

ENTERGY CORP /DE/  
Form U5S  
April 30, 2003

SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM U5S

ANNUAL REPORT

For the Year Ended December 31, 2002

Filed Pursuant to the  
Public Utility Holding Company Act of 1935

by

ENTERGY CORPORATION

639 Loyola Avenue

New Orleans, Louisiana 70113

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ITEM 1. SYSTEM COMPANIES AND INVESTMENTS THEREIN AS OF DECEMBER 31, 2002

Name of Company (1, 8, 9) (and abbreviations used herein)	Number of Common Shares Owned	% of Voting Power (****)	Issuer Book Value	Owner's Book Value
			(000s)	(000s)
Entergy Corporation (2, 7) (registered holding company)				

Entergy Arkansas, Inc. (Entergy Arkansas)  
(2, 3, 4) (an electric utility company)

L6,980,196

100

\$1,229,790

\$1,229,790

The Arkklahoma Corporation (ARKCO) (4) (an energy-related company)

		I70
	47.6	
		\$J14
		\$J14
Entergy Gulf States, Inc. (Entergy Gulf States) (2) (an electric utility company)		
		I00
	100	
		\$I,724,729
		\$J,098,828
Varibus LLC (Varibus) (a service company)		
		I00,000
	100	
		\$M,636
		\$M,636
Prudential Oil and Gas LLC (POG) (a service company)		
		I1,537
	100	
		\$M,033
		\$M,033
Southern Gulf Railway Company (Southern Gulf) (a service company)		
		I,000
	100	

\$ (124)

\$ (124)

GSG&T Inc. (GSG&T) (a service company)

J5,000

100

\$18,594

\$18,954

Entergy Louisiana, Inc. (Entergy Louisiana) (2, 3) (an electric utility company)

I65,173,180

100

\$ 974,098

\$ 974,098

Entergy Mississippi, Inc. (Entergy Mississippi) (2, 3) (an electric utility company)

8,666,357

100

\$L82,114

\$L82,114

Jackson Gas Light Company (5) (an electric utility company)

K60

100

\$ \*\*

\$ \*\*

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Entergy Power & Light (5) (an electric utility company)

100

O5

\$ \*\*

\$ \*\*

The Light, Heat, and Water Company of Jackson, Mississippi (5) (an electric utility company)

100

O5

\$ \*\*

\$ \*\*

Entergy New Orleans, Inc. (Entergy New Orleans) (2, 3) (an electric utility company)

100

8,435,900

\$128,662

\$128,662

System Energy Resources, Inc. (System Energy) (2) (an electric utility company)

100

O89,350

\$ 892,233

\$ 892,233

Entergy Services, Inc. (Entergy Services) (2) (a service company)

		J,000
	100	
		\$J0
		\$J0
Entergy Operations, Inc. (Entergy Operations) (2) (a service company)		I,000
	100	
		\$I,000
		\$I,000
Entergy Power, Inc. (a public utility company)		I1,000
	100	
		\$ 45,840
		\$ 45,840
Entergy Enterprises, Inc. (Entergy Enterprises)(a service company)		M7,400
	100	
		\$ 44,849
		\$ 45,131

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Name of Company (1, 8, 9) (and abbreviations used herein)	Number of Common Shares Owned	% of Voting Power (****)	Issuer Book Value  (000s)	Owner's Book Value  (000s)
Entergy Retail Holding Company *** (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	1,000	100	\$M1,287	\$K1,818
Entergy Retail Texas, Inc. *** (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	1,000	100	\$ 878	\$ 818
Entergy Solutions Ltd. *** (a Rule 58-energy-related company)	1% General Partner Interest	100	\$M,277	\$J61
Entergy Solutions Supply Ltd. *** (a Rule 58-energy-related company)	1% General Partner Interest	100	\$I1,331	\$I13
Entergy Solutions Ltd. *** (a Rule 58-energy-related company)	99% Limited Partner Interest	-	\$M,277	\$J5,778
Entergy Solutions Supply Ltd. *** (a Rule 58-energy-related company)	99% Limited Partner Interest	-	\$I1,331	\$I1,218
Entergy Retail Louisiana LLC-A *** (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	100% Member Interest	100	\$I0,653	\$ 9,418
Entergy Solutions Management Services LLC (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	100% Member Interest	100	\$I0,547	\$I0,547



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Entergy PTB Holding Company (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	1,000	100	\$K5,539	\$N,711
Entergy Select LLC(a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	100% Member Interest	100	\$184	\$184
Entergy Solutions Essentials Ltd. (a Rule 58-energy-related company)	1% General Partner Interest	100	\$K77	\$M
Entergy Solutions Select Ltd. (a Rule 58-energy-related company)	1% General Partner Interest	100	\$131	\$178
Entergy Solutions Essentials, Ltd. (a Rule 58-energy-related company)	99% Limited Partner Interest	-	\$K77	\$L46
Entergy Solutions Select, Ltd. (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	99% Limited Partner Interest	-	\$131	\$17,707

Name of Company (1, 8, 9) (and abbreviations used herein)	Number of Common Shares Owned	% of Voting Power (****)	Issuer Book Value (000s)	Owner's Book Value (000s)
Entergy Ventures Holding Company, Inc. (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	1,000	100	\$15,370	\$K,582
Entergy MHK Investments LLC(a company authorized to develop,	100% Member Interest	100	\$ **	\$11,093

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acquire, or finance the acquisition of other non-utility companies)				
Entergy Commerce, Inc. (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	I,000	100	\$I,375	\$I,005
Entergy MHK Retail LLC(an exempt telecommunications company)	100% Member Interest	100	\$ (183)	\$I,075
Entergy Resources, Inc. (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	I,000	100	\$ **	\$ **
Entergy Holdings Inc. (EHI) *** (a Rule 58-energy-related company)	K,000	100	\$N,781	\$M,452
Entergy Business Solutions, LLC *** (a Rule 58-energy-related company)	100% Member Interest	100	\$199	\$I,605
Entergy Thermal, LLC *** (a Rule 58-energy-related company)	100% Member Interest	100	\$I7,176	\$I7,100
Entergy Thermal-UNO, LLC (a Rule 58-energy-related company)	100% Member Interest	100	\$ **	\$ **
Entergy Nuclear, Inc. (ENI) *** (a Rule 58-energy-related company)	K,000	100	\$O,991	\$L,001
TLG Services, Inc. *** (a Rule 58-energy-related company)	M	100	\$M,388	\$ 9,328
	100% Member Interest	100	\$ **	\$ **

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Entergy Nuclear Environmental Services LLC (7) (a Rule 58-energy-related company)				
Entergy Nuclear PFS Company (7) (a Rule 58-energy-related company)	1,000	100	\$O50	\$O50
Entergy Nuclear Potomac Company (7) (a company authorized to provide operating and maintenance services to electric facilities)	1,000	100	\$I,003	\$I,001

Name of Company (1, 8, 9) (and abbreviations used herein)	Number of Common Shares Owned		% of Voting Power (***)	Issuer Book Value (000s)	Owner's Book Value (000s)
		K,000			
Entergy Nuclear Holding Company # 1 (ENHC #1) (6) (an exempt wholesale generator)			75	\$148,855	\$K71,712
Entergy Nuclear Generation Corporation (ENGC) (6) ***(an exempt wholesale generator)		I	100	\$J00,402	\$ 89,222
Entergy Nuclear New York Investment Company I (6) ***(an exempt wholesale generator)		I,000	100	\$ (62,617)	\$J,501
Entergy Nuclear Indian Point 3 LLC (6) *** (an exempt wholesale generator)		50% Member Interest	50	\$J21,490	\$I3,055
Entergy Nuclear FitzPatrick LLC (6) ***(an exempt wholesale generator)		50% Member Interest	50	\$I04,146	\$I0,428

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Entergy Nuclear New York Investment Company II (6) ***(an exempt wholesale generator)	I,000	100	\$ (63,064)	\$J,501
Entergy Nuclear Indian Point 3 LLC (6) ***(an exempt wholesale generator)	50% Member Interest	50	\$J21,490	\$I3,055
Entergy Nuclear New York Investment Company III ***(a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	J,200	100	\$K3,741	\$I00,001
Entergy Nuclear Indian Point 2 LLC (6) *** (an exempt wholesale generator)	100% Member Interest	100	\$O39,329	\$N20,344
Entergy Nuclear Capital Management Corporation I (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies) (7)	1,000	100	\$ **	\$ **
Entergy Indian Point Peaking Facility LLC(a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	100% Member Interest	100	\$ **	\$ **

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Entergy Nuclear Vermont Investment Company(a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	1,000	100	\$14,775	\$K0,001
Entergy Nuclear Vermont Yankee LLC (6) (an exempt wholesale generator)	100% Member Interest	100	\$J18,251	\$193,901
Entergy Nuclear Capital Management Corporation II (7) (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	1,000	100	\$ **	\$ **

Name of Company (1, 8, 9) (and abbreviations used herein)	Number of Common Shares Owned	% of Voting Power (****)	Issuer Book Value (000s)	Owner's Book Value (000s)
Entergy Nuclear Finance Holding, Inc. (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	740	100	\$K6,281	\$J8,248
Entergy Nuclear Finance, Inc. (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	1,000	100	\$O38,081	\$O19,874
Entergy Technology Holding Company (ETHC) *** (an exempt telecommunications company)	10	100	\$ 9,558	\$I5,363

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Entergy Technology Company (ETC) ***(an exempt telecommunications company)	10	100	\$12,815	\$0,010
Entergy Wireless Company (*) (an exempt telecommunications company)	10	100	\$ **	\$ **
EWO Marketing Holding, LLC(a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	20% Member Interest	20	\$M19,389	\$K14,651
Entergy International Holdings Ltd. LLC(a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	100% Member Interest	100	\$ 860,694	\$ 914,194
Entergy International Ltd. LLC(a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	100% Member Interest	100	\$L78,732	\$ 820,473
Entergy International Investments No. 2 Ltd., LLC *** (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	100% Member Interest	100	\$L14,060	\$M03,689
Entergy UK Holdings Limited *** (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	K,073,101	100	\$M13,999	\$M05,981
Entergy UK Limited *** (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	K,073,101	100	\$ 941,852	\$M07,236

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Entergy UK Enterprises Limited ***(a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	M74,000,002	100	\$I,049,351	\$ 947,444
EWO Holdings LLC(a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	100 % Class B Member Interest	25	\$ 8,000	\$ 8,000

Name of Company (1, 8, 9) (and abbreviations used herein)	Number of Common Shares Owned	% of Voting Power (****)	Issuer Book Value (000s)	Owner's Book Value (000s)
Entergy US DB I LLC (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	N,587,940	100	\$K,390	\$J,915
Entergy AUS DB I Pty Limited *(a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	3,163,044	>1	\$ **	\$ **
Entergy US DB IV LLC(a company authorized to develop, acquire, or finance the	658,912,260	100	\$J12,994	\$I71,876

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acquisition of other non-utility companies)				
Entergy Australia DB II Pty Limited *(a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	40,000	100	\$ **	\$ **
Entergy Australia DB I Pty Limited *(a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	316,447,786	<99	\$ **	\$ **
Entergy Australia DB I A Pty Limited *(a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	40,000	100	\$ **	\$ **
Entergy Victoria , Inc. (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	311,584	100	\$051	\$16
Entergy Australia DB I Pty Limited *(a company authorized to develop,	10,000	>1	\$ **	\$ **



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acquire, or finance the acquisition of other non-utility companies)				
Entergy Global Investments, Inc. *** (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	1,000	100	\$ (4,132)	\$L5,294
Entergy Nuclear Holding Company #1 (6)(an exempt wholesale generator)	1,000	25	\$148,855	\$M0,000
Entergy Power Development Corporation (6)(a foreign utility company)	10,959	15	\$J27,569	\$L8,042
Entergy Power Generation Corporation (7) (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	211 Shares Class B Common Stock	-	\$K47,240	\$J11,000

Name of Company (1, 8, 9) (and abbreviations used herein)	Number of Common Shares Owned	% of Voting Power (****)	Issuer Book Value (000s)	Owner's Book Value (000s)
Entergy Marketing Corporation(a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	1,000	100	\$O83,795	\$L18,405

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EWO Marketing Holding LLC (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	80% Member Interest	80	\$M19,389	\$L18,405
EWO Marketing, LP(a Rule 58-energy-related company)	99% Limited Partner Interest	-	\$ (23,487)	\$I
EWO GP LLC (a Rule 58-energy-related company)	100% Member Interest	100	\$ (2)	\$I
Entergy Asset Management, Inc.(7) (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	2,836,645 Class A Common Stock	59.67	\$K41,393	\$J8,366
	50% Member Interest	50	\$M8,313	\$ (27,510)
	Crete Energy Ventures, LLC(6) (an exempt wholesale			

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	generator)			
	50% Member Crete Turbine Interest Holdings, LLC(a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	50	\$ 91,640	\$L3,548
	100% Member Hawkeye Generating Interest LLC(a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	100	\$ **	\$ **
	100% Member Rowan Generating Interest Company, LLC(a company authorized to develop, acquire, or	100	\$ **	\$ **

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	finance the acquisition of other non-utility companies)			
	100% Member Greenville Generating Interest Company, LLC(a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	100	\$ **	\$ **
	100% Member Jackson Generating Interest Company, LLC(a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	100	\$ **	\$ **

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Name of Company (1, 8, 9) (and abbreviations used herein)	Number of Common Shares Owned	% of Voting Power (****)	Issuer Book Value  (000s)	Owner's Book Value  (000s)
<p>Entergy Investments Holding Company, Inc. (7) (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)</p>	1,000	100	\$186,708	\$186,811
	99% Limited Partner Interest Power Ventures L.P. (6)(an exempt wholesale generator)	-	\$186,061	\$186,899
	99% Limited Partner Interest Services, L.P. (a company authorized to provide operation and maintenance services	-	\$N46	\$N47

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	to electric facilities)			
	100% Member Interest Warren Power, LLC (6)(an exempt wholesale generator)	100	\$105,510	\$105,510
	100% Membership Interest Entergy Power RS Holding Company, LLC (7) (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	100	\$L,264	\$L,264
	100% Membership Interest Entergy Power RS LLC (7) (a Rule 58 energy-company)	100	\$L,263	\$L,263

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	50% Member Cogeneration LLC (owner of a qualifying facility under PURPA)	50	\$J9,038	\$ **
EWO Wind II, LLC(a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	100% Member Interest	100	\$M,001	\$M,001
	EWO Wind LLC(a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	100	\$J,856	\$M,001
	99% Member Northwest Iowa Windpower, LLC (6)(an exempt wholesale	99	\$ 81,872	\$ 80,866

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	generator)			
Entergy-Koch LP(a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	48.5% Limited Partner Interest	-	\$1,024,857	\$M90,379
Entergy-Koch Trading Canada, ULC (a company authorized to trade energy commodities in Canada)	1,000,000	50	\$K,203	\$K,203

Name of Company (1, 8, 9) (and abbreviations used herein)	Number of Common Shares Owned	% of Voting Power (****)	Issuer Book Value  (000s)	Owner's Book Value  (000s)
GS Pipeline Company, LLC (directly or indirectly owns interest in subsidiaries engaged	100% Member Interest	50	\$ 9,607	\$ 9,607



	in owning energy-related assets)				
	1% General Gulf Partner South Interest Pipeline Company, LP (a company authorized to own energy-related assets)	50	\$ 960,792	\$ 9,607	
	1% General Gulf Partner Pines Interest Pipeline Company, LP (a company authorized to own energy-related assets)	50	\$ **	\$ **	
	1% General GS Partner Pipeline Interest Company, LP (a company authorized to own energy-related assets)	50	\$ **	\$ **	
	99% Limited Gulf Partner South Interest	-	\$ 960,792	\$ 951,185	

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	Pipeline Company, LP (a company authorized to own energy-related assets)				
	99% Limited Partner Interest	-	\$ 960,792	\$ 951,185	
	GS Pipeline Company, LP (a company authorized to own energy-related assets)				
	99% Limited Partner Interest	-	\$ **	\$ **	
	Gulf Pines Pipeline Company, LP				
	99% Limited Partner Interest	-	\$L43,053	\$L38,622	
	Entergy-KoE Trading, LP (a company authorized to trade energy commodities in the United States)				
	100%	50	\$J7,708	\$J7,708	

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	EGT Holding, Ltd. (6) (a foreign utility company)				
		100%	50	\$L,431	\$L,431
	Entergy-Koch Trading, Ltd. (a FUCO subsidiary-intermediate holding company)				
		100%	50	\$ (1,855)	\$ (1,855)
	Entergy-Koch Trading GmbH (a FUCO subsidiary-brokering, marketing of energy commodities in Europe)				
		100% Member	50	\$J7,678	\$J7,,678
	Entergy-Koch Trading Europe, Ltd. (a FUCO subsidiary-brokering, marketing of energy commodities in Europe)				
			50	\$L,431	\$L,431

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	EK Holding II, LLC(a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	100% Member Interest		
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Name of Company (1, 8, 9) (and abbreviations used herein)	Number of Common Shares Owned	% of Voting Power (****)	Issuer Book Value  (000s)	Owner's Book Value  (000s)
	1% General Partner Entergy-Koch Trading, LP (a Rule 58-energy-related company)	100	\$L43,053	\$L,431
EK Holding II, LLC(a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	100% Member Interest	100	\$I6,166	\$I1,668
Entergy-Koch LP(a company authorized to develop, acquire, or finance the acquisition of other non-utility	1% Limited Partner Interest	-	\$I,024,857	\$I2,080

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companies)				
EK Holding III, LLC(a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	100% Member Interest	100	\$ 8,831	\$M,515
EKLP, LLC(a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	50% Member Interest	50	\$10,248	\$L,311
Entergy-Koch, LP(a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	1% General Partner Interest	50	\$1,024,857	\$I,010
Entergy Power Generation Corporation (7) (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	1,000 Class A Common Stock	100	\$K47,240	\$I36,241
Entergy Asset Management, Inc. (7) (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	7,000 Class A Common Stock	0.15	\$K41,393	\$I,222

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Entergy Power Crete Corporation (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	1,000	100	\$K7,315	\$ 80,536
Entergy Asset Management, Inc.(7) (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	395,316.3 Class A Common Stock	8.32	\$K41,393	\$10,214
Hawkgen I, Inc. (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	1,000	100	\$I	\$I
Entergy Asset Management, Inc. (7) (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	1,250 Class A Common Stock	0.025	\$ **	\$ **

Name of Company (1, 8, 9) (and abbreviations used herein)	Number of Common Shares Owned	% of Voting Power (****)	Issuer Book Value  (000s)	Owner's Book Value  (000s)
Hawkgen II, Inc. (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	1,000	100	\$I	\$I
Entergy Asset Management, Inc. (7) (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	1,250 Class A Common Stock	0.025	\$K41,393	\$ **
	1,000	100	\$I	\$ **

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Entergy Power Rowan Generating Company(a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)				
Entergy Asset Management, Inc. (7) (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	2,500 Class A Common Stock	0.05	\$K41,393	\$I
Entergy Power Greenville Generating Company I(a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	1,000	100	\$I	\$ **
Entergy Asset Management, Inc. (7) (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	1,250 Class A Common Stock	0.025	\$K41,393	\$I
Entergy Power Greenville Generating Company II(a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	1,000	100	\$I	\$ **
Entergy Asset Management, Inc. (7) (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	1,250 Class A Common Stock	0.025	\$K41,393	\$I
Entergy Power Jackson Generating Company I(a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	1,000	100	\$I	\$ **

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Entergy Asset Management, Inc. (7) (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	1,250 Class A Common Stock	0.025	\$K41,393	\$I
Entergy Power Jackson Generating Company II(a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	1,000	100	\$I	\$ **
Entergy Asset Management, Inc. (7) (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	1,250 Class A Common Stock	0.025	\$K41,393	\$I

Name of Company (1, 8, 9) (and abbreviations used herein)	Number of Common Shares Owned	% of Voting Power (****)	Issuer Book Value  (000s)	Owner's Book Value  (000s)
Entergy Power Ventures Corp. I (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	1,000	100	\$1,884	\$1,889
Entergy Power Ventures L.P. (6) (an exempt wholesale generator)	1% General Partner Interest	100	\$J	\$1,879
Entergy Power Ventures Corp. II (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	1,000	100	\$186,086	\$182,078
Entergy Asset Management, Inc. (7) (a company authorized to	92,648.3 Class A Common	1.95	\$K41,393	\$132,900



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develop, acquire, or finance the acquisition of other non-utility companies)	Stock			
Entergy Power Operations Corporation (6) (a foreign utility company)	1,000	100	\$11,716	\$10,686
Entergy Power Operations Damhead Creek Limited Partnership (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	99% Limited Partner Interest	-	\$ **	\$ **
Entergy Power Operations Damhead Creek Corporation (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	1,000	100	\$ **	\$ **
Entergy Power Operations Damhead Creek Limited Partnership (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	1% General Partner Interest	100	\$ **	\$ **
Entergy Power Operations Holdings, Ltd. (6)(a foreign utility company)	10	100	\$11,440	\$ **
Entergy Power Operations U.K., Limited (6)(a	1,000	100	\$11,581	\$11,323

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foreign utility company)				
EN Services I Corporation(a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	1,000	100	\$L21	\$L21
Entergy Asset Management, Inc. (7) (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	2,475 Class A Common Stock	0.05	\$K41,393	\$N47

Name of Company (1, 8, 9) (and abbreviations used herein)	Number of Common Shares Owned	% of Voting Power (****)	Issuer Book Value (000s)	Owner's Book Value (000s)
EN Services II Corporation(a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	1,000	100	\$M	\$M
EN Services L.P. (a company authorized to provide operation and maintenance services to electric facilities)	1% General Partner Interest	100	\$N53	\$O
Entergy Global Trading Holdings, Ltd. *** (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	1,000	100	\$J4,182	\$J4,182
Entergy Asset Management, Inc. (7) (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	20,000 Class A Common Stock 2,500 Class B Common	25.42	\$K41,393	\$I,025

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	Stock			
Entergy Power International Holdings Corp. (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	337	4.1	\$L89,378	\$J3,158
Entergy Power Development Corporation (6)(a foreign utility company)	62,100	85	\$J27,629	\$I78,723
Entergy Mississippi Turbine Company (7) (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	1,000	100	\$I4,639	\$I4,639
Entergy Power Holdings Turkey B.V. (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	20,000	100	\$J	\$I8
Entergy Power Netherlands B.V. (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	20,000	100	\$ **	\$I8
Entergy Power Bulgaria, Ltd. (7) (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	378	100	\$J,174	\$L,856
Entergy Power Holdings Maritza B.V. (6) (a foreign utility company)	20,000	100	\$ (7)	\$ (2)

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Maritza East III Power Company AD (6) (a foreign utility company)	816	51	\$I	\$L9
Maritza East 3 Operating Company A.O. (6) (a foreign utility company)	495	99	\$J5	\$J3
Entergy Power Hull Holding, Ltd. (7) (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	4,716,700	100	\$J9,909	\$J9,909

Name of Company (1, 8, 9) (and abbreviations used herein)	Number of Common Shares Owned	% of Voting Power (****)	Issuer Book Value  (000s)	Owner's Book Value  (000s)
Entergy Power Damhead Creek Holding I, Ltd. (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	J,000	100	\$J4,181	\$N3
Entergy Power Damhead Creek Holding II, Ltd. (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	999	99	\$J9,517	\$J9,222
Entergy Power Hull, Ltd. (7) (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	48,147	100	\$J9,909	\$N6,000

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Entergy Power Damhead Creek Holding II, Ltd. (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	1	1	\$J9,517	\$N6,000
Damhead Creek Holding Limited(a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	9,273,300	38	\$ (171,426)	\$ **
Entergy Power Properties (Kingsnorth), Ltd. (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	5,002	100	\$0	\$ **
Entergy Power Damhead Creek Holding III, Ltd. (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	2,000	100	\$ (154,719)	\$ **
Damhead Creek Holding Limited(a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	15,000,002	62	\$ (171,426)	\$ (185,439)
	1,000	100	\$I	\$I

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Entergy Power Investment Holdings Corporation(a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)				
Entergy Power Damhead Finco LLC(a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	1% Member Interest	1	\$ (8,661)	\$ (1)
Entergy Power Damhead Finco LLC(a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	99% Member Interest	99	\$ (8,661)	\$L15

Name of Company (1, 8, 9) (and abbreviations used herein)	Number of Common Shares Owned	% of Voting Power (****)	Issuer Book Value (000s)	Owner's Book Value (000s)
Entergy Power Damhead Finco 1(a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	1,000	100	\$ (167)	\$ (4)
Damhead Finance LDC(a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	10	1	\$ (8,370)	\$ (82)
Damhead Finance (Netherlands Antilles) N.V. (a company authorized to develop,	60	1	\$ (6,782)	\$ (68)

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acquire, or finance the acquisition of other non-utility companies)				
Damhead Finance (Netherlands) B.V. (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	4	1	\$ (1,300)	\$ (13)
Entergy Power Damhead Finco 2(a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	1,000	100	\$ (8,108)	\$J52
Damhead Finance LDC(a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	990	99	\$ (8,370)	\$ (8,104)
Damhead Finance (Netherlands Antilles) N.V. (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	5,940	99	\$ (6,782)	\$ **
Damhead Finance (Netherlands) B.V. (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	396	99	\$ (1,300)	\$ **
		75	\$J14,910	\$K2,565

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EWO Holdings, LLC(a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	100% Class A Member Interest			
Entergy Power BJE Holding, Ltd.(*)(a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	J00	100	\$I,582	\$J,753
Bon Jardim Energetica, LTDA. (*)(a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	344,847	99.9	\$I83	\$I,481
Entergy do Brazil LTDA(*)(a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	2,299,999	99.9	\$ **	\$I12

Name of Company (1, 8, 9) (and abbreviations used herein)	Number of Common Shares Owned	% of Voting Power (****)	Issuer Book Value  (000s)	Owner's Book Value  (000s)
	1,000	100	\$ **	\$K



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Entergy Power BJE, Ltd.(*)(a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)				
Bon Jardim Energetica, LTDA (*)(a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	3,483	.1	\$183	\$ **
Entergy do Brazil LTDA (*)(a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	I	.1	\$ **	\$ **
EP Edegel, Inc. (a company authorized to develop, acquire, or finance the acquisition of other	2,000	100	\$184,005	\$167,548

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non-utility companies)				
EWO Holdings, LLC(a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	100% Class C Member Interest	-	\$J14,910	\$I89,484
Entergy Power Maritza Holding Limited (*)(a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	1,000	100	\$ **	\$ **
Entergy Power Netherlands Company BV (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	L00	100	\$K,900	\$K,044
Entergy Power Projects Italia, S.R.L. (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	100	1	\$M92	\$I6
Entergy Power Development Italia S.r.L. (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	100	1	\$K81	\$ **
Entergy Power Rinnovabili S.r.L. (a company authorized to develop, acquire, or finance the acquisition of	100	1	\$O3	\$ **

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other non-utility companies)				
Entergy Power Services Italia, S.r.L. (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	100	1	\$K92	\$I2
Maritza East 3 Operating Company AD (6) (a foreign utility company)	5	1	\$J5	\$K

Name of Company (1, 8, 9) (and abbreviations used herein)	Number of Common Shares Owned	% of Voting Power (***)	Issuer Book Value (000s)	Owner's Book Value (000s)
Sabinas Power Company BV (6) (a foreign utility company)	L00	100	\$ 892	\$K,893
Entergy Power Projects Italia, S.r.L. (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	9,900	99	\$M92	\$ (238)
Entergy Power Development Italia S.r.L. (a	9,900	99	\$K81	\$ (255)

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company authorized to develop, acquire, or finance the acquisition of other non-utility companies)				
Entergy Power Rinnovabili S.r.L. (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	9,900	99	\$03	\$ (135)
Entergy Power Services Italia, S.r.L. (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	9,900	99	\$K92	\$ (265)
Entergy Power Services Poland Spolka z.o.o. (*) (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	1,000	100	\$ **	\$ **
Entergy Power Development Espana SL (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	3,006	100	\$ **	\$ **
Entergy Power Holdings USA Corporation (a Rule 58-energy-related company)	1,000	100	\$L,264	\$L,265

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Entergy Asset Management, Inc. (7) (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	248,520 Shares Non-Voting Class B Preferred	-	\$K41,393	\$L,264
Entergy Power E & C Corporation (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	1,000	100	\$K,070	\$M,240
Entergy Power E & C Holdings, LLC (a company authorized to develop, acquire, or finance the acquisition of other non-utility companies)	100% Member Interest	100	\$I,422	\$J,548
EntergyShaw, LLC (a company authorized to provide operation and maintenance services to electric facilities)	50% Member Interest	50	\$I,944	\$I,314

\*

Inactive

\*\* Less than \$1,000

\*\*\* These companies and their subsidiaries are accounted for on a cost basis, and "Issuer Book Value" is at 100%.

\*\*\*\* Represents % of voting power held directly by the tiered company immediately above.

NOTES

(1) Pursuant to the General Instructions to Form U5S, the companies listed in the table, together with System Fuels, Inc. (SFI or System Fuels), are collectively defined herein as "System Companies" and individually as a "System Company".

(2) During 2002, Entergy Corporation, Entergy Services, Entergy Arkansas, Entergy Gulf States, Entergy Louisiana, Entergy Mississippi, Entergy New Orleans, System Fuels, System Energy, and Entergy Operations participated in a joint money pool arrangement whereby those companies with available funds made short-term loans to certain System Companies having short-term borrowing requirements. As of December 31, 2002, Entergy Arkansas, Entergy Operations, Entergy Corporation, Entergy Gulf States, Entergy Louisiana, Entergy Mississippi, Entergy New Orleans, System Energy, and System Fuels had total investments in the money pool in the amounts of \$71,618,165, \$4,948,372, \$7,312,218, \$303,429,061, \$315,524,119, \$145,640,985, \$58,572,479, \$117,922,587, and \$5,013,732,

respectively. Entergy Services had total borrowings in the money pool in the amount of \$61,544,557. The interest rate on money pool investments/borrowings was 1.42% at December 31, 2002. The unborrowed balance in the money pool amounted to \$968,437,161 as of December 31, 2002, and was invested in high quality commercial paper and certificates of deposit.

(3) The percentage ownership of System Fuels' common stock is held as follows: 35% by Entergy Arkansas, 33% by Entergy Louisiana, 19% by Entergy Mississippi and 13% by Entergy New Orleans. The numbers of common shares owned and the book values to both the issuer and owners are as follows: Entergy Arkansas, 70 shares - \$7,000; Entergy Louisiana, 66 shares - \$6,600; Entergy Mississippi, 38 shares - \$3,800; and Entergy New Orleans, 26 shares - \$2,600. Under a loan agreement, System Fuels had borrowings outstanding from its parent companies to finance its fuel supply business. As of December 31, 2002, approximate loans to System Fuels from its parent companies were as follows: Entergy Arkansas, \$11.0 million; Entergy Louisiana, \$14.2 million; Entergy Mississippi, \$5.5 million; and Entergy New Orleans, \$3.3 million. These loans have rates that approximate a prime rate of 4.7% as of December 31, 2002 and mature on December 31, 2008.

(4) The Capital Stock of The Arklahoma Corporation (ARKCO) is owned in the proportions of 47%, 5%, and 48%, respectively, by Entergy Arkansas, Oklahoma Gas and Electric Company and Southwestern Electric Power Company. ARKCO owns an electric transmission line that is leased to these three companies. Information covering ARKCO is included herein pursuant to the instructions for Form U5S. Entergy Arkansas is exempted from holding company status under the Public Utility Holding Company Act of 1935 ("Act") (except with regard to section 9(a)(2) of the Act) pursuant to the provisions of Reg. 250.2(a)(2).

(5) Inactive companies held to preserve franchises.

(6) See Items 5 and 9 and Exhibit I for further information regarding direct and indirect holdings in Exempt Wholesale Generators (EWG) and Foreign Utility Companies (FUCO).

(7) Information Re: Subsidiaries added and changes in status of existing subsidiaries.

During 2002, Entergy Corporation organized the following indirect subsidiary company for the purpose of providing environmental remediation services as permitted under Rule 58: Entergy Nuclear Environmental Services LLC (under Delaware Law, on December 10, 2002).

During 2002, Entergy Corporation organized the following indirect subsidiary company for the purpose of investing in Private Fuel Storage, LLC, a company formed to engage in the business of developing, owning and operating nuclear spent fuel storage facilities as permitted under Rule 58: Entergy Nuclear PFS Company (under Delaware Law, on February 15, 2002).

On July 22, 2002, Entergy Nuclear, Inc. acquired the common stock of Entergy Nuclear Potomac Company (formed under Delaware Law, October 22, 2001), an "O&M Sub", as permitted by SEC Order dated June 22, 1999 (the June 1999 Order).

During 2002, Entergy Corporation organized Entergy Nuclear Capital Management Corporation I (under Delaware Law, on December 23, 2002), an indirect subsidiary company, as a "New Subsidiary" for the purpose of providing working capital support to Entergy Nuclear Indian Point 2 LLC as permitted by the June 1999 Order.

During 2002, Entergy Corporation organized Entergy Nuclear Capital Management Corporation II (under Delaware Law, on December 23, 2002), an indirect subsidiary company, as a "New Subsidiary" for the purpose of providing working capital support to Entergy Nuclear Vermont Yankee LLC as permitted by the June 1999 Order.

During 2002, Entergy Corporation organized Entergy Investments Holding Company, Inc. (under Delaware Law, on October 28, 2002), an indirect subsidiary company, as a "New Subsidiary" to own, directly or indirectly, interests in EWGs and other non-utility companies as permitted by the June 1999 Order.

During 2002, Entergy Corporation organized Entergy Power RS Holding Company LLC (under Delaware Law, on October 28, 2002), an indirect subsidiary company, as a "New Subsidiary" to own Entergy Power RS LLC, a company engaged in the ownership of investments in qualifying facilities as permitted by the June 1999 Order.

On October 1, 2002, Entergy-Koch LP organized a new subsidiary company, Entergy-Koch Trading Canada, ULC, an unlimited liability company, formed under Canadian law to engage in the energy trading and marketing business in Canada as permitted by SEC Order dated January 5, 2001 (January 2001 Order).

During 2002, Entergy Corporation organized Entergy Power Spain LLC (under Delaware Law, on June 14, 2002), as a "New Subsidiary", to hold Entergy's investments in certain European electric generation projects under development in Spain.

On December 31, 2002, Entergy reorganized its ownership interest in certain non-utility company subsidiaries through Entergy Asset Management, Inc. (EAM) in the manner described below. The following is a description of (i) the companies acquiring ownership interest in EAM, (ii) the consideration (including ownership interest in other non-utility companies) that EAM received from each company in exchange for the issuance of shares of EAM stock to such company, (iii) the percentage of voting power that each company acquired in EAM and (iv) the percentage of ownership that each company acquired in EAM. These transactions were effected pursuant to the June 1999 Order.

- (1) Entergy Power Generation Corporation, \$1,000, 0.15% of voting power, 0.20% of outstanding Class A common stock;
- (2) Entergy Power Holdings USA Corporation, 100% interest in Entergy Power RS, LLC, 0.0% of voting power; 100% of outstanding Class B preferred stock;
- (3) Entergy Power Crete Corporation, 50% interest in Crete Energy Ventures, LLC and Crete Turbine Holdings, LLC, 8.32% of voting power, 11.09% of the outstanding Class A common stock and 55.74% of outstanding Class A preferred stock;
- (4) Entergy Power Warren Corporation I, 100% interest in Warren Power, LLC, 4.23% of voting power, 5.64% of outstanding Class A common stock and 28.37% of outstanding Class A preferred stock;
- (5) Entergy Power Ventures Corp. II, 99% limited partnership interest in Entergy Power Ventures, LP, 1.95% of voting power, 2.60% of outstanding Class A common stock and 13.07% of outstanding Class A preferred stock;

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(6) Entergy Power Jackson Generating Company I, 50% interest in Jackson Generating Company, LLC, 0.025% of voting power, 0.035% of outstanding Class A common stock;

(7) Entergy Power Jackson Generating Company II, 50% interest in Jackson Generating Company, LLC, 0.025% of voting power, 0.035% of outstanding Class A common stock;

(8) Entergy Power Greenville Generating Company I, 50% interest in Greenville Generating Company, LLC, 0.025% of voting power, 0.035% of outstanding Class A common stock;

(9) Entergy Power Greenville Generating Company II, 50% interest in Greenville Generating Company, LLC, 0.025% of voting power, 0.035% of outstanding Class A common stock;

(10) Entergy Power Rowan Generating Company, 100% interest in Rowan Generating Company, LLC, 0.05% of voting power, 0.07% of outstanding Class A common stock;

(11) Hawkgen I, Inc., 50% interest in Hawkeye Generating LLC, 0.025% of voting power, 0.035% of outstanding Class A common stock;

(12) Hawkgen II, Inc., 50% interest in Hawkeye Generating LLC, 0.025% of voting power, 0.035% of outstanding Class A common stock;

(13) EN Services I Corp., 99% limited partnership interest in EN Services, LP, 0.05% of voting power, 0.07% of outstanding Class A common stock;

(14) Entergy Global Trading Holdings, Ltd., \$1,025,000, 25.42% of voting power, 0.56% of outstanding Class A common stock, 100% of outstanding Class B common stock, 2.82% of outstanding Class A preferred stock; and

(15) EK Holding I, LLC, \$28,366,450, 59.67% of voting power, 79.56% of outstanding Class A common stock.

On May 21, 2002, Entergy Asset Management, Inc., which owns, directly and indirectly, interest in EWGs, energy-related companies, and other non-utility companies, changed its name from Entergy Power DeSoto County Ventures, Inc.

On May 21, 2002, Entergy Mississippi Turbine Company, which was formed to finance the purchase of turbine generators, changed its name from Entergy New Hampshire Investment Company.

On June 12, 2002, Entergy Power Hull Holding, Ltd., which was formed to, directly or indirectly, invest and own interests in generating projects in Europe, changed its name from Entergy Power Saltend Holding, Ltd.



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On June 12, 2002, Entergy Power Hull, LTD, which was formed to, directly or indirectly, invest and own interests in generating projects in the UK, changed its name from Entergy Power Saltend, Ltd.

