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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. 2

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

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639 Loyola Avenue  
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.

The last paragraph of Item 1, Section V of the Application-Declaration in this File is hereby amended and restated to read as follows:

"The Entergy System's "aggregate investment" in EWGs and FUCOs was approximately \$832 million, representing approximately 25.4% of the Entergy System's consolidated retained earnings, as of June 30, 2001. Furthermore, the Entergy System has complied with and will continue to comply with the record keeping requirements of Rule 53(a)(2) concerning affiliated EWGs and FUCOs. In addition, as required by Rule 53(a)(3), no more than 2% of the employees of the Entergy System's domestic public utility subsidiary companies would render services to affiliated EWGs and FUCOs. Finally, none of the conditions set forth in Rule 53(b), under which the provisions of Rule 53 would not be available, have been met."

Item 6. Exhibits and Financial Statements.

a. Exhibits:

- F-1 Opinion of Counsel for Entergy Corporation
- F-2 Opinion of Counsel for Entergy Operations, Inc.
- F-3 Opinion of Counsel for Entergy Services, Inc.
- F-4 Opinion of Counsel for System Fuels, Inc.
- F-5 Opinion of Counsel for System Energy Resources, Inc.
- F-6 Opinion of Counsel for Entergy Arkansas, Inc.
- F-7 Opinion of Counsel for Entergy Gulf States, Inc.

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- F-8 Opinion of Counsel for Entergy  
Louisiana, Inc. and Entergy New Orleans, Inc.
- F-9 Opinion of Counsel for Entergy  
Mississippi, Inc.

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.

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

Dated: November 27, 2001