

ENTERGY CORP /DE/
Form U-9C-3
August 29, 2003

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM U-9C-3

QUARTERLY REPORT PURSUANT TO RULE 58

For the Quarterly Period Ended June 30, 2003

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

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

ITEM 1 - ORGANIZATION CHART

| <u>Name of reporting company *</u> | <u>Energy or gas related company</u> | <u>Date of organization</u> | <u>State of organization</u> | <u>Percentage of voting securities held</u> | <u>Nature of business</u> |
|--|--------------------------------------|-----------------------------|------------------------------|---|--|
| Entergy Holdings, LLC (EHLLC) | Energy related business | November 3, 1997 | Delaware | 100% | Holding company investing in miscellaneous energy related companies. |
| Entergy Thermal, LLC (Entergy Thermal) | Energy related business | January 28, 1999 | Delaware | 100% | Production, sale, and distribution of thermal energy products. |
| Entergy Power RS LLC (EPRS) | Energy related business | February 25, 1999 | Delaware | 100% | Holding company investing in qualifying facilities. |
| RS Cogen, LLC (RS Cogen) | Energy related business | March 25, 1999 | Louisiana | 50% | Ownership and operation of qualifying facilities |
| TLG Services, Inc. (TLG) | Energy related business | December 30, 1986 | Connecticut | 100% | Provide field services for the decommissioning of fossil and nuclear plants. |
| Entergy Solutions Ltd. (ESLTD) | Energy related business | August 30, 2000 | Texas | 100% | Provide competitive energy service and electric sales. |

Entergy-Koch
Trading, LP
(EKTLP)

Energy related business

January 25, 2001

Delaware

50%

Energy marketing and brokering.

EWO GP LLC (EWOGP)

Energy related business

October 30, 2000

Delaware

100%

Holding company investing in energy commodity brokering and related services.

EWO Marketing, LP (EWOM)

Energy related business

October 30, 2000

Delaware

100%

Energy marketing and brokering.

Entergy Solutions Select Ltd. (ESOLS)

Energy related business

March 2, 2001

Texas

100%

Price-to-Beat retail electric provider.

ITEM 1 - ORGANIZATION CHART - Continued

| <u>Name of reporting company *</u> | <u>Energy or gas related company</u> | <u>Date of organization</u> | <u>State of organization</u> | <u>Percentage of voting securities held</u> | <u>Nature of business</u> |
|---|--------------------------------------|-----------------------------|------------------------------|---|--|
| Entergy Solutions Essentials Ltd. (ESSEN) | Energy related business | June 4, 2001 | Texas | 100% | Provider of Last Resort retail electric provider. |
| Entergy Thermal-UNO, LLC (Entergy Thermal-UNO) | Energy related business | July 16, 2001 | Delaware | 100% | Production, sale, and distribution of thermal energy products. |
| Entergy Nuclear PFS, Inc. (ENPFS) | Energy related business | February 15, 2002 | Delaware | 100% | Holding company for investment in Private Fuel Storage, LLC. |
| Private Fuel Storage LLC (Private Fuel Storage) | Energy related business | February 21, 2002 | Delaware | 9.9% | Development of a spent nuclear fuel storage facility. |
| Tradespark | Energy related - business | | Delaware | Non-voting securities only | Electronic commodity marketplace for North America wholesale transactions in energy-related physical and financial products. |
| Entergy Solutions Supply Ltd. (ESSLT) | Energy related business | August 30, 2000 | Texas | 100% | Provider of wholesale energy and energy supply acquisition services to retail electric providers. |

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| | | | | | |
|--|----------------------------|-------------------|----------|------|--|
| Entergy Nuclear Environmental Services, LLC | Energy related business | December 10, 2002 | Delaware | 100% | Formed to provide environmental remediation services for nuclear facilities. |
| (ENES) | | | | | |

ITEM 1 - ORGANIZATION CHART - Concluded

| <u>Name of reporting company *</u> | <u>Energy or gas related company</u> | <u>Date of organization</u> | <u>State of organization</u> | <u>Percentage of voting securities held</u> | <u>Nature of business</u> |
|--|--|-----------------------------|------------------------------|---|--|
| SOURCEONE, INC. (SOURCEONE) | E n e r g y r e l a t e d business | February 16, 2000 | Delaware | Non-voting securities only | Energy management services and energy commodity marketing services |
| EnerSea Transport, LLC (EnerSea) (new) | E n e r g y r e l a t e d business | March 14, 2001 | Texas | ~ 1% | Compressed natural gas marine transportation and storage system |

* The system companies that directly or indirectly hold securities of each reporting company are set forth in Exhibit 1 to Entergy Corporation's Rule 24 Certificate for the three month period ended June 30, 2003, filed in File No. 70-9123.

