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ENTERGY CORP /DE/
Form U-9C-3
May 30, 2001

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

FORM U-9C-3

QUARTERLY REPORT PURSUANT TO RULE 58

For the Quarterly Period Ended March 31, 2001

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

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

ITEM 1 - ORGANIZATION CHART

| Name of reporting company | Energy or gas related company | Date of organization | State of organization | Percentage of voting securities held | Nature of business |
|--------------------------------------|-------------------------------|----------------------|-----------------------|--|---|
| Entergy Power Marketing Corp. (EPMC) | Energy related business | May 17, 1995 | Delaware | a 100% owned subsidiary of Entergy Corporation | Energy marketing and brokering. |
| Entergy Holdings, Inc. (EHI) | Energy related business | November 3, 1997 | Delaware | a 100% owned subsidiary of Entergy Corporation | Holding company investing in miscellaneous energy related |

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companies.

| | | | | | |
|---|-------------------------|-------------------|----------|--|---|
| Entergy Thermal, LLC (Entergy Thermal) | Energy related business | January 28, 1999 | Delaware | a 100% owned subsidiary of EHI | Production, sale, and distribution of thermal energy products. |
| Entergy Business Solutions, LLC (EBS) | Energy related business | January 28, 1999 | Delaware | a 100% owned subsidiary of EHI | Energy management services. |
| Entergy Power Holdings USA Corporation (EPH) | Energy related business | February 25, 1999 | Delaware | a 100% owned subsidiary of Entergy Corporation | Holding company investing in qualifying facilities. |
| Entergy Power RS Corporation (EPRS) | Energy related business | February 25, 1999 | Delaware | a 100% owned subsidiary of EPH | Development and ownership of qualifying facilities. |
| Entergy Power Gas Holdings Corporation (EPGHC) | Energy related business | June 15, 2000 | Delaware | a 100% owned subsidiary of Entergy Corporation | Holding company investing in energy commodity brokering and related services. |
| Entergy Power Gas Operating Corporation (EPGOC) | Energy related business | June 20, 2000 | Delaware | a 80% owned subsidiary of EPGHC | Holding company investing in energy commodity brokering and related services. |
| Highland Energy Company (Highland) | Energy related business | June 23, 1987 | Texas | a 75% owned subsidiary of EPGOC | Energy commodity brokering and related services. |

ITEM 1 - ORGANIZATION CHART (cont'd)

| Name of reporting company | Energy or gas related company | Date of organization | State of organization | Percentage of voting securities held | Nature of business |
|---------------------------|-------------------------------|----------------------|-----------------------|--------------------------------------|------------------------|
| TLG Services, Inc. (TLG) | Energy related business | December 30, 1986 | Connecticut | a 100% owned subsidiary | Provide field services |

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| | | | | | |
|--------------------------------|-------------------------|------------------|----------|---|---|
| | | | | of Entergy for the Nuclear, Inc. | decommissi oning of nuclear plants |
| Entergy Solutions, LTD (ESLTD) | Energy related business | August 30, 2000 | Texas | a 99% limited partner interest held by Entergy Retail Holding Company and a 1% general partner interest held by Entergy Retail Texas, Inc. | Provide competitive energy service and electric sales |
| Axia Energy, LP (Axia) (new) | Energy related business | January 25, 2001 | Delaware | a 49.5% limited partner interest and a 0.5% general partner interest, in each case indirectly held by Entergy Power International Holding Corp. | Energy marketing and brokering. |
| EWO GP LLC (EWO) (new) | Energy related business | October 30, 2000 | Delaware | a 100% owned subsidiary of EWO Marketing Holding, Inc. | Holding company investing in energy commodity brokering and related services. |

ITEM 1 - ORGANIZATION CHART (cont'd)

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

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| | | | | | |
|--|-------------------------------|---------------------|----------|--|--|
| EWO Marketing, L.P. (EWOM) (new) | Energy related business | October 30, 2000 | Delaware | a 99% limited partner interest held by EWO Marketing Holding, Inc. and a 1% general partner interest held by EWO GP LLC | Energy marketing and brokering. |
|--|-------------------------------|---------------------|----------|--|--|

EPMC Activities

During the quarterly period ended March 31, 2001, EPMC engaged in the business of brokering and marketing of energy commodities, including but not limited to electricity, natural or manufactured gas, and other combustible fuels. These services were provided to electric utilities, power marketers, electric and municipal cooperatives, and various other customers. Effective January 31, 2001, EPMC merged into Axia.

