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Form U-1/A
January 12, 2001

File No. 70-9749

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM U-1/A PRE-EFFECTIVE AMENDMENT NO. 3
APPLICATION OR DECLARATION
under the
PUBLIC UTILITY HOLDING COMPANY ACT OF 1935

Entergy Corporation
639 Loyola Avenue
New Orleans, Louisiana 70113

(Names of company filing this statement and address of principal
executive offices)

Entergy Corporation

(Name of top registered holding company parent of each applicant
or declarant)

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Entergy Corporation
639 Loyola Avenue
New Orleans, Louisiana 70113

(Name and address of agent for service)

The Commission is requested to mail copies of all orders, notices
and other communications to:

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This Application/Declaration is amended and restated in its entirety to read as follows:

Item 1. Description of Proposed Transaction.

1.1 Introduction.

This Application/Declaration seeks authorization and approval of the Commission with respect to the ongoing financing activities of Entergy Corporation ("Entergy") and the creation of specified types of new subsidiaries.

1.2 Description of Entergy Corporation and its Subsidiaries and Existing Authority.

Entergy is a registered holding company under the Public Utility Holding Company Act of 1935, as amended (the "Act"). Its public utility subsidiaries include Entergy Arkansas, Inc., Entergy Gulf States, Inc., Entergy Louisiana, Inc., Entergy Mississippi, Inc., and Entergy New Orleans, Inc. (collectively, the "Entergy Operating Companies"). The Entergy Operating Companies provide public-utility service to approximately 2.5 million electric customers in portions of Arkansas, Louisiana, Mississippi, and Texas and 240,000 retail gas customers in Louisiana. Entergy also owns all of the voting stock of System Energy Resources, Inc. ("SERI") which owns and leases an aggregate 90% undivided interest in Grand Gulf Steam Electric Generating Station (nuclear) and sells all of the capacity and energy from that interest at wholesale to its only customers, Entergy Arkansas, Inc., Entergy Louisiana, Inc., Entergy Mississippi, Inc., and Entergy New Orleans, Inc.

Entergy also engages through other subsidiaries in various other energy-related and non-utility businesses. Entergy's wholly-owned subsidiary Entergy Services, Inc. ("ESI"), provides management, administrative, accounting, legal, engineering, and other services primarily to the Entergy Operating Companies and SERI. Entergy Operations, Inc. ("EOI"), also a wholly-owned subsidiary of Entergy, provides nuclear management, operations, and maintenance services under contract for the nuclear facilities owned, in whole or in part, by the Entergy Operating Companies and SERI, subject to the oversight of those companies, respectively. Entergy Arkansas, Inc., Entergy Louisiana, Inc., Entergy Mississippi, Inc., and Entergy New Orleans, Inc. collectively own all of the common stock of System Fuels, Inc. ("SFI") which implements and manages certain programs to procure, deliver and store fuel supplies for those four companies. ESI, EOI, and SFI, and any other subsidiaries that Entergy is authorized, or is by rule or exemption permitted to acquire or own whether currently existing or hereinafter formed to provide operations and maintenance services to the Entergy Operating Companies are herein collectively referred to as "Utility Associate Subs."

Entergy has formed several wholly-owned subsidiaries that provide operations and maintenance services to nonassociate companies (such subsidiaries, together with any other subsidiaries which Entergy is authorized or by rule or exemption permitted to acquire and own, whether currently existing or

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hereinafter formed to provide such services, are herein collectively referred to as "O&M Subs"), including Entergy Enterprises, Inc. ("EEI"), Entergy Nuclear, Inc. ("ENI"), and Entergy Operations Services, Inc. ("EOSI"). EEI invests in and develops energy and energy-related projects and businesses on behalf of the Entergy System (as defined below) companies. ENI operates and manages nuclear power facilities. EOSI provides consulting services with respect to, and operates and maintains fossil-fueled electric and steam generation, transmission and distribution assets of utility companies, municipalities, and large commercial and industrial customers in the United States.

Entergy conducts its power marketing and trading business primarily through another wholly-owned O&M Sub, Entergy Power Marketing Corp. ("EPMC"). EPMC was formed in 1995 as an "exempt wholesale generator" ("EWG") in order to engage in the marketing and brokering of electric power at wholesale.