EHLLC Activities

During the quarterly period ended June 30, 2003, EHLLC acted as a holding company engaged in investment in energy related companies consistent with Rule 58.

Entergy Thermal Activities

During the quarterly period ended June 30, 2003, Entergy Thermal owned and operated a district cooling and heating system in New Orleans, Louisiana.

EPRS Activities

During the quarterly period ended June 30, 2003, EPRS engaged in the ownership of a 50% interest in RS Cogen.

RS Cogen Activities

During the quarterly period ended June 30, 2003, RS Cogen owned and operated a 425 MW cogeneration facility in Louisiana, constituting a QF under PURPA.

TLG Activities

During the quarterly period ended June 30, 2003, TLG provided cost estimates and field services for the decommissioning of fossil and nuclear plants as well as technical expertise related to environmental testing and remediation.

ESLTD Activities

During the quarterly period ended June 30, 2003, ESLTD engaged in the purchasing of power on the ERCOT imbalance market for its Texas customers.

EKTLP Activities

During the quarterly period ended June 30, 2003, EKTLP engaged in the business of brokering and marketing of energy commodities, including but not limited to electricity, natural or manufactured gas, and other combustible fuels. These services were provided to electric utilities, power marketers, electric and municipal cooperatives, and various other customers.

EWOGP Activities

During the quarterly period ended June 30, 2003, EWOGP acted as a holding company for investing in energy commodity brokering and related services.

EWOM Activities

During the quarterly period ended June 30, 2003, EWOM engaged in the business of marketing the power produced by electric generation assets of affiliates and third-party customers as well as fulfilling the electric energy needs of third-party customers under long-term contracts. The third-party customers are principally electric utilities and municipal cooperatives.

ESOLS Activities

During the quarterly period ended June 30, 2003, ESOLS was in its formative stage and in the future intends to engage in providing price-to-beat energy service and electric sales.

ESSEN Activities

During the quarterly period ended June 30, 2003, ESSEN was in its formative stage and in the future intends to engage in providing energy service and electric sales as the provider of last resort.

Entergy Thermal-UNO Activities

During the quarterly period ended June 30, 2003, Entergy Thermal-UNO was in its formative state and in the future intends to engage in the production, sale, and distribution of thermal energy products at the University of New Orleans.

ENPFS Activities

During the quarterly period ended June 30, 2003, ENPFS acted as a holding company for Entergy's 12.9% member interest in Private Fuel Storage (including a 9.9% Class A member interest with voting rights).

Private Fuel Storage Activities

During the quarterly period ended June 30, 2003, Private Fuel Storage continued efforts relating to obtaining a Nuclear Regulatory Commission license for a proposed spent nuclear fuel storage facility.

Tradespark Activities

During the quarterly period ended June 30, 2003, Tradespark operated as an electronic commodity marketplace for North America wholesale transactions in energy-related physical and financial products.

ESSLT Activities

During the quarterly period ended June 30, 2003, ESSLT provided energy supply acquisition services to retail electric providers.

ENES Activities

During the quarterly period ended June 30, 2003, ENES was in its formative stage and in the future intends to provide environmental remediation services for nuclear facilities.

SOURCEONE Activities

During the quarterly period ended June 30, 2003, SOURCEONE provided energy management services and energy commodity marketing services.

EnerSea Activities

During the quarterly period ended June 30, 2003, EnerSea marketed a compressed natural gas marine transportation and storage system called VOTRANS (Volume-Optimized Transport System). VOTRANS is an ocean-going gas delivery service system comprised of large diameter pipes contained within insulated structures integrated onto specially designed and constructed ships.

ITEM 2 - ISSUANCES AND RENEWALS OF SECURITIES AND CAPITAL CONTRIBUTIONS

| Type of | Principal | Issue or | Person to | Collateral | Consideration |
|---------|-----------|----------|-----------|------------|---------------|
|---------|-----------|----------|-----------|------------|---------------|

