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ENTERGY CORP /DE/  
Form U-1/A  
November 28, 2001

File No. 70-9893

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM U-1

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AMENDMENT NO. 3

To

APPLICATION-DECLARATION

under

THE PUBLIC UTILITY HOLDING COMPANY ACT OF 1935

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Entergy Corporation  
639 Loyola Avenue  
New Orleans, Louisiana 70113

Entergy Arkansas, Inc.  
425 West Capitol Avenue  
Little Rock, Arkansas 72201

Entergy Services, Inc.  
639 Loyola Avenue  
New Orleans, Louisiana 70113

Entergy Gulf States, Inc.  
350 Pine Street  
Beaumont, Texas 77701

System Fuels, Inc.  
350 Pine Street  
Beaumont, Texas 77701

Entergy Louisiana, Inc.  
4809 Jefferson Highway  
New Orleans, Louisiana 70121

System Energy Resources, Inc.  
1340 Echelon Parkway  
Jackson, Mississippi 39213

Entergy Mississippi, Inc.  
308 East Pearl Street  
Jackson, Mississippi 39201

Entergy Operations, Inc.  
1340 Echelon Parkway  
Jackson, Mississippi 39213

Entergy New Orleans, Inc.  
1600 Perdido Building  
New Orleans, Louisiana 70112

(Names of companies filing this statement and  
addresses of principal executive offices)

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Entergy Corporation

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

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C. John Wilder  
Executive Vice President and  
Chief Financial Officer  
for each applicant or declarant  
639 Loyola Avenue

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New Orleans, Louisiana 70113

(Name and address of agent for service)

The Commission is also requested to send copies of any communications in connection with this matter to:

Mark W. Hoffman, Esq.  
Entergy Services, Inc.  
639 Loyola Avenue  
New Orleans, Louisiana 70113

Item 1. Description of Proposed Transactions.

Item 1, Section VII of the Application-Declaration in this File is hereby amended to add the following representations:

- "C. Each of the Operating Companies represents that it will not issue any security authorized in the matter, if, as a consequence of such issuance, the common equity component of the capital structure of the company (on a consolidated basis) would comprise less than 30% of its total consolidated capitalization (based upon the financial statements filed with the most recent Quarterly Report on Form 10-Q or Annual Report on Form 10-K).
- D. Each of the Operating Companies represents that it will not issue any senior long-term debt that, if it is rated, is not rated investment grade by at least one nationally recognized statistical rating agency, except for new debt designed to refund, redeem or replace existing debt that, if voluntarily refunded, is at a lower effective after-tax cost of money, for privately placed debt or for debt authorized by the Council of the City of New Orleans."

SIGNATURES

Pursuant to the requirements of the Public Utility Holding Company Act of 1935, the undersigned companies have duly caused this Amendment to be signed on their behalf by the undersigned thereunto duly authorized.

ENERGY CORPORATION  
ENERGY SERVICES, INC.  
ENERGY ARKANSAS, INC.  
ENERGY GULF STATES, INC.  
ENERGY LOUISIANA, INC.  
ENERGY MISSISSIPPI, INC.  
ENERGY NEW ORLEANS, INC.  
ENERGY OPERATIONS, INC.  
SYSTEM ENERGY RESOURCES, INC.  
SYSTEM FUELS, INC.

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By                    /s/ Steven C. McNeal  
                         Steven C. McNeal  
                         Vice President and Treasurer

Dated: November 28, 2001