On October 28, 2002, Entergy Power RS, LLC, a company engaged in the ownership of investments in qualifying facilities, changed its name (from Entergy Power RS Corporation) and form of organization (from a corporation to a limited liability company under Delaware law).

On November 6, 2002, Entergy Power Bulgaria, LTD, a company engaged in the development of generating facilities in Bulgaria, changed its name from Entergy Pakistan, Ltd.

On June 26, 2002, EWO Holdings, LLC changed its name (from EWO Holdings, Inc.) and form of organization (from a corporation to a limited liability company under Delaware law).

During 2002, Entergy Power Generation Corporation relinquished its EWG status.

During 2002, the following companies relinquished status as FUCOs: EP Edegel, Inc., EWO Holdings LLC, Entergy Power Damhead Creek I Holding Ltd., Entergy Power Damhead Creek II Holding Ltd., Entergy Power Damhead Creek III Holding Ltd., Damhead Creek Holding Ltd., Entergy Power Damhead FinCo LLC, Entergy Power Damhead FinCo 1 LLC, Entergy Power Damhead FinCo 2 LLC, Damhead Finance LDC, Damhead Finance (Netherlands Antilles N.V.), Damhead Finance (Netherlands B.V., and Entergy Power Investments Holdings Corporation.

The following companies were dissolved during 2002:

- Louisa Generating Company, LLC (dissolved 08-21-02)
- Entergy Turbine Holding Louisiana, LLC (dissolved 06-20-02)
- Entergy Turbine Holding QF, LLC (dissolved 06-20-02)
- Franklin County Power, LLC (dissolved 10-10-02)
- Entergy Power Transmission Argentina LDC (dissolved 03-28-02)
- Entergy Power Transmission Argentina LTD (dissolved 03-28-02)
- Entergy Power Louisa Generating Company I (dissolved 08-21-02)
- Entergy Power Louisa Generating Company II (dissolved 08-21-02)
- Entergy Power Maritza Holding I, Ltd. (dissolved 03-28-02)
- Entergy Power Maritza Holding II, Ltd. (dissolved 03-28-02)
- Entergy Power Maritza Holding III, Ltd. (dissolved 03-28-02)
- Entergy Power Nogales LDC (dissolved 03-28-02)
- Entergy Power Nogales S.r.L. (dissolved 04-25-02)
- Entergy Power Nogales Ltd. (dissolved 03-28-02)
- Entergy Power Operations Pakistan LDC (dissolved 03-28-02)
- Entergy Power Clay County I Corporation (dissolved 10-10-02)
- Entergy Power Clay County II Corporation (dissolved 10-10-02)
- Entergy Power Europe Holding, Ltd. (dissolved 11-12-02)
- Entergy Power Fairfield Corporation (dissolved 08-19-02)
- Entergy Power Franklin County I Corporation (dissolved 10-10-02)
- Entergy Power Franklin County II Corporation (dissolved 10-10-02)
- Entergy Power Freestone Corporation (dissolved 03-14-02)
- Entergy Power Generation Argentina LDC (dissolved 03-28-02)
- Entergy Power Cayman Investments, Ltd. (dissolved 03-28-02)
- Entergy Australia Generation Holdings, Ltd. (dissolved 03-28-02)
- Entergy Australia Generation, Ltd. (dissolved 03-28-02)
- Entergy Power Argentina Ltd. (dissolved 03-28-02)

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Entergy Power Asia, Ltd. (dissolved 09-26-02)  
 EAL Power Generation, LLC (dissolved 06-20-02)  
 Clay County Power LLC (dissolved 10-10-02).

The following companies were sold on March 22, 2002: Central Costanera S.A.; Central Termoelectrica Buenos Aires S.A.; Compania Electrica San Isidro S.A.; Edegel S.A.; Entergy Power CBA Holding, Ltd.; Entergy Power Chile S.A.; Entergy Power Peru S.A.; Entergy S.A.; Generandes Peru S.A.; Inversiones Electricas Quillota S.A.; Latin America Holding I, Ltd.; and Latin America Holding II, Ltd.

The following companies were sold on August 6, 2002: Entergy Power Castelnou SL; Entergy Power Holding Espana SL; Entergy Power Projects Espana SL; and Entergy Power Spain LLC.

The following companies were sold on December 19, 2002: Damhead Creek Finance Limited and Damhead Creek Limited.

8. Other Equity or Debt Investments

In addition, the following system companies had issued other equity or debt securities in other System companies or non-associate companies as of December 31, 2002. This chart excludes equity investments reported in the table above.

Issuer/Owner	Description of Security Issued	Outstanding Principal Amount	Issuer's Book Value	Owner's Book Value
		(\$000s)	(\$000s)	(\$000s)
Entergy Arkansas, Inc.-(Within System)				
The Arkklahoma Corporation (ARKCO)				

238 shares common stock

65

65

65

System Fuels, Inc.

70 shares common stock

7

7

7

System Fuels, Inc.

50

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4.7%, unsecured loan,  
due 12-31-08

10,994

10,994

10,994

Entergy Arkansas, Inc.-(Outside System)

Capital Avenue Development

Limited Partnership Interest

2,976

2,976

2,976

Entergy Gulf States, Inc.-(Within System)

Varibus Corporation

100,000 shares common stock

100

100

100

Prudential Oil and Gas, Inc.

11,537 shares common stock

12

12

12

Southern Gulf Railway Company

51

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1,000 shares common stock

1

1

1

Entergy Louisiana, Inc.-(Within System)

System Fuels, Inc.

66 shares common stock

7

7

7

System Fuels, Inc.

4.7%, unsecured loan,  
due 12-31-08

14,223

14,223

14,223

Entergy Louisiana, Inc.-(Outside System)

EDC Investments LLC BIDCO

Member Interest

1,500

1,500

1,500

Entergy Mississippi, Inc.-(Within System)

System Fuels, Inc.

38 shares common stock

4

4

4

System Fuels, Inc.

4.7%, unsecured loan,  
due 12-31-08

5,527

5,527

5,527

Entergy New Orleans, Inc.-(Within System)

System Fuels, Inc.

26 shares common stock

3

3

3

System Fuels, Inc.

4.7%, unsecured loan,  
due 12-31-08

3,256

3,256

3,256

53

Issuer/Owner	Description of Security Issued	Outstanding Principal Amount	Issuer's Book Value	Owner's Book Value
		(\$000s)	(\$000s)	(\$000s)
Entergy Global Investments, Inc.-(Within System)				
Entergy Asset Management, Inc.	5.32%, unsecured promissory note, due 12-30-07	24,301	24,301	24,301
Entergy Enterprises, Inc.	5.32%, unsecured promissory note, due 12-10-07	16,657	16,657	16,657
Entergy Corporation	5.32%, unsecured promissory note, due 10-29-06	212,247	212,247	212,247
Entergy UK Enterprises Ltd	5.32%, unsecured promissory note, due 03-31-05	929,512	929,512	929,512
Entergy-Koch I, LLC	5.00%, unsecured promissory note, due 03-31-05	4,040	4,040	4,040
Entergy International Holdings Ltd. LLC-(Within System)				
EWO Holdings, LLC	5.32%, unsecured promissory note, due 03-1-05	8,000	8,000	8,000
Entergy International Ltd. LLC- (Within System)				
Entergy Global Investments, Inc.	5.32%, unsecured promissory note, due 09-21-05	58,292	58,292	58,292
Entergy Nuclear Finance Holding, Inc.-(Within System)				
Entergy Global Investments, Inc.	5.32%, unsecured promissory note, due 03-12-07	73,970	73,970	73,970
Entergy Corporation	5.32%, unsecured promissory note, due 09-05-06	456,912	456,912	456,912
		175,070	175,070	175,070

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EWO Holdings, LLC	5.32%, unsecured promissory note, due 02-13-07			
Entergy Nuclear Fitzpatrick, LLC-(Within System)				
Entergy Global Investments, Inc.	5.32%, unsecured promissory note, due 10-18-05	20,000	20,000	20,000
Entergy Nuclear Generation Company	3.90%, unsecured promissory note, due 03-28-04	73,000	73,000	73,000

Issuer/Owner	Description of Security Issued	Outstanding Principal Amount	Issuer's Book Value	Owner's Book Value
		(\$000s)	(\$000s)	(\$000s)
Entergy Nuclear Fitzpatrick, LLC and Entergy Nuclear Indian Point 3 LLC-(Within System)				
New York Power Authority	4.8% implicit rate, promissory note, due 03-28-04	683,640	683,640	683,640
Entergy Nuclear Generation Company-(Within System)				
Entergy International Ltd. LLC	5.32%, unsecured promissory note, due 06-22-04	20,000	20,000	20,000
Entergy Nuclear Indian Point 2 LLC-(Within System)				
Entergy Global Investments, Inc.	5.32%, unsecured promissory note, due 10-18-05	15,000	15,000	15,000
Entergy Nuclear Indian Point 3 LLC-(Within System)				
Entergy Global Investments, Inc.	5.32%, unsecured promissory note, due 10-18-05	20,000	20,000	20,000

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Entergy Nuclear New York Investment Company I-(Within System)				
Entergy Nuclear Holding Company #1	5.32%, unsecured promissory note, due 11-20-08	25,000	25,000	25,000
Entergy Global Investments, Inc.	5.32%, unsecured promissory note, due 11-21-01	96,828	96,828	96,828
Entergy Nuclear New York Investment Company II-(Within System)				
Entergy Nuclear Holding Company #1	5.32%, unsecured promissory note, due 11-20-08	25,000	25,000	25,000
Entergy Global Investments, Inc.	5.32%, unsecured promissory note, due 11-21-01	113,541	113,541	113,541
Entergy Nuclear New York Investment Company III-(Within System)				
Entergy Nuclear Finance, Inc.	5.32%, unsecured promissory note, due 09-05-06	525,000	525,000	525,000
Entergy Nuclear Operations, Inc. -(Within System)				
Entergy Corporation	5.32%, unsecured promissory note, due 09-14-06	6,000	6,000	6,000

Issuer/Owner	Description of Security Issued	Outstanding Principal Amount	Issuer's Book Value	Owner's Book Value
		(\$000s)	(\$000s)	(\$000s)
Entergy Nuclear Vermont Investment Company-(Within System)				
Entergy Nuclear Finance, Inc.	5.32%, unsecured promissory note, due 07-30-07	165,691	165,691	165,691
Entergy Nuclear Vermont Yankee LLC-(Within System)				
		26,266	26,266	26,266



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Entergy Global Investments, Inc.	5.32%, unsecured promissory note, due 03-21-12			
Entergy Nuclear, Inc. -(Within System)				
Entergy Finance, Inc.	5.32%, unsecured promissory note, due 01-09-07	2,750	2,750	2,750
Entergy Power Development Corporation-(Within System)				
Entergy Global Investments, Inc.	5.32%, unsecured promissory note, due 10-29-06	122,489	122,489	122,489
Entergy Power Gas Holdings Corporation-(Within System)				
Entergy Corporation	5.32%, unsecured promissory note, due 06-10-07	33,409	33,409	33,409
Entergy Power International Holding Corporation-(Within System)				
Entergy Global Investments, Inc.	5.32%, unsecured promissory note, due 06-12-03	2,149	2,149	2,149
Entergy Nuclear Capital Management Corporation I	3.38%, unsecured promissory note, due 01-01-08	450,000	450,000	450,000
Entergy Nuclear Capital Management Corporation II	3.38%, unsecured promissory note, due 01-01-08	250,000	250,000	250,000
EP Edegel, Inc. -(Within System)				
EWO Holdings, LLC	1.82%, unsecured promissory note, due on demand	9,200	9,200	9,200
Entergy Power Damhead Creek Holding II-(Within System)				
EWO Holdings, LLC	5.32%, unsecured promissory note, due on demand	10,000	10,000	10,000

Issuer/Owner	Description of Security Issued	Outstanding Principal Amount	Issuer's Book Value	Owner's Book Value
		(\$000s)	(\$000s)	(\$000s)
Entergy Power Generation Corporation-(Within System)				
EWO Holdings, LLC	5.32%, unsecured promissory note, due on demand	30,100	30,100	30,100
Entergy Power Ventures Corporation II-(Within System)				
Entergy Power Generation Corporation	5.32%, unsecured promissory note, due on demand	1,615	1,615	1,615
Entergy Power Ventures LP-(Within System)				
Entergy Power Ventures Corporation II	5.32%, unsecured promissory note, due on demand	1,615	1,615	1,615
EWO Wind LLC (Outside System) Top of Iowa wind project debt	Avg. rate 3.15%, note, due 2003	79,029	79,029	79,029
Entergy-Koch, LP (Outside System) (Entergy owns 50% of Entergy-Koch, LP. This represents the Issuer's debt)	6.9% Senior, unsecured notes, due 8-1-11	300,000	300,000	300,000
Entergy-Koch, LP (Outside System) (Entergy owns 50% of Entergy-Koch, LP. This represents the Issuer's debt)	Avg. rates 2.08%, unsecured revolving loans	158,000	158,000	158,000
Entergy-Koch, LP (Outside System) (Entergy owns 50% of Entergy-Koch, LP. This represents the Issuer's debt)	Avg. rates 1.9%, unsecured 5 year term loans, due 02-01-06	90,000	90,000	90,000
RS Cogen LLC (Outside System) (Entergy owns 50% of RS Cogen LLC)(The outstanding amount represents the Issuers debt)	2.96%, unsecured note, due 01-7-2019	163,551	163,551	163,551
RS Cogen LLC (Outside System) (Entergy owns 50% of RS Cogen LLC)(The outstanding amount represents the Issuers debt)	8.73%, unsecured note, due 10-15-2022	75,000	75,000	75,000
RS Cogen LLC (Outside System) (Entergy owns 50% of RS Cogen LLC)(The outstanding amount represents the Issuers debt)	5.93%, unsecured note, due 01-15-18	32,071	32,071	32,071

amount represents the Issuers debt)				

- The following chart sets forth ownership information with respect to subsidiaries of more than one System Company.

Name of Company Owners of Company	Type of Ownership Shares Owned	% of Voting Power	Owners Book Value (\$000s)
Entergy Solutions Ltd.			
Entergy Retail Holding Company	1% General Partner Interest	100	261
Entergy Retail Texas, Inc.	99% Limited Partner Interest	-	25,778
Entergy Solutions Supply Ltd.			
Entergy Retail Holding Company	1% General Partner Interest	100	113
Entergy Retail Texas, Inc.	99% Limited Partner Interest	-	11,218
Entergy Solutions Select, Ltd.			
Entergy PTB Holding Company	1% General Partner Interest	-	17,707
Entergy Select LLC	99% Limited Partner Interest	100	178
Entergy Solutions Essentials Ltd.			
Entergy PTB Holding Company	1% General Partner Interest	-	446
Entergy Select LLC	99% Limited Partner Interest	100	5
Entergy Nuclear FitzPatrick LLC			
Entergy Nuclear New York Investment Company I	50% Member Interest	50	10,428
Entergy Nuclear New York Investment Company II	50% Member Interest	50	10,428

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Entergy Nuclear Indian Point 3 LLC			
Entergy Nuclear New York Investment Company I	50% Member Interest	50	13,055
Entergy Nuclear New York Investment Company II	50% Member Interest	50	13,055
EWO Marketing Holding, LLC			
Entergy Corporation	20% Member Interest	20	314,651
Entergy Marketing Corporation	80% Member Interest	80	418,405
EWO Holdings LLC			
Entergy UK Enterprises Limited	100 % Class B Member Interest	25	8,000
Entergy Power Development Corporation	100% Class A Member Interest	75	53,727
EP Edegel, Inc.	81,800 shares Class Member Interest	-	189,484

Name of Company Owners of Company	Type of Ownership Shares Owned	% of Voting Power	Owners Book Value (\$000s)
Entergy Australia DB I Pty Limited*			
Entergy Australia DB II Pty Limited	316,447,786	<99	**
Entergy Victoria, Inc.	10,000	>1	**
EKLP, LLC			
EK Holding III LLC	50% Member Interest	50	4,311
Entergy-Koch, LP			
EKLP, LLC	.5% General Partner Interest	50	4,311
EK Holding II LLC	1% Limited Partner Interest	-	12,080
EK Holding I LLC	48.5% Limited Partner Interest	-	590,379

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Entergy-Koch Trading, LP			
EKT, LLC	1% General Partner Interest	50	4,431
Entergy-Koch, LP	99% Limited Partner Interest	-	438,622
Gulf Pines Pipeline Company, LP			
Entergy-Koch, LP	99% Limited Partner Interest	-	**
GS Pipeline Company, LLC	1% General Partner Interest	50	9,607
GS Pipeline Company, LP			
Entergy-Koch, LP	99% Limited Partner Interest	-	951,185
GS Pipeline Company, LLC	1% General Partner Interest	50	**
Gulf South Pipeline Company, LP			
Entergy-Koch, LP	99% Limited Partner Interest	-	951,185
GS Pipeline Company, LLC	1% General Partner Interest	50	9,607
Northern Iowa Windpower, LLC			
EWO Wind LLC	99% Member Interest	99	77,501
RS Cogen LLC			
Entergy Power RS LLC	50% Member Interest	50	14,519
EN Services, L.P.			
Entergy Investments Holding Company, Inc.	99% Limited Partner Interest	-	1
EN Services II Corp	1% General Partner Interest	100	1

Name of Company Owners of Company	Type of Ownership Shares Owned	% of Voting Power	Owners Book Value
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			(\$000s)
Entergy Power Ventures L.P.			
Entergy Investments Holding Company, Inc.	99% Limited Partner Interest	-	186,899
Entergy Power Ventures Corp I	1% Limited Partner Interest		**
Entergy Asset Management, Inc.			
EN Services I Corp	2,475 Class A Common Stock	.05	647
Entergy Power Warren Corp I	201,196.7 Class A Common Stock	4.23	75,0191
Entergy Power Warren Corp I	80,479 shares Class A Preferred Stock	-	30,146
Entergy Power Crete Corp	395,316.3 Class A Common Stock	8.32	10,214
Entergy Power Crete Corp	158,127 Class A Preferred Stock	-	4,086
Entergy Power Ventures Corp II	92,648.3 Class A Common Stock	1.95	132,900
Entergy Power Ventures Corp II	37,059 Class A Preferred Stock	-	53,160
Entergy Power Generating Co. I	1,250 Class A Common Stock	.025	**
Entergy Power Generating Co. II	1,250 Class A Common Stock	.025	**
Entergy Power Generation Corp.	7,000 Class A Common Stock	.15	1,222
Entergy Power Greenville Generating Co. I	1,250 Class A Common Stock	.025	**
Entergy Power Greenville Generating Co. II	1,250 Class A Common Stock	.025	**
Entergy Power Rowan Generating Co.	2,500 Class A Common Stock	.05	**

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Hawkgen I, Inc.	1,250 Class A Common Stock	.025	**
Hawkgen II, Inc.	1,250 Class A Common Stock	.025	**

Name of Company Owners of Company	Type of Ownership Shares Owned	% of Voting Power	Owners Book Value  (\$000s)
Entergy Global Trading Holdings Ltd.	20,000 Class A Common Stock	25.42	1,000
Entergy Global Trading Holdings Ltd.	8,000 Class A Preferred Stock	-	25
EK Holding I LLC	2,836,645 Class A Common Stock	59.67	28,366
Entergy Power Holdings USA Corp.	248,520 Class B Preferred Stock	-	4,264
Entergy Power International Holdings Corp.			
EWO Marketing Holding LLC	7,920	95.9	518,265
Entergy Global Trading Holdings Ltd.	337	4.1	23,158
EWO Marketing, LP			
EWO GP LLC	1% General Partner Interest	100	**
EWO Marketing Holding LLC.	99% Limited Partner Interest	-	1
EWO Marketing Holding LLC			
Entergy Marketing Corporation	80% Member Interest	80	418,405
Entergy Corporation	20% Member Interest	20	314,651
Entergy Power Generation Corporation			
Entergy Global Investments, Inc.	Non-voting common stock	-	211,000

Entergy Corporation
---------------------

1,000

100

136,241

Entergy Power Development Corporation

Entergy Global Investments, Inc.

10,959

15

48,042

Entergy Corporation

62,100

85

178,723

Entergy Nuclear Holding Company #1

Entergy Global Investments, Inc.

1,000

25

50,000

Entergy Corporation

3,000

75

371,712

64



Entergy Power International Holdings Corp.

Entergy Global Trading Holdings, Ltd.

337

4.1

23,158

EWO Marketing Holding LLC

7,920

95.9

518,265

Name of Company Owners of Company	Type of Ownership Shares Owned	% of Voting Power	Owners Book Value (\$000s)
Entergy Power Operations Damhead Creek Limited Partnership			
Entergy Power Operations Corporation	99% Limited Partner Interest	-	**
Entergy Power Operations Damhead Creek Corporation	1% General Partner Interest	100	**
Maritza East 3 Operating Company A.O.			
Entergy Power Holdings Maritza B.V.	495	99	23
Entergy Power Netherlands Company BV	5	1	3
Maritza East III Power Company AD			
Entergy Power Holdings Maritza B.V.	816	51	49

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Damhead Creek Holding Limited			
Entergy Power Damhead Creek Holding III, Ltd.	15,000,002	62	(185,439)
Entergy Power Hull, Ltd.	9,273,300	38	**
Entergy Power Damhead Creek Holding II, Ltd.			
Entergy Power Damhead Creek Holding I, Ltd.	999	99	29,222
Entergy Power Hull, Ltd.	1	1	66,000
Entergy Power Hull, Ltd.			
Entergy Power Damhead Creek Holding II, Ltd.	9,273,300	38	66,000
Entergy Power Damhead Finco LLC			
Entergy Power Development Corporation	99% Member Interest	99	415
Entergy Power Investment Holdings Corporation	1% Member Interest	1	(1)
Damhead Finance (Netherlands) B.V.			
Entergy Power Damhead Finco 2	396	99	**
Entergy Power Damhead Finco 1	4	1	(13)
Damhead Finance (Netherlands Antilles) N.V.			
Entergy Power Damhead Finco 2	5,940	99	**
Entergy Power Damhead Finco 1	60	1	(68)
Damhead Finance LDC			
Entergy Power Damhead Finco 2	990	99	(8,104)
Entergy Power Damhead Finco 1	100	1	(82)
EWO Holdings, LLC			
		75	32,565

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Entergy Power Development Corporation	100% Class A Member Interest		
EP Edegel, Inc.	100% Class C Member Interest	-	189,484
Entergy UK Enterprises Ltd.	100% Class B Member Interest	25	8,000

Name of Company Owners of Company	Type of Ownership Shares Owned	% of Voting Power	Owners Book Value (\$000s)
Entergy do Brazil LTDA			
Entergy Power BJE Holding, Ltd.	2,299,999	99.9	112
Entergy Power BJE Ltd.	I	.1	**
Bon Jardim Energetica, LTDA.			
Entergy Power BJE Holding, Ltd.	344,847	99.9	1,481
Entergy Power BJE Ltd.	3,483	.1	**
Entergy Power Services Italia, S.r.L.			
Sabinas Power Company BV	9,900	99	(265)
Entergy Power Netherlands Company BV	100	1	12
Entergy Power Rinnovabili S.r.L.			
Sabinas Power Company BV	9,900	99	(135)
Entergy Power Netherlands Company BV	100	1	**
Entergy Power Development Italia S.r.L.			
Sabinas Power Company BV	9,900	99	(255)
Entergy Power Netherlands Company BV	100	1	**
Entergy Power Projects Italia, S.r.L.			

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Sabinas Power Company BV	9,900	99	(238)
Entergy Power Netherlands Company BV	100	1	16
EntergyShaw, LLC			
Entergy Power E & C Holdings, LLC	50% Member Interest	50	1,314

\*\* Less than \$1,000

ITEM 2. ACQUISITIONS OR SALES OF UTILITY ASSETS

There are no transactions to report under this item.

ITEM 3. ISSUE, SALE, PLEDGE, GUARANTEE OR ASSUMPTION OF SYSTEM SECURITIES

On March 28, 2002, Entergy Arkansas issued and sold, pursuant to the exemption provisions of Rule 52, First Mortgage Bonds in the amount of \$100,000,000, 6.70% Series, due April 1, 2032.

On November 12, 2002, Entergy Arkansas issued and sold, pursuant to the exemption provisions of Rule 52, First Mortgage Bonds in the amount of \$100,000,000, 6% Series, due November 1, 2032.

On October 18, 2002, Entergy New Orleans issued and sold, pursuant to the exemption provisions of Rule 52, First Mortgage Bonds in the amount of \$25,000,000, 6.75% Series, due October 15, 2017.

On December 31, 2002, Entergy Asset Management, Inc. issued, pursuant to the June 1999 Order, the following securities to the companies named below:

248,520.3 shares of Class B preferred stock to Entergy Power Holdings USA Corporation in exchange for a 100% interest in Entergy Power RS, LLC;

395,316.3 shares of Class A common stock and 158,126.5 shares of Class A preferred stock to Entergy Power Crete Corporation in exchange for a 50% interest in Crete Energy Ventures, LLC and Crete Turbine Holdings, LLC;

201,196.7 shares of Class A common stock and 80,478.7 shares of Class A preferred stock to Entergy Power Warren Corporation I in exchange for a 100% interest in Warren Power, LLC;

92,648.3 shares of Class A common stock and 37,059.3 shares of Class A preferred stock to Entergy Power Ventures Corp. II in exchange for a 99% limited partnership interest in Entergy Power Ventures, LP;

1,250 shares of Class A common stock to Entergy Power Jackson Generating Company I in exchange for a 50% interest in Jackson Generating Company, LLC;

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1,250 shares of Class A common stock to Entergy Power Jackson Generating Company II in exchange for a 50% interest in Jackson Generating Company, LLC;

1,250 shares of Class A common stock to Entergy Power Greenville Generating Company I in exchange for a 50% interest in Greenville Generating Company, LLC;

1,250 shares of Class A common stock to Entergy Power Greenville Generating Company II in exchange for a 50% interest in Greenville Generating Company, LLC;

2,500 shares of Class A common stock to Entergy Power Rowan Generating Company in exchange for a 100% interest in Rowan Generating Company, LLC;

1,250 shares of Class A common stock to Hawkgen I, Inc. in exchange for a 50% interest in Hawkeye Generating LLC;

1,250 shares of Class A common stock to Hawkgen II, Inc. in exchange for a 50% interest in Hawkeye Generating LLC;

2,475 shares of Class A common stock to EN Services I Corp. in exchange for a 99% limited partnership interest in EN Services, LP;

20,000 shares of Class A common stock, 2,500 shares of Class B common stock and 8,000 shares of Class A preferred stock to Entergy Global Trading Holdings, Ltd. in exchange for \$1,025,000; and

2,836,645 shares of Class A common stock to EK Holding I, LLC in exchange for \$28,366,450.

On December 31, 2002, Entergy Global Investments, Inc. issued and sold, pursuant to the exemption provisions of Rule 52, an unsecured note to Entergy Asset Management, Inc. in an aggregate principal amount of \$29,366,450.

On December 2, 2002, Entergy Global Investments, Inc. issued and sold, pursuant to the exemption provisions of Rule 52, an unsecured note to Entergy Enterprises, Inc. in an aggregate principal amount of \$28,832,000.

On March 27, 2002, Entergy Nuclear Finance Holding, Inc. issued and sold, pursuant to the exemption provisions of Rule 52, an unsecured note to Entergy Global Investment, Inc. in an aggregate principal amount of \$73,970,000.

On March 26, 2002, Entergy Nuclear Finance Holdings, Inc., issued and sold, pursuant to exemption provisions of Rule 52, an unsecured note to EWO Holdings, Inc. in an aggregate principal amount of \$175,070,000. At December 31, 2002, the outstanding principal amount due on such notes was \$175,070,000 with the highest outstanding balance of \$175,070,000 being on December 3, 2002.

On July 29, 2002, Entergy Nuclear Vermont Yankee LLC issued and sold, pursuant to exemption provisions of Section 32, an unsecured note to Entergy Global Investments, Inc. in an aggregate face amount of \$46,100,000. At December 31, 2002, the outstanding principal amount due on such notes was \$26,265,794, with the highest outstanding balance \$26,100,000 being on November 26, 2002.

On January 18, 2002, Entergy Nuclear, Inc. issued and sold an unsecured note to Entergy Nuclear Finance, Inc. in an aggregate face amount of \$2,750,000. At December 31, 2002, the outstanding principal amount due on such notes was \$2,750,000, with the highest outstanding balance \$2,750,000 being on January 18, 2002. These notes were issued pursuant to the exemption provisions of Rule 52.

On July 30, 2002, Entergy Nuclear Vermont Investment Company issued an unsecured note to Entergy Nuclear Finance, Inc. in an aggregate face amount of \$165,690,926. At December 31, 2002, the outstanding principal amount due on such notes was \$170,000,000, with the highest outstanding balance \$170,000,000 being on August 13, 2002. These notes were issued pursuant to the exemption provisions of Rule 52.

On December 31, 2002, Entergy Power International Holdings Corporation issued and sold an unsecured note to Entergy Nuclear Capital Management Corporation I in an aggregate face amount of \$450,000,000. At December 31, 2002, the outstanding principal amount due on such notes was \$450,000,000, with the highest outstanding balance \$450,000,000 being on December 31, 2002. These notes were issued pursuant to the exemption provisions of Rule 52.

On December 31, 2002, Entergy Power International Holdings Corporation issued and sold an unsecured note to Entergy Nuclear Capital Management Corporation II in an aggregate face amount of \$250,000,000. At December 31, 2002, the outstanding principal amount due on such notes was \$250,000,000, with the highest outstanding balance \$250,000,000 being on December 31, 2002. These notes were issued pursuant to the exemption provisions of Rule 52.

On June 12, 2002, Entergy Power Gas Holding Corporation issued and sold an unsecured note to Entergy Corporation in an aggregate face amount of \$34,467,000. At December 31, 2002, the outstanding principal amount due on such notes was \$33,409,539, with the highest outstanding balance \$34,467,000 being on December 11, 2002. These notes were issued pursuant to the exemption provisions of Rule 52.

At December 31, 2002, Entergy Power Ventures LP had outstanding an unsecured note issued to Entergy Power Ventures Corp. II pursuant to the exemptions provisions of Section 32, the outstanding principal amount due on such notes was \$1,626,457 with the highest outstanding balance of \$177,788,476 being on November 26, 2002.

On December 12, 2002, Entergy Global Investments, Inc. issued and sold an unsecured note to Entergy Power Hull Ltd in an aggregate face amount of \$169,646,795. At December 31, 2002, the outstanding principal amount due on such notes was \$-0-, with the highest outstanding balance \$169,646,795 being on December 12, 2002. These notes were issued pursuant to the exemption provisions of Rule 52.

On December 30, 2002, Entergy Global Investments, Inc. issued and sold, pursuant to exemption provisions of Rule 52, an unsecured note to Entergy Power Damhead Creek Holding II, Ltd in an aggregate face amount of \$170,066,136. At December 31, 2002, the outstanding principal amount due on such notes was \$170,066,136, with the highest outstanding balance \$170,066,136 being on December 30, 2002.

On January 16, 2002, Entergy Power International Holding Corporation (EPIHC) issued to Entergy Power Gas Holding Corporation (EPGHC) warrants to acquire 291,000 shares of EPIHC's common stock in consideration of the issuance by EPGHC to EPIHC of an unsecured note in the face amount of \$54,670,170 pursuant to the exemption provisions of Rule 52.

On March 21, 2002, Entergy Power Damhead Creek Holding II, Ltd issued and sold, pursuant to exemption provisions of Section 33, an unsecured note to Entergy Power Hull, Ltd. in an aggregate face amount of \$45,800,000. At December 31, 2002, the outstanding principal amount due on such notes was \$-0-, with the highest outstanding balance \$45,800,000 being on March 31, 2002.

On March 26, 2002, Entergy Power Damhead Creek Holding II, Ltd issued and sold, pursuant to exemption provisions of Section 33, an unsecured note to EWO Holding LLC in an aggregate face amount of \$10,000,000. At December 31, 2002, the outstanding principal amount due on such notes was \$10,000,000, with the highest outstanding balance \$10,000,000 being on March 31, 2002.

On March 26, 2002, Entergy Power Generation Corporation issued and sold, pursuant to exemption provisions of Section 32, an unsecured note to EWO Holding LLC in an aggregate face amount of \$30,100,000. At December 31,

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2002, the outstanding principal amount due on such notes was \$30,100,000, with the highest outstanding balance \$30,100,000 being on March 31, 2002.

On March 14, 2002, Entergy International Holdings Ltd LLC issued and sold, pursuant to exemption provisions of Rule 52, an unsecured note to Entergy Power Damhead Creek FinCo LLC in an aggregate face amount of \$749,000. At December 31, 2002, the outstanding principal amount due on such notes was \$-0-, with the highest outstanding balance \$749,000 being on March 14, 2002.

On December 10, 2002, Entergy Nuclear Environmental Services LLC, an energy-related company, issued a limited member interest to Entergy Nuclear. This transaction was exempt pursuant to Rule 58.

On February 15, 2002, Entergy Nuclear PFS Company, an energy-related company, issued common stock to Entergy Nuclear, Inc. for a total consideration of \$750,000. This transaction was exempt pursuant to Rule 58.

During 2002, Entergy Nuclear Potomac Company, an energy-related company, issued common stock to Entergy Nuclear, for a total consideration of \$1,001,000. This transaction was exempt pursuant to Rule 58.

On October 1, 2002, Entergy-Koch LP acquired 100% of the common stock of Entergy-Koch Trading Canada, ULC, an unlimited liability company, for a total consideration of 5,000,000 Canadian dollars. This transaction was authorized pursuant to the Commission's January, 2001 Order.

On July 31, 2002, Entergy Corporation issued a 'commitment letter' to Vermont Yankee Nuclear Power Corporation for the benefit of ENVY, committing that it would cause Entergy's wholly owned subsidiaries, EIHL and Entergy Global Investments, Inc. (EGI) to perform their respective obligations under the terms of certain credit agreements between EIHL, and ENVY (\$35 million "financial assurances" credit agreement) and between EGI and ENVY (\$35 million "working capital" credit agreement), up to an aggregate amount of \$60 million for both credit agreements.

Reference is hereby made to the companies identified in Footnote (7) of Item 1 and the corresponding table in Item 1 for information regarding additional equity securities issued during 2002.

In addition to the foregoing, as of December 31, 2002, Entergy Corporation had issued direct and indirect guarantees, assumptions of liability, sureties or indemnifications for the benefit of its various subsidiary companies in the aggregate amount of \$21,923,384, pursuant to Rule 45(b)(6), as follows:

Entity Recording Benefit of ETR Indemnity	Amount of Indemnity	Explanation of Indemnity	
Entergy Services, Inc.	\$10,000,000		Arkansas WC Self Insurance/Ark. WC Commission
Entergy Mississippi, Inc.	\$8,565,384		Carolyn Hayes Appeal Bond/Supreme Court State of MS
Entergy Louisiana, Inc	\$650,000		City of Haynesville Appeal Bond/Second Judicial Court, Louisiana
Entergy Mississippi, Inc.	\$665,000		Brenda Bolden Appeal Bond/Circuit Court Sunflower County, MS
Entergy Louisiana, Inc	\$78,000		Dudley Pillow Appeal Bond/Sixth Judicial District Court, Louisiana
Entergy Nuclear Indian Point 2, LLC	\$15,000		Town of Woodbury, NY/Special Use Permit Bond

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Entergy Services, Inc.	\$100,000		Worker's Compensation Self Insurance/State of Louisiana
Entergy Operations, Inc.	\$100,000		Worker's Compensation Self Insurance/State of Louisiana
Entergy New Orleans, Inc.	\$100,000		Worker's Compensation Self Insurance/State of Louisiana
Entergy Arkansas, Inc.	\$200,000		Worker's Compensation Self Insurance/State of Arkansas
Entergy Services, Inc.	\$200,000		Worker's Compensation Self Insurance/State of Arkansas
Entergy Operations, Inc.	\$200,000		Worker's Compensation Self Insurance/State of Arkansas
Entergy Services, Inc.	\$250,000		Worker's Compensation Self Insurance/State of Mississippi
System Energy Resources, Inc. & Entergy Operations, Inc.	\$250,000		Worker's Compensation Self Insurance/State of Mississippi
Entergy Nuclear Generation Corporation	\$300,000		Worker's Compensation Self Insurance/State of Massachusetts
Entergy Mississippi, Inc.	\$250,000		Worker's Compensation Self Insurance/State of Mississippi
<u>Total indemnification amount</u>	<u>\$21,923,384</u>		

ITEM 4. ACQUISITION, REDEMPTION OR RETIREMENT OF SYSTEM SECURITIES

Calendar Year 2002

Name of Issuer and Security	Name of Company Acquiring, Redeeming or Retiring Securities	Acquired	Number of Shares or Principal Amount Redeemed	Retired	Consideration	Holding Company Act Exemption or Release Number
<b>ENTERGY CORPORATION</b>						
Common Stock	Entergy Corporation		2,885,000		\$118,498,766	Reg. 250.42
<b>ENTERGY ARKANSAS</b>						
Long-Term Debt*	Entergy Arkansas	-	\$132,000,000	\$85,000,000	\$17,000,000	Reg. 250.42



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ENTERGY GULF STATES

Preferred Stock*	Entergy Gulf States	-	32,614	-\$1,858,000	Reg. 250.42
Long-Term Debt*	Entergy Gulf States		\$46,000,000	\$147,920,500	\$93,920,510 Reg. 250.42

ENTERGY LOUISIANA

Common Stock	Entergy Louisiana		\$120,000,000	\$120,000,000	HCAR No. 27622
Long-Term Debt*	Entergy Louisiana	-	\$115,000,000	\$185,626,750	\$300,626,775 Reg. 250.42

ENTERGY MISSISSIPPI

Long-Term Debt*	Entergy Mississippi	-	-	\$65,000,000	\$65,000,000 Reg. 250.42
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ENTERGY NEW ORLEANS

Long-Term Debt*	Entergy New Orleans	-	\$25,000,000	\$25,000,000	Reg. 250.42
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SYSTEM ENERGY RESOURCES

Long-Term Debt*	System Energy Resources	-	-	\$100,890,680	\$100,890,680 Reg. 250.42
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\* See annexed schedules (Exhibit F) which identify the amount acquired, redeemed or retired for each series or issue.