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| <u>Company issuing security</u> | <u>security issued</u> | <u>amount of security</u> | <u>renewal</u> | <u>Cost of capital</u> | <u>whom security was issued</u> | <u>given with security</u> | <u>received for each security</u> |
|---------------------------------|---|---------------------------|----------------|---|---------------------------------|----------------------------|--|
| EnerSea | 125,000 Membership Units | N/A | Issue | N/A | EKTLP | N/A | \$2 per Membership Unit (\$250,000 in the aggregate) |
| EnerSea | Warrant (to receive 150,000 Membership Units at \$2 per unit) | N/A | Issue | N/A | EKTLP | N/A | N/A |
| EnerSea | Warrant (to receive 1,325,000 Membership Units at \$3 per unit) | N/A | Issue | N/A | EKTLP | N/A | N/A |
| EWOM | Promissory Note pursuant to Credit Agreement | \$5,000,000 | Issue | Market rate margin plus 3-month LIBOR (currently 5.01%) | Entergy Corporation | N/A | \$5,000,000 |

ITEM 2 - ISSUANCES AND RENEWALS OF SECURITIES AND CAPITAL CONTRIBUTIONS - Continued

Company contributing capital

Company receiving capital

Amount of capital contribution

Entergy Retail Holding Company
(ERHC)

ESLTD

\$1,574,000

| | |
|--------------------------------------|--------------|
| ERHC | |
| ESSLT | |
| | \$L,895,600 |
| | |
| Entergy Retail Texas, Inc. (ERTI) | |
| ESLTD | |
| | \$J6,000 |
| | |
| ERTI | |
| ESSLT | |
| | \$L9,450 |
| | |
| Entergy PTB Holding Company | |
| ESOLS | |
| | \$ 8,660,672 |
| | |
| Entergy Select LLC | |
| ESOLS | |
| | \$ 87,482 |
| | |
| Entergy Corporation | |
| EHLLC | |
| | \$I71,000 |

EWOMH
 (EWOMH)

EWOGP

\$M6,000

EWOGP

EWOM

\$M6,000

EWOMH

EWOM

\$M,544,000

ITEM 3 - ASSOCIATE TRANSACTIONS

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

| <u>Reporting company rendering services</u> | <u>Associate company receiving services</u> | <u>Types of services rendered</u> | <u>Direct costs charged</u> | <u>Indirect costs charged</u> | <u>Cost of capital</u> | <u>Total amount billed</u> |
|---|---|--|-----------------------------|-------------------------------|------------------------|----------------------------|
| EPRS | RS Cogen | Management, administrative, tax, and accounting services | | | | \$ 70,600 ¹ |
| \$ -0- | | | | | | |
| | | | N/A | | | \$ 70,600 |

ESSLT

ESLTD

Energy supply acquisition services

\$081,154

\$ -0-

N/A

\$081,054

ESSLT

ESOLS

Same as above

\$1,481,333

\$ -0-

N/A

\$1,481,333

1. These services were provided on a basis other than "at cost," pursuant to the Commission's December 20, 2002 order (HCAR No. 27626).

Part I - Transactions Performed by Reporting Companies on Behalf of Associate Companies - Continued

| Reporting company rendering services | Associate company receiving services | Types of services rendered | Direct costs charged | Indirect costs charged | Cost of capital | Total amount billed |
|--------------------------------------|--------------------------------------|-------------------------------------|----------------------|------------------------|-----------------|---------------------|
| EKTLP | EWOM | Energy commodity marketing services | | | | \$N86,280 |

\$ -0-

N/A

\$N86,280

EKTLP

EWOM

Professional services and back office support

\$J16,720

\$ -0-

N/A

\$J16,720

EKTLP

Entergy-Koch Trading Ltd. (UK)

Same as above

\$J3,550

\$ -0-

N/A

\$J3,550

EWOM

Entergy Power, Inc.

Energy commodity marketing services

\$J09,059

\$ -0-

N/A

\$J09,059

EWOM

Entergy Power Warren Corp. I

Energy commodity marketing services

\$J09,059

\$ -0-

N/A

\$J09,059

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

| Associate company rendering <u>services</u> | Reporting company receiving <u>services</u> | Types of services <u>rendered</u> | Direct costs <u>charged</u> | Indirect costs <u>charged</u> | Cost of <u>capital</u> | Total amount <u>billed</u> |
|---|---|---|-----------------------------|-------------------------------|------------------------|----------------------------|
| Entergy Enterprises, Inc. (EEI) | EWOM | Professional services and back office support | | | | \$I79,511 |
| \$ -0- | | | N/A | | | \$I79,511 |
| | | | EEI | | | |
| | | | EHLLC | | | |
| | | | Same as above | | | |

| | | | | | | |
|--------|--|--|-----------------|--|--|-----------|
| | | | | | | \$M4,348 |
| \$ -0- | | | N/A | | | |
| | | | | | | \$M4,348 |
| | | | EEI | | | |
| | | | Entergy Thermal | | | |
| | | | Same as above | | | |
| | | | | | | \$K08,584 |
| \$ -0- | | | N/A | | | |
| | | | | | | \$K08,584 |
| | | | EEI | | | |
| | | | ESOLS | | | |
| | | | Same as above | | | |
| | | | | | | \$J24,397 |
| \$ -0- | | | N/A | | | |
| | | | | | | \$J24,397 |

