gas Cleaning Company; and Letter Agreement, dated June 22, 1966, by Humble Oil & Refining Company accepted by Entergy Arkansas on June 24, 1966 (5(k)-7 in 2-41080).
- (c) 39 -- Agreement, dated April 3, 1972, between Entergy Services and Gulf United Nuclear Fuels Corporation (5(l)-3 in 2-46152).
- (c) 40 -- Fuel Lease, dated as of December 22, 1988, between River Fuel Trust #1 and Entergy Arkansas (B-1(b) to Rule 24 Certificate in 70-7571).
- (c) 41 -- White Bluff Operating Agreement, dated June 27, 1977, among Entergy Arkansas and Arkansas Electric Cooperative Corporation and City Water and Light Plant of the City of Jonesboro, Arkansas (B-2(a) to Rule 24 Certificate dated June 30, 1977 in 70-6009).
- (c) 42 -- White Bluff Ownership Agreement, dated June 27, 1977, among Entergy Arkansas and Arkansas Electric Cooperative Corporation and City Water and Light Plant of the City of Jonesboro, Arkansas (B-1(a) to Rule 24 Certificate dated June 30, 1977 in 70-6009).

- (c) 43 -- Agreement, dated June 29, 1979, between Entergy Arkansas and City of Conway, Arkansas (5(r)-3 in 2-66235).
- (c) 44 -- Transmission Agreement, dated August 2, 1977, between Entergy Arkansas and City Water and Light Plant of the City of Jonesboro, Arkansas (5(r)-3 in 2-60233).
- (c) 45 -- Power Coordination, Interchange and Transmission Service Agreement, dated as of June 27, 1977, between Arkansas Electric Cooperative Corporation and Entergy Arkansas (5(r)-4 in 2-60233).
- (c) 46 -- Independence Steam Electric Station Operating Agreement, dated July 31, 1979, among Entergy Arkansas and Arkansas Electric Cooperative Corporation and City Water and Light Plant of the City of Jonesboro, Arkansas and City of Conway, Arkansas (5(r)-6 in 2-66235).
- (c) 47-- Amendment, dated December 4, 1984, to the Independence Steam Electric Station Operating Agreement (10(c) 51 to Form 10-K for the year ended December 31, 1984 in 1-10764).
- (c) 48 -- Independence Steam Electric Station Ownership Agreement, dated July 31, 1979, among Entergy Arkansas and Arkansas Electric Cooperative Corporation and City Water and Light Plant of the City of Jonesboro, Arkansas and City of Conway, Arkansas (5(r)-7 in 2-66235).
- (c) 49 -- Amendment, dated December 28, 1979, to the Independence Steam Electric Station Ownership Agreement (5(r)-7(a) in 2-66235).
- (c) 50 -- Amendment, dated December 4, 1984, to the Independence Steam Electric Station Ownership Agreement (10(c) 54 to Form 10-K for the year ended December 31, 1984 in 1-10764).
- (c) 51 -- Owner's Agreement, dated November 28, 1984, among Entergy Arkansas, Entergy Mississippi, other co-owners of the Independence Station (10(c) 55 to Form 10-K for the year ended December 31, 1984 in 1-10764).
- (c) 52 -- Consent, Agreement and Assumption, dated December 4, 1984, among Entergy Arkansas, Entergy Mississippi, other co-owners of the Independence Station and United States Trust Company of New York, as Trustee (10(c) 56 to Form 10-K for the year ended December 31, 1984 in 1-10764).
- (c) 53 -- Power Coordination, Interchange and Transmission Service Agreement, dated as of July 31, 1979, between Entergy Arkansas and City Water and Light Plant of the City of Jonesboro, Arkansas (5(r)-8 in 2-66235).
- (c) 54 -- Power Coordination, Interchange and Transmission Agreement, dated as of June 29, 1979, between City of Conway, Arkansas and Entergy Arkansas (5(r)-9 in 2-66235).
- (c) 55 -- Agreement, dated June 21, 1979, between Entergy Arkansas and Reeves E. Ritchie ((10)(b)-90 to Form 10-K for the year ended December 31, 1980 in 1-10764).
- (c) 56 -- Reallocation Agreement, dated as of July 28, 1981, among System Energy and certain other System companies (B-1(a) in 70-6624).

- + (c) 57 -- Post-Retirement Plan (10(b) 55 to Form 10-K for the year ended December 31, 1983 in 1-10764).
