FORM 10-Q

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

(Mark One)

X QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended June 30, 1994

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

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Commission File Number No.	Registrant, State of Incorporation, Address and Telephone Number	I.R.S. Employer Identification
1-11299	ENTERGY CORPORATION (a Delaware corporation) 225 Baronne Street New Orleans, Louisiana 70112 Telephone (504) 529-5262	13-5550175
1-10764	ARKANSAS POWER & LIGHT COMPANY (an Arkansas corporation) 425 West Capitol Avenue, 40th Floor Little Rock, Arkansas 72201 Telephone (501) 377-4000	71-0005900
1-2703	GULF STATES UTILITIES COMPANY (a Texas corporation) 350 Pine Street Beaumont, Texas 77701 Telephone (409) 838-6631	74-0662730
1-8474	LOUISIANA POWER & LIGHT COMPANY (a Louisiana corporation) 639 Loyola Avenue New Orleans, Louisiana 70112 Telephone (504) 569-4000	72-0245590
0-320	MISSISSIPPI POWER & LIGHT COMPANY (a Mississippi corporation) 308 East Pearl Street Jackson, Mississippi 39201 Telephone (601) 969-2311	64-0205830
0-5807	NEW ORLEANS PUBLIC SERVICE INC. (a Louisiana corporation) 639 Loyola Avenue New Orleans, Louisiana 70112 Telephone (504) 569-4000	72-0273040
1-9067	SYSTEM ENERGY RESOURCES, INC. (an Arkansas corporation) Echelon One 1340 Echelon Parkway Jackson, Mississippi 39213 Telephone (601) 984-9000	72-0752777

Indicate by check mark whether the registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days.

Yes X No

Common Stock Outstanding Outstanding at July 31, 1994 Entergy Corporation ($0.01 par value) 227,376,479

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ENTERGY CORPORATION AND SUBSIDIARIES
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June 30, 1994

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This combined Form 10-Q is separately filed by Entergy Corporation, Arkansas Power & Light Company, Gulf States Utilities Company, Louisiana Power & Light Company, Mississippi Power & Light Company, New Orleans Public Service Inc., and System Energy Resources, Inc. Information contained herein relating to any individual company is filed by such company on its own behalf. Each company makes no representation as to information relating to the other companies. This combined Form 10-Q supplements and updates the Form 10-K, for the calendar year ended December 31, 1993, and the Form 10-Q for the quarter ended March 31, 1994, filed by the individual registrants with the SEC, and should be read in conjunction therewith.

DEFINITIONS

Certain abbreviations or acronyms used in the text are defined below:

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Abbreviation or Acronym	Term
ALJ	Administrative Law Judge
ANO	Arkansas Nuclear One Steam Electric Generating Station
ANO 2	Unit No. 2 of ANO
AP&L	Arkansas Power & Light Company
APSC	Arkansas Public Service Commission
Availability Agreement	Agreement, dated as of June 21, 1974, as amended, among System Energy and AP&L, LP&L, MP&L, and NOPSI, and the assignments thereof
Capital Funds Agreement	Agreement, dated as of June 21, 1974, as amended, between System Energy and Entergy Corporation, and the assignments thereof
CCLM	Customer-Controlled Load Management (a DSM activity utilizing residential time-of-use rates)
City of New Orleans or City	New Orleans, Louisiana
Council	Council of the City of New Orleans, Louisiana
D.C. Circuit	United States Court of Appeals for the District of Columbia Circuit
DSM	Demand-Side Management (Least Cost Plan activities that influence electricity usage by customers)
Entergy Corporation	Entergy Corporation, a Delaware corporation, successor to Entergy Corporation, a Florida Corporation
Entergy Operations	Entergy Operations, Inc., a subsidiary of Entergy Corporation that has operating responsibility for ANO, Grand Gulf 1, River Bend, and Waterford 3
Entergy or System	Entergy Corporation and its various direct and indirect subsidiaries
Entergy Power	Entergy Power, Inc., a subsidiary of Entergy Corporation that markets capacity and energy from certain generating facilities to other parties, principally non-affiliates, for resale
Entergy Services	Entergy Services, Inc.
FERC	Federal Energy Regulatory Commission
First Quarter Form 10-Q	The combined Quarterly Report on Form 10-Q for the quarter ended March 31, 1994, of Entergy, AP&L, GSU, LP&L, MP&L, NOPSI, and System Energy
Form 10-K	The combined Annual Report on Form 10-K for the year ended December 31, 1993, of Entergy, AP&L, GSU, LP&L, MP&L, NOPSI, and System Energy
G&R Bonds	General and Refunding Mortgage Bonds issued and issuable by MP&L and NOPSI
Grand Gulf Station	Grand Gulf Steam Electric Generating Station
Grand Gulf 1	Unit No. 1 of the Grand Gulf Station
GSU	Gulf States Utilities Company
KWH	Kilowatt-Hour(s)
Least Cost Plan	Least Cost Integrated Resource Plan (combination of demand- and supply-side resources to be used by Entergy to satisfy electricity demand)
LP&L	Louisiana Power & Light Company
LPSC	Louisiana Public Service Commission
Merger	The combination transaction, consummated on December 31, 1993, by which GSU became a subsidiary of Entergy

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ENTERGY CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
June 30, 1994 and December 31, 1993
(Unaudited)

	1994	1993
	(In Thousands)	
ASSETS		
Utility Plant:		
Electric	$21,012,813	$20,848,844
Plant acquisition adjustment - GSU	373,986	380,117
Electric plant under leases	664,531	663,024
Property under capital leases - electric	170,599	175,276
Natural gas	158,249	156,452
Steam products	75,586	75,689
Construction work in progress	615,672	533,112
Nuclear fuel under capital leases	299,730	329,433
Nuclear fuel	48,114	17,760
Total	23,419,280	23,179,707
Less - accumulated depreciation and amortization	7,408,935	7,157,981
Utility plant - net	16,010,345	16,021,726
Other Property and Investments:		
Decommissioning trust funds	197,560	172,960
Other	188,128	183,597
Total	385,688	356,557
Current Assets:		
Cash and cash equivalents:		
Cash	40,204	27,345
Temporary cash investments - at cost, which approximates market	375,039	536,404
Total cash and cash equivalents	415,243	563,749
Special deposits	46,579	36,612
Notes receivable	16,455	17,710
Accounts receivable:		
Customer (less allowance for doubtful accounts of $8.7 million in 19[illegible] million in 1993)	355,921	315,796
Other	70,109	81,931
Accrued unbilled revenues	201,188	

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ENTERGY CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
June 30, 1994 and December 31, 1993
(Unaudited)

	1994	1993
	(In Thousands)	
CAPITALIZATION AND LIABILITIES		
Capitalization:		
Common stock, $.01 par value, authorized 500,000,000 shares; issued 231,219,737 shares in 1994 and 1993	$2,312	$2,312
Paid-in capital	4,224,208	4,223,682
Retained earnings	2,318,200	2,310,082
Less - treasury stock (2,784,708 shares in 1994)	88,298	-
Total common shareholders' equity	6,456,422	6,536,076
Preference stock	150,000	150,000
Subsidiaries' preferred stock:		
Without sinking fund	550,955	550,955
With sinking fund	322,794	349,053
Long-term debt	7,349,044	7,355,962
Total	14,829,215	14,942,046
Other Noncurrent Liabilities:		
Obligations under capital leases	282,297	322,867
Other	279,833	270,318
Total	562,130	593,185
Current Liabilities:		
Currently maturing long-term debt	292,975	322,010
Notes payable	149,867	43,667
Accounts payable	363,043	413,727
Customer deposits	131,314	127,524
Taxes accrued	146,147	118,267
Accumulated deferred income taxes	100,660	44,637
Interest accrued	195,352	210,894
Dividends declared	14,041	13,404
Deferred revenue - gas supplier judgment proceeds	-	14,632
Deferred fuel cost	-	4,528
Obligations under capital leases	186,723	194,015

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ENTERGY CORPORATION AND SUBSIDIARIES
STATEMENTS OF CONSOLIDATED INCOME
For the Three and Six Months Ended June 30, 1994 and 1993
(Unaudited)

	Three Months Ended		Six Months Ended	
	1994	1993	1994	1993
	(In Thousands, Except Share Data)			
Operating Revenues:				
Electric	$1,551,673	$1,051,484	$2,891,925	$1,948,750
Natural gas	22,766	18,618	76,845	47,764
Steam products	11,859	-	23,567	-
Total	1,586,298	1,070,102	2,992,337	1,996,514
Operating Expenses:				
Operation and maintenance:				
Fuel, fuel-related expenses, and gas purchased for resale	357,711	181,961	672,439	358,896
Purchased power	109,833	78,720	234,629	135,533
Nuclear refueling outage expenses	16,244	15,580	31,989	30,582
Operation and maintenance	367,223	245,437	703,235	478,603
Depreciation and decommissioning	160,856	109,092	321,665	219,222
Taxes other than income taxes	70,067	48,634	142,919	97,044
Income taxes	89,753	70,925	123,306	102,711
Rate deferrals				
Rate deferrals	-	(313)	-	(1,626)
Amortization of rate deferrals	88,676	59,492	182,350	122,232
Total	1,260,363	809,528	2,412,532	1,543,197
Operating Income	325,935	260,574	579,805	453,317
Other Income (Deductions):				
Allowance for equity funds used during construction	3,135	2,174	6,670	4,326
Miscellaneous - net	6,659	15,197	17,892	30,034
Income taxes	(3,183)	(5,640)	(11,380)	(15,217)
Total	6,611	11,731	13,182	19,143
Interest Charges:				
Interest on long-term debt	158,866	123,110	319,261	246,829
Other interest - net	11,444	5,435	22,455	11,499
Allowance for borrowed funds used during construction	(2,527)	(1,495)	(5,169)	(3,021)
Preferred dividend requirements of subsidiaries and other	20,426	14,395	41,368	28,980
Total	188,209	141,445	377,915	284,287
Income before Cumulative Effect of a Change in Accounting Principle	144,337	130,860	215,072	188,173
Cumulative effect to January 1, 1993 of Accruing Unbilled Revenues (net of income taxes of $57,188)	-	-	-	93,841
Net Income	$144,337	$130,860	$215,072	$282,014
Earnings per average common share before cumulative effect of a change in accounting principle	$0.63	$0.75	$0.94	$1.07
Earnings per average common share	$0.63	$0.75	$0.94	$1.61
Dividends declared per common share	-	-	$0.90	$0.80
Average number of common shares outstanding	229,440,707	174,745,885	230,010,476	174,926,615

See Notes to Financial Statements.

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ENTERGY CORPORATION AND SUBSIDIARIES
STATEMENTS OF CONSOLIDATED CASH FLOWS
For the Six Months Ended June 30, 1994 and 1993
(Unaudited)

	1994	1993
	(In Thousands)	
Operating Activities:		
Net income	$215,072	$282,014
Noncash items included in net income:		
Cumulative effect of a change in accounting principle	-	(93,841)
Change in rate deferrals/excess capacity-net	164,750	80,652
Depreciation and decommissioning	321,665	219,222
Deferred income taxes and investment tax credits	13,690	(372)
Allowance for equity funds used during construction	(6,670)	(4,326)
Amortization of deferred revenues	(14,632)	(19,799)
Changes in working capital:		
Receivables	(62,170)	(55,467)
Fuel inventory	29,723	4,325
Accounts payable	(50,684)	(50,159)
Taxes accrued	27,880	(4,384)
Interest accrued	(15,542)	(1,332)
Other working capital accounts	(143,630)	(77,205)
Refunds to customers - gas contract settlement	-	(56,027)
Decommissioning trust contributions	(11,742)	(9,969)
Provision for estimated losses and reserves	(4,523)	23,003
Other	45,014	56,989
Net cash flow provided by operating activities	508,201	293,324
Investing Activities:		
Construction / capital expenditures	(327,154)	(176,127)
Allowance for equity funds used during construction	6,670	4,326
Nuclear fuel purchases	(44,994)	(40,401)
Proceeds from sale/leaseback of nuclear fuel	16,144	22,868
Investment in nonregulated/nonutility properties	(113)	(58,531)
Decrease in other temporary investments	-	17,012
Net cash flow used in investing activities	(349,447)	(230,853)
Financing Activities:		
Proceeds from the issuance of:		
First mortgage bonds	59,410	160,000
General and refunding mortgage bonds	-	195,000
Other long-term debt	43,644	79,053
Premium and expense on refinancing sale/leaseback bonds	(47,602)	-
Retirement of:		
First mortgage bonds	(85,600)	(249,704)
General and refunding mortgage bonds	(45,000)	(99,400)
Other long-term debt	(16,108)	(21,919)
Repurchase of common stock	(88,796)	(21,874)
Redemption of preferred stock	(26,259)	(29,000)
Common stock dividends paid	(207,149)	(139,566)

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ENTERGY CORPORATION AND SUBSIDIARIES
SELECTED OPERATING RESULTS
For the Three and Six Months Ended June 30, 1994 and 1993
(Unaudited)

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Description	Three Months Ended 1994	1993	Increase/ (Decrease)	%
	(In Millions)			
Electric Operating Revenues:				
Residential	$ 489.1	$ 320.3	$ 168.8	53
Commercial	372.2	243.7	128.5	53
Industrial	461.5	276.5	185.0	67
Governmental	40.7	31.4	9.3	30
Total retail	1,363.5	871.9	491.6	56
Sales for resale	90.7	76.0	14.7	19
Other	97.5	103.6	(6.1)	
(6)				
Total	$ 1,551.7	$ 1,051.5	$ 500.2	48
Billed Electric Energy Sales (Millions of KWH):				
Residential	5,806	3,801	2,005	53
Commercial	4,813	3,069	1,744	57
Industrial	10,079	6,034	4,045	67
Governmental	553	441	112	25
Total retail	21,251	13,345	7,906	59
Sales for resale	2,035	2,338	(303)	
(13)				
Total	23,286	15,683	7,603	48

Description	Six Months Ended 1994	1993	Increase/ (Decrease)	%
	(In Millions)			
Electric Operating Revenues:				
Residential	$ 965.1	$ 643.4	$ 321.7	50
Commercial	711.3	470.7	240.6	51
Industrial	897.6	545.0	352.6	65
Governmental	79.6	62.5	17.1	27
Total retail	2,653.6	1,721.6	932.0	54
Sales for resale	160.1	134.2	25.9	19
Other	78.2	93.0	(14.8)	
(16)				
Total	$ 2,891.9	$ 1,948.8	$ 943.1	48
Billed Electric Energy Sales (Millions of KWH):				
Residential	11,868	7,873	3,995	51
Commercial	9,219	5,953	3,266	55
Industrial	19,806	11,887	7,919	67
Governmental	1,079	874	205	23
Total retail	41,972	26,587	15,385	58
Sales for resale	3,771	4,042	(271)	
(7)				
Total	45,743	30,629	15,114	49

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Note: On December 31, 1993, GSU became a wholly-owned subsidiary of Entergy Corporation. In accordance with the purchase method of accounting, the 1993 second quarter and year to date operating results do not include GSU operating results.

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ARKANSAS POWER & LIGHT COMPANY
BALANCE SHEETS
June 30, 1994 and December 31, 1993
(Unaudited)

	1994	1993
	(In Thousands)	
ASSETS		
Utility Plant:		
Electric	$4,170,215	$4,098,355
Property under capital leases	59,744	62,139
Construction work in progress	185,900	197,005
Nuclear fuel under capital lease	86,226	93,606
Total	4,502,085	4,451,105
Less - accumulated depreciation and amortization	1,663,306	1,604,318
Utility plant - net	2,838,779	2,846,787
Other Property and Investments:		
Investment in subsidiary companies - at equity	11,232	11,232
Decommissioning trust fund	123,834	108,192
Other - at cost (less accumulated depreciation)	4,436	4,257
Total	139,502	123,681
Current Assets:		
Cash	10,165	1,825
Accounts receivable:		
Customer (less allowance for doubtful accounts of $2.1 million in 1994 and 1993)	70,350	65,641
Associated companies	30,248	18,312
Other	15,515	20,817
Accrued unbilled revenues	108,436	83,378
Fuel inventory - at average cost	24,575	51,920
Materials and supplies - at average cost	78,550	81,398
Rate deferrals	102,596	92,592
Deferred excess capacity	9,304	9,115
Prepayments and other	47,320	28,303
Total	497,059	453,301

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ARKANSAS POWER & LIGHT COMPANY
BALANCE SHEETS
June 30, 1994 and December 31, 1993
(Unaudited)

	1994	1993
	(In Thousands)	
CAPITALIZATION AND LIABILITIES		
Capitalization:		
Common stock, $0.01 par value, authorized 325,000,000 shares; issued and outstanding 46,980,196 shares in 1994 and 1993	$470	$470
Paid-in capital	590,844	590,844
Retained earnings	467,813	448,811
Total common shareholder's equity	1,059,127	1,040,125
Preferred stock:		
Without sinking fund	176,350	176,350
With sinking fund	63,027	70,027
Long-term debt	1,321,150	1,313,315
Total	2,619,654	2,599,817
Other Noncurrent Liabilities:		
Obligations under capital leases	84,752	94,861
Other	55,684	59,750
Total	140,436	154,611
Current Liabilities:		
Currently maturing long-term debt	28,020	3,020
Notes payable:		
Associated companies	17,641	21,395
Other	34,667	667
Accounts payable:		
Associated companies	36,120	45,177
Other	71,062	93,611
Customer deposits	16,050	15,241
Taxes accrued	58,641	43,013
Accumulated deferred income taxes	34,872	32,367
Interest accrued	31,318	31,410
Dividends declared	4,833	5,049
Co-owner advances	25,767	39,435
Deferred fuel cost	20,292	16,120

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ARKANSAS POWER & LIGHT COMPANY
STATEMENTS OF INCOME
For the Three and Six Months Ended June 30, 1994 and 1993
(Unaudited)

	Three Months Ended		Six Months Ended	
	1994	1993	1994	1993
	(In Thousands)			
Operating Revenues	$414,901	$383,651	$785,992	$730,391
Operating Expenses:				
Operation and maintenance:				
Fuel and fuel-related expenses	67,759	58,323	131,233	117,275
Purchased power	93,427	92,761	184,609	174,431
Nuclear refueling outage expenses	8,839	10,366	17,473	20,732
Other operation and maintenance	89,372	90,624	169,898	177,498
Depreciation and decommissioning	36,540	33,124	72,258	66,555
Taxes other than income taxes	8,508	6,361	17,623	13,741
Income taxes	17,323	7,661	14,918	4,546
Amortization of rate deferrals	33,552	31,099	73,725	65,320
Total	355,320	330,319	681,737	640,098
Operating Income	59,581	53,332	104,255	90,293
Other Income (Deductions):				
Allowance for equity funds used during construction	896	1,033	2,050	2,312
Miscellaneous - net	11,997	14,906	24,561	30,077
Income taxes	(3,913)	(7,156)	(9,684)	(17,395)
Total	8,980	8,783	16,927	14,994
Interest Charges:				
Interest on long-term debt	25,145	27,167	50,378	54,436
Other interest - net	2,500	1,101	4,320	2,017
Allowance for borrowed funds used during construction	(847)	(725)	(1,667)	(1,632)
Total	26,798	27,543	53,031	54,821
Income before Cumulative Effect of a Change in Accounting Principle	41,763	34,572	68,151	50,466
Cumulative Effect to January 1, 1993 of Accruing Unbilled Revenues (net of income taxes of $31,140)	-	-	-	50,187
Net Income	41,763	34,572	68,151	100,653
Preferred Stock Dividend Requirements and Other	4,866	5,299	9,749	10,561
Earnings Applicable to Common Stock	$36,897	$29,273	$58,402	$90,092

See Notes to Financial Statements.

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ARKANSAS POWER & LIGHT COMPANY
STATEMENTS OF CASH FLOWS
For the Six Months Ended June 30, 1994 and 1993
(Unaudited)

	1994	1993
	(In Thousands)	
Operating Activities:		
Net income	$68,151	$100,653
Noncash items included in net income:		
Cumulative effect of a change in accounting principle	-	(50,187)
Change in rate deferrals/excess capacity-net	51,782	42,431
Depreciation and decommissioning	72,258	66,555
Deferred income taxes and investment tax credits	(20,012)	(28,094)
Allowance for equity funds used during construction	(2,050)	(2,312)
Changes in working capital:		
Receivables	(36,401)	(22,143)
Fuel inventory	27,345	6,567
Accounts payable	(31,606)	(4,592)
Taxes accrued	15,628	(2,620)
Interest accrued	(92)	(546)
Other working capital accounts	(38,907)	(48,578)
Decommissioning trust contributions	(5,288)	(5,524)
Provision for estimated losses and reserves	(8,224)	20,688
Other	(12,839)	(3,957)
Net cash flow provided by operating activities	79,745	68,341
Investing Activities:		
Construction expenditures	(74,778)	(65,122)
Allowance for equity funds used during construction	2,050	2,312
Nuclear fuel purchases	-	(29,072)
Proceeds from sale/leaseback of nuclear fuel	-	22,868
Net cash flow used in investing activities	(72,728)	(69,014)
Financing Activities:		
Proceeds from issuance of other long-term debt	27,992	44,519
Retirement of first mortgage bonds	(600)	(15,600)
Redemption of preferred stock	(7,000)	(7,000)
Changes in short-term borrowings	30,246	27,140
Dividends paid:		
Common stock	(39,400)	(21,700)
Preferred stock	(9,915)	(10,830)
Net cash flow provided by financing activities	1,323	16,529
Net increase in cash and cash equivalents	8,340	15,856
Cash and cash equivalents at beginning of period	1,825	-
Cash and cash equivalents at end of period	$10,165	$15,856

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SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:

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ARKANSAS POWER & LIGHT COMPANY
SELECTED OPERATING RESULTS
For the Three and Six Months Ended June 30, 1994 and 1993
(Unaudited)

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Description	Three Months Ended 1994	1993	Increase %
	(In Millions)		
Electric Operating Revenues:			
Residential	$ 108.3	$ 103.7	$ 4.6 4
Commercial	74.8	69.3	5.5 8
Industrial	80.6	75.6	5.0 7
Governmental	4.1	4.0	0.1 3
Total retail	267.8	252.6	15.2 6
Sales for resale	102.9	99.1	3.8 4
Other	44.2	32.0	12.2 38
Total	$ 414.9	$ 383.7	$ 31.2 8
Billed Electric Energy Sales (Millions of KWH):			
Residential	1,141	1,106	35 3
Commercial	986	919	67 7
Industrial	1,441	1,347	94 7
Governmental	57	54	3 6
Total retail	3,625	3,426	199 6
Sales for resale	4,053	3,943	110 3
Total	7,678	7,369	309 4

Description	Six Months Ended 1994	1993	Increase %
	(In Millions)		
Electric Operating Revenues:			
Residential	$ 231.6	$ 222.6	$ 9.0 4
Commercial	141.1	133.1	8.0 6
Industrial	153.4	146.0	7.4 5
Governmental	8.2	7.8	0.4 5
Total retail	534.3	509.5	24.8 5
Sales for resale	213.8	194.9	18.9 10
Other	37.9	26.0	11.9 46
Total	$ 786.0	$ 730.4	$ 55.6 8

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Billed Electric Energy

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GULF STATES UTILITIES COMPANY
BALANCE SHEETS
June 30, 1994 and December 31, 1993
(Unaudited)

	1994	1993
	(In Thousands)	
ASSETS		
Utility Plant:		
Electric	$6,851,569	$6,825,989
Natural gas	43,396	42,786
Steam products	75,586	75,689
Property under capital leases	85,884	86,039
Construction work in progress	84,358	50,080
Nuclear fuel under capital leases	89,057	94,828
Total	7,229,850	7,175,411
Less - accumulated depreciation and amortization	2,409,052	2,323,804
Utility plant - net	4,820,798	4,851,607
Other Property and Investments:		
Decommissioning trust fund	19,667	17,873
Other - at cost (less accumulated depreciation)	29,644	29,360
Total	49,311	47,233
Current Assets:		
Cash and cash equivalents:		
Cash	11,108	3,012
Temporary cash investments - at cost, which approximates market:		
Associated companies	39,759	-
Other	81,008	258,337
Total cash and cash equivalents	131,875	261,349
Accounts receivable:		
Customer (less allowance for doubtful accounts of $2.2 million in 1994 and $2.4 million in 1993)	139,097	117,369
Associated companies	4,438	-
Other	19,517	18,371
Accrued unbilled reve	35,184	32,572
Deferred fuel costs	13,092	5,883
Fuel inventory	27,022	

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GULF STATES UTILITIES COMPANY
BALANCE SHEETS
June 30, 1994 and December 31, 1993
(Unaudited)

	1994	1993
	(In Thousands)	
CAPITALIZATION AND LIABILITIES		
Capitalization:		
Common stock, no par value, authorized 200,000,000 shares; issued and outstanding 100 shares in 1994 and 1993	$114,055	$114,055
Paid-in capital	1,152,344	1,152,304
Retained earnings	511,991	666,401
Total common shareholder's equity	1,778,390	1,932,760
Preference stock	150,000	150,000
Preferred stock:		
Without sinking fund	136,444	136,444
With sinking fund	98,754	101,004
Long-term debt	2,368,757	2,368,639
Total	4,532,345	4,688,847
Other Noncurrent Liabilities:		
Obligations under capital leases	140,709	152,359
Other	47,155	47,107
Total	187,864	199,466
Current Liabilities:		
Currently maturing long-term debt	425	425
Accounts payable:		
Associated companies	19,940	2,745
Other	103,081	109,840
Customer deposits	22,673	21,958
Taxes accrued	31,511	22,856
Interest accrued	56,472	59,516
Nuclear refueling reserve	13,423	22,356
Obligations under capital leases	34,233	41,713
Other	59,504	98,074
Total	341,262	379,483

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GULF STATES UTILITIES COMPANY
STATEMENTS OF INCOME
For the Three and Six Months Ended June 30, 1994 and 1993
(Unaudited)

	Three Months Ended		Six Months Ended	
	1994	1993	1994	1993
	(In Thousands)			
Operating Revenues:				
Electric	$439,015	$423,200	$841,119	$804,731
Natural gas	5,981	6,007	21,827	18,531
Steam products	11,859	13,016	23,567	23,139
Total	456,855	442,223	886,513	846,401
Operating Expenses:				
Operation and maintenance:				
Fuel, fuel-related expenses and gas purchased for resale	119,341	126,945	238,359	245,314
Purchased power	54,839	38,035	115,059	74,306
Nuclear refueling outage expenses	2,520	3,360	5,040	6,720
Other operation and maintenance	103,512	95,094	205,562	190,002
Depreciation and decommissioning	49,209	47,277	97,076	94,554
Taxes other than income taxes	9,664	23,643	34,010	48,547
Income taxes	17,573	10,119	16,752	5,297
Amortization of rate deferrals	16,840	15,761	32,737	30,264
Total	373,498	360,234	744,595	695,004
Operating Income	83,357	81,989	141,918	151,397
Other Income (Deductions):				
Allowance for equity funds used during construction	379	144	639	257
Miscellaneous - net	4,085	5,419	8,233	9,192
Income taxes	(2,211)	(3,143)	(4,183)	(7,894)
Total	2,253	2,420	4,689	1,555
Interest Charges:				
Interest on long-term debt	48,770	51,009	97,750	102,613
Other interest - net	4,057	2,430	5,237	4,589
Allowance for borrowed funds used during construction	(301)	(96)	(507)	(323)
Total	52,526	53,343	102,480	106,879
Income before Extraordinary Items and the Cumulative Effect of Accounting Changes	33,084	31,066	44,127	46,073
Extraordinary Items (net of income taxes)	-	(285)	-	(285)
Cumulative Effect to January 1, 1993, of Accruing Unbilled Revenues (net of income taxes of $ 6,940)	-	-	-	10,660
Net Income	33,084	30,781	44,127	56,448
Preferred and Preference Stock Dividend Requirements and Other	7,529	10,306	14,936	20,197
Earnings Applicable to Common Stock	$25,555	$20,475	$29,191	$36,251

See Notes to Financial Statements.