Part II - Transactions Performed by Associate Companies on Behalf of Reporting Companies - Continued

| Associate company rendering <u>services</u> | Reporting company receiving <u>services</u> | Types of services <u>rendered</u> | Direct costs <u>charged</u> | Indirect costs <u>charged</u> | Cost of <u>capital</u> | Total amount <u>billed</u> |
|---|---|-----------------------------------|-----------------------------|-------------------------------|------------------------|----------------------------|
| EEI | ESSEN | Same as above | | | | \$11,223 |

\$ -0-

N/A

\$11,223

EEI

ESSLT

Same as above

\$N1

\$ -0-

N/A

\$N1

EEI

ESLTD

Same as above

\$J,909,215

\$ -0-

N/A

\$J,909,215

EEI

TLG

Same as above

\$I93,781

\$ -0-

N/A

\$193,781

E EI

E PRS

Management, administrative, tax, and accounting services

\$127,754

\$ -0-

N/A

\$127,754

Entergy Solutions Management Services LLC (ESLMS)

E SLTD

Professional services and back office support

\$1,018,245

\$ -0-

N/A

\$1,018,245

E SLMS

E SOLS

Same as above

\$1,203,229

\$ -0-

N/A

\$1,203,229

ESLMS

Entergy Thermal

Same as above

\$ 98

\$ -0-

N/A

\$ 98

ERTI

ESLTD

Same as above

\$J,284

\$ -0-

N/A

\$J,284

ERTI

ESOLS

Same as above

\$I37

\$ -0-

N/A

\$I37

Entergy-Koch LP

EKTLP

Same as above

\$ 878,858

\$ -0-

N/A

\$ 878,858

ENI

TLG

O&M Services relating to decommissioning of nuclear electric generating facilities

\$159,835

\$ -0-

N/A

\$159,835

Entergy Nuclear Operations, Inc.

TLG

Same as above

\$166,505

\$ -0-

N/A

\$166,505

ITEM 4 - SUMMARY OF AGGREGATE INVESTMENT

| | | |
|---|------------------|--------|
| | | |
| Investments in energy-related companies: | | |
| Total consolidated capitalization as of June 30, 2003 | \$18,016,833,000 | Line 1 |

| | | |
|--|-----------------|--------|
| | 2,702,524,950 | Line 2 |
| Total capitalization multiplied by 15% (line 1 multiplied by 0.15) | | |
| Greater of \$50 million or line 2 | 2,702,524,950 | Line 3 |
| | | |
| Total current aggregate investment: | | |
| Energy management services (SOURCEONE) | 996,084 | |
| Energy marketing and brokering (ESLTD, EKTLP, EWOGP, EWOM, ESOLS, ESSEN, Tradespark, and ESSLT) | 431,387,457 | |
| Energy related technical and similar services (EHLLC, Entergy Thermal, Entergy Thermal - UNO, TLG, and ENES) | 58,769,942 | |
| Development and ownership of QFs (EPRS and RS Cogen) | 224,600,000 | |
| Ownership, operation, and servicing of fuel procurement, transportation, handling, and storage facilities (ENPFS, Private Fuel Storage, and EnerSea) | 877,000 | |
| Total current aggregate investment | 716,630,483 | Line 4 |
| | | |
| Difference between the greater of \$50 million or 15% of capitalization and the total aggregate investment of the registered holding company system (line 3 less line 4) | \$1,985,894,467 | Line 5 |

ITEM 5 - OTHER INVESTMENTS

| Major line of energy-related business | Other investment in last U-9C-3 report | Other investment in this U-9C-3 report | Reason for difference in other investment |
|--|---|---|--|
| N/A | -0- | -0- | N/A |

ITEM 6 - FINANCIAL STATEMENTS AND EXHIBITS

- **Financial Statements**

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

B. Exhibits

1. Certificate of filing of Form U-9C-3 for the 1st Quarter of 2003 with interested state commissions and municipal regulator.

SIGNATURE

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

Entergy Corporation

By: /s/ Nathan E. Langston

Nathan E. Langston
Senior Vice President and Chief Accounting Officer

Dated: August 27, 2003