ITEM 5. INVESTMENTS IN SECURITIES OF NON-SYSTEM COMPANIES

Part I	Investments In Persons Operating Within Retail Service Area of Owner		
Name of Owner	Number of Persons and Description		Amount of Investment
Entergy Enterprises, Inc.	ECD Investments, LLC (A business development and finance organization serving poverty-stricken areas in western Mississippi, eastern Arkansas, and northeastern Louisiana)		\$896,508

E n t e r g y Louisiana, Inc.	ECD Investments, LLC BIDCO Corporation (a certified Louisiana Capital Company pursuant to R.S. 51:1922 et seq. and a licensed Louisiana Business and Industrial Corporation, pursuant to the Louisiana Business and Industrial Development Corporation Act, R.S. 51:2386 et seq.)		\$1,500,000
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Part II

Other Investments

Name of Issuer and a Description

Number of Shares

% of Voting

Carrying Value

Entergy Arkansas

Capital Avenue Development Company (limited partnership engaged in the business of constructing, owning, maintaining, operating and leasing a 40-story commercial office building)

Limited  
Partnership  
Interest

N/A

-

\$2,976,050

Entergy MHK Investments LLC

MyHomeKey.com, Inc. (Engaged in the business of owning/operating an internet portal, bringing together buyers and sellers of home products and services, including electricity and gas)

Series D preferred stock

1,197,263

-

-

Entergy Procurement Exchange Holding Corporation

Pantellos Corporation (An exempt telecommunications company)

Common stock  
(\$0.01 par)

450,783

4.9

\$4,439,000

Entergy-Koch Trading LP

Tradespark, L.P. (An energy-related company providing an electronic energy commodity marketplace for North America wholesale transactions in natural gas, electricity, coal, sulfur dioxide and nitrogen dioxide emission allowances and weather financial products)

Approximately 5.53% Limited Partner Interest

-

-

\$2,500,000

Entergy Nuclear, Inc.

Private Fuel Storage, LLC (An energy-related company formed to finance and develop a spent nuclear fuel storage facility for use by its Member Companies, as well as, third parties to the extent of any excess storage capacity)

Approximately 12.9% Member

Interest

-

	9.9
	\$748,200
EGT Holding, Ltd.	
Scottish & Southern Energy, plc (A FUCO operating in the U.K.)	
Common stock	
	3,424
	-
	-
Entergy Ventures Holding Company Inc	
SourceOne, Inc. (An energy-related company providing support to commercial and industrial customers; provides power related due diligence, power master planning and power/commodity analysis/purchasing support)	
Series A Preferred Stock	
	184,332
	-
	\$496,083
Entergy Louisiana, Inc.	
Louisiana Energy Services, L.P. (a limited partnership formed to develop a 1.5 million separative work unit (SWU)/year centrifuge uranium enrichment plant)	
Approximately 3.97% Limited Partner Interest	
	-
	-
	\$1,300,000

is being filed pursuant to Rule 104.

ITEM 6. OFFICERS AND DIRECTORS

ITEM 6. Part I - Names, Addresses, and Positions Held

ETR = Entergy Corporation  
 EAI = Entergy Arkansas, Inc.  
 EGSI = Entergy Gulf States, Inc.  
 ELI = Entergy Louisiana, Inc.  
 EMI = Entergy Mississippi, Inc.  
 ENOI = Entergy New Orleans, Inc.  
 ESI = Entergy Services, Inc.  
 ERHC = Entergy Retail Holding Company  
 EPE&C = Entergy Power E&C Corporation

As of December 31, 2002	ETR	EAI	EGSI	ELI	EMI	ENOI	ESI	ERHC	EPE&C
J. Wayne Anderson 639 Loyola Avenue New Orleans, LA 70113							VP DGC		
Kay Kelley Arnold 425 W. Capitol Little Rock, AR 72201							VP		
Michael D. Bakewell 10055 Grogan's Mill Road The Woodlands, TX 77380							VP		
Maureen S. Bateman 225 Franklin Street Boston, MA 02101	D								
Jack T. Blakley 919 Congress Avenue Austin, TX 78701			VP						
Joseph L. Blount 1340 Echelon Parkway Jackson, MS 39213									VP S
W. Frank Blount 15 Piedmont Center, Suite 100 Atlanta, GA 30305	D								
Tracie L. Boutte 1600 Perdido Street New Orleans, LA 70112							VP		
S.M. Henry Brown, Jr. 101 Constitution Avenue Washington, D.C. 20001							VP		
Theodore Bunting 639 Loyola Avenue		VP CFO	VP CFO	VP CFO	VP CFO	VP CFO	VP CFO		

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New Orleans, LA 70113									
Elaine E. Coleman 1600 Perdido Street New Orleans, LA 700112						VP			
E. Renae Conley 4809 Jefferson Hwy. Jefferson, LA 70121			P CEO D	P CEO COB					
Bill F. Cossar 308 E. Pearl Street Jackson, MS 39201						VP			

As of December 31, 2002	ETR	EAI	EGSI	ELI	EMI	ENOI	ESI	ERHC	EPE&C
Robert L. Cushman 20 Greenway Plaza Houston, TX 77046							VP		
George W. Davis 136 Fishers Shore Road Columbia, SC 29223	D								
Simon deBree HET Overloon 1/6411 TE Heerlen, The Netherlands	D								
James M. DeLong 10055 Grogans Mill Road The Woodlands, TX 77380							VP		
Leo P. Denault 639 Loyola Avenue New Orleans, LA 70113							VP		
Claiborne P. Deming 200 Peach Street El Dorado, AR 71730	D								
Joan Dobrzynski 300 Delaware Avenue Wilmington, DE 19801								D	
Joseph F. Domino 350 Pine Street Beaumont, TX 77701			P CEO COB						
Murphy A. Dreher 446 North Boulevard Baton Rouge, LA 70802			VP	VP			VP		
Johnny D. Ervin 639 Loyola Avenue New Orleans, LA 70113							VP		

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Haley R. Fisackerly 308 East Pearl Street Jackson, MS 39201					VP				
Kent R. Foster 425 W. Capitol Little Rock, AR 72201							VP		
Norman C. Francis One Drexel Drive New Orleans, LA 70125	D								
Frank F. Gallaher 639 Loyola Avenue New Orleans, LA 70113	SVP	P-FOT	P-FOT	P-FOT	P-FOT	P-FOT	P-FOT		
Janice C. George 639 Isbell Road Reno, Nevada 89509									VP
Robert C. Grenfell 308 E. Pearl Street Jackson, MS 39201					VP				
David C. Harlan 639 Loyola Avenue New Orleans, LA 70113							SVP		
Curtis L. Hebert, Jr. 639 Loyola Avenue New Orleans, LA 70113	EVP						EVP		

As of December 31, 2002	ETR	EAI	EGSI	ELI	EMI	ENOI	ESI	ERHC	EPE&C
Randall W. Helmick 446 N. Boulevard Baton Rouge, LA 70802			VP	VP			VP		
Joseph T. Henderson 10055 Grogan's Mill Road Parkwood II Building The Woodlands, TX 77380	SVP GTC	SVP GTC	SVP GTC	SVP GTC	SVP GTC	SVP GTC	SVP GTC		
Donald C. Hintz 639 Loyola Avenue New Orleans, LA 70113	P	D	D	D	D	D	P COB	D	
Jill I. Israel 639 Loyola Avenue New Orleans, LA 70113							VP		
Jerry D. Jackson 639 Loyola Avenue New Orleans, LA 70113	EVP						EVP		
Francis B. Jacobs, II 300 Delaware Avenue								VP S	

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Suite 900 Wilmington, DE 19801									
Neal W. Jansonius 425 W. Capitol Little Rock, AR 72203							VP		
Ray J. Johnson, Jr. 639 Loyola Avenue New Orleans, LA 70113							VP CIO		
John T. Kennedy 425 W. Capitol Little Rock, AR 72201		VP							
James F. Kenney 10055 Grogan's Mill Road Suite 300 The Woodlands, TX 77380							VP		
Doris J. Krick 639 Isbell Road Reno, Nevada 89509									D
Nathan E. Langston 639 Loyola Avenue New Orleans, LA 70113	SVP CAO	SVP CAO	SVP CAO	SVP CAO	SVP CAO	SVP CAO	SVP CAO	SVP CAO	
Peter H. Lendrum 639 Loyola Avenue New Orleans, LA 70113							VP		
J. Wayne Leonard 639 Loyola Avenue New Orleans, LA 70113	CEO D						CEO		
Michele L. Lopiccolo 639 Loyola Avenue New Orleans, LA 70113							VP		
Robert v.d. Luft 639 Loyola Avenue New Orleans, LA 70113	COB								

As of December 31, 2002	ETR	EAI	EGSI	ELI	EMI	ENOI	ESI	ERHC	EPE&C
William E. Madison 639 Loyola Avenue New Orleans, LA 70113	SVP	SVP	SVP	SVP	SVP	SVP	SVP		
P. J. Martinez 639 Loyola Avenue New Orleans, LA 70113							VP		



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Phillip R. May 639 Loyola Avenue New Orleans, LA 70113							VP		
Will L. Mayo 308 E. Pearl Street Jackson, MS 39201					VP				
J. Parker McCollough 919 Congress Avenue Suite 740 Austin, TX 78701			VP						
Hugh T. McDonald 425 W. Capitol Avenue Little Rock, AR 72201		P CEO COB							
Steven C. McNeal 639 Loyola Avenue New Orleans, LA 70113	VP T	VP T	VP T	VP T	VP T	VP T	VP T	VP T	P T D
Eduardo Melendreras 4809 Jefferson Hwy. Jefferson, LA 70121			VP	VP			VP		
Nancy C. Morovich 639 Loyola Avenue New Orleans, LA 70113							VP		
Kathleen A. Murphy 68 Saddle Rock Road Stamford, CT 06902	D								
Paul W. Murrill 206 Sunset Blvd. Baton Rouge, LA 70808	D								
James J. Mutch 10055 Grogan's Mill Road TheWoodlands, TX 77380							VP		
James M. Neikirk 639 Loyola Avenue New Orleans, LA 70113							VP		
James R. Nichols 50 Congress Street, Suite 832 Boston, MA 2109	D								
Daniel F. Packer 1600 Perdido Street New Orleans, LA 70112						P COB CEO			
William A. Percy, III 1200 Old Leland Road Greenville, MS 38701	D								

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Tom D. Reagan 639 Loyola Avenue New Orleans, LA 70113							P	D P CEO	
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As of December 31, 2002	ETR	EAI	EGSI	ELI	EMI	ENOI	ESI	ERHC	EPE&C
Dennis H. Reilley 39 Old Ridgebury Road Danbury, CT 06810	D								
Deanna D. Rodriguez 639 Loyola Avenue New Orleans, LA 70113							VP		
Peter P. Schneider 1340 Echelon Jackson, MS 39213							VP		
Carolyn C. Shanks 308 E. Pearl Street Jackson, MS 32901					P CEO COB				
Richard J. Smith 639 Loyola Avenue New Orleans, LA 70113	GP	D GP	D GP	D GP	D GP	D GP	D GP		
Wm. Clifford Smith P.O. Box 2266 Houma, LA 70361	D								
James Snider 308 E. Pearl Street Jackson, MS 39201									D
Bismark A. Steinhagen 3850 IS 10 South Beaumont, TX 77720-0037	D								
Wade H. Stewart 4809 Jefferson Highway Jefferson, LA 70121			VP	VP			VP		
O. H. "Bud" Storey, III 425 W. Capitol Little Rock, AR 72201							VP DGC	D	
Steven K. Strickland 425 W. Capitol Little Rock, AR 72201		VP							
Michael G. Thompson 639 Loyola Avenue New Orleans, LA 70113	EVP S GC	EVP S GC	EVP S GC	EVP S GC	EVP S GC	EVP S GC	EVP S GC	EVP S GC	EVP CLO

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Donald W. Vinci 639 Loyola Avenue New Orleans, LA 70113							VP GA		
Arthur E. F. Wiese 639 Loyola Avenue New Orleans, LA 70113							VP		
C. John Wilder 639 Loyola Avenue New Orleans, LA 70113	EVP CFO	D	D	D	D	D	EVP CFO D	EVP CFO D	
Jerry W. Yelverton 1340 Echelon Parkway Jackson, MS 39213							EVP CNO	D	
John H. Zemanek 639 Loyola Avenue New Orleans, LA 70113							VP		

COB =	Chairman of the Board	CAO =	Chief Accounting Officer
CEO =	Chief Executive Officer	CFO =	Chief Financial Officer
P =	President	CIO =	Chief Information Officer
P-FOT	President-Fossil Operations and Transmission		
SVP =	Senior Vice President	CNO =	Chief Nuclear Officer
EVP =	Executive Vice President	CPO =	Chief Procurement Officer
VP =	Vice President	CRO =	Chief Risk Officer
D =	Director	T =	Treasurer
GTC =	General Tax Counsel	S =	Secretary
DGC =	Deputy General Counsel	GC =	General Counsel
GP =	Group President	CLO =	Chief Legal Officer
GA =	General Auditor		

SERI =	System Energy Resources, Inc.	POGI =	Prudential Oil and Gas, LLC
EOI =	Entergy Operations, Inc.	VARI =	Varibus, LLC
EPI =	Entergy Power, Inc.	EPGHC =	Entergy Power Gas Holdings Corp.
SFI =	System Fuels, Inc.	GSG&T =	GSG&T, Inc.
ERI =	Entergy Resources, Inc.	SGRC =	Southern Gulf Railway Company

As of December 31, 2002	SERI	EOI	EPI	SFI	ERI	POGI	VARI	EPGHC	GSG&T	SGRC
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Craig G. Anderson 1448 S. R. 333 Russellville, AR 72802		VP								
Joseph L. Blount 1340 Echelon Parkway Jackson, MS 39213	S	S						VP S		
William R. Campbell 1340 Echelon Parkway Jackson, MS 39213		VP								
Douglas R. Castleberry 425 West Capitol Avenue Little Rock, AR 72203					VP					
Michael P. Childers 20 Greenway Plaza Houston, TX 77046					P CEO D					
Robert J. Cushman 10055 Grogans Mill Rd. The Woodlands, TX 77380			VP		VP					
Leo P. Denault 639 Loyola Avenue New Orleans, LA 70113							M			
Deborah S. Dudenhefer 639 Loyola Avenue New Orleans, LA 70113						M				
William A. Eaton Waterloo Road Port Gibson, MS 39150		VP								
Patricia A. Galbraith 639 Loyola Avenue New Orleans, LA 70113						M				
Janice C. George 639 Isbell Road Reno, Nevada 89509								VP		
Joseph T. Henderson 10055 Grogan's Mill Road Parkwood II Building The Woodlands, TX 77380	SVP GTC	SVP GTC	SVP GTC	SVP GTC	SVP GTC	M			SVP GTC	SVP GTC

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Paul D. Hinnenkamp 5485 U. W. Hwy. 61 St. Francisville, LA 70775		VP								
Donald C. Hintz 639 Loyola Avenue New Orleans, LA 70113	D	D		D	D				D	D

As of December 31, 2002	SERI	EOI	EPI	SFI	ERI	POGI	VARI	EPGHC	GSG&T	SGRC
James F. Kenney 10055 Grogan's Mill Road Suite 300 The Woodlands, TX 77380				P CEO COB		M			P CEO COB	P CEO COB
Doris J. Krick 639 Isbell Road Reno, Nevada 89509								D		
Nathan E. Langston 639 Loyola Avenue New Orleans, LA 70113	SVP CAO	SVP CAO		SVP CAO		M			SVP CAO	SVP CAO
William E. Madison 639 Loyola Avenue New Orleans, LA 70113		SVP								
John R. McGaha 1340 Echelon Pkwy Jackson, MS 39213		P								
Steven C. McNeal 639 Loyola Avenue New Orleans, LA 70113	VP T	VP T	T	VP T	VP T	M	M	P T D	VP T	VP T
Robert A. Malone 20 Greenway Plaza Houston, TX 77046			VP							
Robert J. Moore 20 Greenway Plaza Houston, TX 77046			VP							
Frederick F. Nugent 20 Greenway Plaza Houston, TX 77046			GC							

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Geoffrey D. Roberts 20 Greenway Plaza Houston, TX 77046			P CEO D							
Stanley A. Ross 20 Greenway Plaza Houston, TX 77046			VP		VP					
Christopher T. Screen 639 Loyola Avenue New Orleans, LA 70113						M				
James W. Snider 308 E. Pearl Street Jackson, MS 39201								D		
Gary J. Taylor 1340 Echelon Parkway Jackson, MS 39213		SVP COO								
Michael G. Thompson 639 Loyola Avenue New Orleans, LA 70113			SVP D S	EVP S	VP S	M	M		EVP S	EVP S
Joseph Venable 17265 River Road Killona, LA 70066		VP								
C. John Wilder 639 Loyola Avenue New Orleans, LA 70113	EVP CFO D	EVP CFO D	D	EVP CFO D	D	M			EVP CFO D	EVP CFO D

As of December 31, 2002	SERI	EOI	EPI	SFI	ERI	POGI	VARI	EPGHC	GSG&T	SGRC
George A. Williams 1340 Echelon Parkway, Jackson, MS 39213		VP								
Jerry W. Yelverton 1340 Echelon Parkway Jackson, MS 39213	COB P CEO	COB CEO								

COB = Chairman of the Board  
 CEO = Chief Executive Officer  
 P = President  
 SVP = Senior Vice President  
 EVP = Executive Vice  
 President  
 VP = Vice President

CAO = Chief Accounting Officer  
 CFO = Chief Financial Officer  
 COO = Chief Operating Officer  
 T = Treasurer  
 S = Secretary  
 GTC = General Tax Counsel

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D = Director  
M = Manager  
GC = General Counsel  
GP = Group President

EEI = Entergy Enterprises, Inc.  
EOSI = Entergy Operations Services, Inc.  
EHI = Entergy Holdings, Inc.  
ENI = Entergy Nuclear, Inc.  
EPDC = Entergy Power Development Corporation  
EPGC = Entergy Power Generation Corporation  
EPEHC = Entergy Procurement Exchange Holding Corporation  
EWO = EWO Marketing Holding LLC  
EGTH = Entergy Global Trading Holdings LTD  
ETUNO = Entergy Thermal - UNO, LLC

As of December 31, 2002	EEI	EOSI	EHI	ENI	EPDC	EPGC	EPEHC	EWO	EGTH	ETUNO
Donald M. Black 20 Greenway Plaza Houston, TX 77046									VP	
Joseph L. Blount 1340 Echelon Parkway Jackson, MS 39213					VP S					
Gareth Brett Equitable House 47 King William Street London ECAR9JD, UK	VP GM									
Douglas R. Castleberry 425 West Capitol Avenue Little Rock, AR 72203						D EVP				VP
Michael P. Childers 20 Greenway Plaza Houston, TX 77046	SVP					D P			D P	
Robert J. Cushman 20 Greenway Plaza Houston, TX 77046	VP									
Leo P. Denault 639 Loyola Avenue New Orleans, LA 70113								P CEO	D VP	
Joan Dobrzynski 300 Delaware Avenue Wilmington, DE 19801							D			
Randy E. Dufour 110 James Drive West Saint Rose, LA 70087		VP								

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Gerritt L. Ewing 20 Greenway Plaza Houston, TX 77046									VP	
Frank F. Gallaher 639 Loyola Avenue New Orleans, LA 70113		COB CEO P								
Turgay Gurun Equitable House 47 King William Street London EC4R 9JD, UK	VP									
Joseph T. Henderson 10055 Grogan's Mill Road Parkwood II Building The Woodlands, TX 77380	SVP GTC	SVP GTC	SVP GTC	SVP GTC			D			VP GTC

As of December 31, 2002	EEI	EOSI	EHI	ENI	EPDC	EPGC	EPEHC	EWO	EGTH	ETUNO
Donald C. Hintz 639 Loyola Avenue New Orleans, LA 70113	D	D	COB	D						
C. Randy Hutchinson 1340 Echelon Parkway Jackson, MS 39213				SVP						
Francis B. Jacobs, II 300 Delaware Ave, 9th Floor Wilmington, DE 19801							VP S			
Danny R. Keuter 1340 Echelon Parkway Jackson, MS 39213				VP						
Thomas S. LaGuardia 148 New Milford Road East Bridgewater, CT 06752				VP						
Nathan E. Langston 639 Loyola Avenue New Orleans, LA 70113		SVP CAO	SVP CAO	SVP CAO		CAO			SVP CAO	VP CAO
J. Wayne Leonard 639 Loyola Avenue New Orleans, LA 70113			P COB							



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Jonathan Long Equitable House, 47 King William Street London EC4R 9JD, UK	VP										
Steven C. McNeal 639 Loyola Avenue New Orleans, LA 70113	VP T	VP T	VP T	VP T	T	VP T	VP T	T	D VP T	VP T	
Robert A. Malone 20 Greenway Plaza Houston, TX 77046	VP										
Elizabeth Martin 639 Loyola Avenue New Orleans, LA 70113								VP			
Robert J. Moore 20 Greenway Plaza Houston, TX 77046	VP										
James M. Neikirk 639 Loyola Avenue New Orleans, LA 70113							P				
Frederick F. Nugent 20 Greenway Plaza Houston, TX 77046	VP GC		VP								
Tom D. Reagan 639 Loyola Avenue New Orleans, LA 70113											P CEO
Geoffrey D. Roberts 20 Greenway Plaza Houston, TX 77046	P CEO D										
Stanley A. Ross 20 Greenway Plaza Houston, TX 77046	VP										

As of December 31, 2002	EEI	EOSI	EHI	ENI	EPDC	EPGC	EPEHC	EWO	EGTH	ETUNO
O. H. Storey, III 425 W. Capitol Avenue Little Rock, AR 72201						D VP S				
Michael G. Thompson 639 Loyola Avenue New Orleans, LA 70113	SVP S	EVP S	EVP S D	EVP S				S		S

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C. John Wilder 639 Loyola Avenue New Orleans, LA 70113	D	EVP CFO D	D	EVP CFO D			D			
J. Bradley Williams 20 Greenway Plaza Houston, TX 77046	SVP									
Jane Wilson Equitable House 47 King William Street London, UK ECAR9JD	VP									
Jerry W. Yelverton 1340 Echelon Parkway Jackson, MS 39213				P COB CEO	D P CEO					

COB =	Chairman of the Board	T =	Treasurer
CEO =	Chief Executive Officer	S =	Secretary
COO =	Chief Operating Officer	D =	Director
P =	President	CFO =	Chief Financial Officer
SVP =	Senior Vice President	GC =	General Counsel
EVP =	Executive Vice President	CDO =	Chief Development Officer
VP =	Vice President	GM =	General Manager
		M =	Manager

EGPOC = Entergy Global Power Operations Corporation  
 ETHC = Entergy Technology Holding Company  
 EPHUSA = Entergy Power Holdings USA Corp.  
 EIHL = Entergy International Holdings Ltd., LLC  
 EVHC = Entergy Ventures Holding Company Inc.  
 ENHC = Entergy Nuclear Holding Company  
 ENHC1 = Entergy Nuclear Holding Company # 1.  
 ENHC2 = Entergy Nuclear Holding Company # 2  
 EPTBH = Entergy PTB Holding Company  
 ENFHI = Entergy Nuclear Finance Holding Inc.

As of December 31, 2002	EGPOC	ETHC	EPHUSA	EIHL	EVHC	ENHC	ENHC1	ENHC2	ETBHC	ENFHI
Donald M. Black 20 Greenway Plaza Houston, TX 77046			D VP							
Douglas Castleberry 425 W. Capitol Little Rock, AR 72201		VP								VP D

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Michael P. Childers 20 Greenway Plaza Houston, TX 77046	VP		P D							
Robert J. Cushman 20 Greenway Plaza Houston, TX 77046	VP									
Leo Denault 639 Loyola Avenue New Orleans, LA 70113			D							
Joan Dobrzynski 300 Delaware Avenue Wilmington, DE 19801					D		D		D	
Gerritt L. Ewing 20 Greenway Plaza Houston, TX 77046			VP							
Dave C. Harlan 639 Loyola Avenue New Orleans, LA 70113					P CEO D			CFO VP T D		
Curtis L. Hebert Jr. 639 Loyola Avenue New Orleans, LA 70113								D		
Joseph T. Henderson 10055 Grogan's Mill Road Parkwood II Building The Woodlands, TX 77380	SVP GTC	SVP GTC		SVP GTC	SVP GTC		SVP GTC			
Donald C. Hintz 639 Loyola Avenue New Orleans, LA 70113		COB				D	D		D	
Francis B. Jacobs, II 300 Delaware Avenue Suite 900 Wilmington, DE 19801					VP S		VP		VP S	
Michael R. Kansler 440 Hamilton Avenue White Plains, NY 10601								P CEO		

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As of December 31, 2002	EGPOC	ETHC	EPHUSA	EIHL	EVHC	ENHC	ENHC1	ENHC2	ETBHC	ENFHI
Nathan E. Langston 639 Loyola Avenue New Orleans, LA 70113		SVP CAO	CAO	SVP CAO	SVP CAO	SVP CAO	SVP CAO		SVP CAO	
J. Wayne Leonard 639 Loyola Avenue New Orleans, LA 70113								D		
Steven C. McNeal 639 Loyola Avenue New Orleans, LA 70113	VP T	VP T	VP T	VP T	VP T	VP T	VP T		VP T	VP T
Robert A. Malone 20 Greenway Plaza Houston, TX 77046	VP									
Frederick F. Nugent 20 Greenway Plaza Houston, TX 77046	VP									
Tom D. Reagan 639 Loyola Avenue New Orleans, LA 70113									D P CEO	
Denise R. Redmann 639 Loyola Avenue New Orleans, LA 70113								S		
Geoffrey D. Roberts 20 Greenway Plaza Houston, TX 77046	P D									
O. H. Storey, III 425 W. Capitol Little Rock, AR 72201			S						D	VP S D
Michael G. Thompson 639 Loyola Avenue New Orleans, LA 70113	SVP S D	EVP S		EVP S	EVP CLO	EVP S	EVP S		EVP CLO	
C. John Wilder 639 Loyola Avenue New Orleans, LA 70113	EVP D	CFO P D		CFO P	EVP D	CFO EVP D	CFO EVP D		CFO EVP D	
Jerry W. Yelverton 1340 Echelon Parkway Jackson, MS 39213						P CEO D	P COB CEO		D	P CEO D

COB = Chairman of the Board    CAO = Chief Accounting Officer  
 CEO = Chief Executive Officer    CFO = Chief Financial Officer  
 P = President    GC = General Counsel  
 EVP = Executive Vice President    GTC = General Tax Council  
 SVP = Senior Vice President    S = Secretary  
 VP = Vice President    D = Director

T = Treasurer  
 CLO = Chief Legal Officer

## ITEM 6. Part II - Financial Connections

As of December 31, 2002

Name of Officer or Director (1)	Name and Location of Financial Institution (2)	Position Held in Financial Institution (3)	Applicable Exemption Rule (4)
Norman C. Francis	Liberty Bank and Trust New Orleans, LA	Director	70(a)
Robert v.d. Luft	Stonebridge Bank West Chester, PA	Director	70(b)

## Item 6. Part III (a) - Executive Compensation

## Summary Compensation Table

The following table includes the Chief Executive Officers and the four other most highly compensated executive officers in office as of December 31, 2002 at Entergy Corporation, Entergy Arkansas, Inc., Entergy Gulf States, Inc., Entergy Louisiana, Inc., Entergy Mississippi, Inc., Entergy New Orleans, Inc., System Energy Resources, Inc., Entergy Operations, Inc., Entergy Services, Inc., System Fuels, Inc., GSG&T, Inc., Prudential Oil and Gas LLC, Southern Gulf Railway Company, Varibus LLC, Entergy Enterprises, Inc., Entergy Global Power Operations Corporation, Entergy Global Trading Holdings Ltd., Entergy Holdings Inc., Entergy International Holdings Ltd. LLC, Entergy Nuclear Finance Holding Inc., Entergy Nuclear Holding Company, Entergy Nuclear Holding Company #1, Entergy Nuclear Holding Company #2, Entergy Nuclear Inc., Entergy Operations Services Inc., Entergy Power Inc., Entergy Power Development Corporation, Entergy Power E&C Corporation, Entergy Power Gas Holdings Corporation, Entergy Power Generation Corporation, Entergy Power Holdings USA Corporation, Entergy Procurement Exchange Holding Corporation, Entergy PTB Holding Company, Entergy Resources Inc., Entergy Retail Holding Company, Entergy Technology Holding Company, Entergy Thermal-UNO LLC, Entergy Ventures Holding Company Inc., and EWO Marketing Holding LLC (collectively, the "Named Executive Officers"). This determination was based on total annual base salary and bonuses from all Entergy sources earned during the year 2002. See Item 6.

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Part I, "Names, Addresses, and Positions Held," above for information on the principal positions of the Named Executive Officers in the table below.

As shown in Item 6. Part I, most Named Executive Officers are employed by several Entergy companies. Because it would be impracticable to allocate such officers' salaries among the various companies, the table below includes aggregate compensation paid by all Entergy companies.

Name	Year	Long-Term Compensation						
		Annual Compensation			Awards		Payouts	
		Salary	Bonus	Other Annual Comp.	Restricted Stock Awards	Securities Underlying Options	(a) LTIP Payouts	(b) All Other Comp.
Michael P. Childers (e)	2002	\$356,648	\$117,200	\$N,075	(c)	M0,000 shares	\$ -	\$10,712
	2001	K42,052	J10,833	K,125	(c)	L5,500	-	M,214
	2000	K06,442	M88,316	K9,375	\$772,500 (c)(d)	H	I97,257	-
E. Renae Conley	2002	\$K21,500	\$K20,000	\$ 88,946	(c)	L0,000 shares	\$K31,114	\$15,211
	2001	K08,769	L86,186	L6,240	(c)	K4,600	-	I0,742
	2000	J82,642	J80,000	L1,573	(c)	J0,000	I81,109	8,559
Leo P. Denault	2002	\$J75,834	\$J10,000	\$I5,750	(c)	J0,500 shares	\$I53,202	\$I3,041
	2001	J65,967	J99,000	I2,375	(c)	I6,300	-	O,253
	2000	J57,637	J95,225	8,438	(c)	I8,500	I81,109	N,256
Joseph F. Domino	2002	\$J55,295	\$J10,070	\$N3,361	(c)	J2,000 shares	\$I53,202	\$I3,568
	2001	J45,384	J92,583	L8,254	(c)	I4,800	-	O,150
	2000	J35,358	I80,732	M1,399	(c)	J0,000	I42,314	O,084
Frank F. Gallaher	2002	\$L50,461	\$L71,679	\$I18,763	(c)	N0,000 shares	\$M83,156	\$K0,294
	2001	L32,828	M24,828	I61,787	(c)	N0,000	-	I6,574
	2000	L16,390	M04,642	I27,484	(c)	K4,500	K28,084	I3,910
David C. Harlan	2002	\$J38,846	\$J18,880	\$M7,808	(c)	J2,200 shares	\$J17,448	\$I5,926
	2001	J07,712	J70,000	J2,490	(c)	I6,300	-	O,597
	2000	I98,673	I85,375	K5,806	(c)	J0,000	I96,929	L,736
Joseph T. Henderson	2002	\$K60,231	\$L36,000	\$M7,377	(c)	M1,900 shares	\$I47,100	\$I5,970
	2001	J87,694	M02,500	L5,450	(c)	J2,200	-	8,757
	2000	J85,596	K03,975	N1,818	\$151,425 (c)(d)	J2,200	I72,773	I4,419

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Donald C. Hintz	2002	\$N29,423	\$O54,800	\$J06,963	(c)	I60,000 shares	\$1,408,470	\$K4,318
	2001	M99,423	O79,000	I98,321	(c)	I60,000	-	J1,605
	2000	M70,096	O43,000	I04,399	(c)	I75,000	I,181,837	J6,516

Name	Year	Long-Term Compensation						
		Annual Compensation			Awards		Payouts	
		Salary	Bonus	Other Annual Comp.	Restricted Stock Awards	Securities Underlying Options	(a) LTIP Payouts	(b) All Other Comp.
Jerry D. Jackson	2002	\$491,281	\$M13,150	\$I9,261	(c)	O5,898 shares	\$N27,634	\$I7,600
	2001	L75,345	M76,382	I9,646	(c)	80,000	-	I7,378
	2000	L58,223	M54,214	M8,758	(c)	M8,500	I,181,575	I5,162
Michael R. Kansler	2002	\$K42,788	\$K53,724	\$M9,336	(c)	K4,600 shares	\$K60,766	\$I5,963
	2001	K19,231	L86,021	I1,351	(c)	L0,000	-	I2,261
	2000	J40,885	L24,283	N6,983	\$189,375 (c)(d)	K5,000	I47,894	L7,272
James F. Kenney	2002	\$J26,776	\$I35,105	\$J8,378	(c)	I5,000 shares	\$I53,202	\$I2,029
	2001	J17,538	J20,459	J0,685	(c)	I5,500	-	O,938
	2000	J08,921	J11,932	J2,433	(c)	I5,500	I96,929	N,241
J. Wayne Leonard	2002	\$ 962,500	\$1,450,400	\$M,257	(c)	K30,600 shares	\$2,372,160	\$J0,517
	2001	897,500	I,684,800	K,709	\$7,400,000(c)(d)	K30,600	-	-
	2000	836,538	I,190,000	I1,646	(c)	K30,600	J,410,413	-
Hugh T. McDonald	2002	\$J47,373	\$I85,000	\$M6,295	(c)	J2,000 shares	\$I82,854	\$I4,867
	2001	J31,335	K33,078	I18,502	(c)	I4,800	-	I8,664
	2000	J09,400	I65,000	M3,808	(c)	K4,600	I72,773	M4,878
Steven C. McNeal	2002	\$J00,700	\$I35,000	\$ 8,438	(c)	J0,500 shares	\$I03,782	\$I1,603
	2001	I93,654	J12,500	O,188	(c)	I6,600	-	8,139
	2000	I82,333	I29,223	-	(c)	I5,000	-	L,606
James M. Neikirk	2002	\$J43,508	\$I12,000	\$J1,103	(c)	I9,000 shares	\$I53,202	\$I0,876
	2001	J38,775	I00,074	I5,403	(c)	I6,300	-	8,779

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	2000	J32,637	I20,000	I7,645	(c)	I8,500	I96,995	8,643
Daniel F. Packer	2002	\$J44,776	\$ 95,000	\$I7,705	(c)	J0,000 shares	\$I53,202	\$I3,469
	2001	J28,209	J62,881	I5,410	(c)	I4,800	-	O,055
	2000	J19,432	I67,382	I6,433	(c)	J0,000	I96,929	N,658
Tom D. Reagan	2002	\$J19,010	\$I35,000	\$I,644	(c)	J0,000 shares	\$ -	\$I6,536
	2001	191,760	169,083	9,614	(c)	I4,700	-	20,366
	2000	171,878	111,125	785	(c)	J0,000	-	5,123
Geoffrey D. Roberts	2002	\$L72,007	\$L93,367	\$O,713	(c)	O2,000 shares	\$N27,634	\$I3,322
	2001	L63,338	J76,338	O,694	(c)	N2,500	-	I5,615
	2000	L39,889	913,411	N,200	(c)	M8,500	N41,184	9,663
Carolyn C. Shanks	2002	\$J52,478	\$J00,000	\$O7,460	(c)	J0,000 shares	\$I53,202	\$I4,138
	2001	J41,085	J87,672	I7,140	(c)	I4,800	-	O,206
	2000	J31,193	I82,530	J,594	(c)	J0,000	I04,241	L,858
Michael G. Thompson	2002	\$L12,277	\$L31,805	\$O8,888	(c)	I16,092 shares	\$M04,084	\$J3,128
	2001	K85,136	L80,000	I40,577	(c)	L0,000	-	I3,095
	2000	K49,691	L33,305	L9,668	(c)	L0,000	M90,787	I1,294
C. John Wilder	2002	\$M21,923	\$M49,080	\$I56,683	(c)	I31,366 shares	\$N27,634	\$J4,459
	2001	L93,128	N00,000	I58,059	(c)	87,700	-	I6,284
	2000	L68,392	N19,370	I48,540	(c)	87,700	953,006	I3,919
Jerry W. Yelverton	2002	\$L64,798	\$N58,350	\$I80,186	(c)	85,000 shares	\$N27,634	\$J8,455
	2001	L43,269	M40,000	I45,389	(c)	N5,000	-	I4,697
	2000	L08,846	M10,000	L,197	\$201,875(c)(d)	M8,900	M03,482	I2,732

a. Amounts include the value of restricted shares that vested in 2000 and 2002 (see note (c) below) under Entergy's Equity Ownership Plan.

b. Includes the following:

1. 2002 benefit accruals under the Defined Contribution Restoration Plan as follows: Mr. Childers \$1,369; Ms. Conley \$5,510; Mr. Denault \$3,453; Mr. Domino \$2,592; Mr. Gallaher \$14,005; Mr.



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Harlan \$7,290; Mr. Henderson \$11,750; Mr. Hintz \$22,499; Mr. Jackson \$16,135; Mr. Kansler \$6,170; Mr. Kenney \$2,628; Mr. Leonard \$20,517; Mr. McDonald \$2,043; Mr. McNeal \$966; Mr. Neikirk \$1,630; Mr. Packer \$1,642; Mr. Reagan \$730; Mr. Roberts \$12,809; Ms. Shanks \$2,485; Mr. Thompson \$11,105; Mr. Wilder \$14,553; and Mr. Yelverton \$13,158.

2. 2002 employer contributions to the System Savings Plan as follows: Mr. Childers \$9,343; Ms. Conley \$9,701; Mr. Denault \$9,588; Mr. Domino \$10,976; Mr. Gallaher \$16,289; Mr. Harlan \$8,636; Mr. Henderson \$4,220; Mr. Hintz \$11,819; Mr. Jackson \$1,465; Mr. Kansler \$9,793; Mr. Kenney \$9,401; Mr. McDonald \$12,824; Mr. McNeal \$10,637; Mr. Neikirk \$9,246; Mr. Packer \$11,827; Mr. Reagan \$13,443; Mr. Roberts \$513; Ms. Shanks \$11,653; Mr. Thompson \$12,023; Mr. Wilder \$9,906; and Mr. Yelverton \$15,297.