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GULF STATES UTILITIES COMPANY
STATEMENTS OF CASH FLOWS
For the Six Months Ended June 30, 1994 and 1993
(Unaudited)

	1994	1993
	(In Thousands)	
Operating Activities:		
Net income	$44,127	$56,448
Noncash items included in net income:		
Extraordinary items	-	285
Cumulative effect of a change in accounting principle	-	(10,660)
Change in rate deferrals	32,737	30,263
Depreciation and decommissioning	97,076	94,554
Deferred income taxes and investment tax credits	19,454	13,657
Allowance for equity funds used during construction	(639)	(257)
Changes in working capital:		
Receivables	(29,924)	(21,512)
Fuel inventory	(4,484)	4,334
Accounts payable	10,436	(19,219)
Taxes accrued	8,655	18,352
Interest accrued	(3,044)	(1,861)
Other working capital accounts	(37,366)	(5,273)
Decommissioning trust contributions	(1,478)	(1,478)
Purchased power settlement	-	(169,300)
Other	3,127	4,031
Net cash flow provided by (used in) operating activities	138,677	(7,636)
Investing Activities:		
Construction expenditures	(68,109)	(46,582)
Allowance for equity funds used during construction	639	257
Nuclear fuel purchases	(16,145)	(2,118)
Proceeds from sale/leaseback of nuclear fuel	16,145	2,118
Refund of escrow account and other property	-	8,200
Net cash flow used in investing activities	(67,470)	(38,125)
Financing Activities:		
Proceeds from the issuance of:		
Preference stock	-	146,625
Other long-term debt	-	70,979
Retirement of other long-term debt	-	(80,727)
Redemption of preferred stock	(2,250)	(18,000)
Dividends paid:		
Common stock	(183,600)	-
Preferred and preference stock	(14,831)	(19,512)
Net cash flow provided by (used in) financing activities	(200,681)	99,365
Net increase (decrease) in cash and cash equivalents	(129,474)	53,604
Cash and cash equivalents at beginning of period	261,349	197,741
Cash and cash equivalents at end of period	$131,875	$251,345

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GULF STATES UTILITIES COMPANY
SELECTED OPERATING RESULTS
For the Three and Six Months Ended June 30, 1994 and 1993
(Unaudited)

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Description	Three Months Ended 1994	1993	Increase/ (Decrease)	%
	(In Millions)			
Electric Department Operating Revenues:				
Residential	$ 132.7	$ 128.9	$ 3.8	3
Commercial	102.4	100.8	1.6	2
Industrial	159.9	165.5	(5.6)	
(3)				
Governmental	6.4	6.5	(0.1)	
(2)				
Total retail	401.4	401.7	(0.3)	-
Sales for resale	20.4	7.1	13.3	187
Other	17.2	14.4	2.8	19
Total Electric Department	$ 439.0	$ 423.2	$ 15.8	4
Billed Electric Energy Sales (Millions of KWH):				
Residential	1,672	1,532	140	9
Commercial	1,462	1,369	93	7
Industrial	3,811	3,611	200	6
Governmental	74	72	2	3
Total retail	7,019	6,584	435	7
Sales for resale	709	134	575	429
Total Electric Department	7,728	6,718	1,010	15
Steam Department	421	415	6	1
Total	8,149	7,133	1,016	14

Description	Six Months Ended 1994	1993	Increase/ (Decrease)	%
	(In Millions)			
Electric Department Operating Revenues:				
Residential	$ 256.5	$ 246.1	$ 10.4	4
Commercial	197.1	192.2	4.9	3
Industrial	312.9	320.2	(7.3)	
(2)				
Governmental	12.7	13.2	(0.5)	
(4)				
Total retail	779.2	771.7	7.5	1
Sales for resale	38.8	13.4	25.4	190
Other	23.1	19.6	3.5	18
Total Electric Department	$ 841.1	$ 804.7	$ 36.4	5
Billed Electric Energy Sales (Millions of KWH):				
Residential	3,273	2,950	323	11
Commercial	2,769	2,576	193	7
Industrial	7,386	7,022	364	5
Governmental	148	146	2	1
Total retail	13,576	12,694	882	7
Sales for resale	1,250	261	989	379
Total Electric Department	14,826	12,955	1,871	14
Steam Department	831	792	39	5
Total	15,657	13,747	1,910	14

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LOUISIANA POWER & LIGHT COMPANY
BALANCE SHEETS
June 30, 1994 and December 31, 1993
(Unaudited)

	1994	1993
	(In Thousands)	
ASSETS		
Utility Plant:		
Electric	$4,669,176	$4,646,020
Electric plant under lease	226,395	225,083
Construction work in progress	160,962	133,536
Nuclear fuel under capital lease	60,549	61,375
Nuclear fuel	5,065	3,823
Total	5,122,147	5,069,837
Less - accumulated depreciation and amortization	1,542,290	1,496,107
Utility plant - net	3,579,857	3,573,730
Other Property and Investments:		
Nonutility property	20,060	20,060
Decommissioning trust fund	25,324	22,109
Investment in subsidiary company - at equity	14,230	14,230
Other	1,016	984
Total	60,630	57,383
Current Assets:		
Cash and cash equivalents:		
Cash	5,715	-
Temporary cash investments - at cost, which approximates market	28,036	33,489
Total cash and cash equivalents	33,751	33,489
Special deposits	8,780	19,077
Accounts receivable:		
Customer (less allowance for doubtful accounts of $1.1 million in 1994 and 1993)	78,098	66,575
Associated companies	3,786	2,952
Other	8,764	10,656
Accrued unbilled revenues	64,656	64,314
Deferred fuel costs	4,422	

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LOUISIANA POWER & LIGHT COMPANY
BALANCE SHEETS
June 30, 1994 and December 31, 1993
(Unaudited)

	1994	1993
	(In Thousands)	
CAPITALIZATION AND LIABILITIES		
Capitalization:		
Common stock, no par value, authorized 250,000,000 shares; issued and outstanding 165,173,180 shares in 1994 and 1993	$1,088,900	$1,088,900
Capital stock expense and other	(5,771)	(6,109)
Retained earnings	115,311	89,849
Total common shareholder's equity	1,198,440	1,172,640
Preferred stock:		
Without sinking fund	160,500	160,500
With sinking fund	118,793	126,302
Long-term debt	1,457,902	1,457,626
Total	2,935,635	2,917,068
Other Noncurrent Liabilities:		
Obligations under capital leases	26,683	27,508
Other	33,211	27,672
Total	59,894	55,180
Current Liabilities:		
Currently maturing long-term debt	315	25,315
Notes payable:		
Associated companies	54,954	52,041
Other	19,200	-
Accounts payable:		
Associated companies	35,082	33,523
Other	59,036	76,284
Customer deposits	53,705	52,234
Accumulated deferred income taxes	8,621	-
Taxes accrued	24,070	15,110
Interest accrued	41,080	42,141
Dividends declared	5,647	5,938
Deferred revenue - gas supplier judgment proceeds	-	14,632
Deferred fuel cost	-	605

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LOUISIANA POWER & LIGHT COMPANY
STATEMENTS OF INCOME
For the Three and Six Months Ended June 30, 1994 and 1993
(Unaudited)

	Three Months Ended		Six Months Ended	
	1994	1993	1994	1993
	(In Thousands)			
Operating Revenues	$441,643	$399,570	$825,469	$757,426
Operating Expenses:				
Operation and maintenance:				
Fuel and fuel-related expenses	85,518	49,991	143,626	112,587
Purchased power	101,841	104,571	205,337	190,232
Nuclear refueling outage expenses	4,885	4,631	9,476	9,198
Other operation and maintenance	86,143	82,668	159,775	158,551
Depreciation and decommissioning	37,451	35,521	74,843	70,909
Taxes other than income taxes	13,919	12,332	28,356	23,884
Income taxes	24,313	23,497	41,156	42,172
Amortization of rate deferrals	6,887	6,887	13,546	13,546
Total	360,957	320,098	676,115	621,079
Operating Income	80,686	79,472	149,354	136,347
Other Income (Deductions):				
Allowance for equity funds used during construction	978	721	2,089	1,324
Miscellaneous - net	130	444	441	650
Income taxes	50	(45)	40	2,240
Total	1,158	1,120	2,570	4,214
Interest Charges:				
Interest on long-term debt	31,100	31,761	62,297	62,873
Other interest - net	3,040	2,382	5,628	5,908
Allowance for borrowed funds used during construction	(649)	(483)	(1,450)	(885)
Total	33,491	33,660	66,475	67,896
Net Income	48,353	46,932	85,449	72,665
Preferred Stock Dividend Requirements and Other	5,701	6,291	11,820	12,747
Earnings Applicable to Common Stock	$42,652	$40,641	$73,629	$59,918

See Notes to Financial Statements.

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LOUISIANA POWER & LIGHT COMPANY
STATEMENTS OF CASH FLOWS
For the Six Months Ended June 30, 1994 and 1993
(Unaudited)

	1994	1993
	(In Thousands)	
Operating Activities:		
Net income	$85,449	$72,665
Noncash items included in net income:		
Change in rate deferrals	13,546	13,546
Depreciation and decommissioning	74,843	70,909
Deferred income taxes and investment tax credits	25,253	26,730
Allowance for equity funds used during construction	(2,089)	(1,324)
Amortization of deferred revenues	(14,632)	(19,799)
Changes in working capital:		
Receivables	(10,807)	(3,985)
Accounts payable	(15,689)	(16,449)
Taxes accrued	8,960	1,334
Interest accrued	(1,061)	(247)
Other working capital accounts	(15,707)	(14,808)
Refunds to customers - gas contract settlement	-	(56,027)
Decommissioning trust contributions	(2,408)	(2,000)
Other	1,464	8,231
Net cash flow provided by operating activities	147,122	78,776
Investing Activities:		
Construction expenditures	(78,552)	(67,953)
Allowance for equity funds used during construction	2,089	1,324
Net cash flow used in investing activities	(76,463)	(66,629)
Financing Activities:		
Proceeds from the issuance of:		
First mortgage bonds	-	100,000
Other long-term debt	-	33,000
Changes in short-term borrowings	22,113	32,706
Retirement of:		
First mortgage bonds	(25,000)	(100,919)
Other long-term debt	(63)	(21,799)
Redemption of preferred stock	(7,509)	(12,500)
Dividends paid:		
Common stock	(48,300)	(33,400)
Preferred stock	(11,638)	(13,089)
Net cash flow used in financing activities	(70,397)	(16,001)
Net increase (decrease) in cash and cash equivalents	262	(3,854)
Cash and cash equivalents at beginning of period	33,489	22,782
Cash and cash equivalents at end of period	$33,751	$18,928

SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:
Cash paid during the period for:

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LOUISIANA POWER & LIGHT COMPANY
SELECTED OPERATING RESULTS
For the Three and Six Months Ended June 30, 1994 and 1993
(Unaudited)

Powered By EDGAR Online 2002. EDGAR Online, Inc.

Description	Three Months Ended 1994	1993	Increase/ (Decrease)	%
	(In Millions)			
Electric Operating Revenues:				
Residential	$ 139.4	$ 117.0	$ 22.4	19
Commercial	92.0	78.7	13.3	17
Industrial	169.1	152.3	16.8	11
Governmental	7.9	6.6	1.3	20
Total retail	408.4	354.6	53.8	15
Sales for resale	8.8	12.6	(3.8)	(30)
Other	24.4	32.4	(8.0)	(25)
Total	$ 441.6	$ 399.6	$ 42.0	11
Billed Electric Energy Sales (Millions of KWH):				
Residential	1,691	1,535	156	10
Commercial	1,118	1,025	93	9
Industrial	3,979	3,909	70	2
Governmental	99	92	7	8
Total retail	6,887	6,561	326	5
Sales for resale	217	379	(162)	(43)
Total	7,104	6,940	164	2

Description	Six Months Ended 1994	1993	Increase/ (Decrease)	%
	(In Millions)			
Electric Operating Revenues:				
Residential	$ 264.4	$ 226.6	$ 37.8	17
Commercial	172.8	151.9	20.9	14
Industrial	329.0	304.7	24.3	8
Governmental	15.8	14.1	1.7	12
Total retail	782.0	697.3	84.7	12
Sales for resale	15.7	18.9	(3.2)	(17)
Other	27.8	41.2	(13.4)	(33)
Total	$ 825.5	$ 757.4	$ 68.1	9
Billed Electric Energy Sales (Millions of KWH):				
Residential	3,371	3,019	352	12
Commercial	2,146	1,960	186	9
Industrial	7,956	7,734	222	3
Governmental	206	194	12	6
Total retail	13,679	12,907	772	6
Sales for resale	345	519	(174)	(34)
Total	14,024	13,426	598	4

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MISSISSIPPI POWER & LIGHT COMPANY
BALANCE SHEETS
June 30, 1994 and December 31, 1993
(Unaudited)

	1994	1993
	(In Thousands)	
ASSETS		
Utility Plant:		
Electric	$1,432,998	$1,389,229
Construction work in progress	73,241	62,699
Total	1,506,239	1,451,928
Less - accumulated depreciation and amortization	568,726	577,728
Utility plant - net	937,513	874,200
Other Property and Investments:		
Investment in subsidiary company - at equity	5,531	5,531
Other	4,756	4,760
Total	10,287	10,291
Current Assets:		
Cash	355	7,999
Notes receivable	6,673	7,118
Accounts receivable:		
Customer (less allowance for doubtful accounts of $2.5 million in 1994 and 1993)	37,412	33,155
Associated companies	12,016	7,342
Other	3,891	3,672
Accrued unbilled revenues	60,997	57,414
Fuel inventory - at average cost	4,542	8,652
Materials and supplies - at average cost	21,664	20,886
Rate deferrals	106,032	96,935
Prepayments and other	14,806	13,763
Total	268,388	256,936

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Deferred Debits and Other Assets:		
Rate deferrals	451,204	504,428

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MISSISSIPPI POWER & LIGHT COMPANY
BALANCE SHEETS
June 30, 1994 and December 31, 1993
(Unaudited)

	1994	1993
	(In Thousands)	
CAPITALIZATION AND LIABILITIES		
Capitalization:		
Common stock, no par value, authorized 15,000,000 shares; issued and outstanding 8,666,357 shares in 1994 and 1993	$199,326	$199,326
Capital stock expense and other	(1,762)	(1,864)
Retained earnings	251,472	236,337
Total common shareholder's equity	449,036	433,799
Preferred stock:		
Without sinking fund	57,881	57,881
With sinking fund	38,770	46,770
Long-term debt	494,451	516,156
Total	1,040,138	1,054,606
Other Noncurrent Liabilities:		
Obligations under capital leases	622	686
Other	10,720	6,231
Total	11,342	6,917
Current Liabilities:		
Currently maturing long-term debt	40,015	48,250
Notes payable:		
Associated companies	30,922	11,568
Other	30,000	-
Accounts payable:		
Associated companies	34,714	29,181
Other	19,991	12,157
Customer deposits	21,898	21,474
Taxes accrued	24,013	24,252
Accumulated deferred income taxes	45,237	41,758
Interest accrued	18,954	23,171
Dividends declared	1,797	1,985
Obligations under capital leases	140	156
Other	14,097	17,147
Total	281,778	231,099
Deferred Credits:		
Accumulated deferred income taxes	301,620	311,616
Accumulated deferred investment tax credits	36,276	37,193
SFAS 109 regulatory liability - net	22,988	23,626
Other	9,758	11,680
Total	370,642	384,115
Commitments and Contingencies (Notes 1 and 2)		
TOTAL	$1,703,900	$1,676,737

See Notes to Financial Statements.

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MISSISSIPPI POWER & LIGHT COMPANY
STATEMENTS OF INCOME
For the Three and Six Months Ended June 30, 1994 and 1993
(Unaudited)

	Three Months Ended		Six Months Ended	
	1994	1993	1994	1993
	(In Thousands)			
Operating Revenues	$229,790	$229,506	$417,207	$408,973
Operating Expenses:				
Operation and maintenance:				
Fuel and fuel-related expenses	41,818	31,416	64,613	41,349
Purchased power	58,558	71,294	122,880	146,683
Other operation and maintenance	40,643	38,596	77,216	72,000
Depreciation and amortization	9,051	7,980	17,757	15,998
Taxes other than income taxes	10,460	9,823	20,736	19,834
Income taxes	10,628	14,337	11,853	15,327
Amortization of rate deferrals	24,804	17,589	49,609	35,177
Total	195,962	191,035	364,664	346,368
Operating Income	33,828	38,471	52,543	62,605
Other Income (Deductions):				
Allowance for equity funds used during construction	445	226	1,021	395
Miscellaneous - net	158	53	252	555
Income taxes	(61)	(20)	(97)	(207)
Total	542	259	1,176	743
Interest Charges:				
Interest on long-term debt	11,159	12,799	23,196	26,721
Other interest - net	1,844	753	3,274	1,494
Allowance for borrowed funds used during construction	(286)	(161)	(653)	(282)
Total	12,717	13,391	25,817	27,933
Income before Cumulative Effect of a Change in Accounting Principle	21,653	25,339	27,902	35,415
Cumulative Effect to January 1, 1993 of Accruing Unbilled Revenues (net of income taxes of $19,456)	-	-	-	32,706
Net Income	21,653	25,339	27,902	68,121
Preferred Stock Dividend Requirements and Other	1,955	2,374	4,030	4,769
Earnings Applicable to Common Stock	$19,698	$22,965	$23,872	$63,352

See Notes to Financial Statements.

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MISSISSIPPI POWER & LIGHT COMPANY
STATEMENTS OF CASH FLOWS
For the Six Months Ended June 30, 1994 and 1993
(Unaudited)

	1994	1993
	(In Thousands)	
Operating Activities:		
Net income	$27,902	$68,121
Noncash items included in net income:		
Cumulative effect of a change in accounting principle	-	(32,706)
Change in rate deferrals	44,127	19,215
Depreciation and amortization	17,757	15,998
Deferred income taxes and investment tax credits	(7,288)	(4,878)
Allowance for equity funds used during construction	(1,021)	(395)
Changes in working capital:		
Receivables	(12,733)	(14,370)
Fuel inventory	4,110	783
Accounts payable	13,367	10,608
Taxes accrued	(239)	(3,217)
Interest accrued	(4,217)	194
Other working capital accounts	(4,002)	(11,562)
Other	(4,311)	4,533
Net cash flow provided by operating activities	73,452	52,324
Investing Activities:		
Construction expenditures	(80,224)	(23,693)
Allowance for equity funds used during construction	1,021	395
Net cash flow used in investing activities	(79,203)	(23,298)
Financing Activities:		
Proceeds from the issuance of:		
General and refunding bonds	-	125,000
Other long-term debt	15,652	-
Retirement of:		
First mortgage bonds	-	(73,185)
General and refunding bonds	(30,000)	(55,000)
Other long-term debt	(16,045)	(120)
Redemption of preferred stock	(8,000)	(8,000)
Dividends paid:		
Common stock	(8,800)	(27,900)
Preferred stock	(4,054)	(4,906)
Changes in short-term borrowings	49,354	-
Net cash flow used in financing activities	(1,893)	(44,111)
Net decrease in cash and cash equivalents	(7,644)	(15,085)
Cash and cash equivalents at beginning of period	7,999	34,008
Cash and cash equivalents at end of period	$355	$18,923

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SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:

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MISSISSIPPI POWER & LIGHT COMPANY
SELECTED OPERATING RESULTS
For the Three and Six Months Ended June 30, 1994 and 1993
(Unaudited)

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Description	Three Months Ended 1994	1993	Increase/ (Decrease)	%
	(In Millions)			
Electric Operating Revenues:				
Residential	$ 75.0	$ 70.2	$ 4.8	7
Commercial	61.9	57.5	4.4	8
Industrial	45.0	42.3	2.7	6
Governmental	7.3	6.8	0.5	7
Total retail	189.2	176.8	12.4	7
Sales for resale	15.5	12.9	2.6	20
Other	25.1	39.8	(14.7)	(37)
Total	$ 229.8	$ 229.5	$ 0.3	-
Billed Electric Energy Sales (Millions of KWH):				
Residential	869	773	96	12
Commercial	749	656	93	14
Industrial	713	651	62	10
Governmental	87	77	10	13
Total retail	2,418	2,157	261	12
Sales for resale	441	315	126	40
Total	2,859	2,472	387	16

Description	Six Months Ended 1994	1993	Increase/ (Decrease)	%
	(In Millions)			
Electric Operating Revenues:				
Residential	$ 151.1	$ 140.2	$ 10.9	8
Commercial	120.3	110.9	9.4	8
Industrial	89.1	82.3	6.8	8
Governmental	13.9	13.2	0.7	5
Total retail	374.4	346.6	27.8	8
Sales for resale	23.6	18.5	5.1	28
Other	19.2	43.9	(24.7)	(56)
Total	$ 417.2	$ 409.0	$ 8.2	2
Billed Electric Energy Sales (Millions of KWH):				
Residential	1,845	1,663	182	11
Commercial	1,432	1,280	152	12
Industrial	1,405	1,274	131	10
Governmental	164	151	13	9
Total retail	4,846	4,368	478	11
Sales for resale	573	366	207	57
Total	5,419	4,734	685	14

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NEW ORLEANS PUBLIC SERVICE INC.
BALANCE SHEETS
June 30, 1994 and December 31, 1993
(Unaudited)

	1994	1993
	(In Thousands)	
ASSETS		
Utility Plant:		
Electric	$478,120	$476,976
Natural gas	114,853	113,666
Construction work in progress	22,750	15,205
Total	615,723	605,847
Less - accumulated depreciation and amortization	338,172	330,268
Utility plant - net	277,551	275,579
Other Investments:		
Investment in subsidiary company - at equity	3,259	3,259
Current Assets:		
Cash and cash equivalents:		
Cash	8,224	1,176
Temporary cash investments - at cost, which approximates market:		
Associated companies	17,522	10,034
Other	29,996	32,107
Total cash and cash equivalents	55,742	43,317
Accounts receivable:		
Customer (less allowance for doubtful accounts of $0.8 million in 1994 and 1993)	30,965	35,801
Associated companies	1,104	1,378
Other	872	876
Accrued unbilled revenues	21,915	19,643
Deferred electric fuel and resale gas costs	3,862	6,323
Accumulated deferred income taxes	492	-
Materials and supplies - at average cost	9,941	11,885
Rate deferrals	27,678	24,587
Prepayments and other	8,991	2,994
Total	161,562	146,804

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NEW ORLEANS PUBLIC SERVICE INC.
BALANCE SHEETS
June 30, 1994 and December 31, 1993
(Unaudited)

	1994	1993
	(In Thousands)	
CAPITALIZATION AND LIABILITIES		
Capitalization:		
Common stock, $4 par value, authorized 10,000,000 shares; issued and outstanding 8,435,900 shares in 1994 and 1993	$33,744	$33,744
Paid-in capital	36,201	36,156
Retained earnings subsequent to the elimination of the accumulated deficit of $13.9 million on November 30, 1988	113,948	100,556
Total common shareholder's equity	183,893	170,456
Preferred stock:		
Without sinking fund	19,780	19,780
With sinking fund	3,450	4,950
Long-term debt	164,136	188,312
Total	371,259	383,498
Other Noncurrent Liabilities:		
Accumulated provision for losses	18,022	18,022
Other	6,716	3,351
Total	24,738	21,373
Current Liabilities:		
Currently maturing long-term debt	24,200	15,000
Accounts payable:		
Associated companies	17,998	23,080
Other	23,292	22,011
Customer deposits	16,987	16,617
Accumulated deferred income taxes	-	4,968
Taxes accrued	12,334	5,161
Interest accrued	4,793	5,472
Dividends declared	374	432
Other	16,337	6,935
Total	116,215	

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NEW ORLEANS PUBLIC SERVICE INC.
STATEMENTS OF INCOME
For the Three and Six Months Ended June 30, 1994 and 1993
(Unaudited)

	Three Months Ended		Six Months Ended	
	1994	1993	1994	1993
		(In Thousands)		
Operating Revenues:				
Electric	$107,617	$101,565	$186,472	$180,984
Natural gas	16,785	18,617	55,018	47,764
Total	124,402	120,182	241,490	228,748
Operating Expenses:				
Operation and maintenance:				
Fuel, fuel-related expenses and gas purchased for resale	26,044	20,676	59,959	46,809
Purchased power	35,209	39,450	72,941	76,463
Other operation and maintenance	20,289	20,596	39,960	42,567
Depreciation and amortization	4,743	4,303	9,453	8,594
Taxes other than income taxes	6,877	6,738	13,931	13,008
Income taxes	7,555	7,025	8,174	8,127
Rate deferrals:				
Rate deferrals	-	(313)	-	(1,626)
Amortization of rate deferrals	5,805	3,918	12,733	8,189
Total	106,522	102,393	217,151	202,131
Operating Income	17,880	17,789	24,339	26,617
Other Income (Deductions):				
Allowance for equity funds used during construction	124	34	237	34
Miscellaneous - net	474	760	984	1,138
Income taxes	(184)	(176)	(709)	16
Total	414	618	512	1,188
Interest Charges:				
Interest on long-term debt	4,095	5,358	8,464	10,402
Other interest - net	479	366	938	740
Allowance for borrowed funds used during construction	(92)	(31)	(176)	(33)
Total	4,482	5,693	9,226	11,109
Income before Cumulative Effect of a Change in Accounting Principle	13,812	12,714	15,625	16,696
Cumulative Effect to January 1, 1993 of Accruing Unbilled Revenues (net of income taxes of $6,592)	-	-	-	10,948
Net Income	13,812	12,714	15,625	27,644
Preferred Stock Dividend Requirements and Other	375	432	833	903
Earnings Applicable to Common Stock	$13,437	$12,282	$14,792	$26,741

See Notes to Financial Statements.

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NEW ORLEANS PUBLIC SERVICE INC.
STATEMENTS OF CASH FLOWS
For the Six Months Ended June 30, 1994 and 1993
(Unaudited)

	1994	1993
	(In Thousands)	
Operating Activities:		
Net income	$15,625	$27,644
Noncash items included in net income:		
Cumulative effect of a change in accounting principle	-	(10,948)
Change in rate deferrals	10,379	5,461
Depreciation and amortization	9,453	8,594
Deferred income taxes and investment tax credits	(10,899)	(1,157)
Allowance for equity funds used during construction	(237)	(34)
Net pension expense	-	2,204
Changes in working capital:		
Receivables	2,842	884
Accounts payable	(3,801)	(8,944)
Taxes accrued	7,173	(706)
Interest accrued	(679)	(522)
Other working capital accounts	8,180	(8,611)
Other	3,752	628
Net cash flow provided by operating activities	41,788	14,493
Investing Activities:		
Construction expenditures	(10,855)	(8,644)
Allowance for equity funds used during construction	237	34
Net cash flow used in investing activities	(10,618)	(8,610)
Financing Activities:		
Proceeds from the issuance of general and refunding bonds	-	70,000
Retirement of general and refunding bonds	(15,000)	(44,400)
Redemption of preferred stock	(1,500)	(1,500)
Dividends paid:		
Common stock	(1,400)	(6,100)
Preferred stock	(845)	(961)
Net cash flow provided by (used in) financing activities	(18,745)	17,039
Net increase in cash and cash equivalents	12,425	22,922
Cash and cash equivalents at beginning of period	43,317	46,070
Cash and cash equivalents at end of period	$55,742	$68,992
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash paid during the period for:		
Interest - net of amount capitalized	$9,663	$11,407
Income taxes	$12,671	$8,236

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See Notes to Financial Statements.

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NEW ORLEANS PUBLIC SERVICE INC.
SELECTED OPERATING RESULTS
For the Three and Six Months Ended June 30, 1994 and 1993
(Unaudited)

Powered By EDGAR Online 2002. EDGAR Online, Inc.

Description	Three Months Ended 1994	1993	Increase/ (Decrease)	%
	(In Millions)			
Electric Operating Revenues:				
Residential	$ 33.6	$ 29.4	$ 4.2	14
Commercial	41.1	38.3	2.8	7
Industrial	6.8	6.2	0.6	10
Governmental	15.1	14.0	1.1	8
Total retail	96.6	87.9	8.7	10
Sales for resale	3.1	3.3	(0.2)	(6)
Other	7.9	10.4	(2.5)	(24)
Total	$ 107.6	$ 101.6	$ 6.0	6
Billed Electric Energy Sales (Millions of KWH):				
Residential	433	387	46	12
Commercial	498	469	29	6
Industrial	135	127	8	6
Governmental	234	218	16	7
Total retail	1,300	1,201	99	8
Sales for resale	101	104	(3)	(3)
Total	1,401	1,305	96	7

Description	Six Months Ended 1994	1993	Increase/ (Decrease)	%
	(In Millions)			
Electric Operating Revenues:				
Residential	$ 61.6	$ 54.0	$ 7.6	14
Commercial	80.1	74.8	5.3	7
Industrial	13.1	12.0	1.1	9
Governmental	29.0	27.4	1.6	6
Total retail	183.8	168.2	15.6	9
Sales for resale	4.5	5.8	(1.3)	(22)
Other	(1.8)	7.0	(8.8)	(126)
Total	$ 186.5	$ 181.0	$ 5.5	3
Billed Electric Energy Sales (Millions of KWH):				
Residential	800	714	86	12
Commercial	955	906	49	5
Industrial	254	237	17	7
Governmental	445	420	25	6
Total retail	2,454	2,277	177	8
Sales for resale	130	185	(55)	(30)
Total	2,584	2,462	122	5

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SYSTEM ENERGY RESOURCES, INC.
BALANCE SHEETS
June 30, 1994 and December 31, 1993
(Unaudited)

	1994	1993
	(In Thousands)	
ASSETS		
Utility Plant:		
Electric	$3,027,236	$3,027,537
Electric plant under lease	438,136	437,941
Construction work in progress	43,941	41,442
Nuclear fuel under capital lease	63,899	79,625
Total	3,573,212	3,586,545
Less - accumulated depreciation	718,198	669,666
Utility plant - net	2,855,014	2,916,879
Other Investments:		
Decommissioning trust fund	28,734	24,787
Current Assets:		
Cash and cash equivalents:		
Cash	-	2,424
Temporary cash investments - at cost, which approximates market:		
Associated companies	65,563	46,601
Other	112,244	147,107
Total cash and cash equivalents	177,807	196,132
Accounts receivable:		
Associated companies	70,458	57,216
Other	3,908	2,057
Materials and supplies - at average cost	71,982	69,765
Recoverable income taxes	60,000	63,400
Prepayments and other	6,228	4,835
Total	390,383	393,405
Deferred Debits and Other Assets:		
Recoverable income taxe	5,741	29,289
SFAS 109 regulatory asset - net	385,844	384,317
Unamortized loss on reacquired debt	56,718	

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SYSTEM ENERGY RESOURCES, INC.
BALANCE SHEETS
June 30, 1994 and December 31, 1993
(Unaudited)

	1994	1993
	(In Thousands)	
CAPITALIZATION AND LIABILITIES		
Capitalization:		
Common stock, no par value, authorized 1,000,000 shares; issued and outstanding 789,350 shares in 1994 and 1993	$789,350	$789,350
Paid-in capital	7	7
Retained earnings	196,036	228,574
Total common shareholder's equity	985,393	1,017,931
Long-term debt	1,542,648	1,511,914
Total	2,528,041	2,529,845
Other Noncurrent Liabilities:		
Obligations under capital leases	8,898	24,679
Other	18,375	18,229
Total	27,273	42,908
Current Liabilities:		
Currently maturing long-term debt	200,000	230,000
Accounts payable:		
Associated companies	9,587	1,928
Other	23,781	18,223
Taxes accrued	10,032	20,952
Interest accrued	42,352	48,929
Obligations under capital leases	55,000	55,000
Other	1,136	2,805
Total	341,888	377,837
Deferred Credits:		
Accumulated deferred income taxes	782,702	775,630
Accumulated deferred investment credits	112,111	113,849
Other	61,008	50,997

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SYSTEM ENERGY RESOURCES, INC.
STATEMENTS OF INCOME
For the Three and Six Months Ended June 30, 1994 and 1993
(Unaudited)

	Three Months Ended		Six Months Ended	
	1994	1993	1994	1993
	(In Thousands)			
Operating Revenues	$151,219	$153,527	$299,066	$318,157
Operating Expenses:				
Operation and maintenance:				
Fuel and fuel-related expenses	12,234	15,229	24,221	30,342
Other operation and maintenance	25,951	26,258	47,491	47,355
Depreciation and decommissioning	22,998	22,742	45,967	45,418
Taxes other than income taxes	6,645	6,661	13,518	12,880
Income taxes	17,612	17,098	37,748	40,292
Total	85,440	87,988	168,945	176,287
Operating Income	65,779	65,539	130,121	141,870
Other Income (Deductions):				
Allowance for equity funds used during construction	312	160	634	261
Miscellaneous - net	1,517	1,678	2,616	3,046
Income taxes	681	953	(1,039)	2,290
Total	2,510	2,791	2,211	5,597
Interest Charges:				
Interest on long-term debt	40,697	46,034	81,874	92,396
Other interest - net	2,760	1,121	4,457	2,206
Allowance for borrowed funds used during construction	(380)	(93)	(760)	(185)
Total	43,077	47,062	85,571	94,417
Net Income	$25,212	$21,268	$46,761	$53,050

See Notes to Financial Statements.