EHI Activities

During the quarterly period ended March 31, 2001, EHI acted as a holding company engaged in investment in energy related companies consistent with Rule 58.

Entergy Thermal Activities

During the quarterly period ended March 31, 2001, Entergy Thermal operated a district cooling and heating system in New Orleans, Louisiana.

EBS Activities

During the quarterly period ended March 31, 2001, EBS was inactive, but in the future intends to engage in energy management services.

EPH Activities

During the quarterly period ended March 31, 2001, EPH acted as a holding company with respect to Entergy's investments in "qualifying facilities" (QFs) under the Public Utility Regulatory Policies Act of 1978 (PURPA).

EPRS Activities

During the quarterly period ended March 31, 2001, EPRS engaged in the development, acquisition and ownership of a 50% interest in RS Cogen LLC. RS Cogen LLC is developing, and will own and operate a 500 MW cogeneration facility in Louisiana which is a QF under PURPA.

EPGHC Activities

During the quarterly period ended March 31, 2001, EPGH acted as a holding company for investing in energy commodity brokering and related services.

EPGOC Activities

During the quarterly period ended March 31, 2001, EPGOC acted as a holding company for investing in energy commodity

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brokering and related services.

Highland Activities

During the quarterly period ended March 31, 2001, Highland engaged in the business of energy commodity brokering and related services.

TLG Activities

During the quarterly period ended March 31, 2001, TLG provided field services in decontamination, decommissioning, radiological health and safety, industrial safety, radiological and hazardous/toxic waste management and disposal. Revenues during the quarterly period ended March 31, 2001 were immaterial.

ESLTD Activities

During the quarterly period ended March 31, 2001, ESLTD was in its formative stage and in the future intends to engage in providing competitive energy service and electric sales.

Axia Activities

Axia was formed effective January 31, 2001 through a merger with EPMC. During the quarterly period ended March 31, 2001, Axia engaged in the business of brokering and marketing of energy commodities, including but not limited to electricity, natural or manufactured gas, and other combustible fuels. These services were provided to electric utilities, power marketers, electric and municipal cooperatives, and various other customers.

EWO Activities

During the quarterly period ended March 31, 2001, EWO acted as a holding company for investing in energy commodity brokering and related services.

EWOM Activities

During the quarterly period ended March 31, 2001, EWOM engaged in the business of managing the electric generation assets of affiliates and third party customers as well as fulfilling the electric energy needs of third party customers under long term contracts. The third party customers are principally electric and municipal cooperatives.

ITEM 2 - ISSUANCES AND RENEWALS OF SECURITIES AND CAPITAL CONTRIBUTIONS

| Company issuing security | Type of security issued | Principal amount of security | Issue or renewal | Cost of capital | Person to whom security was issued | Collateral given with security | Consolidated rec for sec |
|--------------------------|--|------------------------------|------------------|-----------------|---|--------------------------------|--------------------------|
| Axia Energy, LP | Limited Partner and General Partner Interest | N/A | Issue | N/A | Energency Power International Holding Corp., through subsidiaries | N/A | \$1 mil |
| EWO | Limited | N/A | Issue | N/A | EWO Marketing | N/A | \$ |

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| | | | | | | | |
|------------------------------|---------------------------|-----|-------|--------------------------------|-----------------------------|-----|----|
| Marketing L.P. | Partner Interest | | | | Holding, Inc. | | |
| EWO Marketing L.P. | General Partner Interest | N/A | Issue | N/A | EWO GP LLC | N/A | \$ |
| EWO GP LLC | Member Interest | N/A | Issue | N/A | EWO Marketing Holding, Inc. | N/A | \$ |
| Company contributing capital | Company receiving capital | | | Amount of capital contribution | | | |
| None | None | | | N/A | | | |