3. 2002 reimbursements for moving expenses as follows: Mr. Reagan \$2,363.

c. Performance unit (equivalent to shares of Entergy common stock) awards in 2002 are reported under the "Long-Term Incentive Plan Awards" table, and reference is made to this table for information on the aggregate number of performance units awarded during 2002 and the vesting schedule for such units. At December 31, 2002, the number and value of the aggregate performance unit holdings were as follows: Mr. Childers 28,800 units, \$1,312,992; Ms. Conley 17,500 units, \$797,825; Mr. Denault 7,300 units, \$332,807; Mr. Domino 7,300 units, \$332,807; Mr. Gallaher 29,700 units, \$1,354,023; Mr. Harlan 15,700 units, \$715,763; Mr. Henderson 21,000 units, \$957,390; Mr. Hintz 66,500 units, \$3,031,735; Mr. Jackson 29,700 units, \$1,354,023; Mr. Kansler 22,000 units, \$1,002,980; Mr. Kenney 7,300 units, \$332,807; Mr. Leonard 212,000 units, \$9,665,080; Mr. McDonald 7,300 units, \$332,807; Mr. McNeal 7,300 units, \$332,807; Mr. Neikirk 7,300 units, \$332,807; Mr. Packer 7,300 units, \$332,807; Mr. Reagan 6,000 units, \$273,540; Mr. Roberts 45,700 units, \$2,083,463; Ms. Shanks 7,300 units, \$332,807; Mr. Thompson 29,000 units, \$1,322,110; Mr. Wilder 29,700 units, \$1,354,023; and Mr. Yelverton 33,700 units, \$1,536,383. Accumulated dividends are paid on performance units when vested. The value of performance unit holdings as of December 31, 2002 is determined by multiplying the total number of units held by the closing market price of Entergy common stock on the New York Stock Exchange Composite Transactions on December 31, 2002 (\$45.59 per share). The value of stock for which restrictions were lifted in 2002 and 2000, and the applicable portion of accumulated cash dividends, are reported in the LTIP payouts column in the above table.

d. Restricted units were granted to the following individuals in addition to the performance units granted under the Long Term Incentive Plan. Mr. Childers was granted 30,000 units in 2000. The units will vest incrementally over a three-year period that began in 2001, based on continued service with Entergy Corporation. Accumulated dividends will not be paid. Mr. Henderson was granted 7,500 units in 2000. 1,500 units will vest in March 2001 and 2002, and 4,500 will vest in March 2003. Accumulated dividends will not be paid. Mr. Kansler was granted 7,500 units in 2000. 1,500 units will vest in January 2001 and 2002 and 4,500 will vest in January 2003. Accumulated dividends will not be paid. In January 2001, Mr. Leonard was granted 200,000 restricted units. 50,000 of the restricted stock units will vest on each of December 31, 2001, December 31, 2002, December 31, 2003 and December 31, 2004, based on continued service with Entergy Corporation. Accumulated dividends will not be paid on Mr. Leonard's restricted units when vested. Mr. Yelverton was granted 10,000 units in 2000. Restrictions will be lifted on 3,000 units in 2001 and 2002, and the remaining 4,000 units in 2003. Accumulated dividends will not be paid. The value these individuals may realize is dependent upon the number of units that vest and the future market price of Entergy common stock.

- Mr. Childers and Mr. Neikirk resigned from Entergy effective March 2003 and April 2003, respectively.

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The following table summarizes option grants during 2002 to the Named Executive Officers. The absence, in the table below, of any Named Executive Officer indicates that no options were granted to such officer.

The following table summarizes option grants during 2002 to the Named Executive Officers. The absence, in the table below, of any Named Executive Officer indicates that no options were granted to such officer.

<u>Name</u>	<u>Number of Securities Underlying Options Granted (a)</u>	<u>Individual Grants</u>		<u>Expiration Date</u>	<u>Potential Realizable Value at Assumed Annual Rates of Stock Price Appreciation for Option Term(b)</u>	
		<u>% of Total Options Granted to Employees in 2002</u>	<u>Exercise Price (per share) (a)</u>		<u>5%</u>	<u>10%</u>
Michael Childers	M0,000	H.6%	\$L1.69	2/11/12	\$I,310,931	\$3,322,156
E. Renae Conley	L0,000	H.5%	L1.69	2/11/12	I,048,745	J,657,725
Leo P. Denault	J0,500	H.3%	L1.69	2/11/12	M37,482	I,362,084
Joseph F. Domino	J2,000	H.3%	41.69	2/11/12	M76,810	I,461,749
Frank F. Gallaher	N0,000	H.7%	L1.69	2/11/12	I,573,117	K,986,587
David C. Harlan	J2,200	H.3%	L1.69	2/11/12	M82,053	I,475,037
Joseph T. Henderson	M1,900	H.6%	L1.69	2/11/12	I,360,746	K,448,398
Donald C. Hintz	I60,000	J.0%	41.69	2/11/12	4,194,979	10,630,900
Jerry D. Jackson	M0,000	H.6%	41.69	2/11/12	1,310,931	K,322,156
	12,949 (c)	H.2%	46.37	1/27/10	J72,375	N46,414
	3,811 (c)	H.1%	45.67	2/01/03	I,421	J,787
	4,056 (c)	H.1%	45.67	1/27/04	I0,054	J0,149
	5,082 (c)	H.1%	45.67	1/27/10	I05,283	J49,864
Michael R. Kansler	K4,600	H.4%	L1.69	2/11/12	907,164	J,298,932
James F. Kenney	I5,000	H.2%	L1.69	2/11/12	K93,279	996,647
J. Wayne Leonard	K30,600	L.1%	41.69	2/11/12	8,667,875	21,966,097
Hugh T. McDonald	J2,000	H.3%	41.69	2/11/12	M76,810	I,461,749
Steven C. McNeal	J0,500	H.3%	L1.69	2/11/12	M37,482	I,362,084
James M. Neikirk	I9,000	H.2%	L1.69	2/11/12	L98,154	I,262,419
Daniel F. Packer	J0,000	H.2%	41.69	2/11/12	M24,372	I,328,862
Tom D. Reagan	J0,000	H.2%	41.69	2/11/12	M24,372	I,328,862
Geoffrey D. Roberts	L5,000	H.6%	L1.69	2/11/12	I,179,838	J,989,941
	27,000 (c)	H.3%	43.95	3/01/09	L69,563	I,089,352
Carolyn C. Shanks	J0,000	H.2%	41.69	2/11/12	M24,372	I,328,862
Michael G. Thompson	N0,000	H.7%	L1.69	2/11/12	I,573,117	K,986,587
	7,735 (c)	H.1%	L1.98	1/27/10	I51,152	K60,371
	1,878 (c)	H.0%	L6.37	2/01/03	K,246	N,453
	1,998 (c)	H.0%	L6.37	1/27/04	O,849	I5,950
	1,271 (c)	H.0%	L6.37	1/26/05	8,189	I7,055
	3,239 (c)	H.0%	L6.37	1/25/06	J9,422	N2,828
	2,873 (c)	H.0%	L6.37	1/30/07	K4,064	O4,624
	1,551 (c)	H.0%	L6.37	1/22/08	J2,905	M1,506
	18,586 (c)	H.2%	L6.37	1/28/09	K31,290	O65,117
	10,649 (c)	H.1%	L6.37	1/25/11	J59,885	N34,137
	6,312 (c)	H.1%	L6.37	1/27/10	I32,769	K15,095
C. John Wilder	87,700	I.1%	41.69	2/11/12	J,299,373	M,827,062
	8,666 (c)	H.1%	46.45	1/27/10	I80,225	L26,740

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	1,109 (c)	H.0%	43.85	1/27/10	J0,076	L6,891
	3,891 (c)	H.1%	43.85	1/28/09	M8,959	I34,054
	5,000 (c)	H.1%	43.90	1/28/09	O5,849	I72,458
	5,000 (c)	H.1%	44.00	1/28/09	O6,022	I72,851
	15,000 (c)	H.2%	43.90	1/28/09	J27,548	M17,375
	5,000 (c)	H.1%	43.88	1/28/09	O5,815	I72,380
Jerry W. Yelverton	85,000	I.0%	41.69	2/11/12	J,228,582	M,647,665

a. Options were granted on February 11, 2002, pursuant to the Equity Ownership Plan. All options granted on this date

have an exercise price equal to the closing price of Entergy common stock on the New York Stock Exchange Composite Transactions on February 11, 2002. These options will vest in equal increments, annually, over a three-year period beginning in 2003.

- Calculation based on the market price of the underlying securities assuming the market price increases over the option period and assuming annual compounding. The column presents estimates of potential values based on simple mathematical assumptions. The actual value, if any, a Named Executive Officer may realize is dependent upon the market price on the date of option exercise.
- During 2002, Mr. Jackson, Mr. Roberts, Mr. Thompson, and Mr. Wilder converted presently exercisable stock options into an equivalent total of phantom stock units and reload stock options. They accomplished this by exercising stock options, paying the exercise price for these options by surrendering shares of Entergy stock, and deferring the taxable gain into phantom stock units. Additional options, as indicated above, were granted pursuant to the reload feature of this "stock for stock" exercise method. Under the reload mechanism, eligible participants are granted an additional number of options equal to the number of shares surrendered to pay the exercise price. The reloaded stock options vest immediately and have an exercise price equal to the price of Entergy common stock on the New York Stock Exchange Composite Transactions on the date of exercise of the original options. The reloaded options retain the original grant's expiration date. The reload feature is proposed to be removed from the Equity Ownership Plan as described in Proposal 2 in the Proxy Statement. If the proposal is approved by the Stockholders, reloads will no longer be available for options granted after February 13, 2003.

Aggregated Option Exercises in 2002 and December 31, 2002 Option Values

The following table summarizes the number and value of options exercised during 2002, as well as the number and value of all unexercised options held by the Named Executive Officers. The absence, in the table below, of any Named Executive Officer indicates that no options are held by such officer.

Name	S h a r e s Acquired	Value Realized (a)	Number of Securities Underlying Unexercised Options As of December 31, 2002		Value of Unexercised In-the-Money Options As of December 31, 2002(b)	
			Exercisable	Unexercisable	Exercisable	Unexercisable
Michael Childers	-	\$ -	15,166	80,334	\$130,276	\$L55,569
E. Renae Conley	-	-	K2,366	N9,734	M31,717	M04,753

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Leo P. Denault	-	-	J5,266	K7,534	L56,728	K12,610
Joseph F. Domino	-	-	K3,253	K8,534	M87,807	K21,165
Frank F. Gallaher	L3,000	N20,327	I1,667	I11,500	I84,649	837,385
David C. Harlan	J0,350	J80,215	I5,333	K9,734	K45,372	K30,535
Joseph T. Henderson	J9,700	L32,958	-	O4,100	-	L96,708
Donald C. Hintz	K0,000	N24,375	K84,499	L05,001	N,411,858	L,070,235
Jerry D. Jackson	L5,927	930,553	I18,304	I22,834	I,279,375	I,093,644
Michael R. Kansler	J0,730	K83,880	I3,333	O2,934	I14,530	N27,567
James F. Kenney	J1,083	K86,031	I7,416	K0,501	J18,463	J63,992
J. Wayne Leonard	-	-	M85,600	N61,200	9,916,842	M,671,994
Hugh T. McDonald	-	-	24,500	L3,401	L36,784	L31,111
Steven C. McNeal	I0,000	J31,200	I1,458	K6,567	I40,270	J87,966
James M. Neikirk	I7,333	K58,972	M,433	K6,034	L6,669	K06,760
Daniel F. Packer	K0,083	L92,005	L,933	K6,534	L2,374	K13,365
Tom D. Reagan	I3,134	I92,544	-	K6,467	-	K12,780
Geoffrey D. Roberts	I51,500	J,703,121	L7,833	I43,667	J23,235	I,631,206
Carolyn C. Shanks	I0,351	I63,659	L,933	K6,534	L2,374	K13,365
Michael G. Thompson	88,699	I,496,751	M6,092	I00,001	J7,923	O64,285
C. John Wilder	I08,041	I,943,277	O5,824	I75,401	K55,895	I,504,658
Jerry W. Yelverton	M7,766	913,970	-	I47,968	-	I,147,271

- a. Based on the difference between the closing price of Entergy's common stock on the New York Stock Exchange Composite Transactions on the exercise date and the option exercise price.
- b. Based on the difference between the closing price of Entergy's common stock on the New York Stock Exchange Composite Transactions on December 31, 2002, and the option exercise price.

Long-Term Incentive Plan Awards in 2002

The following Table summarizes the awards of performance units (equivalent to shares of Entergy common stock) granted under the Equity Ownership Plan in 2002 to the Named Executive Officers.

<u>Name</u>	<u>Number of</u>	<u>Performance Period Until Maturation or Payout</u>	<u>Threshold</u>	<u>Estimated Future Payouts Under Non-Stock Price-Based Plans (# of units) (a) (b)</u>	
				<u>Target</u>	<u>Maximum</u>

Units

Michael P. Childers	I0,000	1/1/02-12/31/04	I,300	5,000	I0,000
E. Renae Conley	I0,000	1/1/02-12/31/04	I,300	5,000	I0,000
Leo P. Denault	L,200	1/1/02-12/31/04	N00	2,100	L,200
Joseph F. Domino	L,200	1/1/02-12/31/04	N00	2,100	L,200
Frank F. Gallaher	I7,000	1/1/02-12/31/04	J,200	8,500	I7,000
David C. Harlan	9,800	1/1/02-12/31/04	I,300	4,919	9,800
Joseph T. Henderson	I0,000	1/1/02-12/31/04	I,300	5,000	I0,000
Donald C. Hintz	K8,000	1/1/02-12/31/04	L,800	19,000	K8,000
Jerry D. Jackson	I7,000	1/1/02-12/31/04	J,200	8,500	I7,000
Michael R. Kansler	I0,000	1/1/02-12/31/04	I,300	5,000	I0,000
James F. Kenney	L,200	1/1/02-12/31/04	N00	2,100	L,200
J. Wayne Leonard	N4,000	1/1/02-12/31/04	8,000	32,000	N4,000
Hugh T. McDonald	L,200	1/1/02-12/31/04	N00	2,100	L,200
Steven C. McNeal	L,200	1/1/02-12/31/04	N00	2,100	L,200
James M. Neikirk	L,200	1/1/02-12/31/04	N00	2,100	L,200
Daniel F. Packer	L,200	1/1/02-12/31/04	N00	2,100	L,200
Tom D. Reagan	L,000	1/1/02-12/31/04	N00	2,042	L,000
Geoffrey D. Roberts	I7,000	1/1/02-12/31/04	J,200	8,500	I7,000
Carolyn C. Shanks	L,200	1/1/02-12/31/04	N00	2,100	L,200
Michael G. Thompson	I7,000	1/1/02-12/31/04	J,200	8,500	I7,000
C. John Wilder	I7,000	1/1/02-12/31/04	J,200	8,500	I7,000
Jerry W. Yelverton	I7,000	1/1/02-12/31/04	J,200	8,500	I7,000

- a. Performance units awarded will vest at the end of a three-year period, subject to the attainment of approved performance goals for Entergy. Restrictions are lifted based upon the achievement of the cumulative result of these goals for the performance period. The value any Named Executive Officer may realize is dependent upon the number of units that vest, the future market price of Entergy common stock, and the dividends paid during the performance period.
- b. The threshold, target, and maximum levels correspond to the achievement of 25%, 100%, and 200%, respectively, of Equity Ownership Plan goals. Achievement of a threshold, target, or maximum level would result in the award of the number of units indicated in the respective column. Achievement of a level between these three specified levels would result in the award of a number of units calculated by means of interpolation.

Pension Plan Tables

Retirement Income Plan Table

Years of Service

Annual Covered Compensation	<u>15</u>	<u>20</u>	<u>25</u>	<u>30</u>	<u>35</u>
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\$100,000	\$ 22,500	\$ 30,000	\$ 37,500	\$ 45,000	\$ 52,500
200,000	45,500	60,000	75,000	90,000	105,000
300,000	67,500	90,000	112,500	135,000	157,500
400,000	90,000	120,000	150,000	180,000	210,000
500,000	112,500	150,000	187,500	225,000	262,500
650,000	146,250	195,000	243,750	292,500	341,250
950,000	213,750	285,000	356,250	427,500	498,750

All of the Named Executive Officers participate in a Retirement Income Plan, a defined benefit plan, that provides a benefit for employees at retirement from Entergy based upon (1) generally all years of service beginning at age 21 through termination, with a forty-year maximum, multiplied by (2) 1.5%, multiplied by (3) the final average compensation. Final average compensation is based on the highest consecutive 60 months of covered compensation in the last 120 months of service. The normal form of benefit for a single employee is a lifetime annuity and for a married employee is a 50% joint and survivor annuity. Other actuarially equivalent options are available to each retiree. Retirement benefits are not subject to any deduction for Social Security or other offset amounts. The amount of the Named Executive Officers' annual compensation covered by the plan as of December 31, 2002, is represented by the salary column in the Summary Compensation Table above.

The credited years of service under the Retirement Income Plan, as of December 31, 2002, for the following Named Executive Officers is as follows: Mr. Denault 3; Mr. Domino 32; Mr. Gallaher 33; Mr. Harlan 30; Mr. Henderson 3; Mr. Jackson 23; Mr. Leonard 4; Mr. McDonald 20; Mr. McNeal 20; Mr. Neikirk 4; Mr. Packer 20; Mr. Reagan 25; Mr. Roberts 3; Ms. Shanks 19; and Mr. Yelverton 23. The credited years of service under the Retirement Income Plan, as of December 31, 2002 for the following Named Executive Officers, as a result of entering into supplemental retirement agreements, is as follows: Mr. Childers 12; Ms. Conley 20; Mr. Hintz 31; Mr. Kansler 23; Mr. Kenney 24; Mr. Thompson 26; and Mr. Wilder 19.

The maximum benefit under the Retirement Income Plan is limited by Sections 401 and 415 of the Internal Revenue Code of 1986, as amended; however, certain companies have elected to participate in the Pension Equalization Plan sponsored by Entergy Corporation. Under this plan, certain executives, including the Named Executive Officers, would receive an additional amount equal to the benefit that would have been payable under the Retirement Income Plan, except for the Sections 401 and 415 limitations discussed above.

In addition to the Retirement Income Plan discussed above, certain companies participate in the Supplemental Retirement Plan of Entergy Corporation and Subsidiaries (SRP) and the Post-Retirement Plan of Entergy Corporation and Subsidiaries (PRP). Participation is limited to one of these two plans and is at the invitation of a participating employer. The participant may receive from the appropriate Entergy company a monthly benefit payment not in excess of .025 (under the SRP) or .0333 (under the PRP) times the participant's average base annual salary (as defined in the plans) for a maximum of 120 months. Mr. Harlan, Mr. Hintz, Mr. Packer and Mr. Yelverton have entered into a Supplemental Retirement Plan participation contract, and Mr. Gallaher and Mr. Jackson have entered into Post-Retirement Plan participation contracts. Current estimates indicate that the annual payments to each Named Executive Officer under the above plans would be less than the payments to that officer under the System Executive Retirement Plan discussed below.

## System

**Executive Retirement Plan Table (1)**

<u>Annual Covered Compensation</u>	<u>Years of Service</u>				
	<u>10</u>	<u>15</u>	<u>20</u>	<u>25</u>	<u>30+</u>
\$ 200,000	\$N0,000	\$ 90,000	\$100,000	\$110,000	\$120,000
300,000	90,000	135,000	150,000	165,000	180,000
400,000	120,000	180,000	200,000	220,000	240,000
500,000	150,000	225,000	250,000	275,000	300,000
600,000	180,000	270,000	300,000	330,000	360,000
700,000	110,000	315,000	350,000	385,000	420,000
1,000,000	K00,000	450,000	500,000	550,000	600,000

(1) Covered pay includes the average of the highest three years of annual base pay and incentive awards earned by the executive during the ten years immediately preceding his retirement. Benefits shown are based on a target replacement ratio of 50% based on the years of service and covered compensation shown. The benefits for 10, 15, and 20 or more years of service at the 45% and 55% replacement levels would decrease (in the case of 45%) or increase (in the case of 55%) by the following percentages: 3.0%, 4.5%, and 5.0%, respectively.

In 1993, Entergy Corporation adopted the System Executive Retirement Plan (SERP). This plan was amended in 1998. Certain of the companies are participating employers in the SERP. The SERP is an unfunded defined benefit plan offered at retirement to certain senior executives, which would currently include all the Named Executive Officers (except for Mr. Childers and Mr. Leonard). Participating executives choose, at retirement, between the retirement benefits paid under provisions of the SERP or those payable under the SRP or PRP discussed above. The plan was amended in 1998 to provide that covered pay is the average of the highest three years annual base pay and incentive awards earned by the executive during the ten years immediately preceding his retirement. Benefits paid under the SERP are calculated by multiplying the covered pay times target pay replacement ratios (45%, 50%, or 55%, dependent on job rating at retirement) that are attained, according to plan design, at 20 years of credited service. The target ratios are increased by 1% for each year of service over 20 years, up to a maximum of 30 years of service. In accordance with the SERP formula, the target ratios are reduced for each year of service below 20 years. The credited years of service under this plan are identical to the years of service for the Named Executive Officers (other than Ms. Conley, Mr. Jackson, Mr. Kansler, Mr. Kenney, Mr. Thompson, Mr. Wilder and Mr. Yelverton) disclosed above in the section entitled "Pension Plan Tables-Retirement Income Plan Table". The credited years of service under the SERP for the above individuals is as follows: Ms. Conley 3; Mr. Jackson 29; Mr. Kansler 14; Mr. Kenney

12; Mr. Thompson 21; Mr. Wilder 4; and Mr. Yelverton 33.

The amended plan provides that a single employee receives a lifetime annuity and a married employee receives the reduced benefit with a 50% surviving spouse annuity. Other actuarially equivalent options are available to each retiree. SERP benefits are offset by any and all defined benefit plan payments from Entergy. SERP benefits are not subject to Social Security offsets.

Eligibility for and receipt of benefits under any of the executive plans described above are contingent upon several factors. The participant must agree, without the specific consent of the Entergy company for which such participant was last employed, not to take employment after retirement with any entity that is in competition with, or similar in nature to, any Entergy company. Eligibility for benefits is forfeitable for various reasons, including violation of an agreement with a participating employer, certain resignations of employment, or certain terminations of employment without company permission.

### Compensation of Directors

Directors who are Entergy officers do not receive any fee for service as a director. Each non-employee director receives a fee of \$1,500 for attendance at Board meetings, \$1,000 for attendance at committee meetings scheduled in conjunction with Board meetings and \$2,000 for attendance at committee meetings not scheduled in conjunction with a Board meeting. If a director attends a meeting of a committee on which that director does not serve as a member, he or she receives one-half of the fee of an attending member. Directors also receive \$1,000 for participation in any inspection trip or conference not held in conjunction with a Board or committee meeting. In addition, the committee chairpersons of the Audit Committee and Nuclear Committee are paid an additional \$10,000 annually and the committee chairpersons of the Personnel Committee, Corporate Governance Committee and Finance Committee are paid an additional \$5,000 annually. Directors receive only one-half the fees set forth above for telephone attendance at Board or committee meetings. All non-employee directors receive on a quarterly basis 150 shares of Common Stock and one-half the value of the 150 shares in cash. In 2002, Mr. Luft was paid \$200,000 plus 47,000 stock options (granted at market price) to serve as Chairman of the Board. The non-employee Directors have the opportunity to receive annually an executive physical examination either from their local physician or at the Mayo Clinic's Jacksonville, Florida location. The Corporation will pay the cost of the physical examination, and, if at Mayo, travel and living expenses. Non-employee Directors are reimbursed for all normal travel and expenses associated with attending Board and committee meetings as well as inspection trips and conferences associated with their Board duties.

All non-employee directors are credited with 800 "phantom" shares of Common Stock for each year of service on the Board. The "phantom" shares vest after five years of service on the Board and are credited to a specific account for each director that is maintained solely for accounting purposes. After separation from Board service, these directors receive an amount in cash equal to the value of their accumulated "phantom" shares. Payments are made in at least five but no more than 15 annual payments. Each "phantom" share is assigned a value on its payment date equal to the value of a share of Common Stock on that date. Dividends are earned on each "phantom" share from the date of original crediting.

Doris Krick and Joan Dobrzynski are directors at one or more of the Entergy subsidiaries. Entergy pays an external company a fee to perform various corporate functions for the subsidiaries at which Ms. Krick or Ms. Dobrzynski serve as directors. Ms. Krick and Ms. Dobrzynski are salaried employees of this external company. Apart from their salaries, Ms. Krick and Ms. Dobrzynski are not compensated separately for their service on the boards of the subject Entergy subsidiaries. The remaining Entergy companies currently have no non-employee directors, and none of their current directors are compensated for their responsibilities as directors.



Retired non-employee directors of Entergy Arkansas, Entergy Louisiana, Entergy Mississippi, and Entergy New Orleans with a minimum of five years of service on the respective Boards of Directors are paid \$200 a month for a term of years corresponding to the number of years of active service as directors. Retired non-employee directors with over ten years of service receive a lifetime benefit of \$200 a month. Years of service as an advisory director are included in calculating this benefit. System Energy has no retired non-employee directors.

Retired non-employee directors of Entergy Gulf States receive retirement benefits under a plan in which all directors who served continuously for a period of years will receive a percentage of their retainer fee in effect at the time of their retirement for life. The retirement benefit is 30 percent of the retainer fee for service of not less than five nor more than nine years, 40 percent for service of not less than ten nor more than fourteen years, and 50 percent for fifteen or more years of service. Benefits are reduced for those directors who retired prior to the retirement age. The plan also provides disability retirement and optional hospital and medical coverage if the director has served at least five years prior to the disability. The retired director pays one-third of the premium for such optional hospital and medical coverage and Entergy Gulf States pays the remaining two-thirds. Years of service as an advisory director are included in calculating this benefit.

Before Entergy Gulf States, Inc. became a subsidiary of Entergy, it established a deferred compensation plan for its officers and non-employee directors. A director could defer a maximum of 100% of his salary, and an officer could defer up to a maximum of 50% of his salary. Both Dr. Murrill, as an officer, and Mr. Steinhagen, as a director, deferred their salaries. The directors' right to receive this deferred compensation is an unsecured obligation of the Corporation, which accrues simple interest compounded annually at the rate set by Entergy Gulf States, Inc. in 1985. In addition to payments received prior to 1997, on January 1, 2000, Dr. Murrill began to receive his deferred compensation plus interest in equal installments annually for 15 years. Beginning on the January 1 after Mr. Steinhagen turns 70, he will receive his deferred compensation plus interest in equal installments annually for 10 years.

On certain occasions, the Corporation provides personal transportation services for the benefit of non-employee directors. During 2002, the value of such transportation services provided by Entergy Corporation to all directors was approximately \$15,228.

#### Executive Retention and Employment Agreements and Change-in-Control Arrangements

Upon completion of a transaction resulting in a change-in-control of Entergy (a "Merger"), benefits already accrued under Entergy's System Executive Retirement Plan, Post-Retirement Plan, Supplemental Retirement Plan and Pension Equalization Plan will become fully vested if the participant is involuntarily terminated without "cause" or terminates employment for "good reason" (as such terms are defined in such plans).

#### Retention Agreement with Mr. Leonard

- The retention agreement with Mr. Leonard provides that upon a termination of employment while a Merger is pending (a) by Entergy without "cause" or by Mr. Leonard for "good reason", as such terms are defined in the agreement, other than a termination of employment described in the next paragraph, or (b) by reason of Mr. Leonard's death or disability:

- Entergy will pay to him a lump sum cash severance payment equal to three times (in limited circumstances, five times) the sum of Mr. Leonard's base salary and target annual incentive award;
- Entergy will pay to him a pro rata annual incentive award, based on an assumed maximum annual achievement of applicable performance goals;

- his supplemental retirement benefit will fully vest, will be determined as if he had remained employed with Entergy until the attainment of age 55, and will commence upon his attainment of age 55;
- he will be entitled to immediate payment of performance awards, based upon an assumed target achievement of applicable performance goals;
- all of his stock options will become fully vested and will remain outstanding for their full ten-year term; and
- Entergy will pay to him a "gross-up" payment in respect of any excise taxes he might incur.

If Mr. Leonard's employment is terminated by Entergy for "cause" at any time, or by Mr. Leonard without "good reason" and without Entergy's permission prior to his attainment of age 55, Mr. Leonard will forfeit his supplemental retirement benefit. If Mr. Leonard's employment is terminated by Mr. Leonard without "good reason" with Entergy's permission prior to his attainment of age 55, Mr. Leonard will be entitled to a supplemental retirement benefit, reduced by 6.5% for each year that the termination date precedes his attainment of age 55, payable commencing upon Mr. Leonard's attainment of age 62. If Mr. Leonard's employment is terminated by Mr. Leonard without "good reason" following his attainment of age 55, Mr. Leonard will be entitled to his full supplemental retirement benefit. The amounts payable under the agreement will be funded in a rabbi trust.

#### Retention Agreement with Mr. Denault

- The retention agreement with Mr. Denault provides that if he resigns his employment for good reason due to a change of control, he is immediately vested in his accrued benefits under the System Executive Retirement Plan, and he is entitled to a lump-sum parachute payment equal to the lower of: (i) 2.99 times his average five-year (or period of actual employment if less than five years) base salary and annual incentive pay or (ii) 2.99 times his "base amount," which is equal to the maximum amount that can be paid without the payment becoming subject to the excise tax within the meaning of Section 280G(b)(1) of the Internal Revenue Code.

#### Employment Agreement with Mr. Gallaher

- The employment agreement between Mr. Gallaher and his Entergy employer supercedes all prior agreements with Entergy and provides as follows:

- Upon retirement on his scheduled retirement date under the agreement, and in addition to the normal post-retirement benefits for which he is eligible, Entergy will pay to Mr. Gallaher a severance payment equal to his gross annual salary plus one week's pay for every year of continuous Entergy service, which amount shall not exceed twice his gross annual compensation ("Severance Benefit"), in exchange for a release of claims in favor of Entergy. The severance benefit shall be payable, at the election of Mr. Gallaher, as either a lump sum cash payment or in biweekly installments. He shall also be entitled to benefits under Entergy's Post Retirement Plan or System Executive Retirement Plan in accordance with the terms of such plans. Entergy will reimburse Mr. Gallaher for the household moving expenses associated with the move, prior to September 30, 2004, of his primary residence to another location in the Continental United States under the terms of Entergy's relocation policy.
- If Mr. Gallaher resigns, is terminated for cause (as defined in the agreement), dies, or becomes disabled prior to his scheduled retirement date, the additional benefits granted under the Agreement shall not be paid by the Company.
- If Entergy terminates Mr. Gallaher without cause (as defined in the agreement), then he shall be entitled to his annual unpaid base salary through his scheduled final employment date (the day preceding his retirement date) and the Severance Benefit. However, if there should occur a Change in Control and Mr. Gallaher should

experience a Qualifying Event (as both terms are defined in the Continuity Plan), no amounts shall be payable under the agreement, and any payments otherwise due Mr. Gallaher shall be determined in accordance with the Continuity Plan.

Retention agreement with Mr. Hintz

- The retention agreement with Mr. Hintz provides that Mr. Hintz will be paid an initial retention payment of approximately \$2.8 million on the date on which a Merger is completed and an additional retention payment of approximately \$2.3 million on the second anniversary of the completion of a Merger if he remains employed on each of those dates. The agreement also provides that upon termination of employment while a Merger is pending and for two years after completion (a) by Mr. Hintz for "good reason" or by Entergy without "cause", as such terms are defined in the agreement or (b) by reason of Mr. Hintz's death or disability:

- Entergy will pay to him a lump sum cash severance payment equal to \$2.8 million if such termination occurs prior to completion of a Merger or equal to \$2.3 million if such termination occurs following completion of a Merger;
- Entergy will pay to him a pro rata annual incentive award, based on an assumed maximum achievement of applicable performance goals, if such termination occurs following completion of a Merger;
- he will be entitled to immediate payment of performance awards based upon an assumed target achievement of applicable performance goals, if such termination occurs prior to completion of a Merger, or based upon an assumed maximum achievement of applicable performance goals, if such termination occurs following completion of a Merger;
- all of his stock options will become fully vested and will remain outstanding for their full ten-year term;
- he will be entitled to receive a supplemental retirement benefit that, when combined with Mr. Hintz's SERP benefit, equals the benefit he would have earned under the terms of the SERP as in effect immediately prior to March 25, 1998; and
- Entergy will pay to him a "gross-up" payment in respect of any excise taxes he might incur.

Retention Agreement with Mr. Jackson

- The retention agreement with Mr. Jackson provides that upon retirement in accordance with the agreement, Mr. Jackson: (a) will be entitled to a subsidized retirement benefit equal to the applicable nonqualified retirement benefit payable to Mr. Jackson without reduction for early retirement ("Subsidized Retirement Benefit"); and (b) may enter into a consulting arrangement with Entergy through March 31, 2005, under terms and conditions set forth in the agreement.

Pursuant to the agreement, should Mr. Jackson experience a Qualifying Event (as defined in the agreement) after the Successor Placement Date (as defined in the agreement) but before March 31, 2003, he shall not be entitled to benefits under the System Executive Continuity Plan but shall instead be entitled to the following:

- a lump sum amount equal to any unpaid base salary that would otherwise have been paid through March 31, 2003;
- the Subsidized Retirement Benefit; and

- all other benefits to which he may be entitled under the terms and conditions of those Entergy plans and programs in which he participates in accordance with the agreement.

Additionally, Mr. Jackson is entitled to certain benefits, as described in the agreement, in the event of a change in control (as defined in the System Executive Continuity Plan) after which Entergy or its successor company fails to honor Mr. Jackson's consulting arrangement.

#### Retirement Agreement with Mr. Thompson

- The retirement agreement with Mr. Thompson provides that following his retirement, and if certain conditions are met, Mr. Thompson will provide consulting services to the Company for a 2-year period for an annual cash consulting fee equal to the highest annual base salary paid to him by the company prior to retirement. The agreement also provides that following Mr. Thompson's retirement, the Company will supplement the nonqualified retirement benefit he elects to receive under either the System Executive Retirement Plan or the Pension Equalization Plan so that the total benefit he receives is equal to the benefit he would have received under the applicable plan without application of a discount rate for early retirement.

Following the date on which a successor assumes Mr. Thompson's title or is assigned to all or part of the duties and functions of Mr. Thompson's title, but prior to Mr. Thompson's retirement, if, during a period of time beginning 90 days prior to a change in control and ending 24 months following a change in control, Mr. Thompson terminates his employment for good reason or Entergy or a surviving entity terminates his employment other than for cause, then Mr. Thompson is entitled to:

- An immediate lump sum cash payment equal to his remaining unpaid base salary had he remained employed until retirement;
- The supplemented nonqualified retirement benefit elected under either the System Executive Retirement Plan or the Pension Equalization Plan;
- Performance awards with respect to any performance period that includes his date of termination based on an assumed target level of achievement and as if Mr. Thompson satisfied any remaining performance requirements; and
- Immediate vesting of all outstanding stock option grants.

#### Retention Agreement with Mr. Wilder

- The retention agreement with Mr. Wilder provides that if Mr. Wilder terminates his employment without "good reason" and prior to a termination for "cause," as those terms are defined in his agreement, Entergy will pay to him a lump sum cash severance payment equal to three times the sum of his base salary and target annual award and a "gross-up" payment in respect of any excise taxes he might incur.

The agreement also provides that, as a substitute for the above entitlement, upon termination of employment (a) by Mr. Wilder for "good reason" or by Entergy without "cause", as such terms are defined in the agreement, in each case prior to the termination of a Merger or prior to the second anniversary of the completion of a Merger, (b) by reason of Mr. Wilder's death or disability while a Merger is pending and for two years after completion of a Merger or (c) for any reason following the second anniversary of a Merger:

- Mr. Wilder will be entitled to a lump sum cash severance payment equal to four times (in limited circumstances, three times) the sum of his base salary and maximum annual incentive award;

- Mr. Wilder will be entitled to a pro rata annual incentive award, based on an assumed maximum achievement of applicable performance goals;
- except in the case of a termination by reason of death or disability, he will continue to be employed as a Special Project Coordinator at an annual base salary of \$200,000, and will continue to participate in all of Entergy's benefit plans, until the earliest of (a) his attainment of age 55 (at which time he will be deemed eligible to retire under Entergy's plans then in effect), (b) his employment with a company listed in the Fortune Global 500 Index or (c) his employment with any company that has a conflict of interest policy that would prohibit his continued employment with Entergy;
- Entergy will credit him with 15 additional years of service under Entergy's supplemental retirement plan and he may elect to receive either (a) approximately \$1.9 million in a cash lump sum in full settlement of all nonqualified retirement benefits or (b) the benefit that he would have earned under the terms of the SERP applicable to individuals who became participants on or after March 25, 1998 (which amount he may elect to receive upon completion of a Merger);
- he will be entitled to immediate vesting of performance awards, based upon an assumed maximum achievement of applicable performance goals;
- all of his stock options will become fully vested and will remain outstanding for their full ten-year term; and
- he will be entitled to a "gross-up" payment in respect of any excise taxes he might incur.

If Mr. Wilder terminates employment without good reason and other than on account of death or disability, on or after the completion of a Merger and before the second anniversary of the completion of a Merger:

- Mr. Wilder is entitled to a lump sum cash severance payment equal to three times the sum of his base salary and target annual incentive award;
- Mr. Wilder is entitled to a pro rata annual incentive award, based on an assumed maximum achievement of applicable performance goals;
- he will continue to be employed as a Special Project Coordinator at an annual base salary of \$200,000, and will continue to participate in all of Entergy's benefit plans, until the earliest of (a) his attainment of age 55 (at which time he will be deemed eligible to retire under Entergy's plans then in effect), (b) his employment with a company listed in the Fortune Global 500 Index or (c) his employment with any company that has a conflict of interest policy that would prohibit his continued employment with Entergy;
- Entergy will credit him with 15 additional years of service under Entergy's supplemental retirement plan and he may elect either (a) approximately \$1.9 million in a cash lump sum in full settlement of all nonqualified retirement benefits or (b) the benefit that he would have earned under the terms of the SERP applicable to individuals who became participants on or after March 25, 1998 (which amount he may elect to receive upon completion of a Merger);
- he will be entitled to immediate vesting of performance awards, based upon an assumed target achievement of applicable performance goals;
- all of his stock options will become fully vested and will remain outstanding for their full ten-year term; and
- he will be entitled to a "gross-up" payment in respect of any excise taxes he might incur.