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SYSTEM ENERGY RESOURCES, INC.
STATEMENTS OF CASH FLOWS
For the Six Months Ended June 30, 1994 and 1993
(Unaudited)

	1994	1993
	(In Thousands)	
Operating Activities:		
Net income	$46,761	$53,050
Noncash items included in net income:		
Depreciation and decommissioning	45,967	45,418
Deferred income taxes and investment tax credits	8,689	8,763
Allowance for equity funds used during construction	(634)	(261)
Amortization of debt discount	3,424	2,229
Changes in working capital:		
Receivables	(15,093)	6,063
Accounts payable	13,217	(6,609)
Taxes accrued	(10,920)	3,480
Interest accrued	(6,577)	(265)
Other working capital accounts	(5,279)	(3,513)
Recoverable income taxes	26,948	26,204
Decommissioning trust contributions	(2,503)	(2,445)
Other	8,867	13,788
Net cash flow provided by operating activities	112,867	145,902
Investing Activities:		
Construction expenditures	(4,280)	(5,311)
Allowance for equity funds used during construction	634	261
Nuclear fuel purchases	(54)	-
Net cash flow used in investing activities	(3,700)	(5,050)
Financing Activities:		
Proceeds from the issuance of first mortgage bonds	59,410	60,000
Retirement of first mortgage bonds	(60,000)	(60,000)
Premium and expenses paid on refinancing sale/leaseback bonds	(47,602)	-
Common stock dividends paid	(79,300)	(63,800)
Net cash flow used in financing activities	(127,492)	(63,800)
Net increase (decrease) in cash and cash equivalents	(18,325)	77,052
Cash and cash equivalents at beginning of period	196,132	181,795
Cash and cash equivalents at end of period	$177,807	$258,847
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash paid (received) during the period for:		
Interest - net of amount capitalized	$88,723	$92,638
Income taxes (refund)	$4,730	($6,741)
Noncash investing and financing activities:		
Excess of fair value of decommissioning trust assets over amount invested	$291	-

See Notes to Financial Statements.

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ENTERGY CORPORATION AND SUBSIDIARIES
ARKANSAS POWER & LIGHT COMPANY
GULF STATES UTILITIES COMPANY
LOUISIANA POWER & LIGHT COMPANY
MISSISSIPPI POWER & LIGHT COMPANY
NEW ORLEANS PUBLIC SERVICE INC.
SYSTEM ENERGY RESOURCES, INC.

NOTES TO FINANCIAL STATEMENTS
(Unaudited)

NOTE 1. COMMITMENTS AND CONTINGENCIES

Cajun - River Bend

Entergy Corporation and GSU

GSU has significant business relationships with Cajun Electric Power Cooperative, Inc. (Cajun), including co-ownership of River Bend and Big Cajun 2 Unit 3. GSU and Cajun own 70% and 30% of River Bend, respectively, while Big Cajun 2 Unit 3 is owned 42% and 58% by GSU and Cajun, respectively. GSU operates River Bend, and Cajun operates Big Cajun 2 Unit 3.

In June 1989, Cajun filed a civil action against GSU in the U. S. District Court for the Middle District of Louisiana. Cajun stated in its complaint that the object of the suit is to annul, rescind, terminate, and/or dissolve the Joint Ownership Participation and Operating Agreement entered into on August 28, 1979 (Operating Agreement) relating to River Bend. Cajun alleges fraud and error by GSU, breach of its fiduciary duties owed to Cajun, and/or GSU's repudiation, renunciation, abandonment, or dissolution of its core obligations under the Operating Agreement, as well as the lack or failure of cause and/or consideration for Cajun's performance under the Operating Agreement. The suit seeks to recover Cajun's alleged $1.6 billion investment in the unit as damages, plus attorneys' fees, interest, and costs. Two member cooperatives of Cajun have brought an independent action to declare the Operating Agreement void, based upon failure to get prior LPSC approval alleged to be necessary. GSU believes the suits are without merit and is contesting them vigorously.

A trial without jury on the portion of the suit by Cajun to rescind the Operating Agreement began on April 12, 1994, and is continuing. No assurance can be given as to the outcome of this litigation. If GSU were ultimately unsuccessful in this litigation and were required to make substantial payments, GSU would probably be unable to make such payments and would probably have to seek relief from its creditors under the Bankruptcy Code. If GSU prevails in this litigation, no assurance can be provided that Cajun's weak financial condition will allow funding of all required costs of Cajun's ownership in River Bend.

See pages 103 and 180 of the Form 10-K for the accounting treatment of preacquisition contingencies in connection with the Merger, including any charge resulting from an adverse resolution in the Cajun - River Bend litigation.

In July 1992, Cajun notified GSU that it would fund a limited amount of costs related to the fourth refueling outage at River Bend, completed in September 1992. Cajun has also not funded its share of the costs associated with certain additional repairs and improvements at River Bend completed during that refueling outage. GSU has paid the costs associated with such repairs and improvements without waiving any rights against Cajun. GSU believes that Cajun is obligated to pay its share of such costs under the terms of the applicable contract. Cajun has filed a suit seeking a declaration that it does not owe such funds and seeking injunctive relief against GSU. GSU is contesting such suit.

In September 1992, GSU received a letter from Cajun alleging that the operating and maintenance costs for River Bend are "far in excess of industry averages" and that "it would be imprudent for Cajun to fund these excessive costs." Cajun further stated that until it is satisfied it would fund a maximum of $700,000 per week under protest during the remainder of 1992. In a December 1992 letter, Cajun stated that it would also withhold costs associated with certain additional repairs, the majority of which were incurred during the fifth refueling outage completed in July 1994. GSU believes that Cajun's allegations are without merit and is considering its legal and other remedies available with respect to the underpayments by Cajun. The total resulting from Cajun's failure to fund repair projects, Cajun's funding limitation on refueling outages, and the weekly funding limitation by Cajun was $37 million as of June 30, 1994, compared with $33.3 million as of December 31, 1993. These amounts are reflected in long-term receivables.

GSU has been informed that Cajun has had serious financial problems including the recent finding of imprudence by the LPSC on Cajun's participation in the River Bend nuclear project. During 1994, and for the next several years, it is expected that Cajun's share of River Bend-related costs will be in the range of $60 million to $70 million per year. Cajun's weak financial condition could have a material adverse effect on GSU, including a possible NRC action with respect to the operation of River Bend and a need to bear additional costs associated with the co-owned facilities. If GSU is required to fund Cajun's share of costs, there can be no assurance that such payments will be recovered. Cajun's weak financial condition could also affect the ultimate collectibility of amounts owed to GSU, including any amounts awarded in litigation.

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Cajun - Transmission Service

Entergy Corporation and GSU

GSU and Cajun are parties to FERC proceedings related to transmission service charge disputes. In April 1992, FERC issued a final order. In May 1992, GSU and Cajun filed motions for rehearings which are pending consideration by FERC. In June 1992, GSU filed a petition for review in the United States Court of Appeals regarding certain of the issues decided by FERC. In August 1993, the United States Court of Appeals rendered an opinion reversing the FERC order regarding the portion of such disputes relating to the calculations of certain credits and equalization charges under GSU's service schedules with Cajun. The opinion remanded the issues to FERC for further proceedings consistent with its opinion. In January 1994, FERC denied GSU's request to collect a surcharge while FERC considers the court's remand, which GSU has appealed.

GSU interprets the FERC order and the United States Court of Appeals' decision to mean that Cajun would owe GSU approximately $90 million as of June 30, 1994. GSU further estimates that if it prevails in its May 1992 motion for rehearing, Cajun would owe GSU approximately $125 million as of June 30, 1994. If Cajun were to prevail in its May 1992 motion for rehearing to FERC, and if GSU were not to prevail in its May 1992 motion for rehearing to FERC, and if FERC does not implement the court's remand as GSU contends is required, GSU estimates it would owe Cajun ap proximately $81 million as of June 30, 1994. The above amounts are exclusive of a $7.3 million payment by Cajun on December 31, 1990, which the parties agreed to apply to the disputed transmission service charges. GSU and Cajun further agreed that their positions at FERC would remain unaffected by the $7.3 million payment. Pending FERC's ruling on the May 1992 motions for rehearing, GSU has continued to bill Cajun utilizing the historical billing methodology and has booked underpaid transmission charges, including interest, in the amount of $151 million as of June 30, 1994. This amount is reflected in long- term receivables and in other deferred credits, with no effect on net income.

Financial Condition

GSU

Although GSU received partial rate relief relating to River Bend, GSU's financial position was strained from 1986 to 1990 by its inability to earn a return on and fully recover its investment and other costs associated with River Bend. GSU's financial position has continued to improve; however, issues to be finally resolved in PUCT rate proceedings and appeals thereof, as discussed in Note 2, combined with the application of accounting standards, may result in substantial write-offs and charges that could result in substantial net losses being reported in 1994, and subsequent periods, with resulting substantial adverse adjustments to common shareholder's equity. Future earnings will continue to be adversely affected by the lack of full recovery and return on the investment and other costs associated with River Bend.

Capital Requirements and Financing

Entergy, AP&L, GSU, LP&L, MP&L, NOPSI, and System Energy

Construction expenditures (excluding nuclear fuel) for the years 1994, 1995, and 1996, and long-term debt and preferred stock maturities and cash sinking fund requirements for the period 1994-1996, are estimated to total (in millions):

	Construction Expenditures			Long-term Debt and Preferred Stock Maturities and Cash Sinking Fund Requirements
	1994	1995	1996	1994-1996
Entergy	$629	$560	$550	$1,415
AP&L	$181	$172	$175	$112
GSU	$140	$128	$119	$215
LP&L	$134	$143	$142	$165
MP&L	$130	$63	$63	$228
NOPSI	$25	$26	$26	$ 81
System Energy	$18	$22	$23	$615

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The System plans to meet the above requirements with internally generated funds, including collections under the System operating companies' rate phase-in plans, and cash on hand, supplemented by the issuance of long-term debt and preferred stock. See pages 130-131, 205-206, 240-241, 271-272, and 301 of the Form 10-K and Notes 4 and 5 for information on the possible issuance of preferred stock, common stock, and long-term debt, and the possible retirement, redemption, purchase, or other acquisition of outstanding securities by the System operating companies and System Energy.

Nuclear Insurance, Spent Nuclear Fuel, and Decommissioning Costs

Entergy Corporation, AP&L, GSU, LP&L, and System Energy

See pages 96-97, 133-134, 174-175, 208, and 304 of the Form 10-K for information on nuclear liability, property and replacement power insurance, and related NRC regulations.

See pages 97-98, 134, 175, 208-209, and 304-305 of the Form 10-K for information on the disposal of spent nuclear fuel, other high-level radioactive waste, and decommissioning costs associated with ANO, River Bend, Waterford 3, and Grand Gulf 1. Decommissioning costs for ANO, Waterford 3, and Grand Gulf 1 have been recently revised to be approximately $806.3 million, $320.1 million, and $365.9 million, respectively. In March 1994, AP&L filed with the APSC an interim update of the ANO cost study, which reflected significant increases in costs of low-level radioactive waste disposal. AP&L expects to include the updated costs in an annual decommissioning cost rate rider to be submitted for approval to the APSC during the fourth quarter of 1994. As of January 1994, LP&L began funding $4.8 million annually to fund the increased estimated costs for decommissioning Waterford 3. LP&L plans to file its recently revised cost study in connection with the LPSC's investigation of LP&L's rates (see Note 2).

ANO Matters

Entergy Corporation and AP&L

See pages 30, 77, and 123 of the Form 10-K for information on leaks in certain steam generator tubes at ANO 2 that were discovered and repaired during an outage in March 1992. During a refueling outage in September 1992, a comprehensive inspection of all steam generator tubing was conducted and necessary repairs were made. During a mid-cycle outage in May 1993, a scheduled special inspection of certain steam generator tubing was conducted by Entergy Operations, and additional repairs were made. Entergy Operations operated ANO 2 with no further steam generator inspections until the refueling outage that was completed on April 23, 1994. Inspections during the outage revealed additional cracks; however, most were smaller than those seen in earlier inspections, except for one relatively large crack. Based upon results of these inspections and an inconclusive pressure test, Entergy Operations plans to inspect the steam generator tubes during a mid-cycle outage tentatively scheduled for January 1995. The operations and power output of the unit have not been materially adversely affected.

Environmental Issues

GSU

GSU has been notified by the U. S. Environmental Protection Agency (EPA) that it has been designated as a potentially responsible party for the cleanup of sites on which GSU and others have or have been alleged to have disposed of material designated as hazardous waste. GSU is currently negotiating with the EPA and state authorities regarding the cleanup of some of these sites. Several class action and other suits have been filed in state and federal courts seeking relief from GSU and others for damages caused by the disposal of hazardous waste and for asbestos-related disease allegedly resulting from exposure on GSU premises. While the amounts at issue in the cleanup efforts and suits may be substantial, GSU believes that its results of operations and financial condition will not be materially affected by the outcome of the suits.

As of June 30, 1994, GSU has accrued cumulative amounts related to the cleanup of six sites at which GSU has been designated a potentially responsible party, totaling $25.2 million since 1990. Through June 30, 1994, GSU has expensed $7.1 million cumulatively on the cleanup, resulting in a remaining liability of $18.1 million as of June 30, 1994.

Waterford 3 Lease Obligations

LP&L

In September 1989, LP&L entered into three substantially identical, but entirely separate, transactions for the sale and leaseback of three undivided portions (aggregating approximately
9.3%) of its 100% ownership interest in Waterford 3. See pages 210-211 of the Form 10-K and Note 5 below for information.

Upon the occurrence of certain events, LP&L may be obligated to pay amounts sufficient to permit the Owner Participants to withdraw from the

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lease transactions, and LP&L may be required to assume the outstanding bonds issued by the Owner Trustee to finance, in part, its acquisition of the undivided interests in Waterford 3. These events include failure, at specified dates, to maintain equity capital of at least 30% of adjusted capitalization and a fixed charge coverage ratio of at least
1.50. As of June 30, 1994, LP&L's total equity capital (including preferred stock) was 49.32% of adjusted capitalization, and its fixed charge coverage ratio was 3.30.

Reimbursement Agreement

System Energy

Under the provisions of the Reimbursement Agreement, as amended, and letters of credit related to the Grand Gulf 1 sale and leaseback transactions, System Energy has agreed to a number of covenants relating to the maintenance of equity at not less than 33%, and common equity at not less than 29%, of adjusted capitalization, and a fixed charge coverage ratio of at least
1.60. As of June 30, 1994, System Energy's equity and common equity, in each case, approximated 34% of its adjusted capitalization, and its fixed charge coverage ratio was 1.91.

Failure by System Energy to perform its covenants under the Reimbursement Agreement could give rise to a draw under the letters of credit and/or an early termination of the letters of credit. If such letters of credit were not replaced in a timely manner, a default under System Energy's related leases could result.

See Note 2, "FERC Audit - Proposed Settlement," for information on a proposed settlement, which, if ultimately sustained and implemented, would cause System Energy to fall below the required equity and fixed charge coverage covenant levels. System Energy has obtained the consent of the banks (parties to the reimbursement agreement) to waive these covenants, for the 12-month period beginning with the earlier of a write-off or the first refund, if such write-off or refund occurs prior to December 31, 1994. System Energy believes the conditions included in the proposed settlement are covered by the waiver. The waiver is conditioned upon System Energy not paying any common stock dividends to Entergy Corporation until the equity ratio covenant is once again met. If the proposed settlement had been in effect as of June 30, 1994, System Energy's common equity would have been approximately 32.52% of its adjusted capitalization, and its fixed charge coverage ratio would have been approximately 1.28. System Energy expects that by the end of the 12 month waiver period, it will be in compliance with the equity and fixed charge covenants. Also, see pages 296-297 of the Form 10-K for further information.

System Fuels

AP&L, LP&L, MP&L, NOPSI, and System Energy

See pages 133, 207, 242-243, 274, and 305 of the Form 10-K for information on certain commitments and contingencies of System Fuels, and related commitments and contingencies of AP&L, LP&L, MP&L, NOPSI, and System Energy, respectively, in connection with System Fuels' fuel procurement programs.

Other

Entergy Corporation and System Energy

See pages 96 and 302 of the Form 10-K for information on Entergy Corporation's commitments to System Energy under the Capital Funds Agreement.

AP&L, LP&L, MP&L, NOPSI, and System Energy

See pages 302-303 of the Form 10-K for information on System Energy relating to the Unit Power Sales, Availability, and Reallocation Agreements. See also pages 132-133, 206-207, 242, and 273-274 of the Form 10-K for information on commitments and potential liabilities of AP&L, LP&L, MP&L, and NOPSI, respectively, relating to these agreements.

NOTE 2. RATE AND REGULATORY MATTERS

River Bend

Entergy Corporation and GSU

In May 1988, the PUCT granted GSU a permanent increase in annual revenues of $59.9 million resulting from the inclusion in rate base of approximately $1.6 billion of company-wide River Bend plant investment and approximately $182 million of related Texas retail jurisdiction deferred River Bend costs (Allowed Deferrals). In addition, the PUCT disallowed as imprudent $63.5 million of company-wide River Bend plant costs and placed in abeyance, with no finding of prudence, approximately $1.4 billion of company-wide River Bend plant investment and

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approximately $157 million of Texas retail jurisdiction deferred River Bend operating and carrying costs. The PUCT affirmed that the ultimate rate treatment of such amounts would be subject to future demonstration of the prudence of such costs. GSU and intervening parties appealed this order (Rate Appeal) and GSU filed a separate rate case asking that the abeyed River Bend plant costs be found prudent (Separate Rate Case). Intervening parties filed suit in a Texas district court to prohibit the Separate Rate Case. The district court's decision was ultimately appealed to the Texas Supreme Court, which ruled in 1990 that the prudence of the purported abeyed costs could not be relitigated in a separate rate proceeding. The Texas Supreme Court's decision stated that all issues relating to the merits of the original PUCT order, including the prudence of all River Bend- related costs, should be addressed in the Rate Appeal.

In October 1991, the Texas district court in the Rate Appeal issued an order holding that, while it was clear the PUCT made an error in assuming it could set aside $1.4 billion of the total costs of River Bend and consider them in a later proceeding, the PUCT, nevertheless, found that GSU had not met its burden of proof related to the amounts placed in abeyance. The court also ruled that the Allowed Deferrals should not be included in rate base under a 1991 decision regarding El Paso Electric Company's similar deferred costs. The court further stated that the PUCT had erred in reducing GSU's deferred costs by $1.50 for each $1.00 of revenue collected under the interim rate increases authorized in 1987 and 1988. The court remanded the case to the PUCT with instructions as to the proper handling of the Allowed Deferrals. GSU's motion for rehearing was denied and, in December 1991, GSU filed an appeal of the October 1991 district court order. The PUCT also appealed the October 1991 district court order, which served to supersede the district court's judgment, rendering it unenforceable under Texas law.

In September 1993, the Texas Third District Court of Appeals (the Appellate Court) remanded the October 1991 district court decision to the PUCT "to reexamine the record evidence to whatever extent necessary to render a final order supported by substantial evidence and not inconsistent with our opinion." The Appellate Court held that the PUCT's failure to include the company-wide $1.4 billion of River Bend construction costs in rate base was not based on substantial evidence. The Appellate Court also held that GSU's deferred operating and maintenance costs associated with the allowed portion of River Bend should be included in rate base, but that its deferred River Bend carrying costs should not be included in rate base.

In May 1994, the Appellate Court withdrew its September 1993 opinion and entered a substitute opinion, changing its earlier decision concerning the $1.4 billion of abeyed construction costs and affirming the district court's decision that there was substantial evidence to support the PUCT's 1988 decision not to include those costs in GSU's rate base. While acknowledging that the PUCT had exceeded its authority when it attempted to defer a decision on the inclusion of those costs in rate base in order to allow GSU a further opportunity to demonstrate the prudence of those costs in a subsequent proceeding, the Appellate Court found that GSU had suffered no harm or lack of due process as a result of the PUCT's error. Accordingly, the Appellate Court held that the PUCT's action had the effect of disallowing the company-wide $1.4 billion of River Bend construction costs for ratemaking purposes. In its substituted opinion, the Appellate Court repeated its earlier decision that GSU's deferred operating and maintenance costs associated with the allowed portion of River Bend should be included in rate base, but that its deferred River Bend carrying costs should not be included in rate base. Since the PUCT had included both carrying costs and operating and maintenance costs in GSU's rate base, the Appellate Court remanded the case to the PUCT on this issue.

The Appellate Court's substituted opinion was entered by two judges, with a third judge dissenting. The dissenting opinion states that the result of the majority opinion is, among other things, to deprive GSU of due process at the PUCT because the PUCT never reached a finding on the $1.4 billion of construction costs.

In June 1994, the Texas Supreme Court decided three cases involving the inclusion of deferred costs in rate base. The Texas Supreme Court held that there is no distinction between the treatment of deferred carrying costs and deferred operating and maintenance costs, and that such costs capitalized pursuant to a PUCT deferred accounting order may be included in rate base through a subsequent rate case to the extent that they are found to have been prudently and reasonably incurred, that they are related to property used and useful in providing service, and that inclusion of those costs in rate base is necessary to preserve the utility's financial integrity. This test differs from the test applied by the Appellate Court in its substituted opinion, and GSU has asked the Appellate Court to reconsider its opinion in light of these Texas Supreme Court cases.

GSU has also asked the Appellate Court to reconsider its substituted opinion as to the $1.4 billion in River Bend construction costs. Barring further review by the Appellate Court, GSU will appeal the Appellate Court's decision to the Texas Supreme Court on both issues.

As of June 30, 1994, the River Bend plant costs disallowed for retail ratemaking purposes in Texas, the River Bend plant costs held in abeyance, and the related cost deferrals totaled (net of taxes) approximately $14 million, $295 million (both net of depreciation), and $170 million, respectively. Allowed Deferrals were approximately $92 million, net of taxes and amortization, as of June 30, 1994. GSU estimates it has collected approximately $148 million of revenues as of June 30, 1994, as a result of the originally ordered rate treatment by the PUCT of these deferred costs. If recovery of the Allowed Deferrals is not upheld, future revenues based upon those allowed deferrals could also be lost, and no assurance can be given as to whether or not refunds of revenue received based upon such deferred costs previously recorded will be required.

No assurance can be given as to the timing or outcome of the remands or appeals described above. Pending further developments in these cases, GSU has made no write-offs for the River Bend- related costs. Management believes, based on advice from Clark, Thomas & Winters, a Professional Corporation, legal counsel of record in the Rate Appeal, that it is reasonably possible that the case will be remanded to the PUCT,

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and the PUCT will be allowed to rule on the prudence of the abeyed River Bend plant costs. Rate Caps imposed by the PUCT's regulatory approval of the Merger could result in GSU being unable to use the full amount of a favorable decision to immediately increase rates; however, a favorable decision could permit some increases and/or limit or prevent decreases during the period the Rate Caps are in effect. At this time, management and legal counsel are unable to predict the amount, if any, of the abeyed and previously disallowed River Bend plant costs that ultimately may be disallowed by the PUCT. A net of tax write-off as of June 30, 1994, of up to $309 million could be required based on an ultimate adverse ruling by the PUCT on the abeyed and disallowed costs.

In prior proceedings, the PUCT has held that the original cost of nuclear power plants will be included in rates to the extent those costs were prudently incurred. Based upon the PUCT's prior decisions, management believes that its River Bend construction costs were prudently incurred and that it is reasonably possible that it will recover in rate base, or otherwise through means such as a deregulated asset plan, all or substantially all of the abeyed River Bend plant costs. However, management also recognizes that it is reasonably possible that not all of the abeyed River Bend plant costs may ultimately be recovered.

As part of its direct case in the Separate Rate Case, GSU filed a cost reconciliation study prepared by Sandlin Associates, management consultants with expertise in the cost analysis of nuclear power plants, which supports the reasonableness of the River Bend costs held in abeyance by the PUCT. This reconciliation study determined that approximately 82% of the River Bend cost increase above the amount included by the PUCT in rate base was a result of changes in federal nuclear safety requirements and provided other support for the remainder of the abeyed amounts.

There have been four other rate proceedings in Texas involving nuclear power plants. Investment in the plants ultimately disallowed ranged from 0% to 15%. Each case was unique, and the disallowances in each were made on a case-by-case basis for different reasons. Appeals of most, if not all, of these PUCT decisions are currently pending.

The following factors support management's position that a loss contingency requiring accrual has not occurred, and its belief that all, or substantially all, of the abeyed plant costs will ultimately be recovered:

1. The $1.4 billion of abeyed River Bend plant costs have never been ruled imprudent and disallowed by the PUCT.
2. Sandlin Associates' analysis which supports the prudence of substantially all of the abeyed construction costs.
3. Historical inclusion by the PUCT of prudent construction costs in rate base.
4. The analysis of GSU's internal legal staff, which has considerable experience in Texas rate case litigation.

Additionally, management believes, based on advice from Clark, Thomas, & Winters, a Professional Corporation, legal counsel of record in the Rate Appeal, that it is reasonably possible that the Allowed Deferrals will continue to be recovered in rates. Management also believes, based on advice from Clark, Thomas, & Winters, a Professional Corporation, legal counsel of record in the Rate Appeal, that it is reasonably possible that the deferred costs related to the $1.4 billion of abeyed River Bend plant costs will be recovered in rates to the extent that the $1.4 billion of abeyed River Bend plant is recovered. However, a write-off of the $170 million of deferred costs related to the $1.4 billion of abeyed River Bend plant costs would be required if they are not allowed to be recovered in rates.

See pages 103 and 180 of the Form 10-K for the accounting treatment of preacquisition contingencies, including any River Bend write-down.

FERC Audit - Proposed Settlement

Entergy Corporation and System Energy

In December 1990, FERC Division of Audits issued an audit report for System Energy for the years 1986 through 1988. The report recommended that System Energy (1) write off, and not recover in rates, approximately $95 million of Grand Gulf 1 costs included in utility plant related to certain System income tax allocation procedures alleged to be inconsistent with FERC's accounting requirements, and (2) compute refunds for the years 1987 to date to correct for resulting overcollections from AP&L, LP&L, MP&L, and NOPSI.

In August 1992, FERC issued an opinion and order (August 4 Order) which found that System Energy overstated its Grand Gulf 1 utility plant account by approximately $95 million as indicated in FERC's report. The order required System Energy to make adjusting accounting entries and refunds, with interest, to AP&L, LP&L, MP&L, and NOPSI within 90 days from the date of the order. System Energy filed a request for rehearing, and in October 1992, FERC issued an order allowing additional time for its consideration of the request. In addition, it deferred System Energy's refund obligation until 30 days after FERC issues an order on rehearing.

In June 1994, System Energy, AP&L, LP&L, MP&L, and NOPSI reached a tentative settlement with the FERC staff and other parties. The proposed settlement, which is subject to approval by FERC, would require System Energy to refund or credit approximately $60 million to AP&L, LP&L, MP&L, and NOPSI, which would in turn make refunds to their customers (except for those portions attributable to AP&L's and LP&L's retained share of Grand Gulf 1 costs). Additionally, System Energy would refund or credit a total of approximately $62 million, plus interest, to AP&L, LP&L, MP&L, and NOPSI over the period through July 2004. The proposed settlement would also require the write-off of certain related unamortized balances of deferred investment tax credits by AP&L, LP&L, MP&L, and NOPSI. Had the proposed settlement

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been effective in the second quarter of 1994, it would have reduced Entergy Corporation's consolidated net income for the quarter and six months ended June 30, 1994, by approximately $71.5 million, partially offset by the write-off of the unamortized balances of related deferred investment tax credits of approximately $66.5 million ($27.3 million for AP&L; $31.5 million for LP&L; $6 million for MP&L; and $1.7 million for NOPSI). Pursuant to the proposed settlement, System Energy would also reclassify from utility plant to other deferred debits approximately $81 million of other Grand Gulf 1 costs. Although excluded from rate base, System Energy would be permitted to recover such costs over a 10 year period. Interest on the $62 million refund and the loss of the return on the $81 million of other Grand Gulf 1 costs will reduce Entergy's and System Energy's net income by approximately $10 million annually over the next 10 years. System Energy currently plans to file with FERC for approval of the proposed settlement in August 1994. However, there can be no assurance that FERC will ultimately approve the settlement in its current form.

As a result of the charges associated with the refunds, System Energy requires the consent of certain banks (parties to the reimbursement agreements) to temporarily waive the fixed charge coverage and equity ratio covenants in the letters of credit and reimbursement agreement related to the Grand Gulf 1 sale and leaseback transaction. System Energy has obtained the consent of the banks to waive these covenants, for the 12-month period beginning with the earlier of a write-off or the first refund, if such refund occurs prior to December 31, 1994. System Energy believes the conditions included in the proposed settlement are covered by the waiver. The waiver is conditioned upon System Energy not paying any common stock dividends to Entergy Corporation until the equity ratio covenant is once again met. Absent a waiver, System Energy's failure to perform these covenants could cause a draw under the letters of credit and/or early termination of the letters of credit. If the letters of credit were not replaced in a timely manner, a default or early termination of System Energy's leases could result.

Texas Cities Rate Settlement

Entergy Corporation and GSU

In June 1993, 13 cities within GSU's Texas service area instituted an investigation to determine whether GSU's current rates were justified. In October 1993, the general counsel of the PUCT instituted an inquiry into the reasonableness of GSU's rates. In November 1993, a settlement agreement was filed with the PUCT which provides for an initial reduction in GSU's annual retail base revenues in Texas of approximately $22.5 million effective for electric usage on or after November 1, 1993, and a second reduction of $20 million to be effective September 1994. Pursuant to the settlement, GSU reduced rates with a $20 million one-time bill credit in December 1993, and refunded approximately $3 million to Texas retail customers on bills rendered in December 1993. The PUCT approved the settlement agreement on July 21, 1994. The cities' rate inquiries were settled earlier on the same terms.

Filings with the PUCT and Texas Cities

Entergy Corporation and GSU

In March 1994, the Texas Office of Public Utility Counsel and certain cities served by GSU instituted a second investigation of the reasonableness of GSU's rates. In June 1994, GSU provided the Cities with information GSU believes supports the current rate level in compliance with their March 1994 investigation. GSU filed the same information with the PUCT in June 1994, pursuant to provisions of the Merger agreement. In August 1994, the Cities' consultants issued a report that indicated GSU's current rates were approximately $40 to $50 million in excess of current requirements. GSU can provide no assurance as to the ultimate outcome in this matter; however, any rate reduction could be retroactive to March 31, 1994. A final determination by the cities that GSU's rates should be reduced can be appealed by GSU to the PUCT. GSU intends to vigorously oppose any reductions in current rates.

Louisiana

GSU

Previous rate orders of the LPSC related to the River Bend phase-in plan have been appealed, and pending resolution of various appellate proceedings, GSU has made no write-off for the disallowance of $30.6 million of rate deferrals that GSU recorded for the period December 16, 1987, through February 18, 1988.

