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ENTERGY CORP /DE/  
Form 35-CERT  
November 25, 2002

UNITED STATES OF AMERICA  
  
BEFORE THE SECURITIES AND EXCHANGE COMMISSION  
  
WASHINGTON, D.C.

\* \* \* \* \*  
In the Matter of \*  
\*  
ENTERGY CORPORATION, \* CERTIFICATE  
ENTERGY ENTERPRISES, INC., et al. \* PURSUANT TO RULE 24  
\*  
File No. 70-9123 \*  
\*  
(Public Utility Holding Company \*  
Act of 1935) \*  
\* \* \* \* \*

Pursuant to Rule 24 promulgated by the Securities and Exchange Commission (SEC) under the Public Utility Holding Company Act of 1935, as amended (Act), as modified by the application-declaration, as amended, in the above referenced file and the related orders dated June 22, 1999 (June 1999 Order) and August 21, 2000 (the August 2000 Order), this is to certify that the following transactions were carried out during the three (3) months ended September 30, 2002 (the quarter) by Entergy Corporation's Non-utility Companies<sup>1</sup> (Non-Reg Companies), pursuant to the authorization of the SEC. Capitalized terms used in this Certificate, unless otherwise defined, have the meanings set forth in the June 1999 Order and/or the August 2000 Order.

Authorized Transactions

Pursuant to the June 1999 Order or the August 2000 Order, as applicable, (a) the Non-Reg Companies are authorized to conduct development activities with respect to various investment opportunities for Entergy Corporation (Entergy), (b) the Non-Reg Companies are authorized to provide various consulting services

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to other Non-Reg Companies and to non-associates, including to market to non-associates the Entergy System's expertise and capabilities in energy-related areas, and to market to non-associates intellectual property developed or acquired by System companies, (c) the Non-Reg Companies are authorized to provide various management, administrative and support services to associate companies, excluding certain associate companies (Excepted Companies<sup>2</sup>), (d) Entergy is authorized to create O&M Subs to provide various operations and maintenance services to non-associate or associate companies, (e) Entergy is authorized to create one or more New Subsidiaries, (f) Entergy and the Non-Reg Companies are authorized to make Non-utility Loans to certain Non-Reg Companies, (g) the Non-Reg Companies are authorized to issue Other Securities of any type to Entergy, to other Non-Reg Companies or to third parties, (h) the Non-Reg Companies are authorized to pay dividends to their immediate parent companies from capital accounts or other unearned surplus, and (i) Entergy and the Non-Reg Companies are authorized to provide guarantees or other forms of credit support (Guarantees) to or for the benefit of Non-Reg Companies through December 31, 2005, in an aggregate principal amount not to exceed \$2 billion at any one time outstanding (excluding any Guarantees previously issued and outstanding under the June 1999 Order.)

During the quarter, Entergy and the Non-Reg Companies participated in the following authorized transactions:

### I. Administrative, Consulting, Management, and Other Services to Associate Companies

During the quarter, Entergy Enterprises Inc. (Enterprises) provided certain management and support services, at cost, to its associate companies, Entergy Power, Inc. (EPI), Entergy Technology Holding Company (ETHC), Entergy Technology Company

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(ETC), Entergy Holdings, Inc., Entergy Business Solutions LLC, Entergy Thermal LLC, Entergy Global Investments, Inc., Entergy UK Enterprises Ltd., Entergy Operations Services, Inc. (EOSI), Entergy Procurement Exchange Corporation, Entergy Solutions Management Services LLC, Entergy Solutions Select Ltd., Entergy Commerce, Inc., Entergy Power Development Corporation (EPDC), Entergy International Ltd. LLC, Entergy Power Operations Corp., Entergy Power Operations U.S., Inc., Entergy Power Crete Corporation, Entergy Nuclear, Inc. (ENI), Entergy Nuclear Operations, Inc., Entergy Nuclear Generation Corporation (ENGCG), Entergy Nuclear Indian Point 3 LLC (IP3), Entergy Nuclear FitzPatrick LLC, Entergy Nuclear Indian Point 2 LLC (IP2), TLG Services, Inc. (TLG), Entergy Nuclear Vermont Yankee LLC, Entergy MHK Retail LLC, Entergy Solutions Ltd., Entergy Solutions Essentials Ltd., Entergy Power RS Corp., Entergy Power Ventures LP, EWO Marketing, LP, Entergy-Koch Trading Ltd., Entergy Power E&C Holdings LLC, Warren Power LLC, Northern Iowa Windpower LLC, Entergy Asset Management, Inc., and Entergy Solutions Supply Ltd. Enterprises' billings to all such associate companies included direct costs incurred plus, to the extent applicable, an indirect loading based upon current month administrative charges.

