

ENTERGY CORP /DE/
Form 425
May 15, 2012

Entergy New Orleans, Inc.
Entergy New Orleans, Inc.
A Partner
A Partner
in

in
the
the
Community
Community

Planning
Planning

for

for

the

the

Future

Future

Filed by Entergy Corporation Pursuant to Rule 425

Under the Securities Act of 1933

Subject Company: Entergy Corporation

Commission File No. 001-11299

Entergy in New Orleans

Entergy New Orleans has been providing dependable, affordable electricity and gas to New Orleans since 1922.

160,000 electric customers

100,000 gas customers

Entergy Corp. is the only
Fortune 500 headquartered in
New Orleans.

Delivering Reliable Service

Leader in electric and gas
reliability.

Improvements since
Hurricane Katrina.

Award-winning
emergency response.

[My Account Online](#)

[Outage texting](#)

[View Outage website](#)

Online energy efficiency
tools

Improving Customer Service and Communications

Planning for our Future

Sustaining affordable electricity costs.

Improving the quality of life in our communities.

Strong focus on economic development and business growth.

Anticipating energy needs of the future.

Sustainable, Affordable Electricity

Lowered rates four years in a row.

Rates are among the lowest in the nation.

Formula rate plan ensures savings passed on to

customers.

Entergy New Orleans Fuel Mix

A diverse fuel mix helps
keep fuel costs low.

Low natural gas prices.
55%

25%

13%

7%

Nuclear

Natural Gas

Coal

Other

Giving Back: The Right Thing to Do

In 2011, Entergy contributed \$4.3 million to support charitable causes in the New Orleans area.

More than \$30 million since 2006.

2,000 volunteer hours annually in
New Orleans.
Working to Improve the
Communities We Serve

Focus on Economic Development

In the last two years, Entergy
In the last two years, Entergy
New Orleans has helped attract
New Orleans has helped attract

more than \$127 million in new
more than \$127 million in new
investments to the city.
investments to the city.

Help create more than 1,125
Help create more than 1,125
new jobs.
new jobs.

Entergy's Economic Impact and Jobs

Entergy's total economic impact in the New Orleans metro area was more than **\$866 million in 2010!**

6,000 direct and indirect employees

in
New Orleans area including:

400 Entergy New Orleans employees.

2,200 total Entergy employees.

3,400 indirect employees.

Entergy plays an important role in the local economy

Meeting Future Energy Needs

Investment in infrastructure.

Energy efficiency initiatives.

Regional transmission

organization -
MISO.

Proposed spin/merge of
transmission business.

Investing in Infrastructure

From 2011 to 2013, Entergy plans to invest an estimated \$500 million to expand and bolster the transmission system throughout Louisiana.

Building new 550 MW natural gas
power generation plant in
Westwego (Ninemile 6).

20% purchase power agreement for
Entergy New Orleans approved by City
Council Utility Committee.

Reducing Demand: Focus on Energy Efficiency

\$11 million energy efficiency program for New Orleans electric customers.

Rebates and incentives available to residential and business customers.

Since April 2011, helped more than 8,000 customers and 80 businesses:

o
Saved
15
million
kilowatt-hours
of
electricity

enough
to
power
1,300
homes for an entire year!

o
Installing more than 56,000 energy efficiency measures in New Orleans
homes and businesses.

Regional Transmission Organization

Manages the distribution of generation and transmission of electricity.

Manages supply, demand and cost of production while increasing reliability.

Allows access to a vast network of electricity buyers and sellers.

There are currently seven RTOs in the United States, which serve about 60% of U.S. energy load.

Midwest Independent System Operator (MISO) operates in 13 U.S. states and Manitoba, Canada.

Large footprint.

Access to diverse power generation.

Customer benefits:

Increased efficiencies.

Improved system reliability.

Entergy New Orleans customers will

save

between

\$32

-

\$46

million.