LPSC Investigation

Entergy Corporation, GSU, and LP&L

In response to a preliminary report of the LPSC indicating that the rates of return on equity of several electric utilities subject to the LPSC's jurisdiction may be too high, GSU provided the LPSC with information GSU believes supports the current rate level. In September 1993, the LPSC deferred review of GSU's base rates until the first post-Merger earnings analysis is filed in accordance with the LPSC Merger approval. In May 1994, GSU made the required first post-Merger earnings analysis filing with the LPSC, which GSU believes supports the current level of rates.

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Recognizing that LP&L was subject to a rate freeze until March 1994, the LPSC requested LP&L to explain its "relatively high cost of debt" compared to other electric utilities subject to LPSC jurisdiction. LP&L responded to this request, and in an August 1993 report to the LPSC, the LPSC's legal consultants acknowledged LP&L's rationale for its cost of debt in comparison to two other utilities subject to the LPSC's jurisdiction. In October 1993, the LPSC approved a schedule to conduct a review of LP&L's rates and rate structure upon the expiration of LP&L's rate freeze. Discovery is currently underway and hearings are scheduled to begin in December 1994. In August 1994, LP&L will file a cost of service analysis with the LPSC, which LP&L believes will support its current rate level.

February 1994 Ice Storm

Entergy Corporation, AP&L, and MP&L

In early February 1994, an ice storm left more than 221,000 Entergy customers without electric power across the System's four- state service area. The storm was the most severe natural disaster ever to affect the System, causing damage to transmission and distribution lines, equipment, poles, and facilities in certain areas, primarily in Mississippi. Repair costs are currently estimated to be $114.6 million, $27.5 million, and $78.7 million for the System, AP&L, and MP&L, respectively with $83.8 million, $16.6 million, and $65.3 million of these amounts estimated to be capitalized as plant-related costs. The remaining balances have been charged against the respective companies' regulatory storm damage reserves, except for MP&L which recorded a deferred debit. Estimated construction expenditures (see Note 1) reflect the above amounts. On April 16, 1994, MP&L filed for rate recovery of costs related to the ice storm. MP&L's filing, as subsequently amended, requested recovery of the revenue requirement associated with MP&L's ice storm costs recorded through April 30, 1994. MP&L intends to make another ice storm rate filing with the MPSC by early 1995 to recover ice storm costs recorded by MP&L after April 30, 1994. In early August 1994, MP&L and the MPSC's Public Utilities Staff (MPUS) entered into a stipulation with respect to the recovery of ice storm costs recorded through April 30, 1994. Under the stipulation, which must be approved by the MPSC, MP&L will implement for five years, beginning in October 1994, an ice storm rider schedule that will increase rates approximately $8 million annually. At the end of the five year period, the revenue requirement associated with the undepreciated ice storm capitalized costs will be included in MP&L's base rates to the extent that this revenue requirement does not result in MP&L's rate of return on rate base being above the benchmark rate of return under MP&L's formula rate plan.

NOPSI Rate Reduction/Credit

Entergy Corporation and NOPSI

See pages 27 and 266-268 of the Form 10-K for information regarding the 1991 NOPSI Settlement and a 1992 gas rate settlement. Under the terms of the 1991 NOPSI Settlement and a 1992 gas rate settlement, NOPSI agreed that during the period October 1, 1992 through October 31, 1996, the Council will have the right to investigate the appropriateness of NOPSI's rates if NOPSI's return on equity on its operations (calculated in accordance with the applicable provisions of the 1991 NOPSI Settlement and a 1992 gas rate settlement) for twelve month periods subsequent to September 30, 1992, were to exceed 13.76%, and after rate hearing(s), to impose a credit on NOPSI's customers' bills over the ensuing twelve month period in an amount that would have allowed NOPSI, during the relevant test year, to earn a return on equity incident to its operations of no less than 12.76%.

On July 7, 1994, NOPSI and the Council agreed that, based on the test year ended September 30, 1993, NOPSI's earnings exceeded its revenue requirement by $24.95 million and in accordance with the terms of the 1991 NOPSI Settlement and a 1992 gas rate settlement, there would be a prospective base rate reduction for twelve months commencing July 14, 1994. The reduction, because of the rate freeze, will be accomplished by means of a credit (to be expressed on a per kwh basis) to customers' bills. The per kilowatt hour credit will be calculated by dividing test year overearnings by test year kwh consumption and applied to kilowatt hour usage during the period ending July 13, 1995. In the first quarter of 1994, NOPSI recorded a $14.3 million reserve for the anticipated revenue reduction, which reduced net income by $8.8 million (net of tax). The reserve will be reduced by the actual credits prospectively applied to customers bills in accordance with the terms of the July 7, 1994 agreement.

Management believes that any rate investigation by the Council in accordance with the 1991 settlement agreement and a 1992 gas rate settlement which may propose a base rate reduction to be in effect after the expiration of the rate freeze should reflect, as an offset, any rate reduction credit then in effect as a result of overearnings during the rate freeze period. NOPSI can provide no assurance as to the level of return on common equity that will be achieved from operations, nor the amount of rate reduction/credit, if any, prior to or after the end of the rate freeze. NOPSI's earnings for the nine months ended June 30, 1994, are comparable to the earnings by NOPSI for the same period included in the test year ended September 30, 1993.

LPSC Fuel Cost Review

GSU

In November 1993, the LPSC ordered a review of GSU's fuel costs. The LPSC stated that fuel costs for the period October 1988 through September 1991 (Phase 1) would be reviewed based on the number of outages at River Bend and the findings in the June 1993 PUCT fuel

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reconciliation case. In July 1994, the LPSC made a decision in the Phase 1 fuel review case and ordered GSU to refund approximately $27 million to its customers. Under the order, $13.1 million, which was not contested under a recent Louisiana Supreme Court decision as discussed below, is to be refunded immediately through a billing credit on August bills. The remaining portion of the LPSC ordered refund, which is being contested by GSU, is suspended to allow GSU 30 days to review the report of special counsel and request rehearing of this remaining portion. GSU will then be given an opportunity to address this remaining refund portion in the LPSC's August open session. Unless the LPSC amends its order in the August session, GSU plans to appeal the order.

In February 1990, the LPSC disallowed the pass-through to ratepayers for the portion of GSU's cost to purchase power from Nelson Industrial Steam Company (NISCO) representing the excess of NISCO's purchase price of the units over GSU's depreciated cost of the units. GSU appealed the 1990 order. In March 1994, the Louisiana Supreme Court ruled in favor of the LPSC. GSU recorded an estimated refund provision of $13.1 million, before related income taxes of $5.3 million.

PUCT Fuel Cost Review

GSU

For information on the June 1993 PUCT fuel reconciliation case, see page 164 of the Form 10-K.
In June 1994, GSU filed a petition with the PUCT for the reconciliation of over- and under-recovery of fuel and purchased power expenses for the period October 1, 1991, through December 31, 1993, in accordance with the Texas merger settlement agreement. GSU is required to reconcile its fuel costs from the end of the period of its last fuel reconciliation through the Merger closing date to reflect the fuel and purchased power costs GSU incurred as a stand-alone company. GSU believes there was a net under-recovery of approximately $4.6 million for the period but has indicated that it does not propose to surcharge the under- recovery at this time. A prehearing conference was held on July 18, 1994, at which time a procedural schedule was adopted which provides for hearings to begin on January 9, 1995.

NOTE 3. LINES OF CREDIT AND RELATED BORROWINGS

See pages 89, 129, 169, 203, 239, 270, and 300 of the Form 10-K for information on Entergy Corporation's, the System operating companies', and System Energy's short-term borrowing authorizations, including the Money Pool, and certain limitations thereon, and lines of credit with banks. As of June 30, 1994, GSU had unused lines of credit for short-term borrowings of $5.0 million. On March 25, 1994, GSU received SEC authorization to participate in the Money Pool. GSU is authorized to effect short- term borrowings of up to $125 million, subject to increase to as much as $455 million after further SEC approval. On April 21, 1994, AP&L, LP&L, and MP&L received SEC approval to increase their short-term borrowing limits to $200 million (from $125 million), $200 million (from $125 million), and $113 million (from $100 million), respectively. As of June 30, 1994, Entergy Corporation and the System operating companies had outstanding short-term borrowings from the Money Pool and/or from banks as follows (in millions):

Company	Money Pool	Banks
Entergy Corporation	-	$43.0
AP&L	$17.6	$34.0
GSU	-	-
LP&L	$55.0	$19.2
MP&L	$30.9	$30.0
NOPSI	-	-

NOTE 4. PREFERRED AND COMMON STOCK

Entergy Corporation

Entergy Corporation has a program to repurchase shares of its outstanding common stock either on the open market or through negotiated purchases or tender offers. Stock repurchases are made from time to time depending upon market conditions and authorization of the Entergy Corporation Board of Directors. During the first six months of 1994, 2,805,000 shares of common stock were repurchased and were accounted for as treasury stock using the average cost method, at a cost of $88.8 million.

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AP&L

In the first quarter of 1994, AP&L redeemed, pursuant to sinking fund requirements, 200,000 shares of its 13.28% Series Preferred Stock, $25 par value. On June 1, 1994, AP&L redeemed, pursuant to sinking fund requirements, 80,000 shares of its 9.92% Series Preferred Stock, $25 par value. On July 1, 1994, AP&L redeemed, pursuant to sinking fund requirements, 20,000 shares of its 10.60% Series Preferred Stock, $100 par value.

GSU

GSU has requested, but has not yet received, SEC authorization to issue and sell, through December 31, 1995, up to $700 million aggregate principal amount of preferred stock and/or first mortgage bonds and medium term notes. The proceeds will be used for general corporate purposes and the repayment and/or redemption of certain outstanding securities. On March 15, 1994, GSU redeemed, pursuant to sinking fund requirements, 22,500 shares of its Adjustable Rate Series B Preferred Stock, $100 par value.

LP&L

In the first quarter of 1994, LP&L redeemed, pursuant to sinking fund requirements, 300,000 shares of its 12.64% Series Preferred Stock, $25 par value. On May 2, 1994, LP&L redeemed, pursuant to sinking fund requirements, 416 shares of its 14.72% Series Preferred Stock, $25 par value, which represented the remaining outstanding shares of this series. On July 1, 1994, LP&L redeemed, pursuant to sinking fund requirements, 240,000 shares of its 10.72% Series Preferred Stock, $25 par value.

MP&L

In the first quarter of 1994, MP&L redeemed, pursuant to sinking fund requirements, 70,000 shares of its 9.76% Series Preferred Stock, $100 par value, and 10,000 shares of its 12.00% Series Preferred Stock, $100 par value. On July 1, 1994, MP&L redeemed, pursuant to sinking fund requirements, 70,000 shares of its 9.00% Series Preferred Stock, $100 par value.

NOPSI

On March 1, 1994, NOPSI redeemed 15,000 shares of its 15.44% Series Preferred Stock, $100 par value.

NOTE 5. LONG-TERM DEBT

AP&L

AP&L has received SEC authorization to enter into arrangements for the issuance and sale, through December 31, 1996, of up to $200 million aggregate principal amount of tax- exempt bonds. The proceeds of the sale have been or will be used to acquire and construct certain pollution control or sewage and solid waste disposal facilities at AP&L's generating plants or to refinance outstanding tax-exempt bonds issued for that purpose. On June 22, 1994, AP&L entered into arrangements with Pope County, Arkansas and Jefferson County, Arkansas for the issuance and sale by these counties of $19.5 million of 6.30% Pollution Control Revenue Refunding Bonds (Pope Bonds) due 2016 and $9.2 million of 6.30% Pollution Control Revenue Refunding Bonds (Jefferson Bonds) due 2018, respectively. Funds provided by the issuance of the Pope Bonds and Jefferson Bonds were used on July 15, 1994, to redeem $16.6 million of Pope County, Arkansas Pollution Control Revenue Bonds 7.35% due 2006, $2.9 million of Pope County, Arkansas Pollution Control Revenue Bonds 7.25% due 2008, and $9.2 million of Jefferson County, Arkansas Pollution Control Revenue Bonds 7.25% due 2008. On February 1, 1994, AP&L redeemed, pursuant to sinking fund requirements, $0.4 million of its 8.75% Series First Mortgage Bonds due 1998. On May 1, 1994, AP&L redeemed, pursuant to sinking fund requirements, $0.2 million of its 6.25% Series First Mortgage Bonds due 1996.

GSU

GSU has requested, but has not yet received, SEC authorization to issue and sell, through December 31, 1995, up to $700 million aggregate principal amount of its first mortgage bonds, medium term notes and/or preferred stock. The proceeds will be used for general corporate purposes and the repayment or redemption of certain outstanding securities. GSU has also requested SEC authorization to enter into arrangements for the issuance and sale, through December 31, 1995, of up to $250 million aggregate principal amount of tax-exempt bonds for the financing or refinancing of certain sewage and/or solid waste disposal facilities. The proceeds from the sale of tax-exempt bonds will be used to finance certain sewage and/or solid waste disposal or pollution control facilities or to refinance outstanding tax-exempt bonds issued for that purpose. In addition, GSU has requested, but has not yet received, SEC authorization to purchase or otherwise acquire its outstanding pollution control revenue bonds and/or industrial development revenue bonds through December 31, 1995. On July 1, 1994, GSU redeemed, pursuant to sinking fund requirements, $0.425 million of Iberville Parish 7.0% Series Pollution Control Revenue Bonds.

LP&L

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LP&L has requested, but not yet received, SEC authorization to undertake, should LP&L decide to do so, the refunding of approximately $310 million of intermediate-term and long-term bonds issued by the Owner Trustee when it acquired interests in Waterford 3 in 1989. Such bonds became optionally redeemable in July 1994. During the first six months of 1994, LP&L redeemed, pursuant to sinking fund requirements, $0.2 million of various series of its pollution control and industrial revenue bond obligations. On June 1, 1994, LP&L retired $25 million of its 4.625% Series First Mortgage Bonds upon maturity. On July 20, 1994, LP&L entered into arrangements with the Parish of St. Charles, Louisiana, whereby such parish issued and sold $20.4 million of its 6-7/8% Environmental Revenue Bonds due 2024.

MP&L

On April 1, 1994, MP&L retired $30 million of its 9.9% Series G&R Bonds upon maturity. On April 20, 1994, MP&L entered into arrangements with Warren County, Mississippi and Washington County, Mississippi for the issuance of an aggregate of $16.0 million principal amount of 7% Pollution Control Revenue Refunding Bonds due 2022, the proceeds of which were used to redeem $8.1 million principal amount of 8.5% Warren County Pollution Control Revenue Bonds and $7.9 million principal amount of 7.5% Washington County Pollution Control Revenue Bonds on May 13, 1994. On July 14, 1994, MP&L issued $25 million of its 8.25% Series G&R Bonds due 2004. A portion of the net proceeds from the issuance and sale of these G&R Bonds was used on July 15, 1994, to retire $18 million of MP&L's 11.11% Series G&R Bonds upon maturity.

NOPSI

On May 2, 1994, NOPSI redeemed, pursuant to sinking fund requirements, $15 million of its 10.95% Series G&R Bonds.

System Energy

On January 11, 1994, System Energy refinanced $435 million aggregate principal amount of secured lease obligation bonds originally issued as part of the financing for the sale and leaseback of undivided portions of Grand Gulf 1. The secured lease obligation bonds of $356 million, 7.43% series due 2011 and $79 million, 8.2% series due 2014 are indirectly secured by liens on, and a security interest in, certain ownership interests and the respective leases relating to Grand Gulf 1. On April 28, 1994, System Energy issued $60 million of its 7-5/8% Series First Mortgage Bonds due 1999. On May 2, 1994, System Energy redeemed, pursuant to mandatory and optional sinking fund requirements, $60 million of its 11% Series First Mortgage Bonds due 2000.

NOTE 6. RETAINED EARNINGS

On July 29, 1994, Entergy Corporation's Board of Directors declared a common stock dividend of 45 cents per share payable on September 1, 1994.

NOTE 7. FAIR VALUE DISCLOSURE

The System adopted the provisions of SFAS No. 115, "Accounting for Certain Investments in Debt and Equity Securities," effective January 1, 1994. As a result, at June 30, 1994, the System has recorded on the balance sheet an additional $7.5 million in decommissioning trust funds, representing the amount by which the fair value of the securities held in such funds exceeds the amounts recovered in rates and deposited in the funds and the related earnings on the amounts deposited. Due to the regulatory treatment for decommissioning trust funds, the System recorded an offsetting amount in unrealized gains on investment securities as a regulatory liability in other deferred credits.

In the opinion of Entergy Corporation, AP&L, GSU, LP&L, MP&L, NOPSI, and System Energy, the accompanying unaudited condensed financial statements contain all adjustments (consisting primarily of normal recurring accruals and reclassifying previously reported amounts to conform to current classifications) necessary for a fair statement of the results for the interim periods presented. However, the business of AP&L, GSU, LP&L, MP&L, and NOPSI is subject to seasonal fluctuations with the peak period occurring during the summer months. The results for the interim periods presented should not be used as a basis for estimating results of operations for a full year.

In accordance with the purchase method of accounting, the 1993 second quarter and first six months results of operations for Entergy Corporation reported in its Statements of Consolidated Income and Cash Flows do not include GSU's results of operations. However, the Results of Operations discussion in "Management's Financial Discussion & Analysis" is presented with GSU's 1993 results of operations included for comparative purposes. This information is not necessarily indicative of the results of operations that would have occurred had the Merger been consummated for the period for which it is being given effect, nor is it necessarily indicative of future operating results.

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ENTERGY CORPORATION AND SUBSIDIARIES
ARKANSAS POWER & LIGHT COMPANY
GULF STATES UTILITIES COMPANY
LOUISIANA POWER & LIGHT COMPANY
MISSISSIPPI POWER & LIGHT COMPANY
NEW ORLEANS PUBLIC SERVICE INC.
SYSTEM ENERGY RESOURCES, INC.

MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS

LIQUIDITY AND CAPITAL RESOURCES

Entergy, AP&L, GSU, LP&L, MP&L, NOPSI, and System Energy

Liquidity is important to Entergy due to the capital intensive nature of its business, which requires large investments in long-lived assets. While large capital expenditures for the construction of new generating capacity are not currently planned, the System nevertheless requires significant capital resources primarily for the periodic maturity of certain series of debt and preferred stock. See Note 1 for additional information on the System's capital and refinancing requirements in 1994 - 1996. Net cash flow from operations for Entergy, the System operating companies, and System Energy for the six months ended June 30, 1994 and 1993, was as follows (in millions):

Company	Six Months Ended 6/30/94	Six Months Ended 6/30/93
Entergy *	$ 508.2	$ 293.3
AP&L	$ 79.7	$ 68.3
GSU	$ 138.7	$ (7.6)
LP&L	$ 147.1	$ 78.8
MP&L	$ 73.5	$ 52.3
NOPSI	$ 41.8	$ 14.5
System Energy	$ 112.9	$ 145.9

* Entergy's net cash flow from operations for the six months ended June 30, 1993, excludes GSU because the Merger was not yet consummated.

In the first six months of 1994, as in recent years, cash from operations, supplemented by cash on hand, was sufficient to meet substantially all investing and financing requirements, including capital expenditures, dividends, and debt/preferred stock maturities. (However, MP&L substantially increased its short-term borrowings because of unexpected costs incurred as a result of an ice storm.) Entergy's ability to fund most of its capital requirements with cash from operations results, in part, from our continued efforts to streamline operations and reduce costs as well as collections under the Grand Gulf 1 rate phase-in plans, which exceed current cash requirements for Grand Gulf 1- related costs. (In the income statement, these revenue collections are offset by the amortization of previously deferred costs; therefore, there is no effect on net income.) The System operating companies and System Energy have the ability, subject to regulatory approval, to meet future capital requirements through future debt or preferred stock issuances, as discussed below. Also, to the extent current market interest and dividend rates allow, the System operating companies and System Energy may continue to refinance high-cost debt and preferred stock prior to maturity.

Productive investment of excess funds is necessary to enhance the long-term value of Entergy Corporation's common stock. Entergy Corporation expects to invest approximately $150 million per year in nonregulated and nonutility businesses. See "Significant Factors and Known Trends - Nonregulated Investments" for additional information.

Entergy Corporation's current primary capital requirements are to periodically invest in, or make loans to, its subsidiaries. Entergy Corporation expects to meet these requirements in 1994 - 1996 with internally generated funds and cash on hand. Entergy Corporation also pays dividends on its common stock, which aggregated $207.1 million in the first six months of 1994. Declarations of dividends on common stock are made at the discretion of Entergy Corporation's Board of Directors (Board). Entergy Corporation's management has announced that it intends to maintain the current dividend payout level and recommend future dividend increases to the Board only if such increases are justified by sustained earnings growth of Entergy Corporation and its subsidiaries. Entergy Corporation receives funds through dividend payments from its subsidiaries. During the first six months of 1994, these common stock dividend payments totaled $360.8 million. Certain restrictions may limit the amount of these distributions (see page 94 of the Form 10-K and Note 2).

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Entergy Corporation has a program to repurchase shares of its outstanding common stock. The occurrence and amount of such repurchases depend upon market conditions and authorization from Entergy Corporation's Board of Directors. See Note 4 for additional information. Entergy Corporation has requested SEC authorization for a $300 million bank line of credit, the proceeds of which are expected to be used for common stock repurchases, investments in nonregulated and nonutility businesses, and other activities. Certain parties have intervened in this proceeding, and the application is pending.

Certain agreements and restrictions limit the amount of mortgage bonds and preferred stock that can be issued by each of the System operating companies and System Energy. Based on the most restrictive applicable tests as of June 30, 1994, and an assumed annual interest or dividend rate of 9%, each of the System operating companies and System Energy could have issued bonds or preferred stock in the following amounts (in millions):

Company	Bonds	Preferred Stock
AP&L	$ 218	$ 690
GSU	$ 424	$ -
LP&L	$ 69	$ 714
MP&L	$ 238	$ 209
NOPSI	$ 87	$ 190
System Energy	$ 291	*

* System Energy's charter does not provide for the issuance of preferred stock.

In addition, the System operating companies and System Energy have the conditional ability to issue bonds against the retirement of bonds, in some cases without meeting an earnings coverage test. AP&L may also issue preferred stock to refund outstanding preferred stock without meeting an earnings coverage test. GSU has no earnings coverage limitations on the issuance of preference stock. For information on the System operating companies' and System Energy's regulatory authorizations to issue and acquire securities, see Notes 4 and 5, and pages 90-94, 129- 131, 170-172, 204-206, 239-241, 271-272, and 301 of the Form 10- K. See Note 3 for information on the System's short-term borrowings.

Entergy Corporation and GSU

See Notes 1 and 2, and Part II, Item 1. "Legal Proceedings," regarding litigation with Cajun and River Bend rate appeals. Substantial write-offs or charges resulting from adverse rulings in these matters could result in substantial net losses being reported in 1994, and subsequent periods, with resulting substantial adverse adjustments to common shareholder's equity. Also, adverse resolution of these matters could adversely affect GSU's ability to continue to pay dividends and obtain financing, which could in turn affect GSU's liquidity.

Entergy Corporation and System Energy

In connection with the financing of Grand Gulf 1, Entergy Corporation has undertaken, to provide to System Energy sufficient capital to (1) maintain System Energy's equity capital at an amount equal to at least 35% of System Energy's total capitalization (excluding short-term debt), (2) permit the continuation of commercial operation of Grand Gulf 1, and (3) enable System Energy to pay in full all borrowings of System Energy, whether at maturity, on prepayment, on acceleration or otherwise. In addition, Entergy Corporation has agreed to make certain cash capital contributions, if required, to enable System Energy to make payments when due on its long-term debt.

System Energy

The financial condition of System Energy significantly depends on the continued commercial operation of Grand Gulf 1 and on the receipt of payments from AP&L, LP&L, MP&L, and NOPSI. Such payments are System Energy's only source of operating revenues.

In addition, System Energy's financial condition could be affected by the outcome of a pending FERC audit matter. As discussed in Note 2, FERC Division of Audits issued a report in December 1990 that recommended that System Energy write off and not recover in rates approximately $95 million of Grand Gulf 1 costs included in utility plant, and compute refunds for overcollections from AP&L, LP&L, MP&L, and NOPSI.

In June 1994, System Energy, AP&L, LP&L, MP&L, and NOPSI reached a tentative settlement with the FERC staff and certain other parties. The proposed settlement, which is subject to approval by FERC, would require System Energy to refund or credit approximately $60 million to AP&L, LP&L, MP&L, and NOPSI, which would in turn make refunds to their customers (except for those portions attributable to AP&L's and

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LP&L's retained share of Grand Gulf 1 costs). Additionally, System Energy would refund or credit a total of approximately $62 million, plus interest, to AP&L, LP&L, MP&L, and NOPSI over the period through July 2004. Interest on the $62 million refund and loss of the return on certain Grand Gulf 1 costs will reduce Entergy's and System Energy's net income by approximately $10 million annually over the next 10 years. System Energy currently plans to file with FERC for approval of the proposed settlement in August 1994. However, there can be no assurance that FERC will ultimately approve the settlement in its current form. See Note 2 for additional information.

NOPSI

As discussed in Note 2, under the terms of the 1991 NOPSI Settlement and a 1992 gas rate settlement, the Council has the right to review NOPSI's return on equity annually through October 31, 1996 under certain circumstances. Also, NOPSI is currently operating under electric and gas base rate freezes through October 31, 1996.

On July 7, 1994, NOPSI and the Council agreed that, based on the test year ended September 30, 1993, NOPSI's earnings exceeded its revenue requirement by $24.95 million and in accordance with the terms of the 1991 NOPSI Settlement and a 1992 gas rate settlement, there would be a prospective base rate reduction for twelve months commencing July 14, 1994. The reduction, because of the rate freeze, will be accomplished by means of a credit (to be expressed on a per kwh basis) to customers' bills. NOPSI's earnings for the nine months ended June 30, 1994, are comparable to the earnings by NOPSI for the same period included in the test year ended September 30, 1993. For additional information, see Note 2.

RESULTS OF OPERATIONS

ENTERGY

On December 31, 1993, GSU became a subsidiary of Entergy Corporation. In accordance with the purchase method of accounting, the six months ended June 1993 results of operations for Entergy Corporation and subsidiaries reported in its Statements of Consolidated Income and Cash Flows do not include GSU's results of operations. However, the following discussion is presented with GSU's 1993 results of operations included for comparative purposes.

Net Income

Consolidated net income decreased $7.0 million in the second quarter of 1994 due primarily to increased costs related to the Merger, and decreased miscellaneous income - net, partially offset by a decrease in interest expense as explained below.

Consolidated net income decreased in the first six months of 1994 due primarily to the one-time recording of the cumulative effect of the change in accounting principle for unbilled revenues for AP&L, MP&L, GSU, and NOPSI. Excluding the effect of the change in accounting principle, net income increased in the first six months of 1994 by approximately $1.3 million. This increase was primarily due to a decrease in interest on long- term debt and preferred dividend requirements as a result of continued debt refinancing and stock redemption activities.

Significant factors affecting the results of operations and causing variances between the second quarters and first six months of 1994 and 1993 are discussed under "Revenues and Sales," "Expenses," and "Other" below.

Revenues and Sales

See Entergy's "Selected Operating Results" for information on operating revenues by source and KWH sales.

Electric operating revenues increased $85.4 million in the second quarter and $147.5 million in the first six months of 1994 due primarily to improving market conditions and increased retail energy sales resulting from colder than normal winter weather and a warmer than normal spring as compared to 1993. Additionally, revenues were higher due to increased collections of Grand Gulf 1- related costs and increased fuel adjustment revenues, which do not impact net income. The increase in fuel adjustment revenues was due to increased gas-fired generation resulting from scheduled nuclear refueling outages at Waterford 3, ANO 2, and River Bend during the first six months of 1994. Partially offsetting the above increases were rate reductions at GSU, MP&L, and NOPSI.

Gas operating revenues increased $10.6 million in the first six months of 1994 due primarily to increased retail sales resulting from colder than normal winter weather, partially offset by lower gas sales in the second quarter of 1994 due to a warmer than normal spring.

Expenses

Fuel for electric generation and fuel-related expenses increased $48.8 million in the second quarter and $68.2 million in the first six months of 1994 due primarily to an increase in generation requirements resulting from increased energy sales as discussed in "Revenues and Sales" above.

Purchased power increased $33.9 million in the first six months of 1994 due primarily to increased power purchases from nonassociated

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utilities due to changes in generation requirements for the System operating companies resulting primarily from increased energy sales and fuel-related costs. In addition, purchased power increased in 1994 as a result of nuclear refueling outages at Waterford 3 and ANO 2.

Nuclear refueling outage expenses decreased $5.3 million in the first six months of 1994 due primarily to a reduction in AP&L's nuclear refueling outage accrual stemming from improved outage durations and practices.

The amortization of rate deferrals increased $13.4 million in the second quarter and $29.9 million in the first six months of 1994 due primarily to collection of more Grand Gulf 1-related costs from customers in 1994 as compared to 1993.

Interest expense decreased $11.7 million in the second quarter and $23.8 million for in the first six months of 1994 due primarily to the refinancing of high cost debt.

Preferred dividend requirements decreased $4.3 million in the second quarter and $7.8 million for the first six months of 1994 due primarily to stock redemption activities.

Other

Miscellaneous income - net decreased $14.0 million in the second quarter and $21.3 million in the first six months of 1994 due primarily to amortization of plant acquisition adjustments related to the Merger and to reduced Grand Gulf 1 carrying charges at AP&L.

AP&L

Net Income

Net income increased in the second quarter of 1994 due primarily to increased operating revenues.

Net income decreased in the first six months of 1994 due primarily to the one-time recording in the first quarter of 1993 of the cumulative effect of the change in accounting principle for unbilled revenues. Excluding the effect of the change in accounting principle, net income increased $17.7 million. This increase is due primarily to increased operating revenues.

Significant factors affecting the results of operations and causing variances between the second quarters and first six months of 1994 and 1993 are discussed under "Revenues and Sales" and "Expenses" below.

Revenues and Sales

See AP&L's "Selected Operating Results" for information on operating revenues by source and KWH sales.

Electric operating revenues and sales increased in the second quarter and first six months of 1994 due primarily to higher retail energy sales, an increase in sales for resale to associated companies caused by changes in generation availability and requirements among the System operating companies, and increased accrued unbilled revenues. Additionally, revenues were higher due to increased collections of Grand Gulf 1-related costs and increased recovery of fuel-related costs, which do not impact net income.

Expenses

Fuel and fuel-related expenses increased in the second quarter and first six months of 1994 primarily due to higher energy sales.

Purchased power increased in the second quarter and first six months of 1994 as a result of changes in generation availability and requirements among the System operating companies and lower nuclear generation as a result of ANO 2's refueling outage that was completed in late April 1994.

The amortization of rate deferrals increased in the second quarter and first six months of 1994 due to increased collection of previously deferred Grand Gulf 1-related costs pursuant to the step-up provisions of AP&L's rate phase-in plan.