Enterprises billed, at cost, EPI (\$85,329) for consulting and other support services related to the marketing of EPI capacity and energy to third parties at wholesale, preparation of contracts and regulatory filings, oversight of plant operations and maintenance by plant operators, and procurement of transmission services. In regard to ETHC (\$70,598), ETC (\$255,836), Entergy Holdings, Inc. (\$61,150), Entergy Thermal LLC (\$241,487), Entergy Business Solutions LLC (\$169,714), EPDC (\$1,049,985), Entergy International Ltd. LLC (\$672,320), Entergy Global Investments, Inc. (\$24,188), Entergy MHK Retail LLC

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(\$3,759), Entergy UK Enterprises Ltd. (\$30,808), Entergy Operations Services, Inc. (\$146,878), Entergy Procurement Exchange Corporation (\$12,916), Entergy Solutions Management Services LLC (\$110,997), Entergy Solutions Select Ltd. (\$1,150,027), Entergy Solutions Essentials Ltd. (\$6,667), Entergy Solutions Supply Ltd. (\$314), Entergy Commerce, Inc. (\$8,544), Entergy Power Operations Corporation (\$916 credit), Entergy Power Operations U.S., Inc. (\$267,911), Entergy Power Crete Corporation (\$74,466), Entergy Solutions Ltd (\$842,140), Entergy Power RS Corp. (\$537,801), EWO Marketing LP (\$950,952), Entergy-Koch Trading Ltd. (\$792,748), Entergy Power Ventures LP, (\$712,506), Entergy Power E&C Holdings LLC (\$76,445), Warren Power LLC (\$77,124), ENGC (\$1,407,146), Entergy Nuclear Indian Point 3 LLC (\$1,308,028), Entergy Nuclear FitzPatrick LLC (\$1,130,419), Entergy Nuclear Indian Point 2 LLC (\$1,357,230), TLG Services, Inc. (\$65,372), ENI (\$1,685,162), Entergy Nuclear Vermont Yankee LLC (\$662,293), Entergy Nuclear Operations, Inc. (\$22,113), Northern Iowa Windpower LLC (\$20,372), and Entergy Asset Management, Inc. (\$82,380), these services were primarily related to management oversight, administrative services, support services, and/or project development.

During the quarter, Entergy Solutions Management Services LLC provided management/administrative and consulting services to Entergy Solutions Ltd. and to Entergy Solutions Select Ltd. The amounts billed, at cost, during this quarter were \$404,962 and \$172,548, respectively.

During the quarter, Entergy Solutions Supply Ltd. provided management/administrative and consulting services to Entergy Solutions Ltd. and to Entergy Solutions Select Ltd. The amounts billed, at cost, during this quarter were \$64,765 and \$1,092,878, respectively.

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During the quarter, Entergy Retail Texas, Inc. provided management/administrative and consulting services to Entergy Solutions Select, Ltd. The amount billed, at cost, during this quarter was a \$1,390 credit.

During the quarter, Entergy-Koch LP (EKLP) provided management/administrative support services, consulting services and services related to the marketing of energy commodities to third parties at wholesale to EWO Marketing LP. The amount billed, at cost, to EWO Marketing LP for such services during the quarter was \$925,000. EKLP also provided administrative support services and management oversight services to Entergy-Koch Trading LP. Such management oversight services were related to the marketing of energy commodities to third parties at wholesale, the preparation of contracts and regulatory filings, and the procurement of transmission services. The amount billed, at cost, to Entergy-Koch Trading LP for such services during the quarter was \$741,000.