Retention Agreement with Mr. Yelverton

- The retention agreement with Mr. Yelverton provides that he will be paid cash retention payments of \$680,000 on each of the first three anniversaries of the completion of a Merger if he remains employed on each of those dates. The agreement also provides that upon termination of employment while a Merger is pending and for three years after completion (a) by Mr. Yelverton for "good reason" or by Entergy without "cause", as such terms are defined in the agreement or (b) by reason of Mr. Yelverton's death or disability:

- Entergy will pay him a lump sum cash severance payment equal to the remaining unpaid portion of the cash retention payments;
- he will be entitled to immediate payment of performance awards, based upon an assumed target achievement of applicable performance goals;
- all of his stock options will become fully vested and will remain outstanding for their full ten-year term; and
- Entergy will pay to him a "gross-up" payment in respect of any excise taxes he might incur.

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System Executive Continuity Plan

- Mr. Childers, Ms. Conley, Mr. Domino, Mr. Harlan, Mr. Henderson, Mr. Kansler, Mr. Kenney, Mr. McDonald, Mr. McNeal, Mr. Neikirk Mr. Packer, Mr. Reagan, Mr. Roberts, Ms. Shanks, and Mr. Thompson are participants in Entergy's System Executive Continuity Plan, which provides severance pay and benefits under specified circumstances following a change in control. In the event a participant's employment is involuntarily terminated without cause or if a participant terminates for good reason during the change in control period, the participant will be entitled to:

- a cash severance payment equal to 1-3 times (depending on the participant's System Management Level) base annual salary and target award payable over a continuation period of 1-3 years (depending on the participant's System Management Level);
- continued medical and dental insurance coverage for the continuation period (subject to offset for any similar coverage provided by the participant's new employer);
- immediate vesting of performance awards, based upon an assumed achievement of applicable performance targets; and
- payment of a "gross-up" payment in respect of any excise taxes the participant might incur.

Participants in the Continuity Plan are subject to post-employment restrictive covenants, including noncompetition provisions, which run for two years for executive officers, but extend to three years if permissible under applicable law.

Item 6. Part III (b) - Security Ownership of Certain Beneficial Owners and Management

The directors, the Named Executive Officers, and the directors and officers as a group of Entergy Corporation, Entergy Arkansas, Inc., Entergy Gulf States, Inc., Entergy Louisiana, Inc., Entergy Mississippi, Inc., Entergy New

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Orleans, Inc., System Energy Resources, Inc., Entergy Operations, Inc., Entergy Services, Inc., System Fuels, Inc., GSG&T, Inc., Prudential Oil and Gas LLC, Southern Gulf Railway Company, Varibus LLC, Entergy Enterprises, Inc., Entergy Global Power Operations Corporation, Entergy Global Trading Holdings Ltd., Entergy Holdings Inc., Entergy International Holdings Ltd. LLC, Entergy Nuclear Finance Holding Inc., Entergy Nuclear Holding Company, Entergy Nuclear Holding Company #1, Entergy Nuclear Holding Company #2, Entergy Nuclear Inc., Entergy Operations Services Inc., Entergy Power Inc., Entergy Power Development Corporation, Entergy Power E&C Corporation, Entergy Power Gas Holdings Corporation, Entergy Power Generation Corporation, Entergy Power Holdings USA Corporation, Entergy Procurement Exchange Holding Corporation, Entergy PTB Holding Company, Entergy Resources Inc., Entergy Retail Holding Company, Entergy Technology Holding Company, Entergy Thermal-UNO LLC, Entergy Ventures Holding Company Inc., and EWO Marketing Holding LLC beneficially owned directly and indirectly common stock of Entergy Corporation as indicated:

<u>Name</u>	<u>Entergy Corporation Common Stock</u>		<u>Entergy Corporation</u>
	<u>Amount and Nature of Beneficial Ownership(a)</u>		<u>Stock Equivalent Units (e)</u>
	<u>Sole Voting and Investment Power</u>	<u>Other Beneficial Ownership(d)</u>	
Entergy Corporation			
Maureen S. Bateman*	I,500	-	I,600
W. Frank Blount*	8,034	-	I2,000
George W. Davis*	J,700	-	K,200
Simon D. deBree*	M68	-	800
Claiborne P. Deming*	M00	-	-
Frank F. Gallaher**	8,519	N3,167	N6,097
Alexis Herman*	(f)	-	-
Donald C. Hintz**	L,055	M49,499	M2,192
Jerry D. Jackson**	J2,083	I81,136	L7,374
J. Wayne Leonard***		916,200	L96
	13,065		
Robert v.d. Luft*		J68,998	8,000
	23,272		
Kathleen A. Murphy*	I,500	I,000 (e)	I,600
Paul W. Murrill*	J,740 (d)	-	I2,800
James R. Nichols*	I0,673	-	I2,800
William A. Percy, II*	I,750	-	I,600
Dennis H. Reilley*	N00 (d)	-	J,400
Wm. Clifford Smith*	I1,335	-	I5,200
Bismark A. Steinhagen*	8,224	J,623 (e)	J2,400
C. John Wilder**	O98	I63,524	I19,673
All directors and executive officers		2,591,229	532,251
	137,842		
Entergy Arkansas, Inc.			
Donald C Hintz***	L,055	M49,499	M2,192
Jerry D. Jackson**	J2,083	I81,136	L7,374

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J. Wayne Leonard**	I3,065	916,200	L96
Hugh T. McDonald***	L,122	L8,300	N,786
Richard J. Smith*	M74	I11,201	J5,364
C. John Wilder***	O98	I63,524	I19,673
All directors and executive officers		2,376,306	440,436
	77,397		

<u>Name</u>	Entergy Corporation <u>Common Stock</u>		Entergy Corporation
	Amount and Nature of <u>Beneficial Ownership(a)</u>		<u>Stock Equivalent Units (e)</u>
	Sole Voting and Investment <u>Power</u>	Other Beneficial <u>Ownership(d)</u>	
Entergy Gulf States, Inc.			
E. Renae Conley***	I,444	N3,899	I7,100
Joseph F. Domino***	I1,889	M2,186	I1,833
Donald C. Hintz***	L,055	M49,499	M2,192
Jerry D. Jackson**	J2,083	I81,136	L7,374
J. Wayne Leonard**	I3,065	916,200	L96
Richard J. Smith*	M74	I11,201	J5,364
C. John Wilder***	O98	I63,524	I19,673
All directors and executive officers	96,542	2,531,339	464,678
Entergy Louisiana, Inc.			
E. Renae Conley***	I,444	N3,899	I7,100
Donald C. Hintz***	L,055	M49,499	M2,192
Jerry D. Jackson**	J2,083	I81,136	L7,374
J. Wayne Leonard**	I3,065	916,200	L96
Richard J. Smith*	M74	I11,201	J5,364
C. John Wilder***	O98	I63,524	I19,673
All directors and executive officers	80,682	2,445,020	452,571
Entergy Mississippi, Inc.			
Donald C. Hintz***	L,055	M49,499	M2,192
Jerry D. Jackson**	J2,083	I81,136	L7,374
J. Wayne Leonard**	I3,065	916,200	L96
Carolyn C. Shanks***	L,371	J3,199	K,043
Richard J. Smith*	M74	I11,201	J5,364
C. John Wilder***	O98	I63,524	I19,673
All directors and executive officers	80,522	2,370,341	439,263



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Entergy New Orleans, Inc.

Donald C. Hintz***	L,055	M49,499	M2,192
Jerry D. Jackson**	J2,083	I81,136	L7,374
J. Wayne Leonard**	I3,065	916,200	L96
Daniel F. Packer***	K,691	J3,199	K,884
Richard J. Smith*	M74	I11,201	J5,364
C. John Wilder***	O98	I63,524	I19,673
All directors and executive officers	71,774	2,328,340	437,529

System Energy Resources Inc.

Donald C. Hintz***	L,055	M49,499	M2,192
Jerry D. Jackson**	J2,083	I81,136	L7,374
J. Wayne Leonard**	I3,065	916,200	L96
C. John Wilder***	O98	I63,524	I19,673
Jerry W. Yelverton***	9,312	N9,634	I9,088
All directors and executive officers	65,438	2,025,817	283,099

Entergy Corporation  
Common Stock

Entergy Corporation

Stock Equivalent Units (e)

Amount and Nature of  
Beneficial Ownership(a)

Sole Voting and Investment <u>Power</u>	Other Beneficial Ownership(d)
--------------------------------------------------	-------------------------------------

Name

Entergy Operations, Inc.

Donald C. Hintz***	L,055	M49,499	M2,192
Jerry D. Jackson**	J2,083	I81,136	L7,374
J. Wayne Leonard**	I3,065	916,200	L96
C. John Wilder***	O98	I63,524	I19,673
Jerry W. Yelverton***	9,312	N9,634	I9,088
All directors and executive officers	104,684	2,311,029	313,165

Entergy Services, Inc.

Donald C. Hintz***	L,055	M49,499	M2,192
Jerry D. Jackson**	J2,083	I81,136	L7,374
J. Wayne Leonard**	I3,065	916,200	L96
Richard J. Smith*	M74	I11,201	J5,364
C. John Wilder***	O98	I63,524	I19,673
Jerry W. Yelverton**	9,312	N9,634	I9,088
All directors and executive officers	169,105	3,209,923	556,893

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System Fuels, Inc.			
Donald C. Hintz***	L,055	M49,499	M2,192
Jerry D. Jackson**	J2,083	I81,136	L7,374
James F. Kenney***	L,303	K2,749	I7,634
J. Wayne Leonard**	I3,065	916,200	L96
C. John Wilder***	O98	I63,524	I19,673
All directors and executive officers	59,272	2,077,991	356,981

GSG&T, Inc.			
Donald C. Hintz***	L,055	M49,499	M2,192
Jerry D. Jackson**	J2,083	I81,136	L7,374
James F. Kenney***	L,303	K2,749	I7,634
J. Wayne Leonard**	I3,065	916,200	L96
C. John Wilder***	O98	I63,524	I19,673
All directors and executive officers	59,272	2,077,991	356,981

Prudential Oil and Gas, LLC			
Donald C. Hintz**	L,055	M49,499	M2,192
Jerry D. Jackson**	J2,083	I81,136	L7,374
James F. Kenney**	L,303	K2,749	I7,634
J. Wayne Leonard**	I3,065	916,200	L96
C. John Wilder**	O98	I63,524	I19,673
All directors and executive officers	59,272	2,077,991	356,981

Southern Gulf Railway Company			
Donald C. Hintz***	L,055	M49,499	M2,192
Jerry D. Jackson**	J2,083	I81,136	L7,374
James F. Kenney***	L,303	K2,749	I7,634
J. Wayne Leonard**	I3,065	916,200	L96
C. John Wilder***	O98	I63,524	I19,673
All directors and executive officers	59,272	2,077,991	356,981

<u>Name</u>	<u>Entergy Corporation Common Stock</u>		<u>Entergy Corporation Stock Equivalent Units (e)</u>
	<u>Amount and Nature of Beneficial Ownership(a)</u>		
	<u>Sole Voting and Investment Power</u>	<u>Other Beneficial Ownership(d)</u>	
Varibus LLC			
Donald C. Hintz**	L,055	M49,499	M2,192

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Jerry D. Jackson**	J2,083	I81,136	L7,374
James F. Kenney**	L,303	K2,749	I7,634
J. Wayne Leonard**	I3,065	916,200	L96
C. John Wilder**	O98	I63,524	I19,673
All directors and executive officers	51,516	2,018,390	327,065
Entergy Enterprises, Inc.			
Donald C. Hintz***	L,055	M49,499	M2,192
J. Wayne Leonard**	I3,065	916,200	L96
Geoffrey D. Roberts***	I,349	I03,166	I7,449
Michael G. Thompson**	J,917	I02,759	84,065
C. John Wilder***	O98	I63,524	I19,673
All directors and executive officers	34,939	2,090,459	340,949
Entergy Global Power Operations Corporation			
Donald C. Hintz**	L,055	M49,499	M2,192
J. Wayne Leonard**	I3,065	916,200	L96
Geoffrey D. Roberts***	I,349	I03,166	I7,449
Michael G. Thompson***	J,917	I02,759	84,065
C. John Wilder***	O98	I63,524	I19,673
All directors and executive officers	32,367	2,007,629	<b>334,496</b>
Entergy Global Trading Holdings Ltd.			
Michael P. Childers***	K78	L6,998	J4,218
Leo P. Denault*	M63	L3,699	L,635
Donald C. Hintz**	L,055	M49,499	M2,192
J. Wayne Leonard**	I3,065	916,200	L96
Steven C. McNeal*	K,732	J8,824	996
Michael G. Thompson**	J,917	I02,759	84,065
C. John Wilder**	O98	I63,524	I19,673
All directors and executive officers	33,613	1,936,703	<b>304,017</b>
Entergy Holdings, Inc.			
Joseph T. Henderson**	K07	K2,100	I6,809
Donald C. Hintz***	L,055	M49,499	M2,192
J. Wayne Leonard**	I3,065	916,200	L96
Michael G. Thompson***	J,917	I02,759	84,065
C. John Wilder***	O98	I63,524	I19,673
All directors and executive officers	35,379	1,892,165	<b>296,753</b>
Entergy International Holdings Ltd. LLC			
Joseph T. Henderson**	K07	K2,100	I6,809
Donald C. Hintz**	L,055	M49,499	M2,192
J. Wayne Leonard**	I3,065	916,200	L96
Michael G. Thompson**	J,917	I02,759	84,065
C. John Wilder**	O98	I63,524	I19,673
All directors and executive officers	32,886	1,864,106	291,973

<u>Name</u>	<u>Entergy Corporation Common Stock</u>		<u>Entergy Corporation</u>
	<u>Amount and Nature of Beneficial Ownership(a)</u>		<u>Stock Equivalent Units (e)</u>
	<u>Sole Voting and Investment Power</u>	<u>Other Beneficial Ownership(d)</u>	
Entergy Nuclear Finance Holding Inc.			
Douglas Castleberry*	K,063	L,000	-
Donald C. Hintz**	L,055	M49,499	M2,192
J. Wayne Leonard**	I3,065	916,200	L96
O.H. Storey, III*	M17	J0,166	I17
Michael G. Thompson**	J,917	I02,759	84,065
C. John Wilder**	O98	I63,524	I19,673
Jerry W. Yelverton***	9,312	N9,634	I9,088
All directors and executive officers	37,459	1,854,606	276,627
Entergy Nuclear Holding Company			
Donald C. Hintz***	L,055	M49,499	M2,192
J. Wayne Leonard**	I3,065	916,200	L96
Michael G. Thompson**	J,917	I02,759	84,065
C. John Wilder***	O98	I63,524	I19,673
Jerry W. Yelverton***	9,312	N9,634	I9,088
All directors and executive officers	41,891	1,901,640	294,252
Entergy Nuclear Holding Company #1			
Joan L. Dobrzynski*	-	-	-
Donald C. Hintz***	L,055	M49,499	M2,192
J. Wayne Leonard**	I3,065	916,200	L96
Michael G. Thompson**	J,917	I02,759	84,065
C. John Wilder***	O98	I63,524	I19,673
Jerry W. Yelverton***	9,312	N9,634	I9,088
All directors and executive officers	42,198	1,933,740	311,061
Entergy Nuclear Holding Company #2			
David C. Harlan*	N,041	K4,833	I4,820
Curtis L. Hebert, Jr.*	-	M9,000	L,253
Donald C. Hintz**	L,055	M49,499	M2,192
Michael R. Kansler**	I,277	L9,866	L,787
J. Wayne Leonard***	I3,065	916,200	L96

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C. John Wilder**	O98	I63,524	I19,673
Jerry W. Yelverton**	9,312	N9,634	I9,088
All directors and executive officers	35,144	1,846,656	215,309
Entergy Nuclear, Inc.			
Donald C. Hintz***	L,055	M49,499	M2,192
J. Wayne Leonard**	I3,065	916,200	L96
Michael G. Thompson**	J,917	I02,759	84,065
C. John Wilder***	O98	I63,524	I19,673
Jerry W. Yelverton***	9,312	N9,634	I9,088
All directors and executive officers	46,762	2,050,987	315,513
Entergy Operations Services, Inc.			
Frank F. Gallaher***	8,519	N3,167	N6,097
Donald C. Hintz***	L,055	M49,499	M2,192
J. Wayne Leonard**	I3,065	916,200	L96
Michael G. Thompson**	J,917	I02,759	84,065
C. John Wilder***	O98	I63,524	I19,673
All directors and executive officers	48,327	1,944,939	358,080

<u>Name</u>	<u>Entergy Corporation Common Stock</u>		<u>Entergy Corporation</u>
	<u>Amount and Nature of Beneficial Ownership(a)</u>		<u>Stock Equivalent Units (e)</u>
	<u>Sole Voting and Investment Power</u>	<u>Other Beneficial Ownership(d)</u>	
Entergy Power Inc.			
Donald C. Hintz**	L,055	M49,499	M2,192
J. Wayne Leonard**	I3,065	916,200	L96
Geoffrey D. Roberts***	I,349	I03,166	I7,449
Michael G. Thompson***	J,917	I02,759	84,065
C. John Wilder***	O98	I63,524	I19,673
All directors and executive officers	32,955	1,996,629	310,394
Entergy Power Development Corporation			
Donald C. Hintz**	L,055	M49,499	M2,192
J. Wayne Leonard**	I3,065	916,200	L96
Michael G. Thompson**	J,917	I02,759	84,065
C. John Wilder**	O98	I63,524	I19,673
Jerry W. Yelverton***	9,312	N9,634	I9,088
All directors and executive officers	37,953	1,844,140	285,239
Entergy Power E & C Corporation			
Donald C. Hintz**	L,055	M49,499	M2,192

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Doris J. Krick*	-	-	-
J. Wayne Leonard**	I3,065	916,200	L96
Steven C. McNeal***	K,732	J8,824	996
Geoffrey D. Roberts**	I,349	I03,166	I7,449
James W. Snider*	-	K,334	-
C. John Wilder**	O98	I63,524	I19,673
All directors and executive officers	27,073	1,778,247	199,535
Entergy Power Gas Holdings Corp.			
Donald C. Hintz**	L,055	M49,499	M2,192
Doris J. Krick*	-	-	-
J. Wayne Leonard**	I3,065	916,200	L96
Steven C. McNeal***	K,732	J8,824	996
Geoffrey D. Roberts**	I,349	I03,166	I7,449
James W. Snider*	-	K,334	-
C. John Wilder**	O98	I63,524	I19,673
All directors and executive officers	27,073	1,778,247	199,535
Entergy Power Generation Corporation			
Douglas Castleberry*	K,063	L,000	-
Michael P. Childers***	K78	L6,998	J4,218
Donald C. Hintz**	L,055	M49,499	M2,192
J. Wayne Leonard**	I3,065	916,200	L96
O. H. Storey, III*	M17	J0,166	I17
Michael G. Thompson**	J,917	I02,759	84,065
C. John Wilder**	O98	I63,524	I19,673
All directors and executive officers	36,537	1,903,170	<b>299,499</b>

<u>Name</u>	<u>Entergy Corporation Common Stock</u>		<u>Entergy Corporation</u>
	<u>Sole Voting and Investment Power</u>	<u>Other Beneficial Ownership(d)</u>	<u>Stock Equivalent Units (e)</u>
<u>Amount and Nature of Beneficial Ownership(a)</u>			
Entergy Power Holdings USA Corp.			
Donald M. Black*	93	I4,000	-
Michael P. Childers***	K78	L6,998	J4,218
Leo P. Denault*	M63	L3,699	L,635
Donald C. Hintz**	L,055	M49,499	M2,192
J. Wayne Leonard**	I3,065	916,200	L96
Geoffrey D. Roberts**	I,349	I03,166	I7,449
C. John Wilder**	O98	I63,524	I19,673

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All directors and executive officers	32,869	1,989,376	<b>254,327</b>
Entergy Procurement Exchange Holding Corporation			
Joan Dobrzynski*	-	-	-
Joseph T. Henderson*	K07	K2,100	I6,809
Donald C. Hintz**	L,055	M49,499	M2,192
Jerry D. Jackson**	J2,083	I81,136	L7,374
J. Wayne Leonard**	I3,065	916,200	L96
James M. Neikirk**	N56	J3,366	L,608
C. John Wilder***	O98	I63,524	I19,673
All directors and executive officers	44,696	1,894,649	242,148
Entergy PTB Holding Co.			
Joan Dobrzynski*	-	-	-
Donald C. Hintz***	L,055	M49,499	M2,192
J. Wayne Leonard**	I3,065	916,200	L96
Tom D. Reagan***	L,805	I8,233	K9
O.H. Storey, III*	M17	J0,166	I17
C. John Wilder***	O98	I63,524	I19,673
Jerry W. Yelverton***	9,312	N9,634	I9,088
All directors and executive officers	47,213	1,940,039	294,408
Entergy Resources Inc.			
Michael P. Childers***	K78	L6,998	J4,218
Donald C. Hintz***	L,055	M49,499	M2,192
J. Wayne Leonard**	I3,065	916,200	L96
Geoffrey D. Roberts**	I,349	I03,166	I7,449
C. John Wilder***	O98	I63,524	I19,673
All directors and executive officers	31,587	1,984,901	329,679
Entergy Retail Holding Company			
Joan Dobrzynski*	-	-	-
Donald C. Hintz***	L,055	M49,499	M2,192
J. Wayne Leonard**	I3,065	916,200	L96
Tom D. Reagan***	L,805	I8,233	K9
O. H. Storey, III*	M17	J0,166	I17
C. John Wilder***	O98	I63,524	I19,673
Jerry W. Yelverton***	9,312	N9,634	I9,088
All directors and executive officers	47,213	1,940,039	<b>294,408</b>

Entergy Corporation  
Common Stock

Entergy Corporation

Stock Equivalent Units (e)

Amount and Nature of  
Beneficial Ownership(a)

Sole Voting  
and

Other

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<u>Name</u>	<u>Investment Power</u>	<u>Beneficial Ownership(d)</u>	
Entergy Technology Holding Company			
Joseph T. Henderson**	K07	K2,100	I6,809
Donald C. Hintz***	L,055	M49,499	M2,192
J. Wayne Leonard**	I3,065	916,200	L96
Michael G. Thompson**	J,917	I02,759	84,065
C. John Wilder***	O98	I63,524	I19,673
All directors and executive officers	35,949	1,868,106	<b>291,973</b>
Entergy Thermal-UNO LLC			
John E. Carlson*	J62	I,866	-
Douglas Castleberry*	K,063	L,000	-
Donald C. Hintz**	L,055	M49,499	M2,192
J. Wayne Leonard**	I3,065	916,200	L96
Tom D. Reagan***	L,805	I8,233	K9
Michael G. Thompson**	J,917	I02,759	84,065
C. John Wilder**	O98	I63,524	I19,673
All directors and executive officers	41,016	1,888,205	<b>292,012</b>
Entergy Ventures Holding Company, Inc.			
Joan Dobrzynski*	-	-	-
David C. Harlan***	N,041	K4,833	I4,820
Donald C. Hintz**	L,055	M49,499	M2,192
J. Wayne Leonard**	I3,065	916,200	L96
Michael G. Thompson**	J,917	I02,759	84,065
C. John Wilder***	O98	I63,524	I19,673
All directors and executive officers	38,927	1,898,939	306,793
EWO Marketing Holding LLC			
Leo P. Denault**	563	L3,699	L,635
Donald C. Hintz**	L,055	M49,499	M2,192
J. Wayne Leonard**	I3,065	916,200	L96
Michael G. Thompson**	J,917	I02,759	84,065
C. John Wilder**	O98	I63,524	I19,673
All directors and executive officers	26,188	1,811,371	262,057

\* Director of the respective Company

\*\* Named Executive Officer of the respective Company

\*\*\* Director and Named Executive Officer of the respective Company

a. Based on information furnished by the respective individuals. Except as noted, each individual has sole voting and investment power. The number of shares of Entergy Corporation common stock owned by each individual and by all directors and executive officers as a group does not exceed one percent of the outstanding Entergy Corporation common stock.



- b. Other Beneficial Ownership includes, for the Named Executive Officers, shares of Entergy Corporation common stock that may be acquired within 60 days after December 31, 2002, in the form of unexercised stock options awarded pursuant to the Equity Ownership Plan.
- c. Represents the balances of stock equivalent units each executive holds under the Executive Annual Incentive Plan Deferral Program, Defined Contribution Restoration Plan, and the Executive Deferred Compensation Plan. These units will be paid out in a combination of Entergy Corporation Common Stock and cash based on the value of Entergy Corporation Common Stock on the date of payout. The deferral period is determined by the individual and is at least two years from the award of the bonus. For directors of Entergy Corporation the stock equivalent units are part of the Service Award for Directors. All non-employee directors are credited with 800 units for each year of service on the Board.
- d. Dr. Murrill and Mr. Reilley have deferred receipt of an additional 4,500 shares and 1,500 shares, respectively.
- e. Includes 1,000 shares in which Ms. Murphy has joint ownership and 2,623 shares for Mr. Steinhagen that are in his wife's name.
- f. Ms. Herman is a nominee and does not own any shares of Entergy stock.

Item 6. Part III (c) - Contracts and Transactions with System Companies

During 2002, T. Baker Smith & Son, Inc. performed land-surveying services for, and received payments of approximately \$287,000 from Entergy companies. Mr. Wm. Clifford Smith, a director of Entergy Corporation, is Chairman of the Board of T. Baker Smith & Son, Inc. Mr. Smith's children own 100% of the voting stock of T. Baker Smith & Son, Inc.

ITEM 6. Part III (d) - Indebtedness to System Companies

Gerritt L. Ewing, Jr., a Vice President of Entergy Global Trading Holdings Ltd. and Entergy Power Holdings USA Corporation, currently owes the company an amount up to \$123,097 in relation to tax equalization payments made as a result of his service for Entergy in the UK for the years 2000 and 2001. A zero interest rate is being charged. The settlement of the matter is under discussion by the parties.

ITEM 6. Part III (e) - Participation in Bonus and Sharing Arrangements and Other Benefits

See Item 6. Part III (a).

ITEM 6. Part III (f) - Rights to Indemnity

The Certificate of Incorporation of Entergy provides that the corporation shall indemnify its directors and officers to the fullest extent permitted by the General Corporation Law of Delaware, as amended from time to time.

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The Certificate of Incorporation also provides that Entergy may maintain insurance to protect its officers and directors against such expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the General Corporation Law of the State of Delaware.

ITEM 7. CONTRIBUTIONS AND PUBLIC RELATIONS				
(1)* CALENDAR YEAR 2002				
Name of Company	Name or Number of Beneficiaries	Purpose(s)	Account(s) Charged	Amount
ENTERGY CORPORATION	Democratic National Committee	Building Fund	Donations	\$ 65,250
	Republican National Committee	Building Fund	Donations	<u>70,000</u>
		Total		<u>\$135,250</u>
* Several of the System Companies have established separate segregated funds known as political action committees, established pursuant to the Federal Election Campaign Act, in soliciting employee participation in Federal, state and local elections.				
(2) CALENDAR YEAR 2002				
Name of Company	Name or Number of Beneficiaries	Purpose(s)	Account(s) Charged	Amount
ENTERGY CORPORATION	Chambers of Commerce	Civic Activity	Donations	\$50,000
	New York League of Conservation Voters	Civic Activity	Donations	10,000
	Four Other Items	Civic Activity, Education, Community Welfare	Donations	<u>3,050</u>
		Total		<u>\$63,050</u>

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ENTERGY				
ARKANSAS	Chambers of Commerce	Civic Activity	Donations	\$249,025
	Fifty for the Future	Civic Activity	Donations	10,000
	NAACP	Civic Activity	Donations	14,500
	Six Other Items	Civic Activity	Donations	<u>8,500</u>
		Total		<u>\$282,025</u>

(2)	CALENDAR YEAR 2002			
Name of Company	Name or Number of Beneficiaries	Purpose(s)	Account(s) Charged	Amount
ENTERGY				
GULF STATES	Chambers of Commerce	Civic Activity	Donations	<u>\$14,000</u>
		Total		<u>\$14,000</u>
ENTERGY				
LOUISIANA	Chambers of Commerce	Civic Activity	Donations	\$21,803
	Public Affairs Research Council of Louisiana	Civic Activity	Donations	33,333
	NAACP	Civic Activity	Donations	15,000
	Six Other Items	Civic Activity	Donations	<u>8,250</u>
		Total		<u>\$78,386</u>
ENTERGY				
MISSISSIPPI	Chambers of Commerce	Civic Activity	Donations	\$147,180
	NAACP	Civic Activity	Donations	20,100
		Civic Activity	Donations	

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	Business Institute for Political Analysis			10,000
	Business and Industry Political Education Committee	Civic Activity	Donations	10,000
	Congressional Black Caucus	Civic Activity	Donations	5,000
	Six Other Items	Civic Activity	Donations	<u>9,500</u>
		Total		<u>\$201,780</u>
ENTERGY				
NEW ORLEANS	Chambers of Commerce	Civic Activity	Donations	\$140,319
	American Association of Blacks in Energy	Civic Activity	Donations	20,000
	Committee for a Better New Orleans	Civic Activity	Donations	12,500
	NAACP	Civic Activity	Donations	<u>10,000</u>
		Total		<u>\$182,819</u>

ITEM 8. SERVICE, SALES AND CONSTRUCTION CONTRACTS

(Part I)						
Transaction	Serving Company	Receiving Company		Compensation	Date of Contract	In Effect 12/31/2002 (Yes/No)
Fuel Purchases	System Fuels	Entergy Arkansas	\$	2,493,240	1/12/73	Yes
Fuel Purchases	System Fuels	Entergy Louisiana	\$	3,862,592	1/12/73	Yes
Fuel Purchases	System Fuels	Entergy Mississippi	\$	4,009,422	1/12/73	Yes
Fuel Purchases	System Fuels	Entergy New Orleans	\$	532,609	1/12/73	Yes

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Certain materials & services required for fabrication of Nuclear Fuel	System Fuels	Entergy Arkansas	\$	52,734,883	6/15/78	Yes
Certain materials & services required for fabrication of Nuclear Fuel	System Fuels	System Energy	\$	32,666,608	6/15/78	Yes
Miscellaneous Spare Parts Inventory	Entergy Arkansas	Entergy Gulf States	\$	667,733	N/A	N/A
Miscellaneous Spare Parts Inventory	Entergy Arkansas	Entergy Louisiana	\$	7,721,294	N/A	N/A
Miscellaneous Spare Parts Inventory	Entergy Arkansas	Entergy Mississippi	\$	4,761,066	N/A	N/A
Miscellaneous Spare Parts Inventory	Entergy Arkansas	Entergy New Orleans	\$	26,175	N/A	N/A
Miscellaneous Spare Parts Inventory	Entergy Gulf States	Entergy Arkansas	\$	195,257	N/A	N/A
Miscellaneous Spare Parts Inventory	Entergy Gulf States	Entergy Louisiana	\$	991,020	N/A	N/A
Miscellaneous Spare Parts Inventory	Entergy Gulf States	Entergy Mississippi	\$	70,210	N/A	N/A
Miscellaneous Spare Parts Inventory	Entergy Gulf States	Entergy New Orleans	\$	23,741	N/A	N/A
Miscellaneous Spare Parts Inventory	Entergy Louisiana	Entergy Arkansas	\$	1,397,217	N/A	N/A
Miscellaneous Spare Parts Inventory	Entergy Louisiana	Entergy Gulf States	\$	23,927,662	N/A	N/A
Miscellaneous Spare Parts Inventory	Entergy Louisiana	Entergy Mississippi	\$	3,596,223	N/A	N/A

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(Part I) Transaction	Serving Company	Receiving Company	Compensation	Date Of Contract	In Effect 12/31/2002 (Yes/No)
Miscellaneous Spare Parts Inventory	Entergy Louisiana	Entergy New Orleans	\$ 10,653,589	N/A	N/A
Miscellaneous Spare Parts Inventory	Entergy Mississippi	Entergy Arkansas	\$ 117,857	N/A	N/A
Miscellaneous Spare Parts Inventory	Entergy Mississippi	Entergy Gulf States	\$ 286,920	N/A	N/A
Miscellaneous Spare Parts Inventory	Entergy Mississippi	Entergy Louisiana	\$ 368,920	N/A	N/A
Miscellaneous Spare Parts Inventory	Entergy Mississippi	Entergy New Orleans	\$ 3,634	N/A	N/A
Miscellaneous Spare Parts Inventory	Entergy New Orleans	Entergy Arkansas	\$ 3,704	N/A	N/A
Miscellaneous Spare Parts Inventory	Entergy New Orleans	Entergy Gulf States	\$ 164,517	N/A	N/A
Miscellaneous Spare Parts Inventory	Entergy New Orleans	Entergy Louisiana	\$ 245,158	N/A	N/A
Miscellaneous Spare Parts Inventory	Entergy New Orleans	Entergy Mississippi	\$ 477	N/A	N/A
Administrative services and other support services	Entergy Solutions Management Services LLC	Entergy Solutions Ltd	\$ 1,405,546	N/A	N/A
Administrative services and other support services	Entergy Solutions Management Services LLC	Entergy Solutions Select Ltd	\$ 2,375,897	N/A	N/A
Energy-related services	Entergy Solutions Supply Ltd	Entergy Solution Ltd	\$ 172,756	N/A	N/A
Energy-related services	Entergy Solutions Supply Ltd	Entergy Solutions Select Ltd	\$ 2,603,158	N/A	N/A
Energy-related services		EWO Marketing LP	\$ 843,591	N/A	N/A

	Entergy-Koch Trading LP				
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<b>(Part I)</b> <b>Transaction</b>	Serving Company	Receiving Company		Compensation	Date Of Contract	In Effect 12/31/2002 (Yes/No)
Administrative services and other support services	Entergy Nuclear Operations, Inc.	TLG Services, Inc.	\$	1,199,853	N/A	N/A
Administrative services and other support services	Entergy Nuclear, Inc.	TLG Services, Inc.	\$	784,232	N/A	N/A
Administrative services and other support services	Entergy-Koch LP	EWO Marketing LP	\$	1,900,315	N/A	N/A
Administrative services and other support services	Entergy-Koch LP	Entergy-Koch Trading LP	\$	2,966,033	N/A	N/A
Administrative services and other support services	Entergy-Koch LP	Entergy-Koch Trading Ltd (UK)	\$	142,305	N/A	N/A
O&M related services	Entergy Nuclear, Inc.	Entergy Nuclear Generation Corp.	\$	1,233,951	N/A	N/A
O&M related services	Entergy Nuclear, Inc.	Entergy Nuclear Vermont Yankee, LLC	\$	18,758,389	N/A	N/A
O&M related services	Entergy Nuclear Fuels Company	Entergy Nuclear Generation Corp.	\$	50,608	N/A	N/A
O&M related services	Entergy Nuclear Fuels Company	Entergy Nuclear Vermont Yankee, LLC	\$	7,220	N/A	N/A
O&M related services	Entergy Nuclear Fuels Company	Entergy Nuclear Indian Point 3 LLC	\$	50,608	N/A	N/A
O&M related services	Entergy Nuclear Fuels Company	Entergy Nuclear Fitzpatrick LLC	\$	50,608	N/A	N/A
O&M related services	Entergy Nuclear Fuels Company	Entergy Nuclear Indian Point 2	\$	50,608	N/A	N/A

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O&M related services	Entergy Nuclear Operations, Inc.	Entergy Nuclear, Inc.	\$	10,562,077	N/A	N/A
O&M related services	Entergy Nuclear Operations, Inc.	Entergy Nuclear Generation Corp.	\$	90,608,447	N/A	N/A
O&M related services	Entergy Nuclear Operations, Inc.	Entergy Nuclear Indian Point 3 LLC	\$	105,815,075	N/A	N/A
O&M related services	Entergy Nuclear Operations, Inc.	Entergy Nuclear Fitzpatrick LLC	\$	108,315,836	N/A	N/A
O&M related services	Entergy Nuclear Operations, Inc.	Entergy Nuclear Indian Point 2 LLC	\$	111,413,757	N/A	N/A

(Part I)						
Transaction	Serving Company	Receiving Company		Compensation	Date of Contract	In Effect 12/31/2002 (Yes/No)
O&M related services	Entergy Nuclear Operations, Inc.	Entergy Nuclear Vermont Yankee LLC	\$	28,327,484	N/A	N/A
O&M related services	Entergy Operations Services, Inc.	Entergy Shaw LLC	\$	96,693	N/A	N/A
O&M related services	Entergy Power Operations U.S., Inc.	Warren Power LLC	\$	1,099,845	N/A	N/A
O&M related services	Entergy Power Operations U.S., Inc.	Entergy Power Ventures LP	\$	51,476	N/A	N/A
O&M related services	EN Services LP	Crete Energy Ventures LLC	\$	470,574	N/A	N/A
O&M related services	EN Services LP	Entergy Power Ventures LP	\$	200,000	N/A	N/A



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O&M related services	Entergy Shaw LLC	Entergy Power Ventures LP	\$	4,699,127	N/A	N/A
O&M related services	Entergy Shaw LLC	Crete Energy Ventures LLC	\$	28,276,261	N/A	N/A
O&M related services	Entergy Shaw LLC	Entergy Power Ventures LLC	\$	30,651,352	N/A	N/A
Sale of computers and related equipment and office furniture	Entergy Enterprises, Inc.	Entergy Services, Inc.	\$	574,546	N/A	N/A
Sale of computers and related equipment and office furniture	Entergy Enterprises, Inc.	Entergy-Koch Trading Ltd (UK)	\$	279,246	N/A	N/A
Sale of computers and related equipment and office furniture	Entergy Enterprises, Inc.	Entergy Thermal LLC	\$	3,235	N/A	N/A

(Part I) Transaction	Serving Company	Receiving Company		Compensation	Date Of Contract	In Effect 12/31/2002 (Yes/No)
Capacity Use of and Service of Local Fiber	ETC	Entergy Arkansas	\$	242,004	5-01-97	Yes
Capacity Use of and Service of Local Fiber	ETC	Entergy Louisiana	\$	460,960	5-01-97	Yes
Capacity Use of and Service of Local Fiber	ETC	Entergy Mississippi	\$	622,134	5-01-97	Yes
Capacity Use of and Service of Local Fiber	ETC	Entergy Gulf States	\$	628,739	5-01-97	Yes
Construction and Service of Local Fiber	ETC	Entergy Services	\$	1,044,008	1-01-97	Yes

ITEM 8. Part II

Reference is made to information under Item 6, Part III (c).