Total income taxes increased in the first six months of 1994 due to higher pretax income, partially offset by the effect of implementing SFAS 109 in the prior year.

Other

Miscellaneous income - net decreased in the second quarter and first six months of 1994 due primarily to reduced Grand Gulf 1 carrying charges.

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GSU

Net Income

Net income increased slightly in the second quarter of 1994 due primarily to a refund of franchise taxes, in addition to increased operating revenues, offset in part by increased operating expenses and income taxes.

Net income decreased for the first six months of 1994 due primarily to the one-time recording in the first quarter of 1993 of the cumulative effect of the change in accounting principle for unbilled revenues. Excluding the effect of the change in accounting principle, net income decreased $1.9 million due to increased operating expenses and income taxes, offset in part by a refund of franchise taxes, in addition to increased operating revenues.

Significant factors affecting the results of operations and causing variances between the second quarters and first six months of 1994 and 1993 are discussed under "Revenues and Sales" and "Expenses" below.

Revenue and Sales

See GSU's "Selected Operating Results" for information on operating revenues by source and KWH sales.

Operating revenues from retail energy sales to residential and commercial customers increased for the second quarter and first six months of 1994 due primarily to increased sales resulting from colder than normal winter weather and warmer than normal spring weather, offset in part by the effect of a $22.5 million annual rate reduction in Texas, which went into effect in November 1993. Revenues from sales to industrial customers decreased due to the effects of the rate reduction in Texas, offset in part by increased sales. Sales for resale increased as a result of GSU's participation in the System power pool.

An additional $20 million annual rate reduction in Texas will become effective in September 1994, which will result in lower revenues and adversely affect net income to the extent the effects cannot be offset by increased sales and reduced expenses.

Expenses

Purchased power increased in the second quarter of 1994 due to GSU's participation in joint dispatching through the System power pool resulting from increased energy sales as discussed above. Purchased power increased in the first six months of 1994 for the same reasons as the second quarter of 1994, in addition to the recording of a provision for refund of disallowed purchased power costs resulting from a Louisiana Supreme Court ruling, as discussed in Note 2.

Operation and maintenance expenses increased in the second quarter due primarily to charges associated with early retirement and severance plans which totaled approximately $9.9 million. For the first six months of 1994, operation and maintenance expenses increased due primarily to charges associated with early retirement and severance plans, as mentioned above, in addition to costs associated with performance improvements at River Bend.

Income taxes increased in the second quarter of 1994 and first six months of 1994. A nonrecurring reduction to income taxes related to a purchased power settlement was included in the first and second quarters of 1993.

Taxes other than income taxes decreased in the second quarter and first six months of 1994 due to a $15.1 million franchise tax refund.

LP&L

Net Income

Net income increased in the second quarter and first six months of 1994 due primarily to increased operating revenues partially offset by increased operation and maintenance expenses.

Significant factors affecting the results of operations and causing variances between the second quarters and first six months of 1994 and 1993 are discussed under "Revenues and Sales" and "Expenses" below.

Revenues and Sales

See LP&L's "Selected Operating Results" for information on operating revenues by source and KWH sales.

Electric operating revenues were higher in the second quarter and first six months of 1994 primarily due to increased fuel adjustment revenues, which do not affect income, and increased energy sales to retail customers, partially offset by a decrease in accrued unbilled revenues. The

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increase in retail energy sales is primarily due to a colder winter and warmer spring than in the prior year. Lower sales for resale to nonassociated companies partially offset the increase in retail energy sales in the first six months of 1994 .

Expenses

Fuel for electric generation and fuel-related expenses increased in the second quarter and first six months of 1994 primarily due to higher energy sales and increased gas-fired generation resulting from a scheduled nuclear refueling outage at Waterford 3.

MP&L

Net Income

Net income decreased in the second quarter of 1994 due primarily to increased operation and maintenance expenses.

Net income decreased in the first six months of 1994 due primarily to the one-time recording in the first quarter of 1993 of the cumulative effect of the change in accounting principle for unbilled revenues. Excluding the effect of the change in accounting principle, net income decreased by $7.5 million. This decrease is primarily due to increased operation and maintenance expenses.

Significant factors affecting the results of operations and causing variances between the second quarters and first six months of 1994 and 1993 are discussed under "Revenues and Sales" and "Expenses" below.

Revenues and Sales

See MP&L's "Selected Operating Results" for information on operating revenues by source and KWH sales.

Electric operating revenues increased in the second quarter and first six months of 1994 due to increased retail energy sales resulting from colder winter weather and warmer spring weather than the prior year, non-weather related growth, and increased sales for resale to associated and nonassociated companies. These increases were partially offset by a decrease in unbilled revenues and the effects of reduced rates under MP&L's formula rate plan.

Expenses

Fuel for electric generation and fuel-related expenses increased in the second quarter and first six months of 1994 due primarily to an increase in generation requirements resulting primarily from increased energy sales as discussed in "Revenues and Sales" above.

Purchased power expense decreased in the second quarter and first six months of 1994 due primarily to changes in generation availability and requirements among the System operating companies.

The amortization of rate deferrals increased in the second quarter and first six months of 1994 reflecting the fact that MP&L, based on the Revised Plan, collected more Grand Gulf 1-related costs from its customers in the second quarter and first six months of 1994 than it recovered in the same period in 1993.

Other operation and maintenance expenses increased in the second quarter and first six months of 1994 due primarily to scheduled maintenance at certain of MP&L's fossil-fueled generating plants.

NOPSI

Net Income

Net income increased slightly in the second quarter of 1994 due primarily to increased operating revenues.

Net income decreased for the first six months of 1994 due primarily to the one-time recording of the cumulative effect of the change in accounting principle for unbilled revenues in 1993. Excluding the effect of the change in accounting principle, net income decreased for the first six months of 1994 by $1.1 million. This decrease is due primarily to the recording of a reserve for revenue reduction as a result of a review of NOPSI's return on equity in accordance with the 1991 NOPSI Settlement and a 1992 gas rate settlement.

Significant factors affecting the results of operations and causing variances between the second quarters and first six months of 1994 and 1993 are discussed under "Revenues and Sales" and "Expenses" below.

Revenues and Sales

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See NOPSI's "Selected Operating Results" for information on operating revenues by source and KWH sales.

Electric operating revenues increased in the second quarter and first six months of 1994 due primarily to an increase in retail energy sales. The increase in electric operating revenues in the first six months of 1994 was partially offset by the recording of a reserve as discussed in "Net Income" above. Electric energy sales increased in the second quarter and first six months of 1994 due primarily to an increase in retail sales resulting from a colder winter and warmer spring weather than in the previous year, partially offset by a decrease in sales for resale.

Gas operating revenues decreased in the second quarter of 1994 due primarily to a decrease in gas sales resulting from a warmer spring than last year. For the first six months of 1994, gas operating revenues increased due primarily to increased gas sales in the first quarter as a result of a colder winter than the prior year, partially offset by lower second quarter gas sales due to a warmer spring.

Expenses

Fuel for electric generation and fuel-related expenses increased in the second quarter and first six months of 1994 due primarily to an increase in generation requirements resulting from increased energy sales as discussed in "Revenue and Sales" above.

Purchased power expense decreased in the second quarter and first six months of 1994 due primarily to changes in generation availability and requirements among the System operating companies and increased generation.

Gas purchased for resale increased for the first six months of 1994 due to increased gas sales as discussed in "Revenues and Sales" above.

The increase in the amortization of rate deferrals in the second quarter and the first six months of 1994 is primarily a result of the collection of larger amounts of previously deferred costs under the 1991 NOPSI Settlement.

SYSTEM ENERGY

Net Income

Net income increased in the second quarter of 1994 due primarily to the recording of a reserve for revenues in the second quarter of 1993 as a result of a FERC investigation of the return on equity of System Energy's formula wholesale rates and a reduction in interest expense due to the refinancing of high-cost debt. This increase was partially offset by a lower rate of return on equity (reduced from 13% to 11%) in System Energy's formula wholesale rates as a result of an August 1993 settlement of a rate proceeding with FERC.

Net income decreased in the first six months of 1994 due primarily to a lower rate of return on equity (reduced from 13% to 11%) in System Energy's formula wholesale rates as a result of an August 1993 settlement of a rate proceeding with FERC, partially offset by a reduction in interest expense due to the refinancing of high-cost debt.

Significant factors affecting the results of operations and causing variances between the second quarters and first six months of 1994 and 1993 are discussed under "Revenues and Sales" and "Expenses" below.

Revenues

Operating revenues recover operating expenses, depreciation and capital costs attributable to Grand Gulf 1. The capital costs are computed by allowing a return on System Energy's common equity funds allocable to its net investment in Grand Gulf 1 and adding to such amount System Energy's effective interest cost for its debt allocable to its investment in Grand Gulf 1.

Operating revenues decreased in the second quarter and first six months of 1994 due primarily to the reduction in System Energy's rate of return on equity as discussed above and a lower return on System Energy's decreasing investment in Grand Gulf 1 (caused by depreciation of the unit), and a decrease in fuel expenses.

Expenses

Fuel for electric generation and fuel-related expenses decreased in the second quarter and first six months of 1994 primarily due to a lower per unit cost for nuclear fuel as a result of a favorable market for uranium.

Interest expense decreased in the second quarter and first six months of 1994 due primarily to the refinancing of high-cost long-term debt.

SIGNIFICANT FACTORS AND KNOWN TRENDS

Entergy Corporation and GSU

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Entergy Corporation-GSU Merger

On December 31, 1993, Entergy completed the Merger and became one of the nation's largest electric utilities. With GSU as its fifth retail operating company, Entergy gained size, expanded market area, economies of scale, an additional nuclear unit (River Bend), and a more price-competitive fuel mix. As a result of the Merger, Entergy estimates $850 million in fuel cost savings and $670 million in operation and maintenance expense savings over the next decade. It is possible that common shareholders may experience some dilution in earnings in the short term as a result of the Merger. However, Entergy Corporation believes that the Merger will be beneficial to common shareholders over the longer term, both in terms of the strategic benefits and the economies and efficiencies expected to be produced. For further information, see pages 103-104 and 180 of the Form 10-K and "Litigation and Regulatory Proceedings" below.

Entergy Corporation, AP&L, GSU, LP&L, MP&L, and NOPSI

Competition

Entergy welcomes competition in the electric energy business and believes that a more competitive environment should benefit our shareholders, customers, and employees. However, competition presents Entergy with many challenges. The following have been identified by Entergy as its major competitive challenges.

Retail and Wholesale Rate Issues

Increasing competition in the utility industry brings an increased need to stabilize or reduce retail rates. The retail regulatory environment is shifting from traditional rate-base regulation to incentive rate regulation. Incentive rate and performance-based plans encourage efficiencies and productivity while permitting utilities to share in the results. Retail wheeling, which requires utilities to "wheel" or move power from third parties to their own retail customers, is evolving. As a result, the retail market is expected to become more competitive. In the wholesale rate area, FERC approved in 1992, with certain modifications, the proposal of AP&L, LP&L, MP&L, NOPSI, and Entergy Power to sell wholesale power at market-based rates and to provide to electric utilities "open access" to the System's transmission system (subject to certain requirements). GSU was later added to this filing. Various intervenors in the proceeding filed petitions for review with the D.C. Circuit. See Part II, Item 1. "Legal Proceedings," for information on a ruling by the D.C. Circuit regarding Entergy's open access transmission rates. Open access and market pricing, once it takes effect, will increase marketing opportunities for the System, but will also expose the System to the risk of loss of load or reduced revenues due to competition with alternative suppliers.

In connection with the Merger, AP&L agreed with its retail regulator not to request any general retail rate increases that would take effect before November 1998, with certain exceptions. For further information, see pages 82-83 and 125-126 of the Form 10-K.

On March 31, 1994, North Little Rock, Arkansas, awarded AP&L a wholesale electric contract which will provide estimated revenues of $347 million over 11 years. Under the contract, the price per KWH was reduced 18%, retroactive to March 1, 1994, with increases in price through the year 2004. AP&L, which has been serving North Little Rock for over 40 years, was awarded the contract after intense bidding with several competitors. FERC accepted the contract; however, one of AP&L's competitors has requested a rehearing and has filed complaints against AP&L and North Little Rock challenging the contract.

In connection with the Merger, GSU agreed with the LPSC and PUCT to a five-year Rate Cap on retail electric rates, and to pass through to retail customers the fuel savings and a certain percentage of the nonfuel savings created by the Merger. Under the terms of their respective Merger agreements, the LPSC and PUCT will review GSU's base rates during the first post-Merger earnings analysis for reasonableness of its return on equity. In May 1994 and June 1994, GSU made the required first post-Merger earning analysis filings with the LPSC and PUCT, respectively, which GSU believes support the current levels of rates. For further information, see pages 82-83 and 163-164 of the Form 10- K. See Note 2 for information on recent filings by certain Texas cities seeking a reduction in GSU's rates.

Cogeneration projects developed or considered by certain of GSU's industrial customers over the last several years have resulted in GSU developing and securing approval of rates lower than the rates previously approved by the PUCT and LPSC for such industrial customers. Such rates are designed to retain such customers, and to compete for and develop new loads, and do not presently recover GSU's full cost of service. The pricing agreements at non-full cost of service based rates fully recover all related costs but provide only a minimal return. Substantially all of such pricing agreements expire no later than 1997. During the first six months of 1994, KWH sales to GSU's industrial customers at less than full cost of service, which make up approximately 27% of the total industrial class, increased 12%. Sales to the remaining industrial customers increased 3%.

LP&L's five year rate freeze expired in March 1994. At the same time, approximately $46 million of annual rate relief that was included in LP&L's retail rates also expired. In October 1993, the LPSC approved a schedule to conduct a review of LP&L's rates and rate structure upon the expiration of LP&L's rate freeze. Discovery is currently underway and hearings are scheduled to begin in December 1994. In August 1994, LP&L will file a cost of service analysis with the LPSC , which LP&L believes will support its current rate level. See Note 2 for additional information.

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In February 1994, the MPSC conducted a general review of MP&L's current rates and in March 1994, the MPSC issued a final order adopting a formula rate plan for MP&L that will allow for periodic small adjustments in rates based on a comparison of earned to benchmark returns and upon certain performance factors. The order also adopted previously agreed-upon stipulations of a required return on equity of 11% and certain accounting adjustments that result in a 4.3% ($28.1 million) reduction in MP&L's June 30, 1993, test-year operating revenues. Pursuant to the MPSC's order, on March 18, 1994, MP&L filed rates designed to provide for this reduction in operating revenues for the test year. These rates are effective for service rendered on or after March 25, 1994. See pages 83-84 and 235-236 of the Form 10-K for further information.

In connection with the Merger, MP&L agreed with its retail regulator not to request any general retail rate increases that would take effect before November 1998, with certain exceptions. For further information, see pages 82-83 and 236 of the Form 10- K, and Part II, Item 1. "Legal Proceedings."

In light of the rate issues discussed above, Entergy is aggressively reducing costs to avoid potential earnings erosions that might result as well as to successfully compete by becoming a low-cost producer.

In December 1992, AP&L, LP&L, MP&L, and NOPSI each filed a Least Cost Plan with their respective retail regulators, and GSU is currently working with the PUCT regarding integrated resource planning. However, in response to an increasingly competitive electric utility environment, AP&L, LP&L, MP&L, and NOPSI have announced their intentions to revise their Least Cost Plan activities. In this regard, AP&L, GSU, LP&L, MP&L, and NOPSI intend to adopt the ratepayer impact measure test as their primary economic criterion for DSM programs rather than the total resource cost test that had been used in developing the initial Least Cost Plans. Therefore, absent overriding customer, strategic, or public interests, AP&L, GSU, LP&L, MP&L, and NOPSI will propose those DSM programs that have the potential for lower rates to all customers, rather than DSM programs that, while providing direct benefits to participants, may result in higher rates for everyone, including non-participants. In addition, AP&L, GSU, LP&L (outside the city of New Orleans), and MP&L will no longer seek a pre-approved cost recovery rider as a mechanism for recovering program costs, lost contributions and incentives. See Part II, Item 1. "Legal Proceedings," for information on filings made by AP&L, LP&L, and MP&L with their respective regulators in connection with proposed changes to their Least Cost Plans. Notwithstanding the changes noted above, LP&L and NOPSI intend to implement the five DSM programs already approved by the Council. However, LP&L and NOPSI intend to pursue appropriate changes in the Council ordinance establishing the Least Cost Plans framework and planning criteria.

The Energy Policy Act of 1992

The Energy Policy Act of 1992 (Energy Act) is changing the business of transmitting and distributing electricity. The Energy Act encourages competition and affords utilities the opportunities, and the risks, associated with an open and more competitive market environment. The Energy Act increases competition in the wholesale energy market through the creation of exempt wholesale generators (EWGs). Entergy is competing in this market through its independent power subsidiary, Entergy Power Development Corporation. The Energy Act also gives FERC the authority to order investor-owned utilities to provide transmission access to or for other utilities, including EWGs. In addition, the Energy Act allows utilities to own and operate foreign generation, transmission, and distribution facilities. See "Nonregulated Investments" below for further information.

Entergy Corporation and GSU

Litigation and Regulatory Proceedings

See Note 1 and Part II, Item 1. "Legal Proceedings," for information on litigation with Cajun concerning Cajun's ownership interest in River Bend and the possible material adverse effects on GSU's financial condition in the event that GSU is ultimately unsuccessful in this litigation, including a possible filing under the bankruptcy laws.

See Note 2 for information on the possibility of material adverse effects on GSU's financial condition and results of operations as a result of substantial write-offs and/or refunds in connection with outstanding appeals and remands regarding approximately $1.4 billion of abeyed company-wide River Bend plant costs and approximately $187 million of Texas retail jurisdiction deferred River Bend operating and carrying costs.

System Energy

See Note 2 for information with respect to a proposed settlement between System Energy and FERC in connection with a decision issued by FERC in August 1992.

Entergy Corporation

Nonregulated Investments

Entergy Corporation continues to seek new opportunities to expand its electric energy business, including expansion into related nonutility

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businesses. These opportunities include new domestic ventures such as Entergy Systems and Service, Inc. (Entergy SASI), the region's only full-service provider of energy- efficient lighting and related services, previously established ventures in Argentina, and planned investments in Asia, Central America and South America. Entergy Corporation expects to invest approximately $150 million per year in nonregulated business opportunities. Additional shareholder and/or regulatory approvals may be required for such acquisitions to take place.

In the first six months of 1994, Entergy Corporation's nonregulated investments reduced consolidated net income by approximately $11.9 million. In the near term, these investments are not likely to have a positive effect on earnings; but management believes that these investments could contribute to future earnings growth.

Entergy Corporation and AP&L

ANO Matters

See pages 30, 77, and 123 of the Form 10-K for information on leaks in certain steam generator tubes at ANO 2 that were discovered and repaired during an outage in March 1992. During a refueling outage in September 1992, a comprehensive inspection of all steam generator tubing was conducted and necessary repairs were made. During a mid-cycle outage in May 1993, a scheduled special inspection of certain steam generator tubing was conducted by Entergy Operations and additional repairs were made. Entergy Operations operated ANO 2 with no further steam generator inspections until the refueling outage which was completed on April 23, 1994. Inspections during the outage revealed additional cracks; however, most were smaller than those seen in earlier inspections except for one relatively large crack. Based upon results of these inspections and an inconclusive pressure test, Entergy Operations plans to inspect the steam generator tubes during a mid-cycle outage tentatively scheduled for January 1995. The operations and power output of the unit have not been materially adversely affected.

GSU

Deregulated Portion of River Bend

As of June 30, 1994, GSU had not recovered a significant amount of its investment in, or received any return associated with, the portion of River Bend included in the deregulated asset plan in Louisiana and the portion of River Bend placed in abeyance as part of the Texas rate order which went into effect in July 1988. See pages 157 and 165 of the Form 10-K for further information. Future earnings will continue to be limited as long as the limited recovery of the investment and lack of return continues.

For the six months ended June 30, 1994, GSU recorded revenues resulting from the sale of electricity from the deregulated asset plan of approximately $18.0 million. Operation and maintenance expenses, including fuel, were approximately $18.4 million, and depreciation expense associated with the deregulated asset plan investment was approximately $8.2 million for the six months ended June 30, 1994. For the first six months of 1994, GSU recorded nonfuel revenue of $16.2 million (included in the $18.0 million of total deregulated asset plan revenue discussed above) which, absent the deregulated asset plan, would not have been realized. The operation and maintenance expenses and depreciation expense allocated to the deregulated asset plan as detailed above would have been incurred at River Bend with or without the deregulated asset plan. The future impact of the deregulated asset plan on GSU's results of operations and financial position will depend on River Bend's future operating costs, the unit's efficiency and availability, and the future market for energy over the remaining life of the unit. Based on current estimates of the factors discussed above, GSU anticipates that future revenues from the deregulated asset plan will fully recover all related costs.

LPSC Fuel Cost Review

In November 1993, the LPSC ordered a review of GSU's fuel costs. The LPSC stated that fuel costs for the period October 1988 through September 1991 would be reviewed based on the number of outages at River Bend and the findings in the June 1993 PUCT fuel reconciliation case. In July 1994, the LPSC made a decision in the GSU/Louisiana Phase 1 fuel review case and ordered GSU to refund approximately $27 million to its customers. Under the order, $13.1 million, which was not contested under a recent Louisiana Supreme Court decision as discussed in Note 2, is to be refunded immediately through a billing credit on August bills. The remaining portion of the LPSC ordered refund, which is being contested by GSU, is suspended to allow GSU 30 days to review the report of special counsel and request rehearing of this remaining portion. GSU will then be given an opportunity to address this remaining refund portion in the LPSC's August open session. Unless the LPSC amends its order in the August session, GSU plans to appeal the order.

Accounting for Decommissioning Costs

The Financial Accounting Standards Board has agreed to review the accounting for removal costs, which includes the accounting for decommissioning of nuclear plants. This project could possibly change the System's, as well as the entire utility industry's, accounting for such costs.

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Item 1. Legal Proceedings

River Bend

Entergy Corporation and GSU

As discussed on pages 20-22, 80-82, and 160-163 of the Form 10-K, in May 1988, the PUCT granted GSU a permanent increase in annual revenues of $59.9 million resulting from the inclusion in rate base of approximately $1.6 billion of company-wide River Bend plant investment and approximately $182 million of related Texas retail jurisdiction deferred River Bend costs (Allowed Deferrals). In addition, the PUCT disallowed as imprudent $63.5 million of company-wide River Bend plant costs and placed in abeyance, with no finding of prudence, approximately $1.4 billion of company-wide River Bend plant investment and approximately $157 million of Texas retail jurisdiction deferred River Bend operating and carrying costs. GSU has appealed the PUCT's order, and that appeal is now pending in the Texas Third District Court of Appeals (the Appellate Court).

In May 1994, the Appellate Court affirmed the lower court's decision that there was substantial evidence to support the PUCT's 1988 decision not to include $1.4 billion of abeyed construction costs in GSU's rate base. While acknowledging that the PUCT had exceeded its authority when it attempted to defer a decision on the inclusion of those costs in rate base in order to allow GSU a further opportunity to demonstrate the prudence of those costs in a subsequent proceeding, the Appellate Court found that GSU had suffered no harm or lack of due process as a result of the PUCT's error. Accordingly, the Appellate Court held that the PUCT's action had the effect of disallowing the company-wide $1.4 billion of River Bend construction costs for ratemaking purposes. The Appellate Court also found that GSU's deferred operating and maintenance costs associated with the allowed portion of River Bend should be included in rate base, but that its deferred River Bend carrying costs should not be included in rate base. Since the PUCT had included both carrying costs and operating and maintenance costs in GSU's rate base, the Appellate Court remanded the case to the PUCT on this issue.

The Appellate Court's May 1994 opinion was entered by two judges, with a third judge dissenting. The dissenting opinion states that the result of the majority opinion is, among other things, to deprive GSU of due process at the PUCT because the PUCT never reached a finding on the $1.4 billion of construction costs.

In June 1994, the Texas Supreme Court decided three cases involving the inclusion of deferred costs in rate base. The Texas Supreme Court held that there is no distinction between the treatment of deferred carrying costs and deferred operating and maintenance costs, and that such costs capitalized pursuant to a PUCT deferred accounting order may be included in rate base through a subsequent rate case to the extent that they are found to have been prudently and reasonably incurred, that they are related to property used and useful in providing service, and that inclusion of those costs in rate base is necessary to preserve the utility's financial integrity. This test differs from the test applied by the Appellate Court in its May, 1994 opinion, and GSU has asked the Appellate Court to reconsider its opinion in light of these Texas Supreme Court cases.

GSU has also asked the Appellate Court to reconsider its opinion as to the $1.4 billion in River Bend construction costs. Barring further review by the Appellate Court, GSU will appeal the Appellate Court's decision to the Texas Supreme Court on both issues.

No assurance can be given as to the timing or outcome of the remands or appeals described above. Pending further developments in these cases, GSU has made no write-offs for the River Bend- related costs. Management believes, based on advice from Clark, Thomas & Winters, a Professional Corporation, legal counsel of record in the Rate Appeal, that it is reasonably possible that the case will be remanded to the PUCT, and the PUCT will be allowed to rule on the prudence of the abeyed River Bend plant costs. At this time, management and legal counsel are unable to predict the amount, if any, of the abeyed and previously disallowed River Bend plant costs that ultimately may be disallowed by the PUCT. A net of tax write-off as of June 30, 1994, of up to $309 million could be required based on an ultimate adverse ruling by the PUCT on the abeyed and disallowed costs.

Additionally, management believes, based on advice from Clark, Thomas, & Winters, a Professional Corporation, legal counsel of record in the Rate Appeal, that it is reasonably possible that the Allowed Deferrals will continue to be recovered in rates. Management also believes, based on advice from Clark, Thomas, & Winters, a Professional Corporation, legal counsel of record in the Rate Appeal, that it is reasonably possible that the deferred costs related to the $1.4 billion of abeyed River Bend plant costs will be recovered in rates to the extent that the $1.4 billion of abeyed River Bend plant is recovered. However, a write-off of the $170 million of deferred costs related to the $1.4 billion of abeyed River Bend plant costs would be required if they are not allowed to be recovered in rates.

See pages 103 and 180 of the Form 10-K for the accounting treatment of preacquisition contingencies, including any River Bend write-down.

LPSC Fuel Cost Review

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GSU

As discussed on pages 23 and 165 of the Form 10-K, in November 1993, the LPSC ordered a review of GSU's fuel costs. The LPSC stated that fuel costs for the period October 1988 through September 1991 (Phase 1) would be reviewed based on the number of outages at River Bend and the findings in the June 1993 PUCT fuel reconciliation case. In July 1994, the LPSC made a decision in the Phase 1 fuel review case and ordered GSU to refund approximately $27 million to its customers. Under the order, $13.1 million, which was not contested under a recent Louisiana Supreme Court decision as discussed below, is to be refunded immediately through a billing credit on August bills. The remaining portion of the LPSC ordered refund, which is being contested by GSU, is suspended to allow GSU 30 days to review the report of special counsel and request rehearing of this remaining portion. GSU will then be given an opportunity to address this remaining refund portion in the LPSC's August open session. Unless the LPSC amends its order in the August session, GSU plans to appeal the order.

PUCT Fuel Cost Review

GSU

As discussed on pages 22 and 164 of the Form 10-K, in June 1994, GSU filed a petition with the PUCT for the reconciliation of over- and under-recovery of fuel and purchased power expenses for the period October 1, 1991, through December 31, 1993, in accordance with the Texas merger settlement agreement. GSU is required to reconcile its fuel costs from the end of the period of its last fuel reconciliation through the merger closing date to reflect the fuel and purchased power costs GSU incurred as a stand-alone company. GSU believes there was a net under-recovery of approximately $4.6 million for the period but has indicated that it does not propose to surcharge the under-recovery at this time. A prehearing conference was held on July 18, 1994, and a procedural schedule was adopted which provides for hearings to begin on January 9, 1995.

Least Cost Planning

AP&L, GSU, LP&L, MP&L, and NOPSI

As discussed on pages 8-9, 19, 23, 25-27, 76, 122, 197, 232, and 264 of the Form 10-K, and page 67 of the First Quarter Form 10-Q, AP&L, LP&L, MP&L, and NOPSI have each filed a Least Cost Plan with their respective retail regulators, and GSU is currently working with the PUCT regarding integrated resource planning. However, in response to an increasingly competitive electric utility environment, AP&L, LP&L, MP&L, and NOPSI announced their intentions to revise their Least Cost Plan activities. AP&L, GSU, LP&L, MP&L, and NOPSI intend to adopt the ratepayer impact measure test as their primary economic criterion for DSM programs, rather than the total resource cost test that had been used in developing the initial Least Cost Plans. Therefore, absent overriding customer, strategic, or public interests, AP&L, GSU, LP&L, MP&L, and NOPSI will propose those DSM programs that have the potential for lower rates to all customers, rather than programs that, while providing direct benefits to participants, may result in higher rates for everyone, including non-participants. In addition, AP&L, GSU, LP&L, (outside the city of New Orleans), and MP&L will no longer seek a pre-approved cost recovery rider as a mechanism for recovering program costs, lost contributions and incentives. In light of this new direction, the following filings were made:

a) On July 1, 1994, AP&L filed a motion requesting that the APSC approve the withdrawal of AP&L's Least Cost Plan filed December 1, 1992, and July 1, 1993, and to rescind its directive that AP&L file another Least Cost Plan in March 1995. On July 25, 1994, the APSC staff and other intervenors filed their responses to AP&L's motion. AP&L has requested to be allowed until August 15, 1994, to reply to those responses.

b) On June 30, 1994, LP&L filed rebuttal testimony with the LPSC explaining LP&L's new direction for least cost planning. On July 18, 1994, LP&L filed a motion to withdraw its Least Cost Plan and for approval of an experimental time-of-use-rate. On July 25, 1994, the LPSC stayed the hearings and is expected to rule on motions to withdraw on August 19, 1994.

c) On June 30, 1994, MP&L filed a motion with the MPSC to lift a currently effective stay order and dismiss without prejudice the proposed Least Cost Plan. On July 28, 1994, the MPSC issued an order that lifted the stay and dismissed, without prejudice, the Least Cost Plan filing.

Notwithstanding the changes noted above, LP&L and NOPSI intend to implement within the city of New Orleans the five DSM programs already approved by the Council. However, LP&L and NOPSI intend to pursue appropriate changes in the Council ordinance establishing the Least Cost Plan framework and planning criteria.

Alternative Rate Design

LP&L and NOPSI

On June 6, 1994, NOPSI and LP&L filed an Alternative Rate Design Proposal with the Council under a separate docket from Least Cost Planning. The proposal includes an experimental time of use rate and an interruptible/curtailable rate for NOPSI and LP&L industrial customers that voluntarily participate in the pilot program. NOPSI and LP&L are proposing that these rates be implemented on a pilot basis over a twelve month period. Testimony related to this proposal was filed before the Council on June 30, 1994.