### II. Consulting Services Provided to Non-Associate Companies

Enterprises, under contract with a hydroelectric partnership, continues to provide an array of technical services/support and maintenance for a hydroelectric transmission line. Certain Entergy Services, Inc. personnel are providing the services. Enterprises is paid a fixed annual fee plus market based rates for performing maintenance on the transmission line owned by the partnership. The partnership was charged \$14,844 for services rendered during the quarter.

During the quarter, no other Consulting Services were provided by Non-Reg Companies to non-associate companies.

### III. Non-utility Loans Made by Entergy to Non-Reg Companies, or

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### Between Non-Reg Companies

During the quarter, no Non-utility Loans subject to reporting in this Certificate were made by Entergy to Non-Reg Companies or between Non-Reg Companies.

### IV. Other Securities Issuances by Non-Reg Companies

During the quarter, no Other Securities issuances subject to reporting in this Certificate were made by Non-Reg Companies.

### V. Formation and Capitalization of New Subsidiaries and O&M Subs

During the quarter, the following company claimed status as an O&M Sub in accordance with the June 1999 Order: Entergy Nuclear Potomac Company.

During the quarter, the foregoing company was capitalized as follows: Entergy Nuclear Potomac Company, \$1,000 in common stock.

During the quarter, Entergy Solutions Supply Ltd. changed its status from 'New Subsidiary' to 'an energy-related company', pursuant to Rule 58.

During the quarter, no other amounts were expended to form and initially capitalize any New Subsidiary or O&M Sub.

### VI. Nature and Extent of O&M Services Provided

During the quarter, ENI provided decommissioning management services to a large non-associate nuclear operating utility in the Northeast and other services to non-associate companies related to the operation, maintenance, and decommissioning of nuclear generation facilities. The total amount billed for all such services was \$340,671 consisting of certain incentive fees and reimbursable expenses. Also, during the quarter, ENI provided license renewal management services to non-associate nuclear

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utility customers. The total amount billed for all such services was \$618,413, consisting of market-based fees and reimbursable expenses. Also, during the quarter, ENI billed ENGC, at cost, \$290,106 for decommissioning and license renewal management services relating to the Pilgrim nuclear plant. In addition, during the quarter, ENI billed TLG, at cost, \$156,856 for O&M Services, including professional advice, and technical support primarily related to the decommissioning of nuclear electric generating facilities.

Also during the quarter, Entergy Nuclear, Inc. billed, at cost, Entergy Nuclear Vermont Yankee, LLC (VY) for project development activities related to the acquisition of Vermont Yankee nuclear facilities in the amount of \$17,858,479.

During the quarter, Entergy Nuclear Fuels Company billed, at cost, ENGC (\$18,864), IP3 (\$18,864), JAF (\$18,864), and IP2 (\$18,864) for O&M Services related to the procurement of nuclear fuel and fuel services for the nuclear power plants owned by these companies.

During the quarter, Entergy Nuclear Operations, Inc. (ENOI) billed, at cost, ENI (\$2,687,578), TLG (\$224,752), ENGC (\$24,819,400), IP3 (\$23,979,680), JAF (\$23,074,844), IP2 (\$25,211,149), and VY (\$10,718,148) for O&M Services, including professional advice and technical support primarily related to the operation, maintenance or decommissioning of nuclear electric generating facilities.

In addition, during the quarter, EOSI provided power project related O&M Services to several non-associate customers, including professional advice, technical expertise and maintenance services. Specifically, EOSI's services to non-associate customers included performing preventive maintenance on substations; providing O&M consulting services; providing project

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management, engineering, ground testing, procurement and construction services on transmission and substation facilities. The total amounts billed for all such services during the quarter were \$918,020 consisting, in each case, of market-based fees and reimbursable expenses.