Pantellos Corporation, an exempt telecommunications company, provides basic procurement functions used by Entergy Services for obtaining goods and services. The total amount paid in 2002 by Entergy Services to Pantellos Corporation was \$1,296,138.

ITEM 8. Part III

Interstate FiberNet acts as exclusive agent to market all of Entergy Technology Company's available capacity for point-to-point communication. The compensation amount for 2002 was \$3,401,584.

ITEM 9. EXEMPT WHOLESALE GENERATORS AND FOREIGN UTILITY COMPANIES

Part I

(a) Entergy Corporation owns, indirectly through its wholly owned subsidiaries, Entergy Power Operations Corporation and Entergy Power Development Corporation, 100% of the outstanding capital stock of Entergy Power Operations UK Limited, each of which is a FUCO formed under the Energy Act to provide operations and maintenance services to the Damhead Creek power project in the United Kingdom (formerly owned by Entergy).

Entergy Corporation, through Entergy Asset Management, Inc. (EAM), holds Entergy's interests in certain domestic EWGs. At December 31, 2002, EAM's investments included (a) a 100% indirect interest in Warren Power, LLC (Warren), an EWG which owns and operates a 300 MW gas-fired peaking facility located in Warren County, Mississippi; (b) a 50% interest in Crete Energy Ventures, LLC (Crete), owned jointly with DTE Energy, which owns and operates a 320 MW gas-fired plant located in Crete, Illinois; and (c) Entergy Power Ventures, L.P. (EPV), a wholly-owned subsidiary which is developing a 550 MW gas-fired plant under construction in Marshall, Texas in which Entergy Power Ventures, L.P. owns a 70% interest with 30% owned by a Texas cooperative. At December 31, 2002, Entergy's aggregate investment in the Warren, Crete and EPV projects was approximately \$153.7 million, \$77.5 million, and \$190.5 million, respectively.

At December 31, 2002, Entergy Corporation, through its subsidiaries EPDC, Sabinas Power Company BV, and Entergy Power Holdings Maritza BV (each of which is a FUCO under the Energy Act), held a 51% interest in Maritza East III Power Company AD (Maritza East III), a FUCO owned jointly with NEK (the state-owned utility in Bulgaria). Maritza East III will own and refurbish the Maritza East III power generating facility, a four unit lignite coal plant located in south central Bulgaria (the "Plant"). EPDC also owns an indirect interest in Maritza East 3 Operating Company AD, which will operate and maintain the Plant. At December 31, 2002, Entergy's aggregate investment in the Maritza project totaled \$19.9 million.

In July 1999, Entergy Corporation, through its wholly owned EWG subsidiaries, Entergy Nuclear Holding Company # 1 and Entergy Nuclear Generation Company (ENGCO), acquired from Boston Edison Company the Pilgrim Nuclear Power Station, a 670 MW nuclear-powered electric generating station located in Plymouth, Massachusetts. At December 31, 2002, Entergy's aggregate investment in ENGCO was approximately \$109.5 million.

In November 2000, Entergy Corporation, through its wholly owned EWG subsidiaries, Entergy Nuclear Holding Company #1, Entergy Nuclear New York Investment Company I, Entergy Nuclear New York Investment Company

II, Entergy Nuclear Indian Point 3, LLC, and Entergy Nuclear Fitzpatrick, LLC, acquired from the New York Power Authority the 980 MW Indian Point 3 and the 825 MW James A. Fitzpatrick nuclear power plants. The Indian Point 3 plant is located in Westchester County, New York, and the James A Fitzpatrick plant is located in Oswego County, New York. At December 31, 2002, Entergy's aggregate investment in Entergy Nuclear Holding Company #1, Entergy Nuclear Indian Point 3, LLC and Entergy Nuclear Fitzpatrick, LLC was approximately \$174.1 million, \$57.9 million, and \$87.7 million, respectively.

In September 2001, Entergy Corporation, through its wholly owned subsidiaries, Entergy Nuclear Holding Company, Entergy Nuclear Holding Company #3, Entergy Nuclear New York Investment Company III, and Entergy Nuclear Indian Point #2, LLC (EWG) acquired from Consolidated Edison the 970 MW Indian Point 2 nuclear power plant. The Indian Point 2 plant is located in Westchester County, New York. At December 31, 2002, Entergy's aggregate investment in Entergy Nuclear Indian Point 2, LLC was \$452.2 million.

In July 2002, Entergy Corporation, through its wholly owned subsidiaries, Entergy Nuclear Holding Company, Entergy Nuclear Holding Company #3, Entergy Nuclear Vermont Investment Company, and Entergy Nuclear Vermont Yankee, LLC (EWG) acquired from Vermont Yankee Nuclear Power Corporation the 540 MW Vermont Yankee nuclear power plant. The Vermont Yankee plant is located in Vernon, Vermont. At December 31, 2002, Entergy's aggregate investment in Entergy Nuclear Vermont Yankee, LLC was \$305.0 million.

In December 2002, Entergy Corporation, through its wholly owned subsidiaries, EWO Wind II, LLC and EWO Wind, LLC, purchased a 99% ownership interest in Northern Iowa Windpower LLC (an EWG) that owns a 80-megawatt wind-powered generation wind farm located in northern Iowa. At December 31, 2002, Entergy's aggregate investment in Northern Iowa Windpower LLC was approximately \$163.6 million.

On December 20, 2001, Entergy Corporation issued a guaranty to Royal Bank of Canada guaranteeing the obligations of EWO Wind, LLC under a Loan Agreement, the proceeds of which were used to provide funding for EWO Wind's acquisition of Northern Iowa Windpower, LLC, an EWG. As of December 31, 2002, total indebtedness outstanding under the Loan Agreement was \$79,029,200.

On September 6, 2001, Entergy International Holdings, Ltd, LLC, (EIHL) entered into a guaranty agreement with Consolidated Edison Company (ConEd) for the benefit of Entergy Nuclear Indian Point 2, LLC (ENIP2), guaranteeing certain obligations of ENIP2 to ConEd under a November 9, 2000 Purchase and Sale Agreement and ancillary agreements relating to the sale of the Indian Point 2 power plant. The guaranty is subject to a \$10 million limit of liability.

On May 1, 2001, EIHL entered into a guaranty agreement with American Nuclear Insurers (as amended by letter dated May 6, 2002) for the benefit of ENIP2, Entergy Nuclear Indian Point 3, LLC (ENIP3), Entergy Nuclear Fitzpatrick, LLC (EN Fitzpatrick), and Entergy Nuclear Vermont Yankee, LLC (ENVY) which guarantees payment of the retrospective premium obligations of ENIP2, ENIP3, EN Fitzpatrick and ENVY.

On March 14, 2002, Entergy Corporation entered into a guaranty agreement for the benefit of ENIP2, pursuant to which it agreed to guarantee the reimbursement obligations of ENIP2 in connection with a \$15,000 surety bond issued by Safeco Insurance Company to secure ENIP2's obligations under a Special Use Permit issued by the Town of Woodbury, N.Y.

On April 30, 2002, Entergy Corporation issued a guaranty to Constellation Power Source, Inc. for the benefit of Entergy Nuclear Generation Corporation (ENGC), guaranteeing the obligations of ENGC under an October 20, 2000 Master Power Purchase Agreement. The guaranty is subject to a \$25 million aggregate limit of liability.

On April 16, 1999 Entergy Corporation and ENGC issued a joint letter to the Attorney General of the State of Massachusetts committing (a) to maintain the decommissioning trust established for the Pilgrim Power Plant in accordance with NRC regulations and (b) to use the balance of any funds available to ENGC under an Inter-Company Credit Agreement between Entergy International Limited, LLC (EIL) and ENGC for decommissioning purposes.

On August 22, 2000, Entergy Corporation entered into a guaranty agreement for the benefit of ENGC, pursuant to which it agreed to guarantee the reimbursement obligations of ENGC in connection with the issuance of a \$300,000 worker's compensation bond for ENGC at the Pilgrim Power Plant.

On September 18, 2002, Entergy Corporation entered into a guaranty agreement with General Electric Company (GE) for the benefit of Entergy Mississippi Turbine Company (EMTC), a subsidiary of a FUCO, guaranteeing the obligations of EMTC to GE under certain equipment supply contracts. This guaranty is subject to \$7,553,634 aggregate limit of liability.

On July 31, 2002, Entergy Corporation issued a 'commitment letter' to Vermont Yankee Nuclear Power Corporation for the benefit of ENVY, committing that it would cause Entergy's wholly owned subsidiaries, EIHL and Entergy Global Investments, Inc. (EGI) to perform their respective obligations under the terms of certain credit agreements between EIHL and ENVY (\$35 million "financial assurances" credit agreement) and between EGI and ENVY (\$35 million "working capital" credit agreement), up to an aggregate amount of \$60 million for both credit agreements. In addition, pursuant to the terms of the commitment letter, if the amount available under the EGI working capital credit agreement is less than \$25 million or the amount available under the EIHL financial assurances credit agreement is less than \$35 million at the time that the Vermont Yankee Power Station permanently ceases operations, Entergy Corporation commits to make additional credit available to ENVY up to the full amount of the deficiency.

On September 27, 2002 Entergy Corporation issued a guaranty to Constellation Power Source, Inc. for the benefit of EN Fitzpatrick, guaranteeing the obligations of EN Fitzpatrick under an ISDA transaction involving a "fixed for floating" financial swap intended to hedge a portion of the electrical output of EN Fitzpatrick's sale of power from the Fitzpatrick Power Plant. The guaranty is subject to a \$30 million limit of liability.

On November 12, 2002, Entergy Corporation issued a guaranty to Central Hudson Gas & Electric Corporation (Central Hudson) for the benefit of ENIP3, guaranteeing the obligations of ENIP3 to Central Hudson pursuant to a Master Power Purchase Agreement, also dated as of November 12, 2002. The guaranty is subject to a \$15 million limit of liability.

On November 12, 2002, Entergy Corporation issued a guaranty to Central Hudson for the benefit of ENIP2, guaranteeing the obligations of ENIP2 to Central Hudson, pursuant to a Master Power Purchase Agreement, also dated as of November 12, 2002. The guaranty is subject to a \$15 million limit of liability.

On December 20, 2002, Entergy Corporation issued a guaranty to Entergy-Koch Trading, LP (EKT) for the benefit of EWO Wind, LLC (EWO Wind), the owner of an EWG, guaranteeing the obligations of EWO Wind to EKT in connection with transactions relating to electric power, weather derivatives and other energy commodities. The Guaranty is subject to a \$1.2 million limit of liability.

In June 2001, Entergy Corporation entered into various guarantees and other credit support arrangements for the benefit of Entergy Nuclear Holding Company #1 (ENHC1) relating to the letter of credit issued under the Reimbursement Agreement among ENHC1, Entergy Corporation, certain other Entergy subsidiaries, and various banks. The letter of credit supports debt repayment obligations of Entergy Nuclear Fitzpatrick and ENIP3. At December 31, 2002, Entergy's net exposure under such commitments totaled approximately \$169.1 million.

In June 2001, Entergy Corporation entered into a guarantee for the benefit of Entergy International Ltd., LLC (EIL) relating to a letter of credit issued under a Reimbursement Agreement among EIL, Entergy Corporation, and Barclays

Bank PLC. This letter of credit also supports Entergy Nuclear Fitzpatrick's and ENIP3's debt repayment obligation. At December 31, 2002, the underlying guaranteed obligations of EIL were fully cash collateralized, so that Entergy had no net exposure under such guarantee.

On March 31, 2001, Entergy Power Marketing Corporation had entered into a guarantee agreement with the New York Power Authority for FitzPatrick and Indian Point 3 guaranteeing certain contractual obligations of Entergy Nuclear Fitzpatrick and ENIP3 up to an aggregate amount of \$20 million. Entergy Corporation has assumed financial responsibility for this guaranty pursuant to an Amended and Restated Parent Company Indemnity Agreement, dated as of 5/26/00, between Entergy and Koch Energy Industries, Inc.

In 2001, Entergy Corporation entered into a guaranty agreement with Calpine UK Holdings Limited (CUKHL) and Saltend Cogeneration Limited (SCCL) guaranteeing the obligations (i) of Entergy Power Saltend, Ltd (EPSL) to CUKHL under the Share Sale and Purchase Agreement (relating to the sale by EPSL of its ownership interest in SCCL) and the related Tax Deed of Covenant, and (ii) of EPDC to SCCL under an Outstanding Works Agreement entered between such companies. At December 31, 2002, Entergy estimates that its exposure under this guarantee was approximately \$43.2 million.

Reference is hereby made to the application for EWG determination or Notification of Foreign Utility Company Status on Form U-57 filed in respect to each EWG or FUCO identified in this Form U5S in which Entergy owned an interest at December 31, 2002 for the business address of such EWG or FUCO. See "Item 1 - System Companies and Investments Therein as of December 31, 2002" for information concerning the System companies owning interests in such EWGs and FUCOs and the nature of the interest held.

ITEM 9. Part I(b); Part I(c);

and **Part I(d)** are being filed pursuant to Rule 104.

ITEM 9. Part II

See Exhibits H and I.

ITEM 9. Part III

is being filed pursuant to Rule 104.

## ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS

Financial statements and financial statement schedules filed as part of the annual report, pursuant to requirements of the Public Utility Holding Company Act of 1935.

FINANCIAL STATEMENTS

PAGE NO.

*Independent Auditors' Consent	S-1
Entergy Corporation and Subsidiaries:	
*Consolidating Statement of Income (Loss) for the Year Ended December 31, 2002	S-2
*Consolidating Statement of Cash Flows for the Year Ended December 31, 2002	S-9
*Consolidating Balance Sheet as of December 31, 2002	S-16
*Consolidating Statement of Retained Earnings for the Year Ended December 31, 2002	S-30
Entergy Gulf States Corporation and Subsidiaries:	
*Consolidating Statement of Income (Loss) for the Year Ended December 31, 2002	S-37
*Consolidating Statement of Cash Flows for the Year Ended December 31, 2002	S-38
*Consolidating Balance Sheet as of December 31, 2002	S-39
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Statutory Subsidiary, accounted for as an equity investment, the Accounts of which are not included in the foregoing Consolidating Statements of Entergy Corporation and Subsidiaries:	
The Arklahoma Corporation:	
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*Notes to Financial Statements, November 30, 2002 and 2001	S-45

\*

Letter, dated April 30, 2003, regarding payment of nuclear liability insurance premiums by Entergy System companies.

The following financial information indicated by an asterisk is filed herewith. The balance of the financial information has heretofore been filed with the Securities and Exchange Commission in the file numbers indicated and is incorporated herein by reference.

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ENTERGY CORPORATION

Independent Auditors' Report and Notes to Consolidated Financial Statements of Entergy Corporation (Reference is made to information under the headings "Independent Auditors' Report" and "Notes to Consolidated Financial Statements," contained in Entergy Corporation's 2002 Financial Statements included in the Form 10-K for the year ended December 31, 2002, in File No. 1-11299).

Financial Statement Schedules of Entergy Corporation (Referred to in Item 14(a)2 to Form 10-K for the year ended December 31, 2002, in File No. 1-11299 and included in such Form 10-K).

#### ENTERGY ARKANSAS

Independent Auditors' Report and Notes to Respective Financial Statements of Entergy Arkansas (Reference is made to information under the headings "Independent Auditors' Report" and "Notes to Respective Financial Statements" contained in Entergy Arkansas' 2002 Financial Statements included in the Form 10-K for the year ended December 31, 2002, in File No. 1-10764).

Financial Statement Schedules of Entergy Arkansas (Referred to in Item 14(a)2 to Form 10-K for the year ended December 31, 2002, in File No. 1-10764 and included in such Form 10-K).

#### ENTERGY GULF STATES

Independent Auditors' Report and Notes to Respective Financial Statements of Entergy Gulf States (Reference is made to information under the headings "Independent Auditors' Report" and "Notes to Respective Financial Statements" contained in Entergy Gulf States' 2002 Financial Statements included in the Form 10-K for the year ended December 31, 2002, in File No. 1-27031).

Financial Statement Schedules of Entergy Gulf States (Referred to in Item 14(a)2 to Form 10-K for the year ended December 31, 2002, in File No. 1-27031 and included in such Form 10-K).

#### ENTERGY LOUISIANA

Independent Auditors' Report and Notes to Respective Financial Statements of Entergy Louisiana (Reference is made to information under the headings "Independent Auditors' Report" and "Notes to Respective Financial Statements" contained in Entergy Louisiana's 2002 Financial Statements included in the Form 10-K for the year ended December 31, 2002, in File No. 1-8474).

Financial Statement Schedules of Entergy Louisiana (Referred to in Item 14(a)2 to Form 10-K for the year ended December 31, 2002, in File No. 1-8474 and included in such Form 10-K).

#### ENTERGY MISSISSIPPI

Independent Auditors' Report and Notes to Respective Financial Statements of Entergy Mississippi (Reference is made to information under the headings "Independent Auditors' Report" and "Notes to Respective Financial Statements," contained in Entergy Mississippi's 2002 Financial Statements included in the Form 10-K for the year

ended December 31, 2002, in File No. 1-31508).

Financial Statement Schedules of Entergy Mississippi (Referred to in Item 14(a)2 to Form 10-K for the year ended December 31, 2002, in File No. 1-31508 and included in such Form 10-K).

#### ENTERGY NEW ORLEANS

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Independent Auditors' Report and Notes to Respective Financial Statements of Entergy New Orleans (Reference is made to information under the headings "Independent Auditors' Report" and "Notes to Respective Financial Statements," contained in Entergy New Orleans' 2002 Financial Statements included in the Form 10-K for the year ended December 31, 2002, in File No. 0-5807).

Financial Statement Schedules of Entergy New Orleans (Referred to in Item 14(a)2 to Form 10-K for the year ended December 31, 2002, in File No. 0-5807 and included in such Form 10-K).

#### SYSTEM ENERGY

Independent Auditors' Report and Notes to Respective Financial Statements of System Energy (Reference is made to information under the headings "Independent Auditors' Report" and "Notes to Respective Financial Statements," contained in System Energy's 2002 Financial Statements included in the Form 10-K for the year ended December 31, 2002, in File No. 1-9067).

Financial Statement Schedules of System Energy (Referred to in Item 14(a)2 to Form 10-K for the year ended December 31, 2002, in File No. 1-9067 and included in such Form 10-K).

#### ENTERGY CORPORATION SYSTEM COMPANIES

A-1 Entergy Corporation's Annual Report on Form 10-K for the year ended December 31, 2002 (Incorporated herein by reference from File No. 1-11299).

A-2 Entergy Arkansas' Annual Report on Form 10-K for the year ended December 31, 2002 (Incorporated herein by reference from File No. 1-10764).

A-3 Entergy Gulf States' Annual Report on Form 10-K for the year ended December 31, 2002 (Incorporated herein by reference from File No. 1-27031).

A-4 Entergy Louisiana's Annual Report on Form 10-K for the year ended December 31, 2002 (Incorporated herein by reference from File No. 1-8474).

A-5 Entergy Mississippi's Annual Report on Form 10-K for the year ended December 31, 2002 (Incorporated herein by reference from File No. 1-31508).

A-6 Entergy New Orleans' Annual Report on Form 10-K for the year ended December 31, 2002 (Incorporated herein by reference from File No. 0-5807).



A-7 System Energy's Annual Report on Form 10-K for the year ended December 31, 2002 (Incorporated herein by reference from File No. 1-9067).

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ENTERGY CORPORATION

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

B-1(b) By-Laws of Entergy Corporation as amended January 29, 1999, and as presently in effect (4.2 to Form S-8 in 333-75097).

ENTERGY ARKANSAS

B-2(a) 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).

B-2(b) By-Laws of Entergy Arkansas effective November 26, 1999, and as presently in effect (3(ii)(c) to Form 10-K for the year ended December 31, 1999 in 1-10764).

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ENTERGY ENTERPRISES, INC.

B-3(a) Restated Articles of Incorporation of Entergy Enterprises, Inc., as in effect December 28, 1992 (B-3(a) to Form U5S for the year ended December 31, 1997).

B-3(b) By-Laws of Entergy Enterprises, Inc., as amended as of July 17, 1990 and currently in effect (A-6(a) to Form U-1 in 70-7947).

ENTERGY LOUISIANA

B-4(a) Amended and Restated Articles of Incorporation of Entergy Louisiana effective November 15, 1999 (3(a) to Form S-3 in 333-93683).

B-4(b) By-Laws of Entergy Louisiana effective November 26, 1999, and as presently in effect (3(b) to Form S-3 in 333-93683).

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ENTERGY MISSISSIPPI

B-5(a) 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).

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B-5(b) By-Laws of Entergy Mississippi effective November 26, 1999, and as presently in effect (3(ii)(f) to Form 10-K for the year ended December 31, 1999 in 0-320).

### ENTERGY NEW ORLEANS

B-6(a) Amended and Restated Articles of Incorporation of Entergy New Orleans effective November 15, 1999 (3(a) to Form S-3 in 333-95599).

B-6(b) By-Laws of Entergy New Orleans effective November 30, 1999, and as presently in effect (3(b) to Form S-3 in 333-95599).

### SYSTEM ENERGY

B-7(a) 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).

B-7(b) By-Laws of System Energy effective July 6, 1998, and as presently in effect (3(f) to Form 10-Q for the quarter ended June 30, 1998 in 1-9067).

### ENTERGY SERVICES

B-8(a) Certificate of Amendment of Certificate of Incorporation of Entergy Services, as executed May 5, 1998 (B-8(a) to Form U5S for the year ended December 31, 1998).

B-8(b) By-Laws of Entergy Services, as of July 6, 1999, and as presently in effect (B-8(b) to Form U5S for the year ended December 31, 1999).

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### SYSTEM FUELS, INC.

B-9(a) Articles of Incorporation of System Fuels, Inc., as executed January 3, 1972 (A-1 to Form U-1 in 70-5015).

B-9(b) By-Laws of System Fuels, Inc., as of July 12, 1999, and as presently in effect (B-9(b) to Form U5S for the year ended December 31, 1999).

### ENTERGY OPERATIONS, INC.

B-10(a) Restated Certificate of Incorporation of Entergy Operations, Inc., effective June 8, 1990 (A-1(b) to Rule 24 Certificate in 70-7679).

B-10(b) By-Laws of Entergy Operations, Inc., as of August 23, 1999, and as presently in effect (B-10(b) to Form U5S for the year ended December 31, 1999).

ENTERGY POWER, INC.

B-11(a) Restated Certificate of Incorporation of Entergy Power, Inc., effective August 20, 1990 (B-11(a) to Form U5S for the year ended December 31, 1999).

B-11(b) By-Laws of Entergy Power, Inc., as amended as of October 26, 1995 and currently in effect (B-11(b) to Form U5S for the year ended December 31, 1999).

ENTERGY POWER DEVELOPMENT CORPORATION

B-12(a) Certificate of Incorporation of Entergy Power Development Corporation, as executed December 9, 1992 (B-14(a) to Form U5S for the year ended December 31, 1992).

B-12(b) By-Laws of Entergy Power Development Corporation, as amended as of October 26, 1995 and currently in effect (B-12(b) to Form U5S for the year ended December 31, 1999).

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ENTERGY GULF STATES

B-13(a) 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).

B-13(b) By-Laws of Entergy Gulf States effective November 26, 1999, and as presently in effect (3(ii)(d) to Form 10-K for the year ended December 31, 1999 in 1-27031).

VARIBUS L.L.C.

B-14(a) Articles of Conversion of Varibus L.L.C., as executed November 6, 2000 (B-14(a) to Form U5S for the year ended December 31, 2000).

B-14(b) Certificate of Organization of Varibus L.L.C., as executed November 6, 2000 (B-14(b) to Form U5S for the year ended December 31, 2000).

PRUDENTIAL OIL AND GAS L.L.C.

B-15(a) Articles of Conversion of Prudential Oil & Gas L.L.C., as executed November 6, 2000 (B-15(a) to Form U5S for the year ended December 31, 2000).

B-15(b) Certificate of Organization of Prudential, Oil & Gas L.L.C., as executed November 6, 2000 (B-15(b) to Form U5S for the year ended December 31, 2000).

GSG&T, INC.

B-16(a) Charter (Articles of Association) and Amendments thereto of GSG&T, Inc., as executed May 15, 1987 (B-19(a) to Form U5B).

B-16(b) By-Laws of GSG&T, Inc., as of August 10, 1998 and currently in effect (B-16(b) to Form U5S for the year ended December 31, 1998).

SOUTHERN GULF RAILWAY COMPANY

B-17(a) Charter (Articles of Association) and Amendments thereto of Southern Gulf Railway Company, as executed May 6, 1993 (B-20(a) to Form U5B).

B-17(b) By-Laws of Southern Gulf Railway Company, as of August 10, 1998 and currently in effect (B-17(b) to Form U5S for the year ended December 31, 1998).

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ENTERGY TECHNOLOGY HOLDING COMPANY

B-18(a) Certificate of Incorporation of Entergy Technology Holding Company, as executed February 12, 1996 (B-22(a) to Form U5S for the year ended December 31, 1996).

B-18(b) By-Laws of Entergy Technology Holding Company, as of February 12, 1996 and currently in effect (B-22(a) to Form U5S for the year ended December 31, 1996).

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ENTERGY POWER GENERATION CORPORATION

B-19(a) Certificate of Amendment of Certificate of Incorporation of Entergy Power Generation Corporation, as executed March 23, 2001 (B-19(a) to Form U5S for the year ended December 31, 2001).

B-19(b) By-Laws of Entergy Power Generation Corporation, as of December 26, 1996 and currently in effect (B-21(b) to Form U5S for the year ended December 31, 1997).

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ENTERGY HOLDINGS, INC.

B-20(a) Certificate of Amendment of Certificate of Incorporation of Entergy Holdings, Inc., as executed January 25, 1999 (B-24(a) to Form U5S for the year ended December 31, 1999).

B-20(b) By-Laws of Entergy Holdings, Inc., as amended November 30, 1998 and currently in effect (B-24(b) to Form U5S for the year ended December 31, 1998).

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ENTERGY NUCLEAR, INC.

B-21(a) Certificate of Incorporation of Entergy Nuclear, Inc., as executed April 10, 1996 (B-25(a) to Form U5S for the year ended December 31, 1998).

B-21(b) By-Laws of Entergy Nuclear, Inc., as amended September 10, 1998 and currently in effect (B-25(b) to Form U5S for the year ended December 31, 1998).

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ENTERGY OPERATIONS SERVICES, INC.

B-22(a) Certificate of Amendment of Certificate of Incorporation of Entergy Operations Services, Inc., as executed July 9, 1996 (B-26(a) to Form U5S for the year ended December 31, 1998).

B-22(b) By-Laws of Entergy Operations Services, Inc., as amended October 9, 1998 and currently in effect (B-26(b) to Form U5S for the year ended December 31, 1998).

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ENTERGY NUCLEAR HOLDING COMPANY # 1

B-23(a) Certificate of Amendment of Certificate of Incorporation of Entergy Nuclear Holding Company #1, as executed November 15, 2000 (B-25(a) to Form U5S for the year ended December 31, 2000).

B-23(b) By-Laws of Entergy Nuclear Holding Company #1, as amended July 6, 1999 and currently in effect (B-27(b) to Form U5S for the year ended December 31, 1999).

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ENTERGY NUCLEAR HOLDING COMPANY # 2

B-24(a) Certificate of Incorporation of Entergy Nuclear Holding Company #2, as executed May 9, 2000 (B-26(a) to Form U5S for the year ended December 31, 2000).

B-24(b) By-Laws of Entergy Nuclear Holding Company #2, as of May 9, 2000 and currently in effect (B-26(b) to Form U5S for the year ended December 31, 2000).

ENTERGY NUCLEAR HOLDING COMPANY

B-25(a) Certificate of Incorporation of Entergy Nuclear Holding Company, as executed August 31, 2001 (B-25(a) to Form U5S for the year ended December 31, 2001).

B-25(b) By-Laws of Entergy Nuclear Holding Company, as of October 24, 2000 and currently in effect (B-28(b) to Form U5S for the year ended December 31, 2000).

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ENTERGY RETAIL HOLDING COMPANY

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B-26(a) Certificate of Incorporation of Entergy Retail Holding Company, as executed August 23, 2000 (B-29(a) to Form U5S for the year ended December 31, 2000).

B-26(b) By-Laws of Entergy Retail Holding Company, as of August 23, 2000 and currently in effect (B-29(b) to Form U5S for the year ended December 31, 2000).

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ENTERGY VENTURES HOLDING COMPANY, INC.

B-27(a) Certificate of Incorporation of Entergy Ventures Holding Company, Inc., as executed November 3, 2000 (B-30(a) to Form U5S for the year ended December 31, 2000).

B-27(b) By-Laws of Entergy Ventures Holding Company, Inc., as of November 3, 2000 and currently in effect (B-30(b) to Form U5S for the year ended December 31, 2000).

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ENTERGY RESOURCES, INC.

B-28(a) Certificate of Amendment of Certificate of Incorporation of Entergy Resources, Inc., as executed July 26, 2000 (B-31(a) to Form U5S for the year ended December 31, 2000).

B-28(b) By-Laws of Entergy Resources, Inc., as of July 26, 2000 and currently in effect (B-31(b) to Form U5S for the year ended December 31, 2000).

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ENTERGY POWER GAS HOLDINGS CORPORATION

B-29(a) Certificate of Incorporation of Entergy Power Gas Holdings Corporation, as executed June 15, 2000 (B-32(a) to Form U5S for the year ended December 31, 2000).

B-29(b) By-Laws of Entergy Power Gas Holdings Corporation, as of June 15, 2000 and currently in effect (B-32(b) to Form U5S for the year ended December 31, 2000).

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ENTERGY PROCUREMENT EXCHANGE HOLDING CORPORATION

B-30(a) Certificate of Incorporation of Entergy Procurement Exchange Holding Corporation, as executed May 30, 2000 (B-33(a) to Form U5S for the year ended December 31, 2000).

B-30(b) By-Laws of Entergy Procurement Exchange Holding Corporation, as of May 30, 2000 and currently in effect (B-33(b) to Form U5S for the year ended December 31, 2000).

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ENTERGY INTERNATIONAL HOLDING LTD., LLC

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B-31(a) Amendment No. 1 to the Limited Liability Company Agreement of Entergy International Holdings Ltd., LLC, as executed March 12, 1998 (B-34(a) to Form U5S for the year ended December 31, 2000).

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ENTERGY GLOBAL POWER OPERATIONS CORPORATION

B-32(a) Certificate of Incorporation of Entergy Global Power Operations Corporation, as executed December 31, 1997 (B-35(a) to Form U5S for the year ended December 31, 2000).

B-32(b) By-Laws of Entergy Global Power Operations Corporation, as of December 31, 1997 and currently in effect (B-35(b) to Form U5S for the year ended December 31, 2000).

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ENTERGY POWER HOLDINGS USA CORPORATION

B-33(a) Certificate of Incorporation of Entergy Power Holdings USA Corporation, as executed February 24, 1999 (B-36(a) to Form U5S for the year ended December 31, 2000).

B-33(b) By-Laws of Entergy Power Holdings USA Corporation, as of February 24, 1999 and currently in effect (B-36(b) to Form U5S for the year ended December 31, 2000).

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ENTERGY POWER E&C CORPORATION

B-34(a) Certificate of Incorporation of Entergy Power E&C Corporation, as executed August 30, 2000 (B-37(a) to Form U5S for the year ended December 31, 2000).

B-34(b) By-Laws of Entergy Power E&C Corporation, as of August 30, 2000 and currently in effect (B-37(b) to Form U5S for the year ended December 31, 2000).

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ENTERGY GLOBAL TRADING HOLDINGS, LTD.

B-35(a) Certificate of Incorporation of Entergy Global Trading Holdings, Ltd., as executed April 30, 1998 (B-35(a) to Form U5S for the year ended December 31, 2001).

\*B-35(b) Memorandum of Association, as of April 30, 1998 and currently in effect.

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EWO MARKETING HOLDING, LLC

B-36(a) Amended and Restated Limited Liability Company Agreement of EWO Marketing Holding, LLC, as executed March 19, 2001 (B-36(a) to Form U5S for the year ended December 31, 2001).

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ENTERGY PTB HOLDING COMPANY

B-37(a) Certificate of Incorporation of Entergy PTB Holding Company, as executed March 1, 2001 (B-37(a) to Form U5S for the year ended December 31, 2001).

B-37(b) By-Laws of Entergy PTB Holding Company, as of February 28, 2001 and currently in effect (B-37(b) to Form U5S for the year ended December 31, 2001).

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ENTERGY THERMAL-UNO, LLC

B-38(a) Limited Liability Company Agreement of Entergy Thermal-UNO, LLC, as executed July 16, 2001 (B-38(a) to Form U5S for the year ended December 31, 2001).

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ENTERGY NUCLEAR FINANCE HOLDING, INC.

B-39(a) Amended and Restated Articles of Incorporation of Entergy Nuclear Finance Holding Company, as executed August 24, 2001 (B-39(a) to Form U5S for the year ended December 31, 2001).

B-39(b) By-laws of Entergy Nuclear Finance Holding Company, as of August 17, 2001 and currently in effect (B-39(b) to Form U5S for the year ended December 31, 2001).

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ENTERGY CORPORATION

C-1(a) See C-2(a) through C-7(e) below for instruments defining the rights of holders of long-term debt of Entergy Arkansas, Entergy Gulf States, Entergy Louisiana, Entergy Mississippi, Entergy New Orleans and System Energy.

C-1(b) Credit Agreement, dated as of May 16, 2002, among Entergy Corporation, the Banks (Citibank, N.A., ABN AMRO Bank N.V., The Bank of New York, Barclays Bank PLC, Mizuho Corporate Bank Limited, BNP Paribas, Bayerische Hypo-und Vereinsbank AG (New York Branch), J. P. Morgan Chase Bank, The Royal Bank of Scotland plc, Societe Generale, Wachovia Bank (National Association), Bank One, NA, Mellon Bank, N.A., The Bank of Nova Scotia, Morgan Stanley Bank, Union Bank of California, N.A., Deutsche Bank AG New York Branch, KBC Bank N.V., Lehman Commercial Paper Inc., Regions Bank, and Westdeutsche Landesbank Girozentrale), and Citibank, N.A., as Agent (4(a) to Form 10-Q for the quarter ended June 30, 2002 in 1-11299).

C-1(c) Assumption Agreement, dated July 15, 2002, among Entergy Corporation, CO Bank, ACB, (as Additional Lender), and Citibank N.A., (as Administrative Agent) (4(b) to Form 10-Q for the quarter ended June 30, 2002 in 1-11299).

C-1(d) Indenture, dated as of December 1, 2002, between Entergy Corporation and Deutsche Bank Trust Company Americas, as Trustee (4(a)4 to Form 10-K for the year ended December 31, 2002 in 1-11299).

C-1(e) Officer' Certificate for Entergy Corporation (4(a)5 to Form 10-K for the year ended December 31, 2002 in 1-11299).



ENTERGY ARKANSAS

C-2(a) Mortgage and Deed of Trust, dated as of October 1, 1944, as amended by fifty-eight Supplemental Indentures (Filed, respectively, as the exhibits and in the file numbers indicated: 7(d) in 2-5463 (Mortgage); 7(b) in 2-7121 (First); 7(c) in 2-7605 (Second); 7(d) in 2-8100 (Third); 7(a)-4 in 2-8482 (Fourth); 7(a)-5 in 2-9149 (Fifth); 4(a)-6 in 2-9789 (Sixth); 4(a)-7 in 2-10261 (Seventh); 4(a)-8 in 2-11043 (Eighth); 2(b)-9 in 2-11468 (Ninth); 2(b)-10 in 2-15767 (Tenth); D in 70-3952 (Eleventh); D in 70-4099 (Twelfth); 4(d) in 2-23185 (Thirteenth); 2(c) in 2-24414 (Fourteenth); 2(c) in 2-25913 (Fifteenth); 2(c) in 2-28869 (Sixteenth); 2(d) in 2-28869 (Seventeenth); 2(c) in 2-35107 (Eighteenth); 2(d) in 2-36646 (Nineteenth); 2(c) in 2-39253 (Twentieth); 2(c) in 2-41080 (Twenty-first); C-1 to Rule 24 Certificate in 70-5151 (Twenty-second); C-1 to Rule 24 Certificate in 70-5257 (Twenty-third); C to Rule 24 Certificate in 70-5343 (Twenty-fourth); C-1 to Rule 24 Certificate in 70-5404 (Twenty-fifth); C to Rule 24 Certificate in 70-5502 (Twenty-sixth); C-1 to Rule 24 Certificate in 70-5556 (Twenty-seventh); C-1 to Rule 24 Certificate in 70-5693 (Twenty-eighth); C-1 to Rule 24 Certificate in 70-6078 (Twenty-ninth); C-1 to Rule 24 Certificate in 70-6174 (Thirtieth); C-1 to Rule 24 Certificate in 70-6246 (Thirty-first); C-1 to Rule 24 Certificate in 70-6498 (Thirty-second); A-4b-2 to Rule 24 Certificate in 70-6326 (Thirty-third); C-1 to Rule 24 Certificate in 70-6607 (Thirty-fourth); C-1 to Rule 24 Certificate in 70-6650 (Thirty-fifth); C-1 to Rule 24 Certificate, dated December 1, 1982, in 70-6774 (Thirty-sixth); C-1 to Rule 24 Certificate, dated February 17, 1983, in 70-6774 (Thirty-seventh); A-2(a) to Rule 24 Certificate, dated December 5, 1984, in 70-6858 (Thirty-eighth); A-3(a) to Rule 24 Certificate in 70-7127 (Thirty-ninth); A-7 to Rule 24 Certificate in 70-7068 (Fortieth); A-8(b) to Rule 24 Certificate, dated July 6, 1989, in 70-7346 (Forty-first); A-8(c) to Rule 24 Certificate, dated February 1, 1990, in 70-7346 (Forty-second); 4 to Form 10-Q for the quarter ended September 30, 1990, in 1-10764 (Forty-third); A-2(a) to Rule 24 Certificate, dated November 30, 1990, in 70-7802 (Forty-fourth); and A-2(b) to Rule 24 Certificate, dated January 24, 1991, in 70-7802 (Forty-fifth); and 4(d)(2) in 33-54298 (Forty-sixth) 4(c)(2) to Form 10-K for the year ended December 31, 1992 in 1-10764 (Forty-seventh); 4(b) to Form 10-Q for the quarter ended June 30, 1993 in 1-10764 (Forty-eighth); 4(c) to Form 10-Q for the quarter ended June 30, 1993 in 1-10764 (Forty-ninth); 4(b) to Form 10-Q for the quarter ended September 30, 1993 in 1-10764 (Fiftieth); 4(c) to Form 10-Q for the quarter ended September 30, 1993 in 1-10764 (Fifty-first); 4(a) to Form 10-Q for the quarter ended June 30, 1994 (Fifty-second); C-2 to Form U5S for the year ended December 31, 1995 (Fifty-third); C-2(a) to Form U5S for the year ended December 31, 1996 (Fifty-fourth); 4(a) to Form 10-Q for the quarter ended March 31, 2000 in 1-10764 (Fifty-fifth); 4(a) to Form 10-Q for the quarter ended September 30, 2001 in 1-10764 (Fifty-sixth); C-2(a) to Form U5S for the year ended December 31, 2001 (Fifty-seventh); and 4(c)1 to Form 10-K for the year ended December 31, 2002 (Fifty-eighth)).