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Customer-Controlled Load Management (CCLM)

As discussed on page 67 of the First Quarter Form 10-Q, LP&L and NOPSI filed their CCLM filing with the Council on June 3, 1994.

System Agreement

Entergy Corporation, AP&L, LP&L, MP&L, and NOPSI

As discussed on pages 67-68 of the First Quarter Form 10-Q, in the December 15, 1993, order approving the Merger, FERC initiated a new proceeding to consider whether the System Agreement permits certain out-of-service generating units to be included in reserve equalization calculations under Service Schedule MSS-1 of that agreement. FERC established March 8, 1994, as the refund effective date. On June 17, 1994, FERC issued an order that clarified the scope of the proceeding to include a review of whether refunds are due for periods prior to the refund effective date.

The LPSC, MPSC, and the Mississippi Attorney General (MAG) have taken the position that Entergy violated the System Agreement by including extended reserve shutdown (ERS) units in the MSS-1 calculations. The LPSC and MPSC submitted testimony, based on estimates, seeking refunds for periods from 1987 through 1993 estimated at $22.6 million and $13.2 million, respectively.

The FERC staff submitted testimony concluding that Entergy's treatment was reasonable, and recommended that no refunds be ordered prospectively from March 8, 1994. Entergy, the FERC staff, and other intervenors supporting Entergy's actions have not yet submitted testimony responding to the LPSC, MPSC, and MAG position. A procedural schedule has been established which provides for discovery, direct, responsive, and rebuttal testimony, and a hearing to begin on October 24, 1994. According to the schedule, initial and reply briefs to the presiding ALJ will be submitted in November and December 1994.

Entergy's position is that its MSS-1 charges have been, and will continue to be, in compliance with the System Agreement. Even if FERC finds that there was a technical violation of the System Agreement, it is Entergy's position that no refunds are warranted for any periods. In certain pleadings, the APSC and the City also have opposed the position of the LPSC, MPSC, and MAG that refunds are warranted. To date, no other intervenor has expressed a position on these issues.

If FERC orders refunds for one or more operating companies on the grounds that their MSS-1 payments were too high, it is Entergy's position that revenues for such refunds should be obtained through corresponding revised bills to the operating companies whose MSS-1 payments were too low. The APSC and the City have expressed their opposition to this position. They believe shareholders and not ratepayers should be liable for any refunds.

On July 15, 1994, Entergy provided regulators with a data response showing the impacts on Service Schedule MSS-1 billings if the ERS units were not included in the MSS-1 calculations during the period 1987 through 1993. LP&L and MP&L would have been overbilled by $7.7 million and $12 million, respectively, and AP&L and NOPSI would have been underbilled by $6 million and $13.8 million, respectively.

Merger-Related Proceedings

Entergy Corporation and GSU

a) As discussed on pages 42 and 43 of the Form 10-K, purported class action complaints were filed against GSU and its directors relating to the then proposed merger with Entergy Corporation. These suits were settled and a final court order approving the settlement was entered on May 31, 1994.

b) As discussed on pages 19, 83, and 163 of the Form 10-K, the settlement agreement that led to the 1993 approval of the Merger by the PUCT required that GSU file a cost-of-service study for informational purposes with the PUCT as soon as possible following closing and GSU filed a cost-of-service study in June 1994. The settlement agreement also provided that if an action to reduce GSU's rates was initiated between December 31, 1993 and the time GSU files its first post-closing rate case (as provided in the settlement agreement), the effect of any order actually reducing rates would relate back to the date the action was filed. Pursuant to that provision, the Texas Office of Public Utility Counsel and certain cities served by GSU have instituted actions at the PUCT and at the city level to investigate further the reasonableness of GSU's rates. The PUCT proceeding has been abeyed pending resolution of the proceedings before the cities. The current schedule for the cases before the cities contemplates final city action on or about August 18, 1994. GSU intends to vigorously oppose any reduction of its rates in these cases.

On July 1, 1994, the PUCT gave final approval of the Merger, which had the effect of denying all motions for rehearing.

c) As discussed on page 38 of the Form 10-K and page 69 of the Form 10-Q, 14 parties requested rehearing of certain aspects of FERC's December 1993 order approving the Merger. On May 17, 1994, FERC issued an order which denied nearly all requests for rehearing. Petitions for review of FERC's December 15, 1993 and May 17, 1994 orders have been filed in the United States Court of Appeals for the District of

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Columbia Circuit by Entergy Services, the City, Arkansas Electric Energy Consumers (AEEC), the APSC, Cajun Electric Power Cooperative, Inc., MPSC, the American Forest and Paper Association, State of Mississippi, Cities of Benton and others, and Occidental Chemical Corporation. Five petitions have been consolidated, and it is anticipated that all remaining petitions will also be consolidated. It is also expected that the issues before the court will be similar to those raised on rehearing to FERC. The status of these petitions may be affected by the D. C. Circuit opinion discussed under the "Open Access Transmission" heading, below.

On February 4, 1994, the APSC and AEEC filed with FERC a joint protest to the December 30, 1993 compliance filing. They reiterated an allegation, presented in AEEC's request for rehearing, that Entergy must insulate the ratepayers of the pre- merger Entergy operating companies from all litigation liabilities related to GSU's River Bend nuclear facility. In its May 17, 1994 order on rehearing, FERC addressed Entergy's commitment to insulate the customers of the pre-merger operating companies against any liability resulting from certain litigation involving River Bend. In response to FERC's clarification of Entergy's commitment, Entergy Services filed a compliance filing on June 16, 1994, which amended certain System Agreement language submitted with the December 30, 1993, compliance filing. On July 14, 1994, and July 15, 1994, APSC and AEEC, respectively, filed protests questioning the adequacy of Entergy's June 16, 1994, compliance filing. Entergy filed an answer to AEEC's protest on August 1, 1994, reiterating its full compliance with the requirements of the Commission's May 17, 1994 order on rehearing. FERC has not yet acted on the compliance filings.

FERC Audit - Proposed Settlement

Entergy Corporation and System Energy

As discussed on pages 16, 84-85, and 296-297 of the Form 10- K, FERC Division of Audits issued an audit report for System Energy. In June 1994, System Energy, AP&L, LP&L, MP&L, and NOPSI reached a tentative settlement with the FERC staff and other parties. The proposed settlement, which is subject to approval by the FERC, would require System Energy to refund or credit approximately $60 million to AP&L, LP&L, MP&L, and NOPSI, which would in turn make refunds to their customers (subject to certain exceptions). Additionally, System Energy would refund or credit a total of approximately $62 million, plus interest, to AP&L, LP&L, MP&L, and NOPSI over the period through July 2004. The proposed settlement would also require the write-off of certain related unamortized balances of deferred investment tax credits by AP&L, LP&L, MP&L, and NOPSI. Had the proposed settlement been effective in the second quarter of 1994, it would have reduced Entergy Corporation's consolidated net income for the quarter and six months ended June 30, 1994, by approximately $71.5 million, partially offset by the write-off of the unamortized balances of related deferred investment tax credits of approximately $66.5 million ($27.3 million for AP&L; $31.5 million for LP&L; $6 million for MP&L; and $1.7 million for NOPSI). Pursuant to the proposed settlement, System Energy would also reclassify from utility plant to other deferred debits approximately $81 million of other Grand Gulf 1 costs. Although excluded from rate base, System Energy would be permitted to recover such costs over a 10 year period. System Energy currently plans to file with FERC for approval of the proposed settlement in August 1994. However, there can be no assurance that FERC will ultimately approve the settlement in its current form.

As a result of the charges associated with the refunds, System Energy requires the consent of certain banks (parties to the reimbursement agreements) to temporarily waive the fixed charge coverage and equity ratio covenants in the letters of credit and reimbursement agreement related to the Grand Gulf 1 sale and leaseback transaction. System Energy has obtained the consent of the banks to waive these covenants, for the 12-month period beginning with the earlier of a write-off or the first refund, if such refund occurs prior to December 31, 1994. System Energy believes the conditions included in the proposed settlement are covered by the waiver. The waiver is conditioned upon System Energy not paying any common stock dividends to Entergy Corporation until the equity ratio covenant is once again met. Absent a waiver, System Energy's failure to perform these covenants could cause a draw under the letters of credit and/or early termination of the letters of credit. If the letters of credit were not replaced in a timely manner, a default or early termination of System Energy's leases could result.

Open Access Transmission

Entergy Corporation, AP&L, GSU, LP&L, MP&L, and NOPSI

As discussed on page 17 of the Form 10-K, various parties filed petitions with the United States Court of Appeals for the District of Columbia Circuit related to FERC's 1992 orders regarding open access transmission and the sale of wholesale power at market-based rates. On July 12, 1994, the D.C. Circuit issued an opinion finding that FERC's failure to conduct an evidentiary hearing with respect to the proposed transmission tariffs and related matters was arbitrary and capricious, and that FERC failed to adequately explain its approval of certain provisions in the tariffs, including a provision allowing Entergy to seek recovery in transmission rates of "stranded investment" costs resulting from the provision of transmission service. The case was remanded to FERC for further proceedings. To date, Entergy has not sought recovery of stranded investment costs in rates under the transmission tarriffs and the remand to FERC is not expected to result in refunds of any amounts that have been collected pursuant to transmission tarriffs.

GSU Asbestos Suits

Entergy Corporation and GSU

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As discussed on pages 39-40 of the Form 10-K and page 71 of the First Quarter Form 10-Q, there are asbestos-related law suits pending in the 14th Judicial District Court of Calcasieu Parish in Lake Charles, Louisiana, and in various state district courts in Jefferson County Texas. Settlement of the two largest of the Jefferson County suits (involving about 1660 groups of claimants) and all of the suits in Calcasieu Parish are being consummated in the second and third quarters of 1994. GSU was named as one of a number of defendants in nearly all of the suits. GSU's share of the settlements was not material to its financial position or results of operations.

LPSC Investigation

Entergy Corporation and LP&L

As discussed on pages 75, 84, and 199 of the Form 10-K discovery is currently underway in the LPSC's investigation of LP&L's rates and hearings are scheduled to begin on December 5, 1994. On August 17, 1994, LP&L will file a cost of service analysis with the LPSC, which LP&L believes will support its current rate level. LP&L is presently allowed to earn a 12.76% return on common equity.

Incentive Rate Plan

Entergy and MP&L

As discussed on pages 25-26, 83-84, and 235-236 of the Form 10-K, the MPSC approved an incentive rate plan for MP&L. The final order was appealed to the Mississippi Supreme Court on May 17, 1994, by Mississippi Valley Gas Co. on the grounds that the MPSC issued the final order without having reviewed the cost of MP&L's promotional practices, some of which Mississippi Valley Gas alleges to be improper. The matter is pending.

February 1994 Ice Storm

Entergy Corporation, AP&L, and MP&L

In early February 1994, an ice storm left more than 221,000 Entergy customers without electric power across the System's four- state service area. The storm was the most severe natural disaster ever to affect the System, causing damage to transmission and distribution lines, equipment, poles, and facilities in certain areas, primarily in Mississippi. Repair costs are currently estimated to be $114.6 million, $27.5 million, and $78.7 million for the System, AP&L, and MP&L, respectively with $83.8 million, $16.6 million, and $65.3 million of these amounts estimated to be capitalized as plant-related costs. The remaining balances have been charged against the respective companies' regulatory storm damage reserves, except for MP&L which recorded a deferred debit. On April 16, 1994, MP&L filed for rate recovery of costs related to the ice storm. MP&L's filing, as subsequently amended, requested recovery of the revenue requirement associated with MP&L's ice storm costs recorded through April 30, 1994. MP&L intends to make another ice storm rate filing with the MPSC by early 1995 to recover ice storm costs recorded by MP&L after April 30, 1994. In early August 1994, MP&L and the MPSC's Public Utilities Staff (MPUS) entered into a stipulation with respect to the recovery of ice storm costs recorded through April 30, 1994. Under the stipulation, which must be approved by the MPSC, MP&L will implement for five years, beginning in October 1994, an ice storm rider schedule that will increase rates approximately $8 million annually. At the end of the Five year period, the revenue requirement associated with the undepreciated ice storm capitalized costs will be included in MP&L's base rates to the extent that this revenue requirement does not result in MP&L's rate of return on rate base being above the benchmark rate of return under MP&L's formula rate plan. Estimated construction expenditures (see Note 1) reflect the above amounts.

Livingston Parish Hazardous Waste Suits

GSU and LP&L

As discussed on pages 39 and 43 of the Form 10-K and page 72 of the First Quarter Form 10-Q, various suits have been filed concerning a hazardous waste disposal site in Livingston Parish, Louisiana. On June 23, 1994, the federal district court entered into the record its first case management and scheduling order, which order, among other things, set the trial in this matter for September 3, 1996. Such order also stated the intention of the federal district court to facilitate, prior to the scheduled trial date, appellate review of any significant decisions. The matter is pending.

St. Charles Parish Suits

LP&L

As discussed on page 43 of the Form 10-K, LP&L and the tax authorities of St. Charles Parish, Louisiana, have been involved in litigation as to use taxes on nuclear fuel paid by LP&L under protest. With regard to additional interest LP&L claimed was due on the taxes it recovered, LP&L's writs of certiorari to the Louisiana Supreme Court were denied. LP&L is reviewing other procedures with regard to recovery of such interest. The matter is pending.

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NOPSI Rate Reduction/Credit

Entergy Corporation and NOPSI

See pages 27 and 266-268 of the Form 10-K for information regarding the 1991 NOPSI Settlement and a 1992 gas rate settlement. Under the terms of the 1991 NOPSI Settlement and a 1992 gas rate settlement, NOPSI agreed that during the period October 1, 1992 through October 31, 1996, the Council will have the right to investigate the appropriateness of NOPSI's rates if NOPSI's return on equity on its operations (calculated in accordance with the applicable provisions of the 1991 NOPSI Settlement and a 1992 gas rate settlement) for twelve month periods subsequent to September 30, 1992, were to exceed 13.76%, and after rate hearing(s), to impose a credit on NOPSI's customers' bills over the ensuing twelve month period in an amount that would have allowed NOPSI, during the relevant test year, to earn a return on equity incident to its operations of no less than 12.76%.

On July 7, 1994, NOPSI and the Council agreed that, based on the test year ended September 30, 1993, NOPSI's earnings exceeded its revenue requirement by $24.95 million and in accordance with the terms of the 1991 NOPSI Settlement and a 1992 gas rate settlement, there would be a prospective base rate reduction for twelve months commencing July 14, 1994, which reduction, because of the rate freeze, would be accomplished by means of a credit (to be expressed on a per kwh basis) to customers' bills. The per kilowatt hour credit will be calculated by dividing test year overearnings by test year kwh consumption and applied to kilowatt hour usage during the period ended July 13, 1995. In the first quarter of 1994, NOPSI recorded a $14.3 million reserve for the anticipated revenue reduction which reduced net income by $8.8 million (net of tax). The reserve will be offset against the actual credits prospectively applied to customers bills in accordance with the terms of the July 7, 1994 agreement.

Settlement of IRS Grand Gulf 2 Abandonment Issue

Entergy and System Energy

As discussed on page 300 of the Form 10-K, the Internal Revenue Service audited Entergy Corporation's 1988, 1989, and 1990 consolidated federal income tax returns and proposed that adjustments be made to the Grand Gulf 2 abandonment loss deduction claimed on Entergy's 1989 consolidated federal income tax return. The final agreement with the IRS required Entergy Corporation to pay $4.35 million in connection with the abandonment loss issue.

Item 5. Other Information

Low-Level Radioactive Waste

AP&L, GSU, LP&L, and System Energy

As discussed on page 29 of the Form 10-K, the Barnwell Disposal Facility (Barnwell) had been open to out-of-region generators (including generators in Arkansas and Louisiana) in the past. However, on June 3, 1994, the South Carolina legislature failed to take action that would permit further access to out-of-region generators. Beginning in July 1994, low- level radioactive waste generators in the Central States Compact, including AP&L, GSU, and LP&L, will be required to store such waste on-site until a Central States Compact facility becomes operational or another site becomes accessible. The estimated construction costs for storage sufficient for approximately five years at Grand Gulf 1, Waterford 3, and River Bend are in the range of $1.0 million to $2.0 million for each site.

Common Stock Price Range and Dividends

Entergy Corporation

The shares of Entergy Corporation's common stock are listed on the New York, Chicago, and Pacific Stock Exchanges. The high and low sales prices of Entergy Corporation's common stock for the second quarter of 1994, as reported by The Wall Street Journal as composite transactions, were $32 1/8 and $24 5/8, respectively, per share.

For the twelve months ended June 30, 1994, Entergy Corporation paid common stock dividends in an aggregate amount of $1.75 per share. As of June 30, 1994, the consolidated book value of a share of Entergy Corporation's common stock was $28.26 and the last reported sale price of Entergy Corporation's common stock on June 30, 1994, was $24 3/4 per share.

Earnings Ratios

AP&L, GSU, LP&L, MP&L, NOPSI, and System Energy

The System operating companies and System Energy have calculated ratios of earnings to fixed charges and ratios of earnings to combined

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fixed charges and preferred dividends pursuant to Item 503 of Regulation S-K of the SEC as follows:

	Twelve Months Ended December 31,					June 30,
	1989	1990	1991	1992	1993	1994
Ratios of Earnings to Fixed Charges (a)						
AP&L	2.31	2.16	2.25	2.28	3.11(h)	2.80
GSU	1.16	.80(i)	1.56	1.72	1.54	1.59
LP&L	1.79	2.32	2.40	2.79	3.06	3.15
MP&L	1.04(e)	2.42	2.36	2.37	3.79(h)	2.71
NOPSI	1.89	2.73	5.66(g)	2.66	4.68(h)	4.07
System Energy	-(f)	2.10	1.74	2.04	1.87	1.84

	Twelve Months Ended December 31,					June 30,
	1989	1990	1991	1992	1993	1994
Ratios of Earnings to Combined Fixed Charges and Preferred Dividends (a)(b)(c)						
AP&L	1.88	1.81	1.87	1.86	2.54(h)	2.32
GSU (d)	.66(i)	.59(i)	1.19	1.37	1.21	1.26
LP&L	1.39	1.87	1.95	2.18	2.39	2.52
MP&L	1.00(e)	1.93	1.94	1.97	3.08(h)	2.20
NOPSI	1.62	2.36	4.97(g)	2.36	4.12(h)	3.56

(a) "Earnings," as defined by SEC Regulation S-K, represent the aggregate of (1) net income, (2) taxes based on income, (3) investment tax credit adjustments - net, and (4) fixed charges. "Fixed Charges" include interest (whether expensed or capitalized), related amortization, and interest applicable to rentals charged to operating expenses.

(b) "Preferred Dividends," as defined by SEC Regulation S-K, are computed by dividing the preferred dividend requirement by one hundred percent (100%) minus the effective income tax rate.

(c) System Energy's Amended and Restated Articles of Incorporation do not currently provide for the issuance of preferred stock.

(d) "Preferred Dividends" in the case of GSU also include dividends on preference stock.

(e) Earnings for the twelve months ended December 31, 1989 include the impact of the write-off of $60 million of deferred Grand Gulf 1-related costs pursuant to an agreement between MP&L and the MPSC.

(f) Earnings for the year ended December 31, 1989 were inadequate to cover fixed charges due to System Energy's cancellation and write-off of its investment in Grand Gulf 2 in September 1989. The amount of the coverage deficiency for fixed charges was $745.2 million.

(g) Earnings for the year ended December 31, 1991 include the $90 million effect of the 1991 NOPSI Settlement.

(h) Earnings for the year ended December 31, 1993 include $81 million, $52 million, and $18 million for AP&L, MP&L, and NOPSI, respectively, related to the change in accounting principle to provide for the accrual of estimated unbilled revenues.

(i) Earnings for the year ended December 31, 1990 for GSU were not adequate to cover fixed charges by $60.6 million. Earnings for the years ended December 31, 1990 and 1989, were not adequate to cover fixed charges and preferred dividends by $165.1 million and $190.8 million, respectively. Earnings in 1990 include a $205 million charge for the settlement of a purchase power dispute.

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Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits*

3(a) - Articles of Amendment to Restated Articles of Incorporation, as amended, of LP&L, as executed July 21, 1994.

3(b) - Articles of Amendment to Restated Articles of Incorporation, as amended, of MP&L, as executed March 17, 1994.

3(c) - Articles of Amendment to Restated Articles of Incorporation, as amended, of NOPSI, as executed July 21, 1994.

3(d) - By-laws of AP&L, as amended and currently in effect.

3(e) - By-laws of GSU, as amended and currently in effect.

3(f) - By-laws of MP&L, as amended and currently in effect.

3(g) - By-laws of NOPSI, as amended and currently in effect.

4(a) - Fifty-second Supplemental Indenture, dated as of June 15, 1994, to AP&L's Mortgage and Deed of Trust.

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** 4(b) - Ninth Supplemental Indenture, dated as of July 1, 1994, to MP&L's Mortgage and Deed of Trust (filed as Exhibit A-2(j) to Rule 24 Certificate dated July 22, 1994 in File No. 70-7914).

** 4(c) - Forty-ninth Supplemental Indenture, dated as of July 1, 1994, to LP&L's Mortgage and Deed of Trust (filed as Exhibit A-3(e) to Rule 24 Certificate dated August 1, 1994 in File No. 70-7822).

23(a) - Consent of Friday, Eldredge & Clark.

23(b) - Consent of Monroe & Lemann (A Professional Corporation).

23(c) - Consent of Wise Carter Child & Caraway, Professional Association.

23(d) - Consent of Clark, Thomas & Winters.

23(e) - Consent of Sandlin Associates.

99(a) - AP&L's Computation of Ratios of Earnings to Fixed Charges and of Earnings to Combined Fixed Charges and Preferred Dividends, as defined.

99(b) - GSU's Computation of Ratios of Earnings to Fixed Charges and of Earnings to Combined Fixed Charges and Preferred Dividends, as defined.

99(c) - LP&L's Computation of Ratios of Earnings to Fixed Charges and of Earnings to Combined Fixed Charges and Preferred Dividends, as defined.

99(d) - MP&L's Computation of Ratios of Earnings to Fixed Charges and of Earnings to Combined Fixed Charges and Preferred Dividends, as defined.

99(e) - NOPSI's Computation of Ratios of Earnings to Fixed Charges and of Earnings to Combined Fixed Charges and Preferred Dividends, as defined.

99(f) - System Energy's Computation of Ratios of Earnings to Fixed Charges, as defined.

**99(g) - Annual Reports on Form 10-K of Entergy Corporation, AP&L, GSU, LP&L, MP&L, NOPSI, and System Energy for the fiscal year ended December 31, 1993, portions of which are incorporated herein by reference as described elsewhere in this document (filed with the SEC in File Nos. 1-11299, 1-10764, 1-2703, 1-8474, 0-320, 0-5807, and 1-9067, respectively).

**99(h) - Quarterly Report on Form 10-Q of Entergy Corporation, AP&L, GSU, LP&L, MP&L, NOPSI, and System Energy for the quarter ended March 31, 1994, portions of which are incorporated herein by reference as described elsewhere in this document (filed with the SEC in File Nos. 1-11299, 1-10764, 1-2703, 1-8474, 0-320, 0-5807, and 1-9067, respectively).

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* Reference is made to a duplicate list of exhibits being filed as a part of Form 10-Q for the quarter ended June 30, 1994, which list, prepared in accordance with Item 102 of Regulation S-T of the Securities and Exchange Commission, immediately precedes the exhibits being filed with Form 10-Q for the quarter ended June 30, 1994.

** Incorporated herein by reference as indicated.

(b) Reports on Form 8-K

Entergy

A current report on Form 8-K, dated May 25, 1994, was filed with the SEC on June 1, 1994, reporting information under Item 5. "Other Materially Important Events".

GSU

A current report on Form 8-K, dated May 25, 1994, was filed with the SEC on June 1, 1994, reporting information under Item 5. "Other Materially Important Events".

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EXPERTS

All statements in Part II of this Quarterly Report on Form 10-Q as to matters of law and legal conclusions, based on the belief or opinion of AP&L, LP&L, MP&L, NOPSI, and System Energy or otherwise, pertaining to the titles to properties, franchises and other operating rights of certain of the registrants filing this Quarterly Report on Form 10-Q, and their subsidiaries, the regulations to which they are subject and any legal proceedings to which they are parties are made on the authority of Friday, Eldredge & Clark, 2000 First Commercial Building, 400 West Capitol, Little Rock, Arkansas, as to AP&L; Monroe & Lemann (A Professional Corporation), 201 St. Charles Avenue, Suite 3300, New Orleans, Louisiana, as to LP&L and NOPSI; and Wise Carter Child & Caraway, Professional Association, Heritage Building, Jackson, Mississippi, as to MP&L and System Energy.

The statements attributed to Clark, Thomas & Winters, a professional corporation, as to legal conclusions with respect to GSU's rate regulation in Texas in Note 2 to Entergy Corporation and Subsidiaries Consolidated Financial Statements, "Rate and Regulatory Matters," have been reviewed by such firm and are included herein upon the authority of such firm as experts.

The statements attributed to Sandlin Associates regarding the analysis of River Bend construction costs of GSU in Note 2 to Entergy Corporation and Subsidiaries Consolidated Financial Statements, "Rate and Regulatory Matters," have been reviewed by such firm and are included herein upon the authority of such firm as experts.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, each registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized. The signature for each undersigned company shall be deemed to relate only to matters having reference to such company or its subsidiaries.

ENTERGY CORPORATION
ARKANSAS POWER & LIGHT COMPANY
GULF STATES UTILITIES COMPANY
LOUISIANA POWER & LIGHT COMPANY
MISSISSIPPI POWER & LIGHT COMPANY
NEW ORLEANS PUBLIC SERVICE INC.
SYSTEM ENERGY RESOURCES, INC.

/s/ Lee W. Randall
Lee W. Randall
Vice President and
Chief Accounting Officer
(For each Registrant and for each as
Principal Accounting Officer)

Date: August 8, 1994

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Exhibit 3(a)

RESTATED ARTICLES OF INCORPORATION
OF
LOUISIANA POWER & LIGHT COMPANY

Louisiana Power & Light Company, a corporation organized and existing under the laws of the State of Louisiana (sometimes hereinafter referred to as the "Corporation"), through its undersigned President and Secretary, pursuant to the laws of the State of Louisiana and by authority of resolutions unanimously adopted by the Board of Directors of the Corporation at a meeting of said Board of Directors duly convened and held on February 15, 1980, with a quorum present and acting throughout, does hereby certify that the Restated Articles of Incorporation of the Corporation set forth hereinbelow accurately copies the original Articles of Incorporation of the Corporation as amended by all amendments thereto in effect at the date hereof without substantive change; that in conformity with law and the resolutions aforesaid, however, the names and addresses of the incorporators have been omitted and because the material so omitted constituted the entirety of Article 6 of said Articles of Incorporation, Article 7 of said Articles of Incorporation has been re-numbered as Article 6 of said Restated Articles of Incorporation, that each amendment to the Articles of Incorporation of the Corporation heretofore made has been effected in conformity with law; that the date of incorporation of the Corporation was October 15, 1974 and the date of this Restatement and of these Restated Articles of Incorporation is February 21, 1980; and that the Restated Articles of Incorporation of the Corporation are as follows:

ARTICLE 1

The name of this corporation is and shall be:

LOUISIANA POWER & LIGHT COMPANY

ARTICLE 2

The objects and purposes of this corporation (sometimes hereinafter referred to as the "Corporation") and for which the Corporation is organized are stated and declared to be to engage in any lawful activity for which corporations may be formed under Chapter 1 of Title 12 of the Louisiana Revised Statutes of 1950, as amended, including specifically, but not by way of limitation, the purchasing or otherwise acquiring, holding, mortgaging or otherwise encumbering, and selling or otherwise alienating of real estate and all forms of immovable property, as well as all forms of personal and mixed property; and further, and without in any way limiting the foregoing, the Corporation shall have all powers which corporations may have, and may carry on all businesses of any and every nature and kind which corporations may carry on, under said Chapter 1 of Title 12 of the Louisiana Revised Statutes of 1950, as amended, including, but not by way of limitation, the following business or businesses:

To acquire, buy, hold, own, sell, lease, exchange, dispose of, pledge, mortgage, encumber, hypothecate, finance, deal in, construct, build, install, equip, improve, use, operate, maintain and work upon:

(a) Any and all kinds of plants and systems for the manufacture, production, generation, storage, utilization, purchase, sale, supply, transmission, distribution or disposition of electricity, gas or water, or power produced thereby:

(b) Any and all kinds of plants and systems for the manufacture of ice:

(c) Any and all kinds of works, power plants, structures, substations, systems, tracks, machinery, generators, motors, lamps, poles, pipes, wires, cables, conduits, apparatus, devices, equipment, supplies, articles and merchandise of every kind in anywise connected with or pertaining to the manufacture, production, generation, purchase, use, sale, supply, transmission, distribution, regulation, control or application of electricity, gas, water and power;

To acquire, buy, hold, own, sell, lease, exchange, dispose of, transmit, distribute, deal in, use, manufacture, produce, furnish and supply electricity, power, energy, gas, light, heat and water in any form and for any purposes whatsoever;

To purchase, acquire, develop, hold, own and dispose of lands, interests in and rights with respect to lands and waters and fixed and movable property necessary or suitable for the carrying out of any of the foregoing powers;

To borrow money and contract debts when necessary for the transaction of the business of the Corporation or for the exercise of its corporate rights, privileges or franchises or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable a a specified time or times or payable upon the happening of a specified event or events, whether secured by mortgage, pledge, or otherwise, or unsecured, for money borrowed or in payment for property purchased or acquired or any other lawful objects;

To guarantee purchase, hold sell assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds,

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securities or evidences of indebtedness created by, any other corporation or corporations organized under the laws of the State of Louisiana or of any other state or government and formed for the purpose of carrying out any of the foregoing powers and, while the owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon, and to do any acts designed to protect, preserve, improve or enhance the value of any property at any time held or controlled by the Corporation, or in which it may be at any time interested; and to organize or promote or facilitate the organization of subsidiary companies for the purpose of carrying out any of the foregoing powers;

To purchase, hold, sell and transfer shares of its own capital stock, provided that the Corporation shall not purchase its own shares of capital stock except from the surplus of its assets over its liabilities including capital; and provided, further, that the shares of its own capital stock owned by the Corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purposes of any stockholders' quorum or vote;

To conduct business at one or more offices and hold, purchase, mortgage and convey real and personal property in the State of Louisiana and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and foreign countries;

In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trade-marks and any licenses or other rights or interests therein and thereunder necessary for and in its opinion useful or desirable for or in connection with the foregoing powers;

To purchase acquire, hold, own and dispose of franchises, concessions, consents, privileges and licenses necessary for and in its opinion useful or desirable for or in connection with the foregoing powers; and

To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or any amendment thereof or necessary or incidental to the protection and benefit of the Corporation.