During the quarter, Entergy Power Operations U.S. Inc. (EPOUS) provided O&M Services to Entergy Power RS Corporation relating to construction management and administrative support of its electric generating facilities for which it was billed, at cost, \$16. Also, EPOUS provided O&M Services to Warren Power, LLC relating to long-term operations and maintenance, and administrative support of its co-owned electric generating facilities, and to Entergy Power Ventures LP relating to administrative support of its co-owned electric generating facilities. For such services these affiliate companies were billed a fixed management fee of \$415,527, and \$17,201, respectively.

During the quarter, EntergyShaw LLC provided O&M Services relating to the procurement of construction equipment, engineering and construction management services related to the electric generating facilities being constructed by Entergy Shaw for Entergy Power Ventures LP and Crete Energy Ventures LLC. These affiliates were billed for incentive based fees plus reimbursable costs \$4,699,127 and \$28,276,261, respectively.

During the quarter, EN Services LP provided O&M Services relating to the procurement of equipment, engineering and construction management services, and acted as agent on behalf of Crete Energy Ventures LLC, and Entergy Power Ventures LP related to construction of electric generating facilities to be owned by these affiliates. For such services, these affiliate companies were billed a fixed management fee in the amount of \$470,574 and



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\$200,000, respectively. Also, during the quarter EN Services LP provided O&M Services relating to the procurement of equipment, engineering and construction management services, and acted as agent on behalf of a non-affiliate electric cooperative who with Entergy Power Ventures LP, co-owns the electric generating plant under construction in Texas.

Entergy represents that no Excepted Company has subsidized the operations of any Non-Reg Company and that the rendering of O&M Services by O&M Subs is in compliance with the applicable rules, regulations and orders of the SEC and has not adversely affected the services provided by any Excepted Company to its customers.

### VII. Payment of Dividends By Certain Non-Reg Companies

During the quarter, no dividends or distributions subject to reporting in this Certificate were paid by Non-Reg Companies.

### VIII. Reorganizations

The Entergy Non-Reg Companies' organizational structure as of September 30, 2002 is included in Exhibit 1.

No reorganizations of Entergy's ownership interests in Non-Reg Companies subject to reporting in this Certificate were effected during the quarter.

### IX. Outstanding Guarantees Issued by Entergy or by Non-utility Companies

As of the end of the quarter, the total outstanding amount of Guarantees issued pursuant to the August 2000 Order by Entergy or by Non-Reg Companies (to the extent reportable herein) to or for the benefit of Non-Reg Companies was \$423,450,190, excluding Guarantees previously issued and outstanding under the June 1999

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Order in the amount of \$40,205,000.

### X. Financial Statements

Entergy Corporation and Subsidiaries' Consolidated unaudited Balance Sheet and Income Statement for the quarter ended September 30, 2002 are included in Exhibit 2.

IN WITNESS WHEREOF, the Undersigned Company has caused this certificate to be executed on this 25th day of November 2002.

ENTERGY CORPORATION

/s/ Nathan E. Langston  
Nathan E. Langston  
Senior Vice President and Chief Accounting Officer

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- 1 Non-utility Companies are defined in the August 2000 Order as "exempt wholesale generators" ("EWGs"), "foreign utility companies" ("FUCOs"), "exempt telecommunications companies" ("ETCs"), "O&M Subs", "Authorized Subsidiary Companies", "New Subsidiaries" and "Energy-related Companies".
- 2 The Excepted Companies are Entergy's retail operating companies (Entergy Arkansas Inc., Entergy Louisiana Inc., Entergy Mississippi Inc., Entergy New Orleans Inc. and Entergy Gulf States Inc.), System Energy Resources, Inc., System Fuels, Inc., Entergy Operations, Inc., Entergy Services, Inc., and any other subsidiaries that Entergy may create whose activities and operations are primarily related to the domestic sale of electric energy at retail or at wholesale to affiliates or the provision of goods or services thereto.