C-2(b) Indenture for Unsecured Subordinated Debt Securities relating to Trust Securities between Entergy Arkansas and Bank of New York (as Trustee), dated as of August 1, 1996 (A-1(a) to Rule 24 Certificate dated August 26, 1996 in 70-8723).

C-2(c) Amended and Restated Trust Agreement of Entergy Arkansas Capital I, dated as of August 14, 1996 (A-3(a) to Rule 24 Certificate dated August 26, 1996 in 70-8723).

C-2(d) Guarantee Agreement between Entergy Arkansas (as Guarantor) and The Bank of New York (as Trustee), dated as of August 14, 1996, with respect to Entergy Arkansas Capital I's obligations on its 8 1/2% Cumulative Quarterly Income Preferred Securities, Series A (A-4(a) to Rule 24 Certificate dated August 26, 1996 in 70-8723).

ENTERGY LOUISIANA

C-3(a) Mortgage and Deed of Trust, dated as of April 1, 1944, as amended by fifty-six Supplemental Indentures (Filed, respectively, as the exhibits and in the file numbers indicated: 7(d) in 2-5317 (Mortgage); 7(b) in 2-7408 (First); 7(c) in 2-8636 (Second); 4(b)-3 in 2-10412 (Third); 4(b)-4 in 2-12264 (Fourth); 2(b)-5 in 2-12936 (Fifth); D in 70-3862 (Sixth); 2(b)-7 in 2-22340 (Seventh); 2(c) in 2-24429 (Eighth); 4(c)-9 in 2-25801 (Ninth); 4(c)-10 in 2-26911

(Tenth); 2(c) in 2-28123 (Eleventh); 2(c) in 2-34659 (Twelfth); C to Rule 24 Certificate in 70-4793 (Thirteenth); 2(b)-2 in 2-38378 (Fourteenth); 2(b)-2 in 2-39437 (Fifteenth); 2(b)-2 in 2-42523 (Sixteenth); C to Rule 24 Certificate in 70-5242 (Seventeenth); C to Rule 24 Certificate in 70-5330 (Eighteenth); C-1 to Rule 24 Certificate in 70-5449 (Nineteenth); C-1 to Rule 24 Certificate in 70-5550 (Twentieth); A-6(a) to Rule 24 Certificate in 70-5598 (Twenty-first); C-1 to Rule 24 Certificate in 70-5711 (Twenty-second); C-1 to Rule 24 Certificate in 70-5919 (Twenty-third); C-1 to Rule 24 Certificate in 70-6102 (Twenty-fourth); C-1 to Rule 24 Certificate in 70-6169 (Twenty-fifth); C-1 to Rule 24 Certificate in 70-6278 (Twenty-sixth); C-1 to Rule 24 Certificate in 70-6355 (Twenty-seventh); C-1 to Rule 24 Certificate in 70-6508 (Twenty-eighth); C-1 to Rule 24 Certificate in 70-6556 (Twenty-ninth); C-1 to Rule 24 Certificate in 70-6635 (Thirtieth); C-1 to Rule 24 Certificate in 70-6834 (Thirty-first); C-1 to Rule 24 Certificate in 70-6886 (Thirty-second); C-1 to Rule 24 Certificate in 70-6993 (Thirty-third); C-2 to Rule 24 Certificate in 70-6993 (Thirty-fourth); C-3 to Rule 24 Certificate in 70-6993 (Thirty-fifth); A-2(a) to Rule 24 Certificate in 70-7166 (Thirty-sixth); A-2(a) to Rule 24 Certificate in 70-7226 (Thirty-seventh); C-1 to Rule 24 Certificate in 70-7270 (Thirty-eighth); 4(a) to Quarterly Report on Form 10-Q for the quarter ended June 30, 1988, in 1-8474 (Thirty-ninth); A-2(b) to Rule 24 Certificate in 70-7553 (Fortieth); A-2(d) to Rule 24 Certificate in 70-7553 (Forty-first); A-3(a) to Rule 24 Certificate, in 70-7822 (Forty-second); A-3(b) to Rule 24 Certificate in 70-7822 (Forty-third); A-2(b) to Rule 24 Certificate in 70-7822 (Forty-fourth); and A-3(c) to Rule 24 Certificate in 70-7822 (Forty-fifth); A-2(c) to Rule 24 Certificate dated April 7, 1993 in 70-7822 (Forty-sixth); A-3(d) to Rule 24 Certificate dated June 4, 1993 in 70-7822 (Forty-seventh); A-3(e) to Rule 24 Certificate dated December 21, 1993 in 70-7822 (Forty-eighth); A-3(f) to Rule 24 Certificate dated August 1, 1994 in 70-7822 (Forty-ninth); A-4(c) to Rule 24 Certificate dated September 28, 1994 in 70-7653 (Fiftieth); A-2(a) to Rule 24 Certificate dated April 4, 1996 in 70-8487 (Fifty-first); A-2(a) to Rule 24 Certificate dated April 3, 1998 in 70-9141 (Fifty-second); A-2(b) to Rule 24 Certificate dated April 9, 1999 in 70-9141 (Fifty-third); A-3(a) to Rule 24 Certificate dated July 6, 1999 in 70-9141 (Fifty-fourth); A-2(c) to Rule 24 Certificate dated June 2, 2000 in 70-9141 (Fifty-fifth); and A-2(d) to Rule 24 Certificate dated April 4, 2002 in 70-9141 (Fifty-sixth)).

C-3(b) Facility Lease No. 1, dated as of September 1, 1989, between First National Bank of Commerce, as Owner Trustee, and Entergy La. (4(c)-1 in 33-30660).

C-3(c) Facility Lease No. 2, dated as of September 1, 1989, between First National Bank of Commerce, as Owner Trustee, and Entergy La. (4(c)-2 in 33-30660).

C-3(d) Facility Lease No. 3, dated as of September 1, 1989, between First National Bank of Commerce, as Owner Trustee, and Entergy La. (4(c)-3 in 33-30660).

C-3(e) Indenture for Unsecured Subordinated Debt Securities relating to Trust Securities, dated as of July 1, 1996 (A-14(a) to Rule 24 Certificate dated July 25, 1996 in 70-8487).

C-3(f) Amended and Restated Trust Agreement of Entergy Louisiana Capital I dated July 16, 1996 of Series A Preferred Securities (A-16(a) to Rule 24 Certificate dated July 25, 1996 in 70-8487).

C-3(g) Guarantee Agreement between Entergy Louisiana, Inc. (as Guarantor) and The Bank of New York (as Trustee) dated as of July 16, 1996 with respect to Entergy Louisiana Capital I's obligation on its 9% Cumulative Quarterly Income Preferred Securities, Series A (A-19(a) to Rule 24 Certificate dated July 25, 1996 in 70-8487).

#### ENTERGY MISSISSIPPI

C-4(a) Mortgage and Deed of Trust, dated as of February 1, 1988, as amended by nineteen Supplemental Indentures (Filed, respectively, as the exhibits and in the file numbers indicated: A-2(a)-2 to Rule 24 Certificate in 70-7461 (Mortgage); A-2(b)-2 to Rule 24 Certificate in 70-7461 (First); A-5(b) to Rule 24 Certificate in 70-7419 (Second);

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A-4(b) to Rule 24 Certificate in 70-7554 (Third); A-1(b)-1 to Rule 24 Certificate in 70-7737 (Fourth); A-2(b) to Rule 24 Certificate in 70-7914 (Fifth); A-2(e) to Rule 24 Certificate in 70-7914 (Sixth); A-2(g) to Form U-1 in 70-7914 (Seventh); A-2(i) to Rule 24 Certificate in 70-7914 (Eighth); A-2(j) to Rule 24 Certificate dated July 22, 1994 in 70-7914 (ninth); A-2(l) to Rule 24 Certificate dated April 21, 1995 in 70-7914 (Tenth); A-2(a) to Rule 24 Certificate dated June 27, 1997 in 70-8719 (Eleventh); A-2(b) to Rule 24 Certificate dated April 16, 1998 in 70-8719(Twelfth); A-2(c) to Rule 24 Certificate dated May 12, 1999 in 70-8719 (Thirteenth); A-3(a) to Rule 24 Certificate dated June 8, 1999 in 70-8719 (Fourteenth); A-2(d) to Rule 24 Certificate dated February 24, 2000 in 70-8719 (Fifteenth); A-2(a) to Rule 24 Certificate dated February 9, 2001 in 70-9757 (Sixteenth); A-2(b) to Rule 24 Certificate dated October 31, 2002 in 70-9757 (Seventeenth); A-2(c) to Rule 24 Certificate dated December 2, 2002 in 70-9757 (Eighteenth); and A-2(d) to Rule 24 Certificate dated February 6, 2003 in 70-9757 (Nineteenth)).

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### ENTERGY NEW ORLEANS

C-5(a) Mortgage and Deed of Trust, dated as of May 1, 1987, as amended by ten Supplemental Indentures (Filed, respectively, as the exhibits and in the file numbers indicated: A-2(c) to Rule 24 Certificate in 70-7350 (Mortgage); A-5(b) to Rule 24 Certificate in 70-7350 (First); A-4(b) to Rule 24 Certificate in 70-7448 (Second); 4(f)4 to Form 10-K for the year ended December 31, 1992 in 0-5807 (Third); 4(a) to Form 10-Q for the quarter ended September 30, 1993 in 0-5807 (Fourth); 4(a) to Form 8-K dated April 26, 1995 in 0-5807 (Fifth); 4(a) to Form 8-K dated March 22, 1996 in 0-5807 (Sixth); 4(b) to Form 10-Q for the quarter ended June 30, 1998 in 0-5807 (Seventh); 4(d) to Form 10-Q for the quarter ended June 30, 2000 in 0-5807 (Eighth); C-5(a) to Form U5S for the year ended December 31, 2000 (Ninth); and 4(b) to Form 10-Q for the quarter ended September 30, 2002 in 0-5807 (Tenth)).

### SYSTEM ENERGY

C-6(a) Mortgage and Deed of Trust, dated as of June 15, 1977, as amended by twenty-two Supplemental Indentures (Filed, respectively, as the exhibits and in the file numbers indicated: A-1 in 70-5890 (Mortgage); B and C to Rule 24 Certificate in 70-5890 (First); B to Rule 24 Certificate in 70-6259 (Second); 20(a)-5 to Form 10-Q for the quarter ended June 30, 1981, in 1-3517 (Third); A-1(e)-1 to Rule 24 Certificate in 70-6985 (Fourth); B to Rule 24 Certificate in 70-7021 (Fifth); B to Rule 24 Certificate in 70-7021 (Sixth); A-3(b) to Rule 24 Certificate in 70-7026 (Seventh); A-3(b) to Rule 24 Certificate in 70-7158 (Eighth); B to Rule 24 Certificate in 70-7123 (Ninth); B-1 to Rule 24 Certificate in 70-7272 (Tenth); B-2 to Rule 24 Certificate in 70-7272 (Eleventh); B-3 to Rule 24 Certificate in 70-7272 (Twelfth); B-1 to Rule 24 Certificate in 70-7382 (Thirteenth); and B-2 to Rule 24 Certificate in 70-7382 (Fourteenth); A-2(c) to Rule 24 Certificate in 70-7946 (Fifteenth); A-2(c) to Rule 24 Certificate in 70-7946 (Sixteenth); A-2(d) to Rule 24 Certificate in 70-7946 (Seventeenth); A-2(e) to Rule 24 Certificate in 70-7946 (Eighteenth); A-2(g) to Rule 24 Certificate dated May 6, 1994 in 70-7946 (Nineteenth); A-2(a)(1) to Rule 24 Certificate dated August 8, 1996 in 70-8511 (Twentieth); A-2(a)(2) to Rule 24 Certificate dated August 8, 1996 in 70-8511 (Twenty-first); and A-2(a) to Rule 24 Certificate dated October 4, 2002 in 70-9753 (Twenty-second)).

C-6(b) Facility Lease No. 1, dated as of December 1, 1988, between Meridian Trust Company and Stephen M. Carta, (Steven Kaba, Seccessor) 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).

C-6(c) Facility Lease No. 2, dated as of December 1, 1988, between Meridian Trust Company and Stephen M. Carta, 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).

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#### ENTERGY GULF STATES

C-7(a) Indenture of Mortgage, dated September 1, 1926, as amended by certain Supplemental Indentures (B-a-I-1 in 2-2449 (Mortgage); 7-A-9 in 2-6893 (Seventh); B to Form 8-K dated September 1, 1959 (Eighteenth); B to Form 8-K dated February 1, 1966 (Twenty-second); B to Form 8-K dated March 1, 1967 (Twenty-third); C to Form 8-K dated March 1, 1968 (Twenty-fourth); B to Form 8-K dated November 1, 1968 (Twenty-fifth); B to Form 8-K dated April 1, 1969 (Twenty-sixth); 2-A-8 in 2-66612 (Thirty-eighth); 4-2 to Form 10-K for the year ended December 31, 1984 in 1-27031 (Forty-eighth); 4-2 to Form 10-K for the year ended December 31, 1988 in 1-27031 (Fifty-second); 4 to Form 10-K for the year ended December 31, 1991 in 1-27031 (Fifty-third); 4 to Form 8-K dated July 29, 1992 in 1-27031 (Fifth-fourth); 4 to Form 10-K dated December 31, 1992 in 1-27031 (Fifty-fifth); 4 to Form 10-Q for the quarter ended March 31, 1993 in 1-27031 (Fifty-sixth); 4-2 to 2-76551 (Fifty-seventh); 4(b) to Form 10-Q for the quarter ended March 31, 1999 in 1-27031 (Fifty-eighth); A-2(a) to Rule 24 Certificate dated June 23, 2000 in 70-8721 (Fifty-ninth); A-2(a) to Rule 24 Certificate dated September 10, 2001 in 70-9751 (Sixtieth); A-2(b) to Rule 24 Certificate dated November 18, 2002 in 70-9751 (Sixty-first); and A-2(c) to Rule 24 Certificate dated December 6, 2002 in 70-9751 (Sixty-second)).

C-7(b) Indenture, dated March 21, 1939, accepting resignation of The Chase National Bank of the City of New York as trustee and appointing Central Hanover Bank and Trust Company as successor trustee (B-a-1-6 in 2-4076).

C-7(c) Indenture for Unsecured Subordinated Debt Securities relating to Trust Securities, dated as of January 15, 1997 (A-11(a) to Rule 24 Certificate dated February 6, 1997 in 70-8721).

C-7(d) Amended and Restated Trust Agreement of Entergy Gulf States Capital I dated January 28, 1997 of Series A Preferred Securities (A-13(a) to Rule 24 Certificate dated February 6, 1997 in 70-8721).

C-7(e) Guarantee Agreement between Entergy Gulf States, Inc. (as Guarantor) and The Bank of New York (as Trustee) dated as of January 28, 1997 with respect to Entergy Gulf States Capital I's obligation on its 8.75% Cumulative Quarterly Income Preferred Securities, Series A (A-14(a) to Rule 24 Certificate dated February 6, 1997 in 70-8721).

#### ENTERGY CORPORATION SYSTEM COMPANIES

D-1 Copy of the 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).

D-2 Copy of First Amendment to the Middle South Utilities, Inc. and Subsidiary Companies Intercompany Income Tax Allocation Agreement, dated January 1, 1990 (D-2 to Form U5S for the year ended December 31, 1989).

D-3 Copy of Second Amendment to the Entergy Corporation and Subsidiary Companies Intercompany Income Tax Allocation Agreement, dated January 1, 1992 (D-3 to Form U5S for the year ended December 31, 1992).

D-4 Copy of Third Amendment to the Entergy Corporation and Subsidiary Companies Intercompany Income Tax Allocation Agreement, dated January 1, 1994 (D-3(a) to Form U5S for the year ended December 31, 1993).

D-5 Copy of Fourth Amendment to the Entergy Corporation and Subsidiary Companies Intercompany Income Tax Allocation Agreement, dated April 1, 1997 (D-5 to Form U5S for the year ended December 31, 1996).

\*F Entergy Arkansas Preferred Stock Redeemed During 2002; Entergy Arkansas Long-Term Debt, including First Mortgage Bonds, Retired During 2002; Entergy Gulf States Preferred Stock Redeemed During 2002; Entergy Gulf States Long-Term Debt Retired During 2002; Entergy Louisiana Preferred Stock Redeemed During 2002; Entergy Louisiana Long-Term Debt, including First Mortgage Bonds, Retired During 2002; Entergy Mississippi Preferred Stock Redeemed During 2002; Entergy Mississippi Long-Term Debt, including First Mortgage Bonds, Retired During 2002; Entergy New Orleans Preferred Stock Redeemed During 2002; Entergy New Orleans General & Refunding Mortgage Bonds Retired During 2002; and System Energy Long-Term Debt, including First Mortgage Bonds Retired during 2002.

H See "Item 1 System Companies and Investments Therein as of December 31, 2002" for a copy of the organization chart of Entergy Corporation and its subsidiaries, showing the relationship of each EWG or foreign utility in which the system holds an interest to other system companies, dated December 31, 2002.

\*I-1 Independent Auditors' Report, Financial Statements and Notes to Financial Statements of Entergy Power Development Corporation for the year ended December 31, 2002 (Exhibit I-1 is being filed pursuant to Rule 104.).

\*I-2 Independent Auditors' Report, Financial Statements and Notes to Financial Statements of Entergy Global Power Operations Corporation for the year ended December 31, 2002 (Exhibit I-2 is being filed pursuant to Rule 104.).

\*I-3 Independent Auditors' Report, Financial Statements and Notes to Financial Statements of Entergy International Ltd. LLC for the year ended December 31, 2002 (Exhibit I-3 is being filed pursuant to Rule 104.).

\*I-4 Independent Auditors' Report, Financial Statements and Notes to Financial Statements of Entergy Nuclear Holding Company #1 for the year ended December 31, 2002 (Exhibit I-5 is being filed pursuant to Rule 104.).

\*I-5 Independent Auditors' Report, Financial Statements and Notes to Financial Statements of Entergy Nuclear Holding Company #3 for the year ended December 31, 2002 (Exhibit I-6 is being filed pursuant to Rule 104.).

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\* Exhibits indicated by an asterisk preceding the exhibit number are filed herewith. The balance of the exhibits have heretofore been filed with the Securities and Exchange Commission, respectively, as the exhibits and in the file numbers indicated and are incorporated herein by reference.

The Jackson Gas Light Company, Entergy Power & Light Company and The Light, Heat and Water Company of Jackson, Mississippi are inactive companies and copies of exhibits are not included for this reason. No exhibits pertaining to ARKCO are included. (See notes (4) and (5) to Item 1 of this Form.)

EXHIBIT F

#### ITEM 4. SUPPORTING SCHEDULES

Entergy Arkansas: Long-Term Debt Redeemed in 2002
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Series

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	Interest Rate	Maturity Date	Principal Amount	Consideration
Pope County Solid waste disposal 1990	8.000%	11/01/2020		
			\$20,000,000	\$20,000,000
Pope County Solid waste disposal 1991	8.000%	01/01/2021		
			\$27,000,000	\$27,000,000
First Mortgage Bonds	8.750%	03/01/2026		
			\$85,000,000	\$85,000,000
			\$132,000,000	\$132,000,000
			\$132,000,000	\$132,000,000

Entergy Arkansas: Long-Term Debt Retired in 2002

Series

Interest Rate

Maturity Date

Principal Amount

		Consideration
First Mortgage Bonds		
	7.000%	
	03/01/2002	
		\$85,000,000
		\$85,000,000
Entergy Gulf States: Preferred Stock Redeemed in 2002		
Series		
	Dividend Rate	
		Number of Shares
		Consideration
Adjustable Rate Series A		
	7.00%	
		4,546
		\$454,600
Adjustable Rate Series B		
	7.00%	
		28,068
		\$1,403,400
		32,614
		\$1,858,000
Entergy Gulf States: Long-Term Debt Redeemed in 2002		
Series		
	Interest Rate	
	Maturity Date	
		Principal Amount

		Consideration
FMB LIBOR Quarterly Rate		
	LIBOR + 1.2%	
	06/02/2003	
		\$30,000,000
		\$30,000,000
FMB LIBOR Quarterly Rate		
	LIBOR + 1.2%	
	06/02/2003	
		\$10,000,000
		\$10,000,000
First Mortgage Bonds		
	6.750%	
	03/01/2003	
		\$6,000,000
		\$6,000,000
		\$46,000,000
		\$46,000,000
Entergy Gulf States: Long-Term Debt Retired in 2002		
Series		
	Interest Rate	
	Maturity Date	
		Principal Amount
		Consideration
First Mortgage Bonds		
	8.210%	



01/01/2002

\$147,920,510

\$147,920,510

Entergy Louisiana: Long-Term Debt Redeemed in 2002

Series

Interest Rate

Maturity Date

Principal Amount

Consideration

First Mortgage Bonds

8.750%

03/01/2026

\$115,000,000

\$115,000,000

Entergy Louisiana: Long-Term Debt Retired in 2002

Series

Interest Rate

Maturity Date

Principal Amount

Consideration

Waterford 3 Sale/Leaseback Principal payment

\$15,967,772

\$15,967,772

First Mortgage Bonds

7.500%

01/01/2002

\$23,000,000

\$23,000,000

First Mortgage Bonds

5.800%

03/01/2002

\$75,000,000

\$75,000,000

First Mortgage Bonds

7.740%

07/01/2002

\$56,400,000

\$56,400,000

First Mortgage Bonds

7.500%

11/01/2002

\$15,259,000

\$15,259,000

\$185,626,772

\$185,626,772

EXHIBIT F

ITEM 4. SUPPORTING SCHEDULES (continued)

Entergy Mississippi: Long-Term Debt Retired in 2002						
Series	Interest Rate		Maturity Date	Principal Amount		Consideration
General & Refunding Mortgage Bonds	6.875%		06/01/2002	\$65,000,000		\$65,000,000

Entergy New Orleans: Long-Term Debt Redeemed in 2002					
Series	Interest Rate		Maturity Date	Principal Amount	Consideration
First Mortgage Bonds	7.000%		03/01/2003	\$25,000,000	\$25,000,000
System Energy Resources: Long-Term Debt Retired in 2002					
Series	Interest Rate		Maturity Date	Principal Amount	Consideration
Grand Gulf Sale/Leaseback Principal payment				\$30,890,680	\$30,890,680
First Mortgage Bonds	8.250%		10/01/2002	\$70,000,000	\$70,000,000
				\$100,890,680	\$100,890,680

\* All retirements of securities were made in reliance on Rule 42 promulgated under the Holding Company Act.

## SIGNATURES

The undersigned system company has duly caused this annual report to be signed on its behalf by the undersigned, thereunto duly authorized, pursuant to the requirements of the Public Utility Holding Company Act of 1935.

CORPORATION

ENTERGY

LangstonBy: /s/ Nathan E.

Officer

Nathan E. Langston  
Senior Vice President and Chief Accounting

Dated: April 30, 2003

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Entergy Corporation Annual Report (Form U5S) to the Securities and Exchange Commission, filed pursuant to the Public Utility Holding Company Act of 1935, for the year ended December 31, 2002, of our reports dated February 21, 2003, which Entergy Corporation reports include an explanatory paragraph regarding the change in 2002 in the method of accounting for goodwill and intangible assets and the change in 2001 in the method of accounting for derivative instruments, appearing in the combined Annual Report (Form 10-K) to the Securities and Exchange Commission of Entergy Corporation and the financial statements of its subsidiaries (Entergy Arkansas, Inc., Entergy Gulf States, Inc., Entergy Louisiana, Inc., Entergy Mississippi, Inc., Entergy New Orleans, Inc. and System Energy Resources, Inc.) for the year ended December 31, 2002.

Deloitte and Touche LLP

New Orleans, Louisiana  
April 30, 2003

ENTERGY CORPORATION AND SUBSIDIARIES  
CONSOLIDATING STATEMENT OF INCOME (LOSS)  
YEAR ENDED DECEMBER 31, 2002  
(In Thousands, Except Share Data)

	CONSOLIDATED	INTERCOMPANY ELIMINATIONS AND ADJUSTMENTS	EN ARK
Operating Revenues:			
Domestic electric	\$ 6,646,414	\$ 1,661,188	\$1,5
Natural gas	125,353	....	
Competitive businesses	1,533,268	(1,421,156)	
	-----	-----	-----
Total	8,305,035	240,032	1,5
Operating Expenses:			
Operation:			
Fuel for electric generation and fuel-related expenses	2,154,596	(199,986)	2
Purchased power	832,334	810,435	3
Nuclear refueling outage expenses	105,592	(46,790)	
Provision for turbine commitments, asset impairments and restructuring charges	428,456	(365,693)	
Other operation and maintenance	2,488,112	80,238	5

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Decommissioning	30,458	....	
Taxes other than income taxes	380,462	(32,107)	
Depreciation and amortization	839,181	(35,841)	1
Other regulatory charges (credits) - net	(141,836)	....	(1)
	-----		
Total	7,117,355	210,256	1,2
	-----		
Operating Income	1,187,680	29,776	3
	-----		
Other Income (Deductions):			
Allowance for equity funds used during construction	31,658	....	
Gain / (loss) on sale of assets	6,612	(1,216)	
Interest and dividend income	118,325	(44,281)	
Equity in earnings of subsidiaries	183,878	445,489	
Miscellaneous - net	7,280	(32,117)	
	-----		
Total	347,753	367,875	
	-----		
Interest and Other Charges:			
Interest on long-term debt	507,604	(63,811)	
Other interest - net	116,519	(55,381)	
Distributions on preferred securities of subsidiaries	18,838	....	
Allowance for borrowed funds used during construction	(24,538)	....	
	-----		
Total	618,423	(119,192)	
	-----		
Income (Loss) Before Income Taxes	917,010	516,843	2
	-----		
Income Taxes	293,938	(9,621)	
	-----		
Net Income (Loss)	623,072	526,464	1
	-----		
Preferred Dividend Requirements and other	23,712	....	
	-----		
Earnings (Loss) Applicable to Common Stock	\$ 599,360	\$ 526,464	\$ 1
	=====		
Earnings per average common share			
Basic	\$2.69		
Diluted	\$2.64		
Dividends declared per common share	\$1.34		
Average number of common shares outstanding			
Basic	223,047,431		
Diluted	227,303,103		

ENTERGY CORPORATION AND SUBSIDIARIES  
CONSOLIDATING STATEMENT OF INCOME (LOSS)  
YEAR ENDED DECEMBER 31, 2002  
(In Thousands, Except Share Data)

ENTERGY

ENTERGY

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	MISSISSIPPI	NEW ORLEANS	E
Operating Revenues:			
Domestic electric	\$ 991,095	\$ 424,527	\$ 6
Natural gas	....	83,347	
Competitive businesses	....	....	
Total	991,095	507,874	6
Operating Expenses:			
Operation:			
Fuel for electric generation and fuel-related expenses	318,350	163,323	
Purchased power	315,963	158,191	
Nuclear refueling outage expenses	....	....	
Other operation and maintenance	170,052	98,511	
Decommissioning	....	....	
Taxes other than income taxes	47,993	40,099	1
Depreciation and amortization	55,409	27,699	
Other regulatory charges (credits) - net	(23,438)	2,701	
Total	884,329	490,524	3
Operating Income	106,766	17,350	2
Other Income (Deductions):			
Allowance for equity funds used during construction	3,844	1,835	
Gain / (loss) on sale of assets	....	1,985	
Interest and dividend income	4,213	689	
Equity in earnings of subsidiaries	....	....	
Miscellaneous - net	(2,572)	(1,401)	
Total	5,485	3,108	
Interest and Other Charges:			
Interest on long-term debt	42,580	18,011	
Other interest - net	2,884	4,939	
Distributions on preferred securities of subsidiaries	....	....	
Allowance for borrowed funds used during construction	(3,467)	(1,840)	
Total	41,997	21,110	
Income (Loss) Before Income Taxes	70,254	(652)	1
Income Taxes	17,846	(422)	
Net Income (Loss)	52,408	(230)	1
Preferred Dividend Requirements and other	3,369	965	
Earnings (Loss) Applicable to Common Stock	\$ 49,039	\$ (1,195)	\$ 1

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CONSOLIDATING STATEMENT OF INCOME (LOSS)  
YEAR ENDED DECEMBER 31, 2002  
(In Thousands, Except Share Data)

	ENTERGY POWER (unaudited)	ENTERGY SERVICES (unaudited)	SY FU (unau
Operating Revenues:			
Domestic electric	\$ . . . .	\$ 649,664	\$ 1
Natural gas	. . . .	. . . .	
Competitive businesses	33,908	. . . .	
Total	33,908	649,664	1
Operating Expenses:			
Operation:			
Fuel for electric generation and fuel-related expenses	10,021	. . . .	
Purchased power	6,637	. . . .	
Nuclear refueling outage expenses	. . . .	. . . .	
Provision for turbine commitments, asset impairments and restructuring charges	. . . .	. . . .	
Other operation and maintenance	14,945	607,770	
Decommissioning	. . . .	. . . .	
Taxes other than income taxes	446	13,446	
Depreciation and amortization	3,849	23,981	
Other regulatory charges (credits) - net	. . . .	. . . .	
Total	35,898	645,197	
Operating Income	(1,990)	4,467	
Other Income (Deductions):			
Allowance for equity funds used during construction	. . . .	. . . .	
Gain / (loss) on sale of assets	. . . .	. . . .	
Interest and dividend income	98	. . . .	
Equity in earnings of subsidiaries	. . . .	. . . .	
Miscellaneous - net	(33)	(10,078)	
Total	65	(10,078)	
Interest and Other Charges:			
Interest on long-term debt	. . . .	. . . .	
Other interest - net	. . . .	406	
Distributions on preferred securities of subsidiaries	. . . .	. . . .	
Allowance for borrowed funds used during construction	. . . .	. . . .	
Total	. . . .	406	
Income (Loss) Before Income Taxes	(1,925)	(6,017)	
Income Taxes	(1,034)	(6,017)	
Net Income (Loss)	(891)	. . . .	
Preferred Dividend Requirements and other	. . . .	. . . .	

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Earnings (Loss) Applicable to Common Stock

\$ (891) \$ .... \$

ENTERGY CORPORATION AND SUBSIDIARIES  
CONSOLIDATING STATEMENT OF CASH FLOWS  
YEAR ENDED DECEMBER 31, 2002  
(In Thousands)

	CONSOLIDATED	INTERCOMPANY ELIMINATIONS AND ADJUSTMENTS	ENT ARKA
OPERATING ACTIVITIES:			
Net Income (Loss)	\$ 623,072	\$ 526,464	\$ 1
Noncash items included in net income			
Reserve for regulatory adjustments	18,848	(7,701)	
Other regulatory charges (credits) - net	(141,836)	(1)	(1)
Depreciation, amortization and decommissioning	869,638	(35,841)	1
Deferred income taxes and investment tax credits	(256,664)	267,557	
Allowance for equity funds used during construction	(31,658)	1	
Gain on sale of assets - net	(6,612)	1,218	
Equity in undistributed earnings of subsidiaries	(181,878)	(447,489)	
Provision for turbine commitments and asset impairments	428,456	(392,038)	
Changes in working capital:			
Receivables	(43,957)	54,640	
Fuel inventory	1,030	(1)	
Accounts payable	286,230	(120,331)	
Taxes accrued	462,956	104,187	
Interest accrued	7,209	(21,581)	
Deferred fuel	156,181	....	
Other working capital accounts	(286,232)	(395,252)	
Provision for estimated losses and reserves	10,533	(1,760)	
Common stock dividends received	....	618,400	
Changes in other regulatory assets	71,132	79,102	1
Changes in other deferred credits	....	10,423	
Other	195,255	76,616	
Net cash flow provided by (used in) operating activities	2,181,703	316,613	3
INVESTING ACTIVITIES:			
Construction/capital expenditures	(1,530,301)	390,066	(2)
Allowance for equity funds used during construction	31,658	(1)	
Nuclear fuel purchases	(250,309)	(35,512)	
Proceeds from sale/leaseback of nuclear fuel	183,664	134,000	
Investment in subsidiaries	....	(256,212)	
Proceeds from sale of assets and businesses	215,088	(215,088)	
Investment in nonregulated/nonutility properties	(216,956)	216,956	
Loans to affiliates	....	....	
Decrease (increase) in other investments	38,964	(38,964)	
Changes in other temporary investments - net	150,000	....	
Decommissioning trust contributions and realized change in trust assets	(84,914)	27,232	
Other regulatory investments	(39,390)	....	
Other	114,033	(109,493)	



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Net cash flow provided by (used in) investing activities	(1,388,463)	112,984	(2)
<b>FINANCING ACTIVITIES:</b>			
Proceeds from issuance of:			
Long-term debt	1,197,330	(40)	1
Common stock	130,061	(1,716)	
Retirement of long-term debt	(1,341,274)	481,806	(1)
Repurchase of common stock	(118,499)	(120,000)	
Redemption of preferred stock	(1,858)	....	
Changes in short-term borrowings	244,333	....	
Dividends paid:			
Common stock	(298,991)	(618,400)	(1)
Preferred stock	(23,712)	....	
Change in advances from parent company	....	21,768	
Capital contributions returned to parent	....	....	
Advances to subsidiaries	....	(152,840)	
Other	....	....	
Net cash flow provided by (used in) financing activities	(212,610)	(389,422)	(1)
Effect of exchange rates on cash and cash equivalents	3,125	(3,125)	
Net increase (decrease) in cash and cash equivalents	583,755	37,050	
Cash and cash equivalents at beginning of year	751,573	(268,770)	1
Cash and cash equivalents at end of year	\$ 1,335,328	\$ (231,720)	\$

ENTERGY CORPORATION AND SUBSIDIARIES  
CONSOLIDATING STATEMENT OF CASH FLOWS  
YEAR ENDED DECEMBER 31, 2002  
(In Thousands)

	ENTERGY MISSISSIPPI	ENTERGY NEW ORLEANS	SYS ENE
<b>OPERATING ACTIVITIES:</b>			
Net Income (Loss)	\$ 52,408	\$ (230)	\$ 1
Noncash items included in net income			
Reserve for regulatory adjustments	....	....	
Other regulatory charges (credits) - net	(23,438)	2,701	5
Depreciation, amortization and decommissioning	55,409	27,699	12
Deferred income taxes and investment tax credits	(7,940)	6,729	(3)
Allowance for equity funds used during construction	(3,844)	(1,835)	(
Gain on sale of assets - net	....	(1,985)	
Equity in undistributed earnings of subsidiaries	....	....	
Provision for turbine commitments and asset impairments	....	....	
Changes in working capital:			
Receivables	(2,000)	10,540	
Fuel inventory	(828)	(203)	
Accounts payable	16,736	18,070	1
Taxes accrued	(10,576)	1,999	(4)
Interest accrued	2,027	(544)	(
Deferred fuel	67,981	4,686	
Other working capital accounts	(22,897)	(4,971)	(
Provision for estimated losses and reserves	386	(3,348)	

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Common stock dividends received	.....	.....	
Changes in other regulatory assets	(6,028)	(3,061)	5
Other	39,472	15,896	(3)
Net cash flow provided by (used in) operating activities	156,868	72,143	22
INVESTING ACTIVITIES:			
Construction/capital expenditures	(157,532)	(58,341)	(4)
Allowance for equity funds used during construction	3,844	1,835	
Nuclear fuel purchases	.....	.....	(4)
Proceeds from sale/leaseback of nuclear fuel	.....	.....	4
Investment in subsidiaries	.....	.....	
Proceeds from sale of assets and businesses	.....	.....	
Investment in nonregulated/nonutility properties	.....	.....	
Loans to affiliates	.....	.....	
Decrease (increase) in other investments	.....	.....	
Changes in other temporary investments - net	18,566	14,859	2
Decommissioning trust contributions and realized change in trust assets	.....	.....	(1)
Other regulatory investments	.....	.....	
Other	.....	.....	
Net cash flow provided by (used in) investing activities	(135,122)	(41,647)	(2)
FINANCING ACTIVITIES:			
Proceeds from issuance of:			
Long-term debt	167,596	24,332	6
Common stock	.....	.....	
Retirement of long-term debt	(65,000)	(25,000)	(10)
Repurchase of common stock	.....	.....	
Redemption of preferred stock	.....	.....	
Changes in short-term borrowings	.....	.....	
Dividends paid:			
Common stock	(27,300)	(800)	(10)
Preferred stock	(3,369)	(965)	
Change in advances from parent company	.....	.....	
Capital contributions returned to parent	.....	.....	
Advances to subsidiaries	.....	.....	
Other	.....	.....	
Net cash flow provided by (used in) financing activities	71,927	(2,433)	(13)
Effect of exchange rates on cash and cash equivalents	.....	.....	
Net increase (decrease) in cash and cash equivalents	93,673	28,063	6
Cash and cash equivalents at beginning of year	54,048	38,184	4
Cash and cash equivalents at end of year	\$ 147,721	\$ 66,247	\$ 11

ENTERGY CORPORATION AND SUBSIDIARIES  
CONSOLIDATING STATEMENT OF CASH FLOWS  
YEAR ENDED DECEMBER 31, 2002  
(In Thousands)

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	ENTERGY POWER (unaudited) \$	ENTERGY SERVICES (unaudited) \$	SYST FUE (unau \$
<b>OPERATING ACTIVITIES:</b>			
Net Income (Loss)	(891)	....	
Noncash items included in net income			
Reserve for regulatory adjustments	....	....	
Other regulatory charges (credits) - net	....	....	
Depreciation, amortization and decommissioning	3,849	23,981	
Deferred income taxes and investment tax credits	(715)	(19,757)	
Allowance for equity funds used during construction	....	....	
Gain on sale of assets - net	....	....	
Equity in undistributed earnings of subsidiaries	....	....	
Provision for turbine commitments and asset impairments	....	....	
Changes in working capital:			
Receivables	2,825	(51,309)	3
Fuel inventory	(650)	....	
Accounts payable	(2,326)	28,353	(5
Taxes accrued	94	2,744	
Interest accrued	....	....	
Deferred fuel	....	....	
Other working capital accounts	167	1,116	(2
Provision for estimated losses and reserves	....	12,143	
Common stock dividends received	....	....	
Changes in other regulatory assets	....	....	
Other	(493)	19,528	
<b>Net cash flow provided by (used in) operating activities</b>	<b>1,860</b>	<b>16,799</b>	<b>(2</b>
<b>INVESTING ACTIVITIES:</b>			
Construction/capital expenditures	(2,182)	(33,355)	
Allowance for equity funds used during construction	....	....	
Nuclear fuel purchases	....	....	(10
Proceeds from sale/leaseback of nuclear fuel	....	....	13
Investment in subsidiaries	....	....	
Proceeds from sale of assets and businesses	....	....	
Investment in nonregulated/nonutility properties	....	....	
Loans to affiliates	....	....	
Decrease (increase) in other investments	....	....	
Changes in other temporary investments - net	....	....	
Decommissioning trust contributions and realized change in trust assets	....	....	
Other regulatory investments	....	....	
Other	..	....	
<b>Net cash flow provided by (used in) investing activities</b>	<b>(2,182)</b>	<b>(33,355)</b>	<b>3</b>
<b>FINANCING ACTIVITIES:</b>			
Proceeds from issuance of:			
Long-term debt	....	(40)	
Common stock	....	....	
Retirement of long-term debt	(3,903)	....	
Repurchase of common stock	....	....	
Redemption of preferred stock	....	....	
Changes in short-term borrowings	....	....	
Dividends paid:			
Common stock	....	....	
Preferred stock	....	....	
Change in advances from parent company	260	....	