ARTICLE 3

I

The aggregate number of shares of stock which the Corporation shall have authority to issue and have outstanding at any time is as follows:

(a) 150,000,000 shares of Common Stock without nominal or par value (hereinafter called the "Common Stock").

(b) 4,500,000 shares of preferred stock having a par value of $100 per share, which shall all be of one class (hereinafter called the "$100 Preferred Stock"), and 12,000,000 shares of preferred stock having a par value of $25 per share, which shall all be of one class (hereinafter called the "$25 Preferred Stock"), which said two classes of preferred stock are hereinafter together referred to as the "Preferred Stock", and, for certain purposes and to such extent as are hereinafter set forth, are treated or referred to together as a single class of stock; and further with respect to the Preferred Stock:

(i) Said 4,500,000 shares of $100 Preferred Stock shall be issuable in one or more series from time to time; 1,455,000 of said shares of $100 Preferred Stock shall be divided into twelve series, one of which shall consist of 60,000 shares of 4.96% Preferred Stock, Cumulative, $100 par value (hereinafter sometimes called "First Series Preferred Stock"), one of which shall consist of 70,000 shares of 4.16% Preferred Stock, Cumulative, $100 par value (hereinafter sometimes called "Second Series Preferred Stock"), one of which shall consist of 70,000 shares of 4.44% Preferred Stock, Cumulative, $100 par value (hereinafter sometimes called "Third Series Preferred Stock"), one of which shall consist of 75,000 shares of 5.16% Preferred Stock, Cumulative, $100 par value (hereinafter sometimes called "Fourth Series Preferred Stock"), one of which shall consist of 80,000 shares of 5.40% Preferred Stock, Cumulative, $100 par value (hereinafter sometimes called "Fifth Series Preferred Stock"), one of which shall consist of 80,000 shares of 6.44% Preferred Stock, Cumulative, $100 par value (hereinafter sometimes called "Sixth Series Preferred Stock"), one of which shall consist of 70,000 shares of 9.52% Preferred Stock, Cumulative, $100 par value (hereinafter sometimes called "Seventh Series Preferred Stock"), one of which shall consist of 100,000 shares of 7.84% Preferred Stock, Cumulative, $100 par value (hereinafter sometimes called "Eighth Series Preferred Stock"), one of which shall consist of 100,000 shares of 7.36% Preferred Stock, Cumulative, $100 par value (hereinafter sometimes called "Ninth Series Preferred Stock"), one of which shall consist of 100,000 shares of 8.56% Preferred Stock, Cumulative, $100 par value (hereinafter sometimes called "Tenth Series Preferred Stock"), one of which shall consist of 300,000 shares of 9.44% Preferred Stock, Cumulative, $100 par value (hereinafter sometimes called "Eleventh Series Preferred Stock"), one of which shall consist of 350,000 shares of 11.48% Preferred Stock, Cumulative, $100 par value (hereinafter sometimes called "Twelfth Series Preferred Stock"), and the remaining 3,045,000 of said shares of $100 Preferred Stock may be divided into and issued in additional series from time to time, each such additional shares to be provided for and to be distinctively designated, and the issuance of the shares of each such additional series to be authorized, in and by a resolution or resolutions to be adopted by the Board of Directors of the Corporation in accordance with the provisions hereof.

(ii) Said 12,000,000 shares of $25 Preferred Stock shall be issuable in one or more series from time to time; one series of $25 Preferred Stock shall consist of 2,400,000 shares of 10.72% Preferred Stock, Cumulative, $25 par value (hereinafter sometimes called "Series A Preferred Stock"), and one series of $25 Preferred Stock shall consist of 1,600,000 shares of 13.12% Preferred Stock, Cumulative, $25 par value (hereinafter sometimes called "Series B Preferred Stock"); and the remaining 8,000,000 of said shares of $25 Preferred Stock may be divided

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into and issued in additional series from time to time, each such additional series to be provided for and to be distinctively designated, and the issuance of the shares of each such additional series to be authorized, in and by a resolution or resolutions to be adopted by the Board of Directors of the Corporation in accordance with the provisions hereof.

II

The shares of each class of Preferred Stock shall have the same rank and shall have the same relative rights except as to matters relating to the par values and voting rights thereof (including matters relating to quorums and adjournments) and those characteristics with respect to which there may be variations among the respective series of Preferred Stock.

The shares of each series of Preferred Stock shall have the same rank and shall have the same relative rights except with respect to such characteristics as are peculiar to or pertain only to the particular class of such series and with respect to the following characteristics:

(a) The number of shares to constitute each such series and the distinctive designation thereof;

(b) The annual rate or rates of dividends payable on shares of such series and the date from which such dividends shall commence to accumulate;

(c) The amount or amounts payable upon redemption thereof; and

(d) The terms and amount of the sinking fund requirements (if any) for the purchases or redemption of shares of each series of Preferred Stock other than the First through Tenth Series Preferred Stock;

which different characteristics of clauses (a), (b), and (c) above are herein set forth with respect to the First through Tenth Series Preferred Stock and of clauses (a), (b), (c), and
(d) above are herein set forth with respect to the Eleventh and Twelfth Series Preferred Stock and the Series A and Series B Preferred Stock, and with respect to each additional series of Preferred Stock, the designation of the class thereof and the different characteristics of clauses (a), (b), (c), and
(d) above shall be set forth in the resolution of resolutions of the Board of Directors of the Corporation providing for such series. To the extent, if any, that the issuance of additional series of Preferred Stock, the designation of the class thereof, the fixing and setting forth of such different characteristics of each additional series of Preferred Stock, and the adoption by the Board of Directors of the resolution or resolutions providing, therefor, constitutes or requires the amendment of these Articles of Incorporation, the Board of Directors shall have authority so to amend these Articles of Incorporation, as provided by Louisiana law and particularly, but not by way of limitation, Section 24B(6) of Title 12 of the Louisiana Revised Statues of 1950, as amended, and to authorize and to cause the due execution and filing of such Articles of Amendment to these Articles of Incorporation as the Board of Directors may deem necessary, appropriate or advisable, or sees fit, for such purpose.

III

Further provisions with respect to the Preferred Stock and the Common Stock are and shall be as set forth hereinafter in this Part III of Article 3 and hereinafter in these Articles of Incorporation.

(A) The Preferred Stock shall be entitled, but only when and as declared by the Board of Directors, out of funds legally available for the payment of dividends, in preference to the Common Stock, to dividends at the rate of 4.96% per annum on the First Series Preferred Stock, at the rate of
4.16% per annum on the Second Series Preferred Stock, at the rate of 4.44% per annum on the Third Series Preferred Stock, at the rate of 5.16% per annum on the Fourth Series Preferred Stock, at the rate of 5.40% per annum on the Fifth Series Preferred Stock, at the rate of 6.44% per annum on the Sixth Series Preferred Stock, at the rate of 9.52% per annum on the Seventh Series Preferred Stock, at the rate of 7.84% per annum on the Eighth Series Preferred Stock, at the rate of 7.36% per annum on the Ninth Series Preferred Stock, at the rate of
8.56% per annum on the Tenth Series Preferred Stock, at the rate of 9.44% per annum on the Eleventh Series Preferred Stock, at the rate of 11.48% per annum on the Twelfth Series Preferred Stock, at the rate of 10.72% per annum on the Series A Preferred Stock, and at the rate of 13.12% per annum on the Series B Preferred Stock, of the par value thereof, and no more, and at such rate per annum on each additional series as shall be fixed in and by the resolution or resolutions of the Board of Directors of the Corporation providing for the issuance of the shares of such series, payable quarterly on February 1, May 1, August 1 and November 1 of each year to stockholders of record as of a date, not exceeding forty (40) days and not less than ten (10) days preceding such dividend payment dates, to be fixed by the Board of Directors, such dividends to be cumulative from the last date to which dividends upon the First through Tenth Series Preferred Stock of Louisiana Power & Light Company, a Florida corporation, are paid, with respect to the First through Tenth Series Preferred Stock, from November 2, 1977 with respect to the Eleventh Series Preferred Stock, from March 1, 1979 with respect to the Twelfth Series Preferred Stock, from July 19, 1979 with respect to the Series A Preferred Stock, from October 17, 1979 with respect to the Series B Preferred Stock, and from such date with respect to each additional series, if made cumulative in and by the resolution or resolutions of the Board of Directors of the Corporation providing for such series, as shall be fixed in and by such resolution or resolutions, provided that, if such resolution or resolutions so provide, the first

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dividend payment date for any such additional series may be the dividend payment date next succeeding the dividend payment date immediately following the issuance of the shares of such series.

(B) If and when dividends payable on any of the Preferred Stock of the Corporation at any time outstanding shall be in default in an amount equal to four full quarterly payments or more per share, and thereafter until all dividends on any such Preferred Stock in default shall have been paid, the holders of the Preferred Stock, voting separately as a class, shall be entitled to elect the smallest number of directors necessary to constitute a majority of the full Board of Directors, and the holders of the Common Stock, voting separately as a class, shall be entitled to elect the remaining directors of the Corporation, anything herein to the contrary notwithstanding. The terms of office, as directors, of all persons who may be directors of the Corporation at the time shall terminate upon the election of a majority of the Board of Directors by the holders of the Preferred Stock, except that if the holders of the Common Stock shall not have elected the remaining directors of the Corporation, then, and only in that event, the directors of the Corporation in office just prior to the election of a majority of the Board of Directors by the holders of the Preferred Stock shall elect the remaining directors of the Corporation. Thereafter, while such default continues and the majority of the Board of Directors is being elected by the holders of the Preferred Stock, the remaining directors, whether elected by directors, as aforesaid, or whether originally or later elected by holders of the Common Stock, shall continue in office until their successors are elected by holders of the Common Stock and shall qualify.

If and when all dividends then in default on the Preferred Stock then outstanding shall be paid (such dividends to be declared and paid out of any funds legally available therefor as soon as reasonably practicable), the holders of the Preferred Stock shall be divested of any special right with respect to the election of directors, and the voting power of the holders of the Preferred Stock and the holders of the Common Stock shall revert to the status existing before the first dividend payment date on which dividends on the Preferred Stock were not paid in full, but always subject to the same provisions for vesting such special rights in the holders of the Preferred Stock in case of further like defaults in the payment of dividends thereon as described in the immediately foregoing paragraph. Upon termination of any such special voting right upon payment of all accumulated and unpaid dividends on the Preferred Stock, the terms of office of all persons who may have been elected directors of the Corporation by vote of the holders of the Preferred Stock as a class, pursuant to such special voting right, shall forthwith terminate, and the resulting vacancies shall be filled by the vote of a majority of the remaining directors.

In case of any vacancy in the office of a director occurring among the directors elected by the holders of the Preferred Stock, voting separately as a class, the remaining directors elected by the holders of the Preferred Stock; by affirmative vote of a majority thereof, or the remaining director so elected if there be but one, may elect a successor or successors to hold office for the unexpired term or terms of the director or directors whose place or places shall be vacant. Likewise, in case of any vacancy in the office of a director occurring among the directors not elected by the holders of the Preferred Stock, the remaining directors not elected by the holders of the Preferred Stock, by affirmative vote of a majority thereof, or the remaining director so elected if there be but one, may elect a successor or successors to hold office for the unexpired term or terms of the director or directors whose place or places shall be vacant.

Whenever the right shall have accrued to the holders of the Preferred Stock to elect directors, voting separately as a class it shall be the duty of the President, a Vice President or the Secretary of the Corporation forthwith to call and cause notice to be given to the shareholders entitled to vote of a meeting to be held at such time as the Corporation's officers may fix, not less than forty-five nor more than sixty days after the accrual of such right, for the purpose of electing directors. The notice so given shall be mailed to each holder of record of the Preferred Stock at his last known address appearing on the books of the Corporation and shall set forth, among other things, (i) that by reason of the fact that dividends payable on the Preferred Stock are in default in an amount equal to four full quarterly payments or more per share, the holders of the Preferred Stock, voting separately as a class, have the right to elect the smallest number of directors necessary to constitute a majority of the full Board of Directors of the Corporation, (ii) that any holder of the Preferred Stock has the right, at any reasonable time, to inspect, and make copies of, the list or lists of holders of the Preferred Stock maintained at the principal office of the Corporation or at the office of any Transfer Agent of the Preferred Stock, and (iii) either the entirety of this paragraph or the substance thereof with respect to the number of shares of the Preferred Stock required to be represented at any meeting, or adjournment thereof, called for the election of directors of the Corporation. At the first meeting of stockholders held for the purpose of electing directors during such time as the holders of the Preferred Stock shall have the special right, voting separately as a class, to elect directors, the presence in person or by proxy of the holders of a majority of the outstanding Common Stock shall be required to constitute a quorum of such class for the election of directors, and the presence in person or by proxy of the holders of a majority of the outstanding Preferred Stock shall be required to constitute a quorum of such class for the election of directors; provided, however, that in the absence of a quorum of the holders of the Preferred Stock, no election of directors shall be held, but a majority of the holders of the Preferred Stock who are present in person or by proxy shall have power to adjourn the election of the directors to a date not less than fifteen nor more than fifty days from the giving of the notice of such adjourned meeting hereinafter provided for; and provided, further, that at such adjourned meeting, the presence in person or by proxy of the holders of 35% of the outstanding Preferred stock shall be required to constitute a quorum of such class for the election of directors. In the event such first meeting of stockholders shall be so adjourned, it shall be the duty of the President, a Vice President or the Secretary of the Corporation, within ten days from the date on which such first meeting shall have been adjourned, to cause notice of such adjourned meeting to be given to the shareholders entitled to vote thereat, such adjourned meeting to be held not less than fifteen days nor more than fifty days from the giving of such second notice, such second notice shall be given in the form and manner hereinabove provided for with respect to the notice required to be given of such first meeting of stockholders, and shall further set forth that a quorum was not present at such first meeting and that the holders of 35% of the outstanding Preferred Stock shall be required to constitute a quorum of such class for the election of directors at such adjourned meeting. If the requisite quorum of holders of the Preferred Stock shall not be present at said adjourned meeting, then the directors of the Corporation then in office shall remain in office until

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the next Annual Meeting of the Corporation, or special meeting in lieu thereof and until their successors shall have been elected and shall qualify. Neither such first meeting nor such adjourned meeting shall be held on a date within sixty days of the date of the next Annual Meeting of the Corporation or special meeting in lieu thereof. At each Annual Meeting of the Corporation, or special meeting in lieu thereof, held during such time as the holders of the Preferred Stock, voting separately as a class, shall have the right to elect a majority of the Board of Directors, the foregoing provisions of this paragraph shall govern each Annual Meeting, or special meeting in lieu thereof, as if said Annual Meeting or special meeting were the first meeting of stockholders held for the purpose of electing directors after the right of the holders of the Preferred Stock, voting separately as a class, to elect a majority of the Board of Directors, should have accrued with the exception, that if, at any adjourned annual meeting, or special meeting in lieu thereof, 35% of the outstanding Preferred Stock is not present in person or by proxy, all the directors shall be elected by a vote of the holders of a majority of the Common Stock of the Corporation present or represented at the meeting.

(C) So long as any shares of the Preferred Stock are outstanding, the Corporation shall not, without the consent (given by vote at a meeting called for that purpose) of at least two-thirds of the total number of shares of the Preferred Stock then outstanding:

(1) create, authorize or issue any new stock which, after issuance would rank prior to the Preferred Stock as to dividends, in liquidation, dissolution, winding up or distribution, or create, authorize or issue any security convertible into shares of any such stock except for the purpose of providing funds for the redemption of all of the Preferred Stock then outstanding, such new stock or security not to be issued until such redemption shall have been authorized and notice of such redemption given and the aggregate redemption price deposited as provided in paragraph (G) below; provided, however, that any such new stock or security shall be issued within twelve months (and so long as any of the First Series Preferred Stock remains outstanding, within 180 days), after the vote of the Preferred Stock herein provided for authorizing the issuance of such new stock or security; or

(2) amend, alter, change or repeal any of the express terms of any of the Preferred Stock then outstanding in a manner prejudicial to the holders thereof; the increase or decrease in the authorized amount of the Preferred Stock or the creation, or increase or decrease in the authorized amount, of any new class of stock ranking on a parity with the Preferred Stock shall not, for the purposes of this paragraph, be deemed to be prejudicial to the holders of the Preferred Stock.

(D) So long as any shares of the Preferred Stock are outstanding, the Corporation shall not, without the consent (given by vote, at a meeting called for that purpose) of the holders of a majority of the total number of shares of the Preferred Stock then outstanding:

(1) merge or consolidate with or into any other corporation or corporations or sell or otherwise dispose of all or substantially all of the assets of the Corporation, unless such merger or consolidation or sale or other disposition, or the exchange, issuance or assumption of all securities to be issued or assumed in connection with any such merger or consolidation or sale or other disposition, shall have been ordered, approved or permitted by regulatory authority of the United States of America under the provisions of the Public Utility Holding Company Act of 1935; provided that the provisions of this sub-paragraph (1) shall not apply to a purchase or other acquisition by the Corporation of franchises or assets of another corporation in any manner which does not involve a corporate merger or consolidation; or

(2) issue or assume any unsecured notes, debentures or other securities representing unsecured indebtedness for purposes other than (i) the refunding of outstanding unsecured indebtedness theretofore issued or assumed by the Corporation, (ii) the reacquisition, redemption or other retirement of any indebtedness which reacquisition, redemption or other retirement has been authorized by the Securities and Exchange Commission under the provisions of the Public Utility Holding Company Act of 1935, or
(iii) the reacquisition, redemption or other retirement of all outstanding shares of the Preferred Stock, or preferred stock ranking prior to, or pari passu with, the Preferred Stock, if immediately after such issue or assumption, the total principal amount of all unsecured notes, debentures or other securities representing unsecured indebtedness issued or assumed by the Corporation, including unsecured indebtedness then to be issued or assumed (but excluding the principal amount then outstanding of any unsecured notes, debentures or other securities representing unsecured indebtedness having a maturity in excess of ten (10) years and in amount not exceeding 10% of the aggregate of (a) and (b) of this subparagraph (2) below) would exceed ten per centum (10%) of the aggregate of (a) the total principal amount of all bonds or other securities representing secured indebtedness issued or assumed by the Corporation and then to be outstanding, and (b) the capital and surplus of the Corporation as then to be stated on the books of account of the Corporation. When unsecured notes, debentures or other securities representing unsecured debt of a maturity in excess of ten (10) years shall become of a maturity of ten (10) years or less, it shall then be regarded as unsecured debt of a maturity of less than ten (10) years and shall be computed with such debt for the purpose of determining the percentage ratio to the sum of (a) and (b) above of unsecured debt of a maturity of less than ten (10) years, and when provision shall have been made, whether through a sinking fund or otherwise, for the retirement, prior to their maturity, of unsecured notes, debentures or other securities representing unsecured debt of a maturity in excess of ten (10) years, the amount of such security so required to be retired in less than ten (10) years shall be regarded as unsecured debt of a maturity of less than ten
(10) years (and not as unsecured debt of a maturity in excess of ten (10) years) and shall be computed with such debt for the purpose of determining the percentage ratio to the sum of (a) and (b) above of unsecured debt of a maturity of less than ten (10) years, provided, however, that the payment due upon the maturity of unsecured debt having an original single maturity in excess of ten (10) years or the payment due upon the latest maturity of any serial debt which had original maturities in excess of ten (10) years shall not, for the purposes of this provision, be regarded as unsecured debt of a maturity of less than ten (10) years until such payment or payments shall be required to be made within five (5) years (provided the words "five (5) years" shall read "three

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(3) years" when none of the First Series Preferred Stock remains outstanding); furthermore, when unsecured notes, debentures or other securities representing unsecured debt of a maturity of less than ten (10) years shall exceed 10% of the sum of (a) and (b) above, no additional unsecured notes, debentures or other securities repre senting unsecured debt shall be issued or assumed (except for the purposes set forth in (i), (ii) and (iii) above) until such ratio is reduced to 10% of the sum of (a) and
(b) above; or

(3) issue, sell, or otherwise dispose of any shares of the Preferred Stock in addition to the 805,000 shares of the First through Tenth Series Preferred Stock originally authorized, or of any other class of stock ranking on a parity with the Preferred Stock as to dividends or in liquidation, dissolution, winding up or distribution, (a) so long as any of the First Series Preferred Stock remains outstanding, unless the net income of the Corporation and Louisiana Power & Light Company, a Florida corporation, determined, after provision for depreciation and all taxes and in accordance with generally accepted accounting practices, to be available for the payment of dividends for a period of twelve (12) consecutive calendar months within the fifteen (15) calendar months immediately preceding the issuance, sale or disposition of such stock, is at least equal to twice the annual dividend requirements on all outstanding shares of the Preferred Stock and of all other classes of stock ranking prior to, or on a parity with, the Preferred Stock as to dividends or distributions, including the shares proposed to be issued, and (b) so long as any Preferred Stock remains outstanding, unless the gross income of the Corporation and Louisiana Power & Light Company, a Florida corporation, for such period, determined in accordance with generally accepted accounting practices (but in any event after deducting all taxes and the greater of (a) the amount for said period charged by the Corporation and Louisiana Power & Light Company, a Florida corporation, on their books to depreciation expense or (b) the largest amount required to be provided therefor by any mortgage indenture of the Corporation) to be available for the payment of interest, shall have been at least one and one-half times the sum of (i) the annual interest charges on all interest indebtedness of the Corporation and (ii) the annual dividend requirements on all outstanding shares of the Preferred Stock and of all other classes of stock ranking prior to, or on a parity with, the Preferred Stock as to dividends or distributions, including the shares proposed to be issued; provided, that there shall be excluded from the foregoing computation interest charges on all indebtedness and dividends on all shares of stock which are to be retired in connection with the issue of such additional shares; and provided, further, that in any case where such additional shares of the Preferred Stock, or other class of stock ranking on a parity with the Preferred Stock as to dividends or distributions, are to be issued in connection with the acquisition of new property, the net income and gross income of the property to be so acquired, computed on the same basis as the net income and gross income of the Corporation, may be included on a pro forma basis in making the foregoing computation; or

(4) issue, sell, or otherwise dispose of any shares of the Preferred Stock, in addition to the 805,000 shares of the First through Tenth Series Preferred Stock originally authorized, or of any other class of stock ranking on a parity with the Preferred Stock as to dividends or distributions, unless the aggregate of the capital of the Corporation applicable to the Common Stock and the surplus of the Corporation shall be not less than the aggregate amount payable on the involuntary liquidation, dissolution or winding up of the Corporation, in respect of all shares of the Preferred Stock and all shares of stock, if any, ranking prior thereto, or on a parity therewith, as to dividends or distributions, which will be outstanding after the issue of the shares proposed to be issued; provided, that if, for the purposes of meeting the requirements of this sub-paragraph (4), it becomes necessary to take into consideration any earned surplus of the Corporation, the Corporation shall not thereafter pay any dividends on shares of the Common Stock which would result in reducing the Corporation's Common Stock Equity (as in paragraph (H) hereinafter defined) to an amount less than the aggregate amount payable, on involuntary liquidation, dissolution or winding up of the Corporation, on all shares of the Preferred Stock and of any stock ranking prior to, or on a parity with, the Preferred Stock, as to dividends or other distributions, at the time outstanding.

(E) Each holder of Common Stock of the Corporation shall be entitled to one vote, in person or by proxy, for each share of such stock standing in his name on the books of the Corporation. Except as hereinbefore expressly provided in this Article 3 and as may otherwise be required by law, the holders of the Preferred Stock shall have no power to vote and shall be entitled to no notice of any meeting of the stockholders of the Corporation. As to matter upon which holders of the Preferred Stock are entitled to vote as hereinbefore expressly provided, each holder of $100 Preferred Stock shall be entitled to one vote, in person or by proxy, for each share of such stock standing in his name on the books of the Corporation, and each holder of $25 Preferred Stock shall be entitled to one-quarter (1/4) vote, in person or by proxy, for each share of such stock standing in his name on the books of the Corporation. As to any matters requiring or permitting or otherwise calling for or involving the presence of, or the consent or vote of, or any other action by, a particular number or percentage or fraction or portion of the total number of shares of Preferred Stock outstanding, or of the outstanding Preferred Stock, or of the total number of shares of Preferred Stock present in person or by proxy, or of the Preferred Stock present in person or by proxy, for purposes of making such calculation and determination, each share of $100 Preferred Stock shall be considered and counted as one share and each share of $25 Preferred Stock shall be considered and counted as one-quarter (1/4) of a share.

(F) In the event of any voluntary liquidation, dissolution or winding up of the Corporation, the Preferred Stock shall have a preference over the Common Stock until an amount equal to the then current redemption price shall have been paid. In the event of any involuntary liquidation, dissolution or winding up of the Corporation, which shall include any such liquidation, dissolution or winding up which may arise out of or result from the condemnation or purchase of all or a major portion of the properties of the Corporation, by (i) the United States Government or any authority, agency, or instrumentality thereof, (ii) a state of the United States or any political subdivision, authority, agency or instrumentality thereof, or (iii) a district, cooperative or other association or entity not organized for profit, the Preferred Stock shall also have a preference over the Common Stock until the full par value thereof and an amount equal to all accumulated and unpaid dividends thereon shall have been paid by dividends or distribution.

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(G) Upon the affirmative vote of a majority of the shares of the issued and outstanding Common Stock at any annual meeting, or any special meeting called for that purpose, the Corporation may at any time redeem all of any series of the Preferred Stock or may from time to time redeem any part thereof, by paying in cash, as to the First Series Preferred Stock, a redemption price of $104.25 per share, as to the Second Series Preferred Stock, a redemption price of $104.21 per share, as to the Third Series Preferred Stock, a redemption price of $104.06 per share, as to the Fourth Series Preferred Stock, a redemption price of $104.18 per share, as to the Fifth Series Preferred Stock, a redemption price of $103.00 per share, as to the Sixth Series Preferred Stock, a redemption price of $102.92 per share, as to the Seventh Series Preferred Stock, a redemption price of $108.96 per share if redeemed on or prior to November 1, 1980, $106.58 per share if redeemed subsequent to November 1, 1980 but on or prior to November 1, 1985, and $104.20 per share if redeemed subsequent to November 1, 1985, as to the Eighth Series Preferred Stock, a redemption price of $107.70 per share if redeemed on or prior to April 1, 1981, $105.74 per share if redeemed subsequent to April 1, 1981 but on or prior to April 1, 1986, and $103.78 per share if redeemed subsequent to April 1, 1986, as to the Ninth Series Preferred Stock, a redemption price of $107.04 per share if redeemed on or prior to January 1, 1982, $105.20 per share if redeemed subsequent to January 1, 1982 but on or prior to January 1, 1987, and $103.36 per share if redeemed subsequent to January 1, 1987, as to the Tenth Series Preferred Stock, a redemption price of $107.42 per share if redeemed on or prior to March 1, 1984, $105.28 per share if redeemed subsequent to March 1, 1984 but on or prior to March 1, 1989, and $103.14 per share if redeemed subsequent to March 1, 1989, as to the Eleventh Series Preferred Stock, a redemption price of $111.44 per share if redeemed on or prior to November 1, 1982 (except that no share of the Eleventh Series Preferred Stock shall be redeemed prior to November 1, 1982 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the Eleventh Series Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than 9.4297% per annum), $109.08 per share if redeemed subsequent to November 1, 1982 but on or prior to November 1, 1987, $106.72 per share if redeemed subsequent to November 1, 1987 but on or prior to November 1, 1992, and $104.36 per share if redeemed subsequent to November 1, 1992, as to the Twelfth Series Preferred Stock, a redemption price of $113.98 per share if redeemed on or prior to March 1, 1984 (except that no share of the Twelfth Series Preferred Stock shall be redeemed prior to March 1, 1984 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the Twelfth Series Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than 11.4560% per annum), $111.11 per share if redeemed subsequent to March 1, 1984 but on or prior to March 1, 1989, $108.24 per share if redeemed subsequent to March 1, 1989 but on or prior to March 1, 1994, and $105.37 per share if redeemed subsequent to March 1, 1994, as to the Series A Preferred Stock, a redemption price of $27.68 per share if redeemed on or prior to July 1, 1984 (except that no share of the Series A Preferred Stock shall be redeemed prior to July 1, 1984 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the Series A Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than 11.2705% per annum), $27.01 per share if redeemed subsequent to July 1, 1984 but on or prior to July 1, 1989, $26.34 per share if redeemed subsequent to July 1, 1989 but on or prior to July 1, 1994, and $25.67 per share if redeemed subsequent to July 1, 1994, and as to the Series B Preferred Stock, a redemption price of $28.28 per share if redeemed on or prior to October 1, 1984 (except that no share of the Series B Preferred Stock shall be redeemed prior to October 1, 1984 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the Series B Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than 14.6103% per annum), $27.46 per share if redeemed subsequent to October 1, 1984 but on or prior to October 1, 1989, $26.64 per share if redeemed subsequent to October 1, 1989 but on or prior to October 1, 1994, and $25.82 per share if redeemed subsequent to October 1, 1994, and as to each additional series such redemption price or prices, with such restrictions or limitations, if any, on redemption or refunding, as shall be fixed in and by the resolution or resolutions of the Board of Directors of the Corporation providing for such series; plus, in each case where applicable, an amount equivalent to the accumulated and unpaid dividends, if any, to the date fixed for redemption; provided that without the vote of the issued and outstanding Common Stock, the Series A Preferred Stock shall be subject to redemption as and for a sinking fund as follows: on July 1, 1984 and on each July 1 thereafter (each such date being hereinafter referred to as a "Series A Sinking Fund Redemption Date"), for so long as any shares of the Series A Preferred Stock shall remain outstanding, the Corporation shall redeem, out of funds legally available therefor, 120,000 shares of the Series A Preferred Stock (or the number of shares then outstanding if less than 120,000) at the sinking fund redemption price of $25 per share plus, as to each share so redeemed, an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date of redemption (the obligation of the Corporation so to redeem the shares of the Series A Preferred Stock being hereinafter referred to as the "Series A Sinking Fund Obligation"); the Series A Sinking Fund Obligation shall be cumulative; if on any Series A Sinking Fund Redemption Date, the Corporation shall not have funds legally available therefor sufficient to redeem the full number of shares required to be redeemed on that date, the Series A Sinking Fund Obligation with respect to the shares not redeemed shall carry forward to each successive Series A Sinking Fund Redemption Date until such shares shall have been redeemed; whenever on any Series A Sinking Fund Redemption Date, the funds of the Corporation legally available for the satisfaction of the Series A Sinking Fund Obligation and all other sinking fund and similar obligations then existing with respect to any other class or series of its stock ranking on a parity as to dividends or assets with the Series A Preferred Stock (such

