File No. 70-8535

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM U-1

AMENDMENT NO. 3
to
APPLICATION-DECLARATION
under
THE PUBLIC UTILITY HOLDING COMPANY ACT OF 1935

Entergy Corporation
639 Loyola Avenue
New Orleans, Louisiana 70113

Entergy Power, Inc.
Three Financial Centre
Little Rock, Arkansas
72211

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

Entergy Corporation

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

Gerald D. McInvale
Senior Vice President and
Chief Financial Officer
Entergy Corporation
639 Loyola Avenue
New Orleans, Louisiana 70113

Terry L. Ogletree
President
Entergy Power, Inc.
Three Financial Centre
Little Rock, Arkansas
72211

(Names and addresses of agents for service)

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

Laurence M. Hamric
General Attorney
Entergy Services, Inc.
639 Loyola Avenue
New Orleans, Louisiana 70112

Frederick F. Nugent
General Counsel
Entergy Enterprises, Inc.
Three Financial Centre
Little Rock, Arkansas
72211

William T. Baker, Jr.
Reid & Priest
40 West 57th Street
New York, New York 10019

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Item 1. Description of Proposed Transactions.

Item 1 of the Application-Declaration in this File, as previously amended, is hereby further amended to add at the end thereof the following:

"Entergy currently meets all of the "safe harbor" conditions set forth in Rule 53 under the Act. In accordance with Rule 53(a)(1), Entergy's "aggregate investment" in exempt wholesale generators ("EWGs") and foreign utility companies ("FUCOs") at September 30, 1994 was approximately $175.7 million, representing approximately 7.5% of the Entergy System's consolidated retained earnings as of such date. Furthermore, Entergy has complied 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 companies render services to affiliated EWGs and FUCOs. Finally, none of the provisions of Rule 53(b), under which the provisions of Rule 53 would not be available, have been met."

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SIGNATURE

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.

ENTERGY CORPORATION

By: /s/ Michael G. Thompson
Michael G. Thompson
Senior Vice President,
Chief Legal Officer and
Secretary

ENTERGY POWER, INC.

By: /s/ Michael G. Thompson
Michael G. Thompson
Vice President and
Secretary

Dated: February 22, 1995

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End of Filing

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