- (c) 58 -- Unit Power Sales Agreement, dated as of June 10, 1982, between System Energy and Entergy Arkansas, Entergy Louisiana, Entergy Mississippi, and Entergy New Orleans (10(a) 39 to Form 10-K for the year ended December 31, 1982 in 1-3517).
- (c) 59 -- First Amendment to Unit Power Sales Agreement, dated as of June 28, 1984, between System Energy, Entergy Arkansas, Entergy Louisiana, Entergy Mississippi, and Entergy New Orleans (19 to Form 10-Q for the quarter ended September 30, 1984 in 1-3517).
- (c) 60 -- Revised Unit Power Sales Agreement (10(ss) in 33-4033).
- (c) 61 -- Contract For Disposal of Spent Nuclear Fuel and/or High-Level Radioactive Waste, dated June 30, 1983, among the DOE, System Fuels and Entergy Arkansas (10(b)-57 to Form 10-K for the year ended December 31, 1983 in 1-10764).
- (c) 62 -- Middle South Utilities, Inc. and Subsidiary Companies Intercompany Income Tax Allocation Agreement, dated April 28, 1988 (D-1 to Form U5S for the year ended December 31, 1987).
- (c) 63 -- First Amendment, dated January 1, 1990, to the Middle South Utilities, Inc. and Subsidiary Companies Intercompany Income Tax Allocation Agreement (D-2 to Form U5S for the year ended December 31, 1989).
- (c) 64 -- Second Amendment dated January 1, 1992, to the Entergy Corporation and Subsidiary Companies Intercompany Income Tax Allocation Agreement (D-3 to Form U5S for the year ended December 31, 1992).
- (c) 65 -- Third Amendment dated January 1, 1994, to Entergy Corporation and Subsidiary Companies Intercompany Income Tax Allocation Agreement (D-3(a) to Form U5S for the year ended December 31, 1993).
- (c) 66 -- Assignment of Coal Supply Agreement, dated December 1, 1987, between System Fuels and Entergy Arkansas (B to Rule 24 letter filing dated November 10, 1987 in 70-5964).
- (c) 67 -- Coal Supply Agreement, dated December 22, 1976, between System Fuels and Antelope Coal Company (B-1 in 70-5964), as amended by First Amendment (A to Rule 24 Certificate in 70-5964); Second Amendment (A to Rule 24 letter filing dated December 16, 1983 in 70-5964); and Third Amendment (A to Rule 24 letter filing dated November 10, 1987 in 70-5964).
- (c) 68 -- Operating Agreement between Entergy Operations and Entergy Arkansas, dated as of June 6, 1990 (B-1(b) to Rule 24 Certificate dated June 15, 1990 in 70-7679).
- (c) 69 -- Guaranty Agreement between Entergy Corporation and Entergy Arkansas, dated as of September 20, 1990 (B-1(a) to Rule 24 Certificate dated September 27, 1990 in 70-7757).
- (c) 70 -- Agreement for Purchase and Sale of Independence Unit 2 between Entergy Arkansas and Entergy Power, dated as of August 28, 1990 (B-3(c) to Rule 24 Certificate dated September 6, 1990 in 70-7684).

- (f) 27 -- Amended and Restated Installment Sale Agreement, dated as of April 1, 1994, between Entergy Mississippi and Warren County, Mississippi (B-6(a) to Rule 24 Certificate dated May 4, 1994 in 70-7914).
- (f) 28 -- Amended and Restated Installment Sale Agreement, dated as of April 1, 1994, between Entergy Mississippi and Washington County, Mississippi, (B-6(b) to Rule 24 Certificate dated May 4, 1994 in 70-7914).
- (f) 29 -- Refunding Agreement, dated as of May 1, 1999, between Entergy Mississippi and Independence County, Arkansas (B-6(a) to Rule 24 Certificate dated June 8, 1999 in 70-8719).
- (f) 30 -- Substitute Power Agreement, dated as of May 1, 1980, among Entergy Mississippi, System Energy and SMEPA (B-3(a) in 70-6337).
- (f) 31 -- Amendment, dated December 4, 1984, to the Independence Steam Electric Station Operating Agreement (10(c) 51 to Form 10-K for the year ended December 31, 1984 in 0-375).
- (f) 32 -- Amendment, dated December 4, 1984, to the Independence Steam Electric Station Ownership Agreement (10(c) 54 to Form 10-K for the year ended December 31, 1984 in 0-375).
- (f) 33 -- Owners Agreement, dated November 28, 1984, among Entergy Arkansas, Entergy Mississippi and other co-owners of the Independence Station (10(c) 55 to Form 10-K for the year ended December 31, 1984 in 0-375).