(\$1.4 billion across Entergy)

MISO: Right Choice for Entergy & Customers

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In
this
communication,
and
from
time

to
time,
Entergy
makes
certain
forward-looking

statements
within
the
meaning
of
the

Private
Securities
Litigation

Reform Act of 1995. Except to the extent required by the federal securities laws, Entergy undertakes no obligation to publicly forward-looking statements, whether as a result of new information, future events, or otherwise. Forward-looking statements include and

uncertainties.
There
are
factors

that
could
cause
actual
results

to
differ
materially
from
those

expressed
or
implied

in
the
forward-looking

statements, including (i) those factors discussed in Entergy's Annual Report on Form 10-K for the year ended December 31, 2011, and on Form 10-Q for the quarter ended March 31, 2012, and other filings made by Entergy with the Securities and Exchange Commission following

transactional
factors
(in
addition

to
others
described
elsewhere
in

this
presentation
and
in
subsequent
securities
filings)
involving
risks
inherent
in
the
contemplated
transaction,
including:
(1)
failure
to
obtain
ITC
shareholder
approval,
(2)
failure
of
Entergy
and
its
shareholders
to
recognize
the
expected
benefits
of
the
transaction,
(3)
failure
to
obtain
regulatory
approvals
necessary
to
consummate
the
transaction
or
to

obtain

regulatory approvals on favorable terms, (4) the ability of Entergy, Transco and ITC to obtain the required financings, (5) delay

transaction or the failure to consummate the transaction, (6) exceeding the expected costs of the transaction, and (7) the failure

approving

the

tax-free

status

of

the

transaction;

(iii)

legislative

and

regulatory

actions;

and

(iv)

conditions

of

the

capital

markets

during

the

periods

covered by the forward-looking statements. The transaction is subject to certain conditions precedent, including regulatory approval

shareholders

and

the

availability

of

financing.

Entergy

cannot

provide

any

assurance

that

the

transaction

or

any

of

the

proposed

transactions

related

thereto will be completed, nor can it give assurances as to the terms on which such transactions will be consummated.

Additional Information and Where to Find It

ITC and Transco will file registration statements with the Securities and Exchange Commission (SEC) registering shares of

Transco common units to be issued to Entergy shareholders in connection with the proposed transactions. ITC will also file a proxy statement with the SEC that will be sent to the shareholders of ITC. Entergy shareholders are urged to read the prospectus and/or information statement included in the registration statements and any other relevant documents, because they contain important information about ITC and the proposed transactions. ITC shareholders are urged to read the proxy statement and any other relevant documents because they contain important information about Transco and the proposed transactions. The proxy statement, prospectus and/or information statement, and other documents relating to the proposed transactions (when they are available) can be obtained free of charge from the SEC's website at www.sec.gov. Documents, when available, can also be obtained free of charge from Entergy upon written request to Entergy Corporation, Investor Relations, Box 61000, New Orleans, LA 70161 or by calling Entergy's Investor Relations information line at 1-888-ENTERGY (368-3777). Documents can also be obtained by written request to ITC Holdings Corp., Investor Relations, 27175 Energy Way, Novi, MI 48377 or by calling 248-946-3000.

Entergy Forward-looking Information

About the Spin/Merge Proposal

System Peak

Load

26,100 MW

28,000 MW

Service Area

Seven states

Four states*

Total

Transmission

Miles

15,100 miles

15,700 miles

Service Area

Square Miles

89,850

114,669
RTO
Membership
MISO/SPP
Anticipated
MISO
membership
by 12/2013
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*Entergy also owns limited assets in Missouri.

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Why Spin/Merge? Why Now?

The world has changed. Today demands more of the grid than the grid was built for; modern society is energy-hungry and electricity-intensive

Our city's and our region's growth, economy and prosperity are linked to

diverse, affordable and reliable electricity

But:
capital
investments
required
will
drive
costs
higher
for
customers
unless
new
approaches
are
taken
now

Estimated capital requirements

Entergy Utility investment needs could potentially exceed \$17B over the next decade

Adapting
requires
bold
strokes,
decisive
action why
Entergy
is
proposing
this
new
model
now

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Benefits In a Nutshell

Providing safe, reliable
affordable power.
Partner in the community.
Planning for the future.
Entergy Now and into the Future