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Capital contributions returned to parent	....	....
Advances to subsidiaries	....	....
Other	....	....
Net cash flow provided by (used in) financing activities	(3,643)	(40)
Effect of exchange rates on cash and cash equivalents	....	....
Net increase (decrease) in cash and cash equivalents	(3,965)	(16,596)
Cash and cash equivalents at beginning of year	7,270	41,720
Cash and cash equivalents at end of year	\$ 3,305	\$ 25,124

ENTERGY CORPORATION AND SUBSIDIARIES  
CONSOLIDATING BALANCE SHEET  
DECEMBER 31, 2002  
(In Thousands)

ASSETS	CONSOLIDATED	INTERCOMPANY ELIMINATIONS AND ADJUSTMENTS
Current Assets:		
Cash and cash equivalents:		
Cash	\$ 169,788	\$ (48,231)
Temporary cash investments - at cost which approximates market	1,165,260	(187,923)
Special deposits	280	4,434
Total cash and cash equivalents	1,335,328	(231,720)
Notes receivable	2,078	544,191
Accounts receivable:		
Customer	323,215	(1,272)
Allowance for doubtful accounts	(27,285)	800
Associated companies	....	363,335
Other	244,621	(83,450)
Accrued unbilled revenues	319,133	(1,031)
Total receivables	859,684	278,382
Deferred fuel costs	55,653	83,088
Accumulated deferred income taxes	....	119,024
Fuel inventory - at average cost	96,467	2,911
Materials and supplies - at average cost	525,900	(190,279)
Deferred nuclear refueling outage costs	163,646	(112,105)
Prepayments and other	166,827	53,189
Total	3,205,583	546,681
Other Property and Investments:		
Investment in affiliates - at equity	824,209	7,029,434
Decommissioning trust funds	2,069,198	(1,229,793)
Non-utility property - at cost (less accumulated depreciation)	297,294	(74,688)
Other	270,889	(248,908)

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Total	3,461,590	5,476,045
Property, Plant and Equipment:		
Electric	26,789,538	(1,410,871)
Property under capital lease	746,624	....
Natural gas	209,969	(57)
Construction work in progress	1,232,891	(431,501)
Nuclear fuel under capital leases	259,433	(1)
Nuclear fuel	263,609	(239,135)
Total	29,502,064	(2,081,565)
Less - Accumulated depreciation and amortization	12,307,112	(71,751)
Property, plant and equipment - net	17,194,952	(2,009,814)
Deferred Debits and Other Assets:		
Regulatory assets:		
SFAS 109 regulatory asset - net	844,105	31,317
Unamortized loss on reacquired debt	155,161	1
Other regulatory assets	738,328	(80,077)
Long-term receivables	24,703	....
Goodwill	377,172	(377,172)
Other	946,375	(287,137)
Total	3,085,844	(713,068)
Total	\$ 26,947,969	\$ 3,299,844

ENTERGY CORPORATION AND SUBSIDIARIES  
CONSOLIDATING BALANCE SHEET  
DECEMBER 31, 2002  
(In Thousands)

ASSETS	ENTERGY MISSISSIPPI	ENTERGY NEW ORLEANS
Current Assets:		
Cash and cash equivalents:		
Cash	\$ 10,782	\$ 11,175
Temporary cash investments - at cost which approximates market	136,939	55,072
Special deposits	....	....
Total cash and cash equivalents	147,721	66,247
Notes receivable - associated companies	....	....
Accounts receivable:		
Customer	52,480	24,901
Allowance for doubtful accounts	(1,633)	(4,774)
Associated companies	11,978	4,901
Other	6,434	10,133
Accrued unbilled revenues	29,460	20,957

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Total receivables	98,719	56,118	
Deferred fuel costs	38,177	....	
Accumulated deferred income taxes	7,822	1,230	
Fuel inventory - at average cost	5,652	3,284	
Materials and supplies - at average cost	18,650	7,785	
Deferred nuclear refueling outage costs	....	....	
Prepayments and other	18,777	4,689	
Total	335,518	139,353	
Other Property and Investments:			
Investment in affiliates - at equity	5,531	3,259	
Decommissioning trust funds	....	....	
Non-utility property - at cost (less accumulated depreciation)	6,594	....	
Other - at cost (less accumulated depreciation)	....	....	
Total	12,125	3,259	
Property, Plant and Equipment:			
Electric	2,076,828	627,249	3
Property under capital lease	175	....	
Natural gas	....	149,102	
Construction work in progress	102,783	48,345	
Nuclear fuel under capital leases	....	....	
Nuclear fuel	....	....	
Total	2,179,786	824,696	3
Less - Accumulated depreciation and amortization	768,609	403,379	1
Property, plant and equipment - net	1,411,177	421,317	2
Deferred Debits and Other Assets:			
Regulatory assets:			
SFAS 109 regulatory asset - net	18,250	....	
Unamortized loss on reacquired debt	12,756	556	
Other regulatory assets	23,668	13,904	
Long-term receivables	....	....	
Goodwill	....	....	
Other	18,878	4,855	
Total	73,552	19,315	
Total	\$ 1,832,372	\$ 583,244	\$2

ENTERGY CORPORATION AND SUBSIDIARIES  
CONSOLIDATING BALANCE SHEET  
DECEMBER 31, 2002  
(In Thousands)

ASSETS

ENERGY  
POWER

ENERGY  
SERVICES

SY  
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	(unaudited)	(unaudited)	(u
Current Assets:			
Cash and cash equivalents:			
Cash	\$ 866	\$ 25,124	\$
Temporary cash investments - at cost which approximates market	2,439	....	
Special deposits	....	....	
Total cash and cash equivalents	3,305	25,124	
Notes receivable	....	....	
Accounts receivable:			
Customer	....	....	
Allowance for doubtful accounts	....	....	
Associated companies	599	165,312	
Other	1,658	20,160	
Accrued unbilled revenues	....	....	
Total receivables	2,257	185,472	
Deferred fuel costs	....	....	
Accumulated deferred income taxes	5,774	56,407	
Fuel inventory - at average cost	1,516	....	
Materials and supplies - at average cost	1,626	....	
Deferred nuclear refueling outage costs	....	....	
Prepayments and other	1	925	
Total	14,479	267,928	
Other Property and Investments:			
Investment in affiliates - at equity	....	....	
Decommissioning trust funds	....	....	
Non-utility property - at cost (less accumulated depreciation)	....	....	
Other - at cost (less accumulated depreciation)	....	....	
Total	....	....	
Property, Plant and Equipment:			
Electric	150,149	257,121	
Property under capital lease	....	....	
Natural gas	....	....	
Construction work in progress	4,257	30,825	
Nuclear fuel under capital leases	....	....	
Nuclear fuel	....	....	
Total	154,406	287,946	
Less - Accumulated depreciation and amortization	95,220	158,170	
Property, plant and equipment - net	59,186	129,776	
Deferred Debits and Other Assets:			
Regulatory assets:			
SFAS 109 regulatory asset - net	....	....	
Unamortized loss on reacquired debt	....	....	
Other regulatory assets	....	....	
Long-term receivables	....	....	
Goodwill	....	....	
Other	964	40,914	

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Total	964	40,914	
Total	\$ 74,629	\$ 438,618	\$

ENTERGY CORPORATION AND SUBSIDIARIES  
CONSOLIDATING BALANCE SHEET  
DECEMBER 31, 2002  
(In Thousands)

LIABILITIES AND SHAREHOLDERS' EQUITY	CONSOLIDATED	INTERCOMPANY ELIMINATIONS AND ADJUSTMENTS	ENTERGY ARKANSAS
<b>Current Liabilities:</b>			
Currently maturing long-term debt	\$ 1,191,320	\$ (80,579)	\$ 25
Notes payable:			
Associated companies	....	10,000	3
Other	351	(351)	
Accounts payable:			
Associated companies	....	330,131	3
Other	855,446	(137,242)	12
Customer deposits	198,442	(342)	3
Taxes accrued	385,315	(224,945)	1
Accumulated deferred income taxes	26,468	(20,926)	
Nuclear refueling outage costs	14,244	....	
Interest accrued	175,440	(9,536)	2
Deferred fuel cost	....	83,087	4
Obligations under capital leases	153,822	....	5
System Energy Refund	....	3,764	
Other	171,341	(92,342)	1
<b>Total</b>	<b>3,172,189</b>	<b>(139,281)</b>	<b>61</b>
<b>Deferred Credits and Other Liabilities:</b>			
Accumulated deferred income taxes and taxes accrued	4,250,800	356,085	82
Accumulated deferred investment tax credits	447,925	....	7
SFAS 109 regulatory liability - net	....	31,318	
Obligations under capital leases	155,943	(9)	5
Other regulatory liabilities	185,579	....	
Decommissioning	1,565,997	(1,263,796)	
Transition to competition	79,098	....	
Regulatory reserves	56,438	(11,700)	
Accumulated provisions	389,868	(132,991)	3
Other	1,145,232	(426,656)	11
<b>Total</b>	<b>8,276,880</b>	<b>(1,447,749)</b>	<b>1,10</b>
Long-term debt	7,086,999	(648,563)	1,12
Subsidiaries' preferred stock with sinking fund	24,327	....	
Subsidiaries' preferred stock without sinking fund	334,337	(334,337)	
Company-obligated mandatorily redeemable preferred securities of subsidiary trust holding solely junior subordinated deferrable debentures	215,000	....	6
<b>Shareholders' Equity:</b>			
Subsidiaries' preferred stock without sinking fund	....	334,338	11



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Common stock, \$.01 par value, authorized			
500,000,000 shares; issued			
248,174,087 shares	2,482	....	
Common stock of subsidiaries	....	2,283,345	
Paid-in capital	4,666,753	2,264,913	59
Capital stock expense and other	....	(1,777)	
Retained earnings	3,938,693	1,093,871	63
Accumulated other comprehensive income (loss)	(22,360)	15,084	
Less - treasury stock at cost (25,752,410 shares in 2002)	747,331	120,000	
	-----	-----	-----
Total common shareholders' equity	7,838,237	5,869,774	1,34
	-----	-----	-----
Total	\$ 26,947,969	\$ 3,299,844	\$4,25
	=====	=====	=====

ENTERGY CORPORATION AND SUBSIDIARIES  
CONSOLIDATING BALANCE SHEET  
DECEMBER 31, 2002  
(In Thousands)

LIABILITIES AND SHAREHOLDERS' EQUITY	ENTERGY MISSISSIPPI	ENTERGY NEW ORLEANS	SYSTEM ENERGY
Current Liabilities:			
Currently maturing long-term debt	\$ 255,000	\$ ....	\$ 11,37
Notes payable:			
Associated companies	....	....	...
Other	....	....	...
Accounts payable:			
Associated companies	50,973	23,228	4,85
Other	38,700	36,681	26,63
Customer deposits	33,264	17,634	...
Taxes accrued	20,908	1,999	68,40
Accumulated deferred income taxes	....	....	5,32
Nuclear refueling outage costs	....	....	...
Interest accrued	19,694	6,488	42,52
Deferred fuel cost	....	14,882	...
Obligations under capital leases	39	....	24,95
System Energy Refund	....	....	...
Other	2,070	9,702	1,92
	-----	-----	-----
Total	420,648	110,614	185,99
	-----	-----	-----
Deferred Credits and Other Liabilities:			
Accumulated deferred income taxes and taxes accrued	292,809	22,245	439,54
Accumulated deferred investment tax credits	16,497	4,893	82,56
SFAS 109 regulatory liability - net	....	31,318	...
Obligations under capital leases	136	....	54,03
Other regulatory liabilities	....	1,311	172,11
Decommissioning	....	....	153,47
Transition to competition	....	....	...
Regulatory reserves	....	....	...
Accumulated provisions	8,013	2,454	86
Other	51,670	32,776	31,92
	-----	-----	-----
Total	369,125	94,997	934,51
	-----	-----	-----

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Long-term debt	510,104	229,191	888,66
Subsidiaries' preferred stock with sinking fund	....	....	...
Subsidiaries' preferred stock without sinking fund	....	....	...
Company-obligated mandatorily redeemable preferred securities of subsidiary trust holding solely junior subordinated deferrable debentures	....	....	...
Shareholders' Equity:			
Subsidiaries' preferred stock without sinking fund	50,381	19,780	...
Common stock, \$.01 par value, authorized 500,000,000 shares; issued 248,174,087 shares	....	....	...
Common stock of subsidiaries	199,326	33,744	789,35
Paid-in capital	....	36,294	...
Capital stock expense and other	(59)	....	...
Retained earnings	282,847	58,624	102,88
Accumulated other comprehensive income (loss)	....	....	...
Less - treasury stock at cost (25,752,410 shares in 2002)	....	....	...
<hr/>			
Total common shareholders' equity	532,495	148,442	892,23
<hr/>			
Total	\$ 1,832,372	\$ 583,244	\$2,901,41
<hr/>			

ENTERGY CORPORATION AND SUBSIDIARIES  
CONSOLIDATING BALANCE SHEET  
DECEMBER 31, 2002  
(In Thousands)

LIABILITIES AND SHAREHOLDERS' EQUITY	ENTERGY POWER (unaudited)	ENTERGY SERVICES (unaudited)	(
Current Liabilities:			
Currently maturing long-term debt	\$ ....	\$ ....	\$
Notes payable:			
Associated companies	10,000	....	
Other	....	....	
Accounts payable:			
Associated companies	1,980	80,373	
Other	199	139,575	
Customer deposits	....	....	
Taxes accrued	....	16,084	
Accumulated deferred income taxes	....	....	
Nuclear refueling outage costs	....	....	
Interest accrued	....	....	
Deferred fuel cost	....	....	
Obligations under capital leases	....	....	
System Energy Refund	....	....	
Other	....	8,651	
<hr/>			
Total	12,179	244,683	
<hr/>			

Deferred Credits and Other Liabilities:

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Accumulated deferred income taxes and taxes accrued	16,610	....
Accumulated deferred investment tax credits	....	2,700
SFAS 109 regulatory liability - net	....	....
Obligations under capital leases	....	....
Other regulatory liabilities	....	....
Decommissioning	....	....
Transition to competition	....	....
Regulatory reserves	....	....
Accumulated provisions	....	71,453
Other	....	119,762
	-----	
Total	16,610	193,915
	-----	
Long-term debt	....	....
Subsidiaries' preferred stock with sinking fund	....	....
Subsidiaries' preferred stock without sinking fund	....	....
Company-obligated mandatorily redeemable preferred securities of subsidiary trust holding solely junior subordinated deferrable debentures	....	....
Shareholders' Equity:		
Subsidiaries' preferred stock without sinking fund	....	....
Common stock, \$.01 par value, authorized 500,000,000 shares; issued 248,174,087 shares	....	....
Common stock of subsidiaries	55	20
Paid-in capital	88,379	....
Capital stock expense and other	....	....
Retained earnings	(42,594)	....
Accumulated other comprehensive income (loss)	....	....
Less - treasury stock at cost	....	....
	-----	
Total common shareholders' equity	45,840	20
	-----	
Total	\$ 74,629	\$ 438,618
	=====	

ENTERGY CORPORATION AND SUBSIDIARIES  
CONSOLIDATING STATEMENT OF RETAINED EARNINGS  
YEAR ENDED DECEMBER 31, 2002  
(IN THOUSANDS)

RETAINED EARNINGS	CONSOLIDATED	INTERCOMPANY ELIMINATIONS AND ADJUSTMENTS	ENTERGY ARKANSAS	ENTERGY GULF STATES
Retained Earnings, January 1, 2002	\$ 3,638,448	\$ 1,185,807	\$ 636,226	\$ 371,939
Add:				
Net Income (Loss)	623,072	526,464	135,643	174,078
Increase in Investment in subsidiary	....	....	....	....
	-----			
Total	4,261,520	1,712,271	771,869	546,017
	-----			

Deduct:

Dividends declared on:

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Preferred and preference stock	23,712	....	7,776	4,888
Common stock	299,031	618,400	125,900	91,200
Capital stock and other expenses	84	....	....	....
Return of capital to parent	....	....	....	....
Total	322,827	618,400	133,676	96,088
Retained Earnings, December 31, 2002	\$ 3,938,693	\$ 1,093,871	\$ 638,193	\$ 449,929

ENTERGY CORPORATION AND SUBSIDIARIES  
CONSOLIDATING STATEMENT OF RETAINED EARNINGS  
YEAR ENDED DECEMBER 31, 2002  
(IN THOUSANDS)

RETAINED EARNINGS	ENTERGY MISSISSIPPI	ENTERGY NEW ORLEANS	SYSTEM ENERGY	ENTERGY SERVICES
Retained Earnings, January 1, 2002	\$ 261,108	\$ 60,619	\$ 101,331	\$ 3,000
Add:				
Net Income (Loss)	52,408	(230)	103,352	....
Increase in Investment in subsidiary	....	....	....	....
Total	313,516	60,389	204,683	4,000
Deduct:				
Dividends declared on:				
Preferred and preference stock	3,369	965	....	....
Common stock	27,300	800	101,800	....
Capital stock and other expenses	....	....	....	....
Return of capital to parent	....	....	....	....
Total	30,669	1,765	101,800	....
Retained Earnings, December 31, 2002	\$ 282,847	\$ 58,624	\$ 102,883	\$ 3,000

ENTERGY CORPORATION AND SUBSIDIARIES  
CONSOLIDATING STATEMENT OF RETAINED EARNINGS  
YEAR ENDED DECEMBER 31, 2002  
(IN THOUSANDS)

RETAINED EARNINGS	ENTERGY POWER (unaudited)	ENTERGY SERVICES (unaudited)
Retained Earnings, January 1, 2002	\$ (41,703)	\$ ....
Add:		
Net Income (Loss)	(891)	....
Increase in Investment in subsidiary	....	....
Total	(42,594)	....

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Deduct:			
Dividends declared on:			
Preferred and preference stock		....	....
Common stock		....	....
Capital stock and other expenses		....	....
Return of capital to parent		....	....
	Total	....	....
<hr/>			
Retained Earnings, December 31, 2002		\$ (42,594)	\$ ....
<hr/>			

ENTERGY GULF STATES, INC. AND SUBSIDIARIES  
CONSOLIDATING STATEMENT OF INCOME (LOSS)  
YEAR ENDED DECEMBER 31, 2002  
(In Thousands)

	CONSOLIDATED	INTERCOMPANY ELIMINATIONS AND ADJUSTMENTS	ENTERGY GULF STATES (unaudited)	GSG&T (unaudited)	So (una
Operating Revenues:					
Electric	\$ 2,141,873	\$ 3,334	\$2,141,873	\$ 3,334	\$
Natural gas	42,006	....	42,006	....	
Total	2,183,879	3,334	2,183,879	3,334	
<hr/>					
Operating Expenses:					
Operation:					
Fuel, fuel-related expenses and gas purchased for resale	692,901	....	692,901	....	
Purchased power	368,140	....	368,140	....	
Nuclear refueling outage expense	12,190	....	12,190	....	
Other operation and maintenance	438,259	3,334	441,578	....	
Depreciation and decommissioning	208,182	....	205,581	2,123	
Taxes other than income taxes	120,295	....	120,295	....	
Other regulatory (credits) - net	(7,818)	....	(7,340)	....	
Total	1,832,149	3,334	1,833,345	2,123	
<hr/>					
Operating Income	351,730	....	350,534	1,211	
<hr/>					
Other Income:					
Allowance for equity funds used during construction	11,010	....	11,010	....	
Gain on sale of assets	3,409	....	3,409	....	
Interest and dividend income	8,866	86	8,834	....	
Miscellaneous - net	151	(515)	(2,550)	(50)	
Total	23,436	(429)	20,703	(50)	
<hr/>					

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Interest and Other Charges:				
Interest on long-term debt	131,906	86	131,906	....
Other interest - net	5,497	....	5,497	....
Distributions on preferred securities of subsidiary	7,437	....	7,437	....
Allowance for borrowed funds used during construction	(9,749)	....	(9,749)	....
Total	135,091	86	135,091	....
-----				
Income before income taxes	240,075	(515)	236,146	1,161
Income taxes	65,997	....	62,068	1,787
-----				
Net income	174,078	(515)	174,078	(626)
Preferred and dividend requirements and other	4,888	....	4,888	....
-----				
Earnings applicable to common stock	\$ 169,190	\$ (515)	\$ 169,190	\$ (626)
=====				

ENTERGY GULF STATES, INC. AND SUBSIDIARIES  
CONSOLIDATING STATEMENT OF CASH FLOWS  
YEAR ENDED DECEMBER 31, 2002  
(In Thousands)

	CONSOLIDATED	INTERCOMPANY ELIMINATIONS AND ADJUSTMENTS	ENTERGY GULF STATES (unaudited)	GSG&T (unaudited)	So (una
OPERATING ACTIVITIES:					
Net Income	\$ 174,078	\$ (515)	\$ 174,078	\$ (626)	\$
Noncash items included in net income					
Reserve for regulatory adjustments	11,147	....	11,147	....	
Other regulatory charges (credits)	(7,818)	....	(7,340)	....	
Depreciation, amortization and decommissioning	208,182	....	205,581	2,123	
Deferred income taxes and investment tax credits	(11,576)	2,133	(11,576)	1,788	
Allowance for equity funds used during construction	(11,010)	....	(11,010)	....	
Gain on sale of assets	(3,409)	....	(3,409)	....	
Changes in working capital:					
Receivables	18,155	(2,673)	17,543	(3,265)	
Fuel inventory	4,617	....	4,617	....	
Accounts payable	83,428	3,125	86,549	....	
Taxes accrued	(54,690)	....	(54,690)	....	
Interest accrued	(4,544)	85	(4,544)	....	
Deferred fuel	65,556	....	65,556	....	
Other working capital accounts	(19,551)	....	(19,551)	....	
Provision for estimated losses and reserves	1,478	....	1,478	....	
Changes in other regulatory assets	(51,490)	....	(51,490)	....	
Other	98,101	(2,155)	95,425	1	
-----					

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Net cash flow provided by operating activities	500,654	....	498,364	21
-----				
INVESTING ACTIVITIES:				
Construction expenditures	(355,334)	....	(355,334)	....
Allowance for equity funds used during construction	11,010	....	11,010	....
Nuclear fuel purchases	(21,820)	....	(21,820)	....
Proceeds from sale/leaseback of nuclear fuel	21,923	....	21,923	....
Decommissioning trust contributions and realized change in trust assets	(12,488)	....	(12,488)	....
Changes in other regulatory investments - net	44,643	....	44,643	....
Other regulatory investments	(39,390)	....	(39,390)	....
-----				
Net cash flow used by investing activities	(351,456)	....	(351,456)	....
-----				
FINANCING ACTIVITIES:				
Proceeds from issuance of long-term debt	337,481	....	337,481	....
Retirement of long-term debt	(194,057)	....	(194,057)	....
Redemption of preferred stock	(1,858)	....	(1,858)	....
Dividends paid:				
Common stock	(91,200)	....	(91,200)	....
Preferred stock	(4,888)	....	(4,888)	....
-----				
Net cash flow used by financing activities	45,478	....	45,478	....
-----				
Net increase (decrease) in cash and cash equivalents	194,676	....	192,386	21
Cash and cash equivalents at beginning of year	123,728	....	118,409	45
-----				
Cash and cash equivalents at end of year	\$ 318,404	\$ ....	\$ 310,795	\$ 66
=====				

ENTERGY GULF STATES, INC. AND SUBSIDIARIES  
CONSOLIDATING BALANCE SHEET  
DECEMBER 31, 2002  
(In Thousands)

	CONSOLIDATED	INTERCOMPANY ELIMINATIONS AND ADJUSTMENTS	ENTERGY GULF STATES (unaudited)	GSG&T (unaudited)
ASSETS				
Current Assets:				
Cash and cash equivalents:				
Cash	\$ 25,591	\$ ....	\$ 25,497	\$ 66
Temporary cash investments - at cost which approximates market	292,813	....	285,298	....
-----				
Total cash and cash equivalents	318,404	....	310,795	66

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Other temporary investments	....	....	....	....
Notes receivable associated companies	....	....	....	....
Accounts receivable:				
Customer	81,879	....	80,673	....
Allowance for doubtful accounts	(5,893)	....	(5,893)	....
Associated companies	21,356	7,558	21,497	6,745
Other	40,156	....	40,102	....
Accrued unbilled revenues	95,377	....	95,377	....
Deferred fuel costs	100,564	....	100,564	....
Accumulated deferred income taxes	1,681	407	1,681	....
Fuel inventory - at average cost	49,394	....	49,394	....
Materials and supplies - at average cost	99,190	....	99,190	....
Prepayments and other	47,206	202	47,206	....
	<hr/>			
Total	849,314	8,167	840,586	6,811
	<hr/>			
Other Property and Investments:				
Decommissioning trust funds	240,735	....	240,735	....
Non-utility property - at cost (less accumulated depreciation)	192,975	....	184,934	....
Other	18,108	31,337	49,445	....
	<hr/>			
Total	451,818	31,337	475,114	....
	<hr/>			
Utility Plant:				
Electric	7,895,009	....	7,825,365	69,644
Property under capital lease	19,795	....	19,795	....
Natural gas	60,810	....	60,810	....
Construction work in progress	306,209	....	306,209	....
Nuclear fuel under capital leases	41,447	....	41,447	....
	<hr/>			
Total	8,323,270	....	8,253,626	69,644
Less - Accumulated depreciation and amortization	3,885,559	....	3,830,285	55,274
	<hr/>			
Utility plant - net	4,437,711	....	4,423,341	14,370
	<hr/>			
Deferred Debits and Other Assets:				
Regulatory assets:				
SFAS 109 regulatory asset - net	452,887	....	452,887	....
Unamortized loss on reacquired debt	31,186	....	31,186	....
Other regulatory assets	226,555	....	226,555	....
Long-term receivables	23,192	....	23,192	....
Other	35,194	(5,886)	28,054	....
	<hr/>			
Total	769,014	(5,886)	761,874	....
	<hr/>			
TOTAL	\$6,507,857	\$ 33,618	\$6,500,915	\$ 21,181
	<hr/>			

ENTERGY GULF STATES, INC. AND SUBSIDIARIES  
CONSOLIDATING BALANCE SHEET  
DECEMBER 31, 2002  
(In Thousands)



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	CONSOLIDATED	INTERCOMPANY ELIMINATIONS AND ADJUSTMENTS	ENTERGY GULF STATES (unaudited)	GSG&T (unaudited)	S (u
LIABILITIES AND SHAREHOLDER'S EQUITY					
Current Liabilities:					
Currently maturing long-term debt	\$ 293,000	\$ ....	\$ 293,000	\$ ....	\$
Notes payable - associated companies	....	..	....	..	
Accounts payable:					
Associated companies	51,383	7,463	58,799	3	
Other	205,796	....	205,796	....	
Customer deposits	48,061	....	48,061	....	
Taxes accrued	35,914	227	35,914	227	
Nuclear refueling outage costs	14,244	....	14,244	....	
Interest accrued	38,870	329	38,870	..	
Obligations under capital leases	36,157	....	36,157	....	
Other	15,441	22	15,441	....	
Total	738,866	8,041	746,282	230	
Deferred Credits and Other Liabilities:					
Accumulated deferred income taxes and taxes accrued	1,310,028	1,709	1,309,740	1,997	
Accumulated deferred investment tax credits	156,401	....	156,401	....	
Obligations under capital leases	25,085	....	25,085	....	
Other regulatory liabilities	5,557	....	5,557	....	
Decommissioning	148,728	....	148,728	....	
Transition to competition	79,098	....	79,098	....	
Regulatory reserves	44,738	....	44,738	....	
Accumulated provisions	65,289	....	65,289	....	
Other	93,396	(7,139)	79,326	....	
Total	1,928,320	(5,430)	1,913,962	1,997	
Long-term debt	1,959,288	1,508	1,959,288	....	
Preferred stock with sinking fund	24,327	....	24,327	....	
Company - obligated mandatorily redeemable preferred securities of subsidiary trust holding solely junior subordinated deferrable debentures	85,000	....	85,000	....	
Shareholder's Equity:					
Preferred stock without sinking fund	47,327	....	47,327	....	
Common stock, no par value, authorized 200,000,000 shares; issued and outstanding 100 shares	114,055	....	114,055	....	
Common stock of subsidiaries	....	138	....	25	
Additional paid-in capital	1,157,459	73,186	1,157,459	11,189	
Capital stock expense and other	....	....	....	....	
Retained earnings	449,929	(43,825)	449,929	7,740	
Accumulated other comprehensive income	3,286	....	3,286	....	
Total	1,772,056	29,499	1,772,056	18,954	
TOTAL	\$6,507,857	\$ 33,618	\$6,500,915	\$ 21,181	\$

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ENERGY GULF STATES, INC. AND SUBSIDIARIES  
 CONSOLIDATING STATEMENT OF RETAINED EARNINGS  
 YEAR ENDED DECEMBER 31, 2002  
 (IN THOUSANDS)

RETAINED EARNINGS	CONSOLIDATED	INTERCOMPANY ELIMINATIONS AND ADJUSTMENTS	ENERGY GULF STATES (unaudited)	GSG&T (unaudited)	South Gul (unaudi
Retained Earnings, January 31, 2002	\$ 371,939	\$ (43,310)	\$ 371,939	\$ 8,366	\$
Add:					
Net Income (Loss)	174,078	(515)	174,078	(626)	
	-----	-----	-----	-----	-----
Total	546,017	(43,825)	546,017	7,740	
	-----	-----	-----	-----	-----
Deduct:					
Dividends declared on:					
Preferred and preference stock	4,888	....	4,888	....	
Common stock	91,200	....	91,200	....	
Capital stock and other expenses	....	....	....	....	
	-----	-----	-----	-----	-----
Total	96,088	....	96,088	....	
	-----	-----	-----	-----	-----
Retained Earnings, December 31, 2002	\$ 449,929	\$ (43,825)	\$ 449,929	\$ 7,740	\$
	=====	=====	=====	=====	=====

THE ARKLAHOMA CORPORATION  
 STATEMENTS OF OPERATIONS AND RETAINED EARNINGS  
 YEARS ENDED NOVEMBER 30, 2002 AND 2001  
 (IN THOUSANDS)

	2002	2001
Revenues - Interest income	\$ 4	\$ 12
- Other	-	-
	-----	-----
Total	4	12
	-----	-----
Expenses - Administrative and general	9	8
- Other	-	-
	-----	-----
Total	9	8
	-----	-----

Income before Federal

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and state income taxes	(5)	4
Federal and state income taxes	(1)	-
	-----	-----
Net Income (Loss)	(4)	4
	-----	-----
Retained Earnings - beginning of year	317	313
Less: Dividends Declared	-	-
	-----	-----
Retained Earnings - end of year	\$ 313	\$ 317
	=====	=====

The accompanying notes to financial statements are an integral part of these statements.

THE ARKLAHOMA CORPORATION  
 STATEMENTS OF CASH FLOWS  
 YEARS ENDED NOVEMBER 30, 2002 and 2001  
 (IN THOUSANDS)

	2002	2001
OPERATING ACTIVITIES:		
Net Income (Loss)	\$ (4)	\$ -
Changes in working capital:		
Accounts receivable	(70)	(4)
Accounts payable	127	-
	-----	-----
Net cash flow provided (used) by operating activities	53	(4)
	-----	-----
Net increase (decrease) in cash and cash equivalents	53	(4)
Cash and cash equivalents at beginning of year	55	59
	-----	-----
Cash and cash equivalents at end of year	\$ 108	\$ 55
	=====	=====
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Net cash paid during the year for income taxes	\$ -	\$ 1
	=====	=====

The accompanying notes to financial statements are an integral part of these statements.

THE ARKLAHOMA CORPORATION  
 BALANCE SHEETS  
 NOVEMBER 30, 2002 AND 2001  
 (IN THOUSANDS)

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ASSETS		
	2002	2001
Utility Plant:		
Electric plant in service - at cost	\$ 2,562	\$ 2,562
Less - Accumulated depreciation	2,249	2,249
	-----	-----
Utility Plant - Net	313	313
	-----	-----
Current Assets:		
Cash and cash equivalents	108	55
Accounts receivable	135	65
	-----	-----
Total	243	120
	-----	-----
Total	\$ 556	\$ 433
	=====	=====

CAPITALIZATION AND LIABILITIES

Capitalization:		
Common stock, \$100 par value, authorized 12,000 shares; issued and outstanding, 500 shares	\$ 50	\$ 50
Retained earnings	313	317
	-----	-----
Total	363	367
	-----	-----
Current Liabilities:		
Accounts payable	133	6
Deferred Credits:		
Deferred Income Taxes	60	60
	-----	-----
Total	\$ 556	\$ 433
	=====	=====

The accompanying notes to financial statements  
are an integral part of these balance sheets.

THE ARKLAHOMA CORPORATION  
NOTES TO THE FINANCIAL STATEMENTS  
NOVEMBER 30, 2002 AND 2001

1. OPERATIONS:

The Arklahoma Corporation's (the Company) utility plant consists principally of transmission facilities which are being leased to its three stockholder companies from year to year. Pursuant to the terms of the lease agreement, the lessees have agreed to pay all operating costs, including maintenance, repairs, insurance and taxes assessed upon the properties. Such amounts totaled approximately \$614,100 and \$986,200 in fiscal years 2002 and 2001, respectively.

Under the terms of the current lease agreement, annual rentals have been discontinued but can be reinstated upon the agreement of the Company and the lessees/stockholders.

2. NEW ACCOUNTING STANDARD:

In June 2001, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards (SFAS) No.143, "Accounting for Asset Retirement Obligations." Adoption of SFAS No. 143 is required for financial statements for periods beginning after June 15, 2002. The Company will adopt this new standard effective December 1, 2002. The Company does not believe the adoption of this statement will have a material impact on its financial position or results of operation.

3. CASH AND CASH EQUIVALENTS:

For purposes of these financial statements, the Company considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents. These investments are carried at cost, which approximates market.

4. UTILITY PLANT:

The utility plant balance as of November 30, 2002, represents the value of the land and the salvage value of the plant. The remainder of the plant was fully depreciated as of December 31, 1988.

5. INCOME TAXES:

Income taxes are accounted for in accordance with SFAS No. 109, "Accounting for Income Taxes." This statement requires the liability method of accounting for income taxes. Under the liability method, the deferred tax liability, or asset, is determined based on the difference between the tax reporting and financial reporting bases of assets and liabilities. The effect on deferred taxes of a change in tax rates will be recognized in income in the period of the enactment of the rate change.

Deferred income taxes resulted from temporary differences in financial versus tax bases of fixed assets. The net tax liability is reflected as a deferred income tax liability in the accompanying balance sheets.

The Company has an Oklahoma state net operating loss carryforward available to reduce future Oklahoma State income taxes payable. The carryforward as of November 30, 2002, is \$9,640 and begins to expire in December 2002. The related deferred tax asset is fully reserved as of November 30, 2002.