- (f) 34-- Consent, Agreement and Assumption, dated December 4, 1984, among Entergy Arkansas, Entergy Mississippi, other co-owners of the Independence Station and United States Trust Company of New York, as Trustee (10(c) 56 to Form 10-K for the year ended December 31, 1984 in 0-375).
- (f) 35 -- Reallocation Agreement, dated as of July 28, 1981, among System Energy and certain other System companies (B-1(a) in 70-6624).
- +(f) 36 -- Post-Retirement Plan (10(d) 24 to Form 10-K for the year ended December 31, 1983 in 0-320).
- (f) 37 -- Unit Power Sales Agreement, dated as of June 10, 1982, between System Energy and Entergy Arkansas, Entergy Louisiana, Entergy Mississippi, and Entergy New Orleans (10(a) 39 to Form 10-K for the year ended December 31, 1982 in 1-3517).
- (f) 38 -- First Amendment to the Unit Power Sales Agreement, dated as of June 28, 1984, between System Energy and Entergy Arkansas, Entergy Louisiana, Entergy Mississippi, and Entergy New Orleans (19 to Form 10-Q for the quarter ended September 30, 1984 in 1-3517).
- (f) 39 -- Revised Unit Power Sales Agreement (10(ss) in 33-4033).
- (f) 40 -- Sales Agreement, dated as of June 21, 1974, between System Energy and Entergy Mississippi (D to Rule 24 Certificate dated June 26, 1974 in 70-5399).

- (f) 41 -- Service Agreement, dated as of June 21, 1974, between System Energy and Entergy Mississippi (E to Rule 24 Certificate dated June 26, 1974 in 70-5399).
- (f) 42 -- Partial Termination Agreement, dated as of December 1, 1986, between System Energy and Entergy Mississippi (A-2 to Rule 24 Certificate dated January 8, 1987 in 70-5399).
- (f) 43 -- Middle South Utilities, Inc. and Subsidiary Companies Intercompany Income Tax Allocation Agreement, dated April 28, 1988 (D-1 to Form U5S for the year ended December 31, 1987).
- (f) 44 -- First Amendment dated January 1, 1990 to the Middle South Utilities Inc. and Subsidiary Companies Intercompany Tax Allocation Agreement (D-2 to Form U5S for the year ended December 31, 1989).
- (f) 45 -- Second Amendment dated January 1, 1992, to the Entergy Corporation and Subsidiary Companies Intercompany Income Tax Allocation Agreement (D-3 to Form U5S for the year ended December 31, 1992).
- (f) 46 -- Third Amendment dated January 1, 1994 to Entergy Corporation and Subsidiary Companies Intercompany Income Tax Allocation Agreement (D-3(a) to Form U5S for the year ended December 31, 1993).
- +(f) 47 -- Executive Financial Counseling Program of Entergy Corporation and Subsidiaries (10(a) 52 to Form 10-K for the year ended December 31, 1989 in 1-3517).
- +(f) 48 -- Entergy Corporation Annual Incentive Plan (10(a) 54 to Form 10-K for the year ended December 31, 1989 in 1-3517).
- +(f) 49 -- Equity Ownership Plan of Entergy Corporation and Subsidiaries (A-4(a) to Rule 24 Certificate dated May 24, 1991 in 70-7831).
- +(f) 50 -- Amendment No. 1 to the Equity Ownership Plan of Entergy Corporation and Subsidiaries (10(a)71 to Form 10-K for the year ended December 31, 1992 in 1-3517).
- +(f) 51 -- 1998 Equity Ownership Plan of Entergy Corporation and Subsidiaries (Filed with the Proxy Statement dated March 30, 1998).
- +(f) 52 -- Supplemental Retirement Plan (10(a)69 to Form 10-K for the year ended December 31, 1992 in 1-3517).
- +(f) 53 -- Defined Contribution Restoration Plan of Entergy Corporation and Subsidiaries (10(a)53 to Form 10-K for the year ended December 31, 1989 in 1-3517).
- +(f) 54 -- Executive Disability Plan of Entergy Corporation and Subsidiaries (10(a)72 to Form 10-K for the year ended December 31, 1992 in 1-3517).
- +(f) 55 -- Stock Plan for Outside Directors of Entergy Corporation and Subsidiaries, as amended (10(a)74 to Form 10-K for the year ended December 31, 1992 in 1-3517).
- +(f) 56 -- Summary Description of Retired Outside Director Benefit Plan (10(c)-90 to Form 10-K for the year ended December 31, 1992 in 1-10764).