ITEM 3 - ASSOCIATE TRANSACTIONS

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

| Reporting company rendering services | Associate company receiving services | Types of services rendered | Direct costs charged | Indirect costs charged | Cost of capital | Total amount billed |
|--------------------------------------|--------------------------------------|---|----------------------|------------------------|-----------------|---------------------|
| EHI | EBS | Professional services and back office support | \$ 30 | -0- | N/A | \$ 30 |
| EHI | Entergy Thermal | Same as above | \$ 13 | -0- | N/A | \$ 13 |

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

| Associate company rendering services | Reporting company receiving services | Types of services rendered | Direct costs charged | Indirect costs charged | Cost of capital | Total amount billed |
|--------------------------------------|--------------------------------------|---|----------------------|------------------------|-----------------|---------------------|
| EEI | EPMC | Professional services and back office support | \$951,857 | \$-0- | N/A | \$951,857 |
| EEI | EHI | Same as above | \$26,696 | \$-0- | N/A | \$ 26,696 |
| EEI | Entergy Thermal | Same | \$118,500 | \$-0- | N/A | \$118,500 |
| EEI | EBS | Same as above. | \$6,188 | \$-0- | N/A | \$ 6,188 |
| EEI | EPRS | Same as | \$442,193 | \$-0- | N/A | \$442,193 |

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| | | | | | | |
|---|-------|-------------------------------------|-----------|-------|-----|-----------|
| | | above. | | | | |
| EEI | EPGOC | Same as above. | \$168,622 | \$-0- | N/A | \$168,622 |
| EEI | ESLTD | Same as above. | \$542,270 | \$-0- | N/A | \$542,270 |
| EEI | EWOM | Same as above. | \$44,438 | \$-0- | N/A | \$ 44,438 |
| Entergy Nuclear, Inc. | TLG | Administrative/Management services. | \$128,635 | \$-0- | N/A | \$128,635 |
| Entergy Retail Louisiana Management Services, LLC-A | ESLTD | Same as above. | \$899,546 | \$-0- | N/A | \$899,546 |
| Entergy Nuclear Operations, Inc. | TLG | Same as above. | \$792,848 | \$-0- | N/A | \$792,848 |
| Axia | EWOM | Same as above. | \$697,360 | \$-0- | N/A | \$697,360 |

ITEM 4 - SUMMARY OF AGGREGATE INVESTMENT

Investments in energy-related companies:

| | | |
|--|------------------|--------|
| Total consolidated capitalization as of March 31, 2001 | \$15,029,806,000 | Line 1 |
| Total capitalization multiplied by 15% (line 1 multiplied by 0.15) | 2,254,470,900 | Line 2 |
| Greater of \$50 million or line 2 | 2,254,470,900 | Line 3 |

Total current aggregate investment:

| | | |
|---|-------------|--------|
| Energy marketing and brokering (Axia, Highland, ESLTD, EWO, and EWOM) | 398,308,555 | |
| Energy related technical and similar services (EHI & TLG) | 67,778,822 | |
| Development and ownership of QFs (EPH & EPRS) | 2,000 | |
| | ----- | |
| Total current aggregate investment | 466,089,377 | Line 4 |
| | ----- | |

| | | |
|--|-----------------|--------|
| Difference between the greater of \$50 million or 15% of capitalization and the total aggregate investment of the registered holding company system (line 3 less line 4) | \$1,788,381,523 | Line 5 |
| | ===== | |

ITEM 5 - OTHER INVESTMENTS

| | | | |
|---------------|-------|-------|------------|
| Major line of | Other | Other | Reason for |
|---------------|-------|-------|------------|

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| energy-related business | investment in last U-9C-3 report | investment in this U-9C-3 report | difference in other investment |
|--|--|--|--|
| Energy marketing and brokering (EPMC) | \$2,500,000 | -0- | EPMC merged into Axia effective January 31, 2001 |

ITEM 6 - FINANCIAL STATEMENTS AND EXHIBITS

A. Financial Statements

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

B. Exhibits

1. Certificate of filing of Form U-9C-3 for the 4th Quarter of 2000 with interested state commissions and municipal regulator.
2. Service agreement between Axia Energy, LP and EWO Marketing, L.P. (Filed under confidential treatment pursuant to Rule 104(b).)

SIGNATURE

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

Entergy Corporation

By: /s/ Nathan E. Langston

Nathan E. Langston
Vice President and Chief
Accounting Officer

Dated: May 29, 2001