

for GPE to redeem the preferred stock at this time.

3. Common Equity Capitalization

GPE & KCPL will not issue guarantees or other securities in reliance upon the authorization by the Commission unless, on a pro-forma basis, taking into account the issuance of guarantees, or other securities up to \$1.2 billion, the consolidated common equity capitalization of GPE and KCPL will remain at least 30%.

F. Services

GPE requests authority for these new intermediate subsidiaries, as well as existing intermediate subsidiaries (collectively, the "Intermediate Subsidiaries"), to provide management, administrative, project development and operating services to such entities at fair market prices determined without regard to cost, and therefore requests an exemption (to the extent that rule 90(d) does not apply) pursuant to section 13(b) from the cost standards of rules 90 and 91 as applicable to such transactions, in any case in which the nonutility subsidiary purchasing such goods or services is:

(1) A FUCO or foreign EWG that derives no part of its income, directly or indirectly, from the generation, transmission, or distribution of electric energy for sale within the United States;

(2) An EWG that sells electricity at market-based rates which have been approved by the FERC, provided that the purchaser is not KCPL;

(3) A "qualifying facility" ("QF") within the meaning of the Public Utility Regulatory Policies Act of 1978, as amended ("PURPA") that sells electricity exclusively (a) at rates negotiated at arms'-length to one or more industrial or commercial customers purchasing such electricity for their own use and not for resale, and/or (b) to an electric utility company at the purchaser's "avoided cost" as determined in accordance with the regulations under PURPA;

(4) A domestic EWG or QF that sells electricity at rates based upon its cost of service, as approved by FERC or any state public utility commission having jurisdiction, provided that the purchaser thereof is not KCPL; or

(5) A rule 58 subsidiary or any other nonutility subsidiary that (a) is partially-owned by GPE, provided that the ultimate purchaser of such goods or services is not KCPL (or any other entity that GPE may form whose activities and operations are primarily related to the provision of goods and services to KCPL), (b) is engaged solely in the business of developing, owning,

operating and/or providing services or goods to nonutility subsidiaries described in clauses (1) through (4) immediately above, or (c) does not derive, directly or indirectly, any material part of its income from sources within the United States and is not a public utility company operating within the United States.

Entergy Mississippi, Inc. (70-10157)

Entergy Mississippi, Inc. ("Entergy Mississippi"), 308 East Pearl Street, Jackson, MI 39201, an electric utility subsidiary of Entergy Corporation, a registered holding company under the Act, has filed an application-declaration under sections 6(a), 7, 9(a), 10, 12(c), 12(d), 12(e), 32 and 33 of the Act and rules 42, 53, and 54 under the Act.

Entergy Mississippi seeks authorization to issue and sell, from time to time through March 31, 2007, up to \$900 million combined aggregate principal amount of (a) its first mortgage bonds ("Bonds"), (b) its preferred stock ("Preferred Stock"), (c) unsecured long-term indebtedness ("Long-term Debt"), and, (d) directly or indirectly through one or more financing subsidiaries, other forms of preferred or equity-linked securities ("Equity Interests") (collectively, "Securities").

The Bonds (a) may be subject to optional and/or mandatory redemption, in whole or in part, at par or at premiums above their principal amount, (b) may be entitled to mandatory or optional sinking fund provisions, (c) may be issued at fixed or floating rates of interest, (d) may provide for reset of the coupon under a remarketing arrangement, (e) may be called from existing investors by a third party, (f) may be backed by a bond insurance policy and (g) would have a maturity ranging from one year to 50 years. The maturity dates, interest rates, redemption and sinking fund provisions and conversion features, if any, with respect to the Bonds of a particular series, as well as any associated placement, underwriting or selling fees, commissions and discounts, if any, would be established by negotiation or competitive bidding. The maturity dates, interest rates, redemption and sinking fund provisions and conversion features, if any, with respect to Bonds of a particular series, as well as any associated placement, underwriting or selling agent fees, commissions and discounts, if any, would be established by negotiation or competitive bidding.

The Preferred Stock or Equity Interests may be issued in one or more series with whatever rights, preferences and priorities, including those related to redemption, are designated in the

instrument creating each series. The Preferred Stock or Equity Interests may be redeemable or may be perpetual.

The Long-term Debt of a particular series (a) would be unsecured, (b) may be convertible into any other securities of Entergy Mississippi (except common stock), (c) would have a maturity ranging from one year to 50 years, (d) may be subject to optional and/or mandatory redemption, in whole or in part, at par or at premiums above its principal amount, (e) may be entitled to mandatory or optional sinking fund provisions, (f) may be issued at fixed or floating rates of interest, (g) may provide for reset of the coupon in accordance with a remarketing arrangement, and (h) may be called from existing investors by a third party. The maturity dates, interest rates, redemption and sinking fund provisions and conversion features, if any, with respect to Long-term Debt of a particular series, as well as any associated placement, underwriting or selling agent fees, commissions and discounts, if any, would be established by negotiation or competitive bidding. Entergy Mississippi states that it presently contemplates selling the Securities by competitive bidding, negotiated public offering or private placement.

Entergy Mississippi proposes to use the net proceeds derived from the issuance and sale of the Securities for general corporate purposes, including (a) financing its capital expenditures, (b) repaying, redeeming, refunding or purchasing any of its securities issued in accordance with rule 42 under the Act and/or those issued on Entergy Mississippi's behalf in accordance with section 9(c)(1) of the Act, and (c) financing its working capital requirements.

Entergy Mississippi also proposes to enter into arrangements to finance or refinance on a tax-exempt basis certain pollution control facilities and/or sewage or solid waste disposal facilities ("Facilities"). Entergy Mississippi proposes, from time to time through March 31, 2007, to enter into one or more leases, subleases, installment sale agreements, refunding agreements or other agreements ("Agreements") and/or supplements and/or amendments to those Agreements ("Facilities Agreements") with one or more issuing governmental authorities ("Authorities"), under which the Authority may issue one or more series of tax-exempt bonds ("Tax-exempt Bonds") in an aggregate principal amount not to exceed \$50 million (including the possible issuance and pledge by Entergy Mississippi of up to \$55 million in aggregate principal