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Obligation and obligations collectively being hereinafter referred to as the "Total Sinking Fund Obligation") are insufficient to permit the Corporation to satisfy fully its Total Sinking Fund Obligation on that date, the Corporation shall apply to the satisfaction of its Series A Sinking Fund Obligation on that date that proportion of such legally available funds which is equal to the ratio of such Series A Sinking Fund Obligation to such Total Sinking Fund Obligation; in addition to the Series A Sinking Fund Obligation, the Corporation shall have the option, which shall be non-cumulative, to redeem, upon authorization of the Board of Directors, on each Series A Sinking Fund Redemption Date, at the aforesaid sinking fund redemption price, up to 120,000 additional shares of the Series A Preferred Stock; the Corporation shall be entitled, at its election, to credit against its Series A Sinking Fund Obligation on any Series A Sinking Fund Redemption Date any shares of the Series A Preferred Stock (including shares of the Series A Preferred Stock optionally redeemed at the aforesaid sinking fund redemption price) theretofore redeemed, other than shares of the Series A Preferred Stock redeemed pursuant to the Series A Sinking Fund Obligation, purchased or otherwise acquired and not previously credited against the Series A Sinking Fund Obligation; and provided that without the vote of the issued and outstanding Common Stock, the Series B Preferred Stock shall be subject to redemption as and for a sinking fund as follows: on October 1, 1984 and on each October 1 thereafter (each such date being hereinafter referred to as a "Series B Sinking Fund Redemption Date"), for so long as any shares of the Series B Preferred Stock shall remain outstanding, the Corporation shall redeem, out of funds legally available therefor, 80,000 shares of the Series B Preferred Stock (or the number of shares then outstanding if less than 80,000) at the sinking fund redemption price of $25 per share plus, as to each share so redeemed, an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date of redemption (the obligation of the Corporation so to redeem the shares of the Series B Preferred Stock being hereinafter referred to as the "Series B Sinking Fund Obligation"); the Series B Sinking Fund Obligation shall be cumulative; if on any Series B Sinking Fund Redemption Date, the Corporation shall not have funds legally available therefor sufficient to redeem the full number of shares required to be redeemed on that date, the Series B Sinking Fund Obligation with respect to the shares not redeemed shall carry forward to each successive Series B Sinking Fund Redemption Date until such shares shall have been redeemed; whenever on any Series B Sinking Fund Redemption Date, the funds of the Corporation legally available for the satisfaction of the Series B Sinking Fund Obligation and all other sinking fund and similar obligations then existing with respect to any other class or series of its stock ranking on a parity as to dividends or assets with the Series B preferred Stock (such Obligation and obligations collectively being hereinafter referred to as the "Total Sinking Fund Obligation") are insufficient to permit the Corporation to satisfy fully its Total Sinking Fund Obligation on that date, the Corporation shall apply to the satisfaction of its Series B Sinking Fund Obligation on that date that proportion of such legally available funds which is equal to the ratio of such Series B Sinking Fund Obligation to such Total Sinking Fund Obligation; in addition to the Series B Sinking Fund Obligation, the Corporation shall have the option, which shall be noncumulative, to redeem, upon authorization of the Board of Directors on each Series B Sinking Fund Redemption Date, at the aforesaid sinking fund redemption price, up to 80,000 additional shares of the Series B Preferred Stock; the Corporation shall be entitled, at its election, to credit against its Series B Sinking Fund Obligation on any Series B Sinking Fund Redemption Date any shares of the Series B Preferred Stock (including shares of the Series B Preferred Stock optionally redeemed at the aforesaid sinking fund redemption price) theretofore redeemed, other than shares of the Series B Preferred Stock redeemed pursuant to the Series B Sinking Fund Obligation, purchased or otherwise acquired and not previously credited against the Series B Sinking Fund Obligation. Notice of the intention of the Corporation to redeem all or any part of the Preferred Stock shall be mailed not less than thirty (30) days nor more than sixty (60) days before the date fixed for redemption to each holder of record of Preferred Stock to be redeemed, at his post-office address as shown by the Corporation's records, and not less than thirty (30) days' nor more than sixty (60) days' notice of such redemption may be published in such manner as may be prescribed by resolution of the Board of Directors of the Corporation; and, in the event of such publication, no defect in the mailing of such notice shall affect the validity of the proceedings for the redemption of any shares of Preferred Stock so to be redeemed. Contemporaneously with the mailing or publication of such notice as aforesaid or at any time thereafter prior to the date fixed for redemption, the Corporation may deposit the aggregate redemption price (or the portion thereof not already paid in the redemption of such Preferred Stock so to be redeemed) with any bank or trust company in the City of New York, New York, or in the City of New Orleans, Louisiana, named in such notice, payable to the order of the record holders of the Preferred Stock so to be redeemed, as the case may be, on the endorsement and surrender of their certificates, and thereupon said holders shall cease to be stockholders with respect to such shares; and from and after the making of such deposit such holders shall have no interest in or claim against the Corporation with respect to said shares, but shall be entitled only to receive such moneys from said bank or trust company, with interest, if any, allowed by such bank or trust company on such moneys deposited as in this paragraph provided, on endorsement and surrender of their certificates as aforesaid. Any moneys so deposited, plus interest thereon, if any, remaining unclaimed at the end of six years from the date fixed for redemption, if thereafter requested by resolution of the Board of Directors, shall be repaid to the Corporation, and in the event of such repayment to the Corporation, such holders of record of the shares so redeemed as shall not have made claim against such moneys prior to such repayment to the Corporation, shall be deemed to be unsecured creditors of the Corporation for an amount, without interest, equivalent to the amount deposited, plus interest thereon, if any, allowed by such bank or trust company, as above stated, for the redemption of such shares and so paid to the Corporation. Shares of the Preferred Stock which have been redeemed shall not be reissued. If less than all of the shares of any series of the Preferred Stock are to be redeemed, the shares thereof to be redeemed shall be selected by lot, in such manner as the Board of Directors of the Corporation shall determine, by an independent bank or trust company selected for that purpose by the Board of Directors of the Corporation. Nothing herein contained shall limit any legal right of the Corporation to purchase or otherwise acquire any shares of the Preferred Stock; provided, however, that, so long as any shares of the Preferred Stock are outstanding, the Corporation shall not (i) make any payment, or set aside funds for payment, into any sinking fund for the purchase or redemption of any shares of the Preferred Stock, or (ii) redeem, purchase or otherwise acquire less than all of the shares of the Preferred Stock, if, at the time of such payment or setting aside of funds for payment into such sinking fund, or of such redemption, purchase or other acquisition, dividends payable on any of the Preferred Stock shall be in default in whole or in part, unless, prior to or concurrently with such payment or setting aside of funds for payment into such sinking fund, and/or such redemption, purchase or other acquisition, as the case may be, all such defaults shall be cured or unless such payment or setting aside of funds for payment into such sinking fund, and/or such redemption, purchase or other acquisition, as the case may be, shall have been ordered, approved or permitted under the Public Utility Holding

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Company Act of 1935. Any shares of the Preferred Stock so redeemed, purchased or acquired shall be retired and cancelled.

(H) For the purposes of this paragraph (H) and subparagraph (4) of paragraph (D) the term "Common Stock Equity" shall mean the aggregate of the par value of, or stated capital represented by, the outstanding shares (other than shares owned by the Corporation) of stock ranking junior to the Preferred Stock as to dividends and assets, of the premium on such junior stock and of the surplus (including earned surplus, capital surplus and surplus invested in plant) of the Corporation less (unless the amounts or items are being amortized or are being provided for by reserves), (1) any amounts recorded on the books of the Corporation for utility plant and other plant in excess of the original cost thereof, (2) unamortized debt discount and expense, capital stock discount and expense and any other intangible items set forth on the asset side of the balance sheet as a result of accounting convention, (3) the excess, if any, of the aggregate amount payable on involuntary liquidation, dissolution or winding up of the affairs of the Corporation upon all outstanding Preferred Stock over the aggregate par or stated value thereof and any premiums thereon and (4) the excess, if any, for the period beginning with January 1, 1953 to the end of a month within ninety (90) days preceding the date as of which Common Stock Equity is determined, of the cumulative amount computed under requirements contained in the Corporation's mortgage indentures relating to minimum depre ciation provisions (this cumulative amount being the aggregate of the largest amounts separately computed for entire periods of differing co-existing mortgage indenture requirements), over the amount charged by the Corporation and Louisiana Power & Light Company, a Florida corporation, on their books for depreciation during such period, including the final fraction of a year. For the purpose of this paragraph (H):(i) the term "total capitalization" shall mean the sum Or the Common Stock Equity plus item (3) in this paragraph (H) and the stated capital applicable to, and any premium on, outstanding stock of the Corporation not included in Common Stock Equity, and the principal amount of all outstanding debt of the Corporation maturing more than twelve months after the date of the determination of the total capitalization; and (ii) the term "dividends on Common Stock" shall embrace dividends on Common Stock (other than dividends payable only in shares of Common Stock), distributions on, and purchases or other acquisitions for value of, any Common Stock of the Corporation or other stock, if any, subordinate to its Preferred Stock as to dividends or other distributions. So long as any shares of the Preferred Stock are outstanding, the Corporation shall not declare or pay any dividends on the Common Stock, except as follows:

(a) If and so long as the Common Stock Equity at the end of the calendar month immediately preceding the date on which a dividend on Common Stock is declared is, or as a result of such dividend would become, less than 20% of total capitalization, the Corporation shall not declare such dividends in an amount which, together with all other dividends on Common Stock paid by the Corporation and Louisiana Power & Light Company, a Florida corporation, within the year ending with and including the date on which such dividend is payable, exceeds 50% of the net income of the Corporation and Louisiana Power & Light Company, a Florida corporation, available for dividends on Common Stock for the twelve full calendar months immediately preceding the month in which such dividends are declared, except in an amount not exceeding the aggregate of dividends on Common Stock which under the restrictions set forth above in this subparagraph (a) could have been, and have not been, declared; and

(b) If and so long as the Common Stock Equity at the end of the calendar month immediately preceding the date on which a dividend on Common Stock is declared is, or as a result of such dividend would become, less than 25% but not less than 20% of total capitalization, the Corporation shall not declare dividends on the Common Stock in an amount which, together with all other dividends on Common Stock paid by the Corporation and Louisiana Power & Light Company, a Florida corporation, within the year ending with and including the date on which such dividend is payable, exceeds 75% of the net income of the Corporation and Louisiana Power & Light Company, a Florida corporation, available for dividends on Common Stock for the twelve full calendar months immediately preceding the month in which such dividends are declared, except in an amount not exceeding the aggregate of dividends on Common Stock which under the restrictions set forth above in subparagraph (a) and in this subparagraph (b) could have been, and have not been, declared; and

(c) At any time when the Common Stock Equity is 25% or more of total capitalization, the Corporation may not declare dividends on shares of the Common Stock which would reduce the Common Stock Equity below 25% of total capitalization, except to the extent provided in subparagraphs (a) and (b) above.

So long as any of the Second through Twelfth Series Preferred Stock or any of the Series A or Series B Preferred Stock remains outstanding, or there remains outstanding any additional series of Preferred Stock with respect to which the resolution or resolutions of the Board of Directors of the Corporation providing for same makes this sentence applicable, at any time when the aggregate of all amounts credited subsequent to January 1, 1953 to the depreciation reserve account of the Corporation and Louisiana Power & Light Company, a Florida corporation, through charges to operating revenue deductions or otherwise on the books of the Corporation and Louisiana Power & Light Company, a Florida corporation (other than transfers out of the balance of surplus as of December 31, 1952), shall be less than the amount computed as provided in clause (aa) below, under requirements contained in the Corporation's mortgage indentures, then for the purposes of subparagraphs (a) and (b) above, in determining the earnings available for Common Stock dividends during any twelve-month period, the amount to be provided for depreciation in that period shall be (aa) the greater of the cumulative amount charged to depreciation expense on the books of the Corporation and Louisiana Power & Light Company, a Florida corporation, or the cumulative amount computed under requirements contained in the Corporation's mortgage indentures relating to minimum depreciation provisions (the latter cumulative amount being the aggregate of the largest amounts separately computed for entire periods of differing coexisting mortgage indenture requirements) for the period from January 1, 1953 to and including said twelve-month period, less (bb) the greater of the cumulative amount charged to depreciation expense on the books of the Corporation and Louisiana Power & Light Company, a Florida corporation, or the cumulative amount computed under requirements contained in the Corporation's mortgage indentures relating to minimum depreciation provisions (the latter cumulative amount being the aggregate of the largest amounts separately computed for entire periods of differing coexisting mortgage indenture requirements) from January 1, 1953 up to but

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excluding said twelve-month period; provided that in the event any company other than Louisiana Power & Light Company, a Florida corporation, is merged into the Corporation, the "cumulative amount computed under requirements contained in the Corporation's mortgage indentures relating to minimum depreciation provisions" referred to above shall be computed without regard, for the period prior to the merger, of property acquired in the merger, and the "cumulative amount charged to depreciation expense on the books of the Corporation and Louisiana Power & Light Company, a Florida corporation", shall be exclusive of amounts provided for such property prior to the merger.

(I) Dividends may be paid upon the Common Stock only when
(i) dividends have been paid or declared and funds set apart for the payment of dividends as aforesaid on the Preferred Stock from the dates after which dividends thereon became cumulative, to the beginning of the period then current, with respect to which such dividends on the Preferred Stock are usually declared, and (ii) all payments have been made or funds have been set aside for payments then or theretofore due under the terms of sinking fund requirements (if any) for the purchase or redemption of shares of the Preferred Stock, but whenever (x) there shall have been paid or declared and funds shall have been set apart for the payment of all such dividends upon the Preferred Stock as aforesaid, and (y) all payments shall have been made or funds shall have been set aside for all payments then or theretofore due under the terms of sinking fund requirements (if any) for the purchase or redemption of shares of the Preferred Stock, then, subject to the limitations above set forth, dividends upon the Common Stock may be declared payable then or thereafter, out of any net earnings or surplus of assets over liabilities, including capital, then remaining. After the payment of the limited dividends and/or shares in distribution of assets to which the Preferred Stock is expressly entitled in preference to the Common Stock, in accordance with the provisions hereinabove set forth, the Common Stock alone (subject to the rights of any class of stock hereafter authorized) shall receive all further dividends and shares in distribution.

(J) Subject to the limitations hereinabove set forth the Corporation from time to time may resell any of its own stock, purchased or otherwise acquired by it as hereinafter provided for, at such price as may be fixed by its Board of Directors or Executive Committee.

(K) Subject to the limitations hereinabove set forth the Corporation in order to acquire funds with which to redeem any outstanding Preferred Stock, may issue and sell stock of any class then authorized but unissued, bonds, notes, evidences of indebtedness, or other securities.

(L) Subject to the limitations hereinabove set forth the Board of Directors of the Corporation may at any time authorize the conversion or exchange of the whole or any particular share of the outstanding Preferred Stock, with the consent of the holder thereof, into or for stock of any other class at the time of such consent authorized but unissued and may fix the terms and conditions upon which such conversion or exchange may be made; provided that without the consent of the holders of record of two-thirds of the shares of Common Stock outstanding given at a meeting of the holders of the Common Stock called and held as provided by the By-Laws or given in writing without a meeting, the Board of Directors shall not authorize the conversion or exchange of any Preferred Stock into or for Common Stock or authorize the conversion or exchange of any Preferred Stock into or for preferred stock of any other class, if by such conversion or exchange the amount which the holders of the shares of stock so converted or exchanged would be entitled to receive either as dividends or shares in distribution of assets in preference to the Common Stock would be increased.

(M) A consolidation, merger or amalgamation of the Corporation with or into any other corporation or corporations shall not be deemed a distribution of assets of the Corporation within the meaning of any provisions of these Articles of Incorporation.

(N) The consideration received by the Corporation from the sale of any additional stock without nominal or par value shall be entered in the Corporation's capital stock account.

(O) Subject to the limitations hereinabove set forth, upon the vote of a majority of all the directors of the Corporation and of a majority of the total number of shares of stock then issued and outstanding and entitled to vote (or if the vote of a larger number or different proportion of shares is required by the laws of the State of Louisiana, notwithstanding the above agreement of the stockholders of the Corporation to the contrary, then upon the vote of the larger number or different proportion of shares so required), the Corporation may from time to time create or authorize one or more other classes of stock with such preferences, designations, rights, privileges, powers, restrictions, limitations and qualifications as may be determined by said vote, which may be the same as or different from the preferences, designations, rights, privileges, powers, restrictions, limitations and qualifications of the classes of stock of the Corporation then authorized. Any such vote authorizing the creation of a new class of stock may provide that all moneys payable by the Corporation with respect to any class of stock thereby authorized shall be paid in the money of any foreign country named therein or designated by the Board of Directors, pursuant to authority therein granted, at a fixed rate of exchange with the money of the United States of America therein stated or provided for and all such payments shall be made accordingly. Any such vote may authorize any shares of any class then authorized but unissued to be issued as shares of such new class or classes.

(P) Subject to the limitations hereinabove set forth, the $100 Preferred Stock or the $25 Preferred Stock or the Common Stock or any of said classes of stock may be increased at any time upon vote of the holders of a majority of the total number of shares of the Corporation then issued and outstanding and entitled to vote thereon, irrespective of class.

(Q) If any provision in this Article 3 shall be in conflict or inconsistent with any other provision of the Articles of Incorporation of the Corporation, the provisions of this Article 3 shall prevail and govern.

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ARTICLE 4

The Corporation shall have perpetual existence.

ARTICLE 5

The Board of Directors shall consist of such number of directors as shall be determined from time to time as provided in this Article 5. Directors shall be elected at each annual meeting of stockholders and, subject to the provisions of Article 3 hereof, each director so elected shall hold office until the next annual meeting of stockholders and until his successor is elected and qualified. The number of directors to be elected at any annual meeting of stockholders shall, except as otherwise provided herein, be the number fixed in the latest resolution of the Board of Directors adopted pursuant to the authority contained in the next succeeding sentence and not subsequently rescinded. The Board of Directors shall have power from time to time and at any time when the stockholders are not assembled in an annual or special meeting, by resolution adopted by a majority of the directors then in office, to fix the number of directors of the Corporation, provided that the number so fixed shall be not less than seven (7) and not more than fifteen (15). If the number of directors is increased, the additional directors may, to the extent permitted by law and subject to the provisions of Article 3 hereof, be elected by a majority of the directors in office at the time of the increase, or, if not so elected prior to the next annual meeting of stockholders, such additional directors shall be elected at such annual meeting. If the number of directors is decreased and the decrease does not exceed the number of vacancies in the Board then existing, then, subject to the provisions of Article 3 hereof, such resolution may provide that it shall become effective forthwith; and to the extent that the decrease does exceed such number of vacancies, such resolution shall provide that it shall not become effective until the next election of directors by the stockholders. If the Board of Directors shall fail to adopt a resolution which fixes initially the number of directors, the number of directors shall be nine (9). If, after the number of directors shall have been fixed by such resolution, such resolution shall be ineffective or shall cease to be in effect for any cause other than by being superseded by another such resolution, the number of directors shall be that number specified in the latest of such resolutions, whether or not such resolution continues in effect.

ARTICLE 6

For the regulation of the business and for the conduct of the affairs of the Corporation, and to create, divide, limit and regulate the powers of the Corporation, the directors and the stockholders, provision is made as follows:

(a) General authority is hereby conferred upon the Board of Directors of the Corporation to fix the consideration for which shares of stock of the Corporation without nominal or par value, may be issued and disposed of and the shares of stock of the Corporation without nominal or par value, whether authorized by these Articles of Incorporation or by subsequent increase of the authorized number of shares of stock or by amendment of these Articles of Incorporation by consolidation or merger or otherwise and/or any securities convertible into stock of the Corporation without nominal or par value, may be issued and disposed of by the Board of Directors for such consideration and on such terms and in such manner as may be fixed from time to time by the Board of Directors.

(b) If now or hereafter permitted by Louisiana law, the issue of the whole, or any part determined by the Board of Directors, of the shares of stock of the Corporation as partly paid, and subject to calls thereon until the whole thereof shall have been paid, is hereby authorized.

(c) The Board of Directors shall have power to authorize the payment of compensation to the directors for services to the Corporation, including fees for attendance at meetings of the Board of Directors or the Executive Committee and all other Committees and to determine the amount of such compensation and fees.

(d) The Corporation may issue a new certificate of stock in the place of any certificate theretofore issued by it, alleged to have been lost or destroyed, and the Board of Directors may, in their discretion, require the owner of the lost or destroyed certificate, or his legal representative, to give bond in such sum as they may direct as indemnity against any claim that may be made against the Corporation, its officers, employees or agents by reason thereof; a new certificate may be issued without requiring any bond when, in the judgment of the directors, it is proper so to do.

If the Corporation shall neglect or refuse to issue such a new certificate and it shall appear that the owner thereof has applied to the Corporation for a new certificate in place thereof and has made due proof of the loss or destruction thereof and has given such notice of his application for such new certificate in such newspaper of general circulation, published in the State of Louisiana, as reasonably should be approved by the Board of Directors, and in such other newspaper as may be required by the Board of Directors, and has tendered to the Corporation adequate security to indemnify the Corporation, its officers, employees or agents, and any person other than such applicant who shall thereafter appear to be the lawful owner of such allegedly lost or destroyed certificate against damage, loss or expense because of the issuance of such new certificate, and the effect thereof as herein provided, then, unless there is adequate cause why such new certificate shall not be issued, the Corporation, upon the receipt of said indemnity, shall issue a new certificate of stock in place of such lost or destroyed certificate. In the event that the Corporation shall nevertheless refuse to issue a new certificate as aforesaid, the applicant may then petition any court of competent jurisdiction for relief against the failure of the Corporation to perform its obligations hereunder. In the event that the Corporation shall issue such new certificate, any person who shall thereafter claim any rights under the certificate in place of which such new certificate is issued, whether such new certificate is issued pursuant to the judgment or decree of such court or voluntarily by the Corporation after the publication of

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notice and the receipt of proof and indemnity as aforesaid, shall have recourse to such indemnity and the Corporation shall be discharged from all liability to such person by reason of such certificate and the shares represented thereby.

(e) No stockholder shall have any right to inspect any account, book or document of the Corporation, except as conferred by statute or authorized by the directors.

(f) No holder of any stock of the Corporation shall be entitled as of right to purchase or subscribe for any part of any stock of the Corporation authorized by these Articles of Incorporation or of any additional stock of any class to be issued by reason of any increase of the authorized capital stock of the Corporation or of any bonds, certificates of indebtedness, debentures or other securities convertible into stock of the Corporation, but any stock authorized by these Articles of Incorporation or any such additional authorized issue of new stock or of securities convertible into stock may be issued and disposed of by the Board of Directors to such persons, firms, corporations or associations for such consideration and upon such terms and in such manner as the Board of Directors may in their discretion determine, without offering any thereof, on the same terms or on any terms, to the stockholders then of record or to any class of stockholders.

(g) A director of the Corporation shall not be disqualified by his office from dealing or contracting with the Corporation either as a vendor, purchaser or otherwise, nor shall any transaction or contract of the Corporation be void or voidable by reason of the fact that any director or any firm of which any director is a member or any corporation of which any director is a shareholder or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified or approved either (1) by a vote of a majority of a quorum of the Board of Directors or of the Executive Committee, without counting in such majority or quorum any director so interested or member of a firm so interested or a shareholder or director of a corporation so interested, or (2) by vote at a stockholders' meeting of the holders of record of a majority of all the outstanding shares of stock of the Corporation entitled to vote or by writing or writings signed by a majority of such holders; nor shall any director be liable to account to the Corporation for any profits realized by and from or through any such transaction or contract of the Corporation, authorized, ratified or approved as aforesaid, by reason of the fact that he or any firm of which he is a member or any corporation of which is a shareholder or director was interested in such transaction or contract. Nothing herein contained shall create any liability in the events above described or prevent the authorization, ratification or approval of such contracts in any other manner provided by law.

(h) Any director may be removed and his place filled at any meeting of the stockholders by the vote of a majority of the outstanding stock of the Corporation entitled to vote. Vacancies in the Board of Directors, except vacancies arising from the removal of directors, shall be filled by the directors remaining in office.

(i) Any property of the Corporation not essential to the conduct of its corporate business and purposes may be sold, leased, exchanged or otherwise disposed of by authority of its Board of Directors, and the Corporation may sell, lease, exchange or otherwise dispose of all of its property and franchises or any of its property, franchises, corporate rights or privileges essential to the conduct of its corporate business and purposes, upon the consent of and for such consideration and upon such terms as may be authorized by a majority of all of the directors and the holders of a majority of the outstanding shares of stock entitled to vote (or, if the consent or vote of a larger number or different propor tion of the directors and/or shares is required by the laws of the State of Louisiana notwithstanding the above agreement of the stockholders of the Corporation to the contrary, then upon the consent or vote of the larger number or different proportion of the directors and/or shares so required) expressed in writing or by vote at a meeting of stockholders duly called and held as provided by law or in the manner provided by the By-Laws of the Corporation, if not inconsistent therewith; and at no time shall any of the plants, properties, easements, franchises (other than corporate franchises) or securities then owned by the Corporation, be deemed to be property, franchises, corporate rights or privileges essential to the conduct of the corporate business and purposes of the Corporation.

(j) Upon the written consent or the vote of the holders of record of a majority of the shares of stock of the Corporation then outstanding and entitled to vote,
(1) any or every statute of the State of Louisiana (a) increasing, diminishing, or in any way affecting the rights, powers or privileges of stockholders of corporations organized under the general laws of said State, or (b) giving effect to the action taken by any part, less than all, of the stockholders of any such corporation, shall be binding upon the Corporation and every stockholder thereof, to the same extent as if such statute had been in force at the date of the making, filing and recording of these Articles of Incorporation, and/or (2) amendments of these Articles of Incorporation authorized at the time of making such amendments by the laws of the State of Louisiana, may be made.

These Restated Articles of Incorporation are executed on and dated the 21st day of February, 1980.

LOUISIANA POWER & LIGHT COMPANY

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By: /s/ J. M. Wyatt
J. M. Wyatt, President

By: /s/ W. H. Talbot
W. H. Talbot,
Secretary

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ACKNOWLEDGMENT

STATE OF LOUISIANA

PARISH OF ORLEANS

BEFORE ME, the undersigned authority, personally came and appeared J. M. WYATT and W. H. TALBOT, to me known and known to me to be the President and the Secretary, respectively, of Louisiana Power & Light Company and the persons who executed the foregoing instrument in such capacities, and who, after first being duly sworn by me, did declare and acknowledge that they signed and executed the foregoing instrument in such capacities for and in the name of the said Louisiana Power & Light Company, as its and their free act and deed, being thereunto duly authorized.

/s/ J. M. Wyatt
J. M. Wyatt, President
Louisiana Power & Light Company

/s/ W. H. Talbot
W. H. Talbot, Secretary
Louisiana Power & Light Company

Sworn to and subscribed before me at New Orleans, Louisiana, on this 21st day of February, 1980.

/s/ Melvin Schwartzman
Notary Public

My commission is issued for life.

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ARTICLES OF AMENDMENT

to the
RESTATED ARTICLES OF INCORPORATION
of
LOUISIANA POWER & LIGHT COMPANY

On October 28, l980 the Board of Directors of Louisiana Power & Light Company, a corporation organized and existing under the laws of the State of Louisiana, at a meeting of said Board of Directors duly convened and held, with a quorum present and acting throughout, by resolutions unanimously adopted, amended Article 3 of the Restated Articles of Incorporation of said corporation as follows:

Sub-paragraph (ii) of paragraph (b) of Part I of said Article 3 is amended to be and to read in its entirety as follows:

(ii) Said 12,000,000 shares of $25 Preferred Stock shall be issuable in one or more series from time to time; one series of $25 Preferred Stock shall consist of 2,400,000 shares of 10.72% Preferred Stock, Cumulative, $25 par value (hereinafter sometimes called "Series A Preferred Stock"), one series of $25 Preferred Stock shall consist of 1,600,000 shares of 13.12% Preferred Stock, Cumulative, $25 par value (hereinafter sometimes called "Series B Preferred Stock"), and one series of $25 Preferred Stock shall consist of 1,200,000 shares of 15.20% Preferred Stock, Cumulative, $25 par value (hereinafter sometimes called "Series C Preferred Stock"); and the remaining 6,800,000 of said shares of $25 Preferred Stock may be divided into and issued in additional series from time to time, each such additional series to be provided for and to be distinctively designated, and the issuance of the shares of each such additional series to be authorized, in and by a resolution or resolutions to be adopted by the Board of Directors of the Corporation in accordance with the provisions hereof.

The second sentence of Part II of said Article 3 is amended to be and to read in its entirety as follows:

The shares of each series of Preferred Stock shall have the same rank and shall have the same relative rights except with respect to such characteristics as are peculiar to or pertain only to the particular class of such series and with respect to the following characteristics:

(a) The number of shares to constitute each such series and the distinctive designation thereof;

(b) The annual rate or rates of dividends payable on shares of such series and the date from which such dividends shall commence to accumulate;

(c) The amount or amounts payable upon redemption thereof; and

(d) The terms and amount of the sinking fund requirements (if any) for the purchase or redemption of shares of each series of Preferred Stock other than the First through Tenth Series Preferred Stock;

which different characteristics of clauses (a), (b), and (c) above are herein set forth with respect to the First through Tenth Series Preferred Stock; and of clauses (a), (b), (c), and (d) above are herein set forth with respect to the Eleventh and Twelfth Series Preferred Stock and the Series A, Series B and Series C Preferred Stock, and, with respect to each additional series of Preferred Stock, the designation of the class thereof and the different characteristics of clauses (a), (b), (c), and (d) above shall be set forth in the resolution or resolutions of the Board of Directors of the Corporation providing for such series.

Paragraph (A) of Part III of said Article 3 is amended to be and to read in its entirety as follows:

(A) The Preferred Stock shall be entitled but only when and as declared by the Board of Directors, out of funds legally available for the payment of dividends, in preference to the Common Stock, to dividends at the rate of 4.96% per annum on the First Series Preferred Stock, at the rate of 4.16% per annum on the Second Series Preferred Stock, at the rate of 4.44% per annum on the Third Series Preferred Stock at the rate of 5.16% per annum on the Fourth Series Preferred Stock, at the rate of 5.40% per annum on the Fifth Series Preferred Stock, at the rate of 6.44% per annum on the Sixth Series Preferred Stock, at the rate of 9.52% per annum on the Seventh Series Preferred Stock, at the rate of 7.84% per annum on the Eighth Series Preferred Stock, at the rate of 7.36% per annum on the Ninth Series Preferred Stock, at the rate of 8.56% per annum on the Tenth Series Preferred Stock, at the rate of 9.44% per annum on the Eleventh Series Preferred Stock, at the rate of 11.48% per annum on the Twelfth Series Preferred Stock, at the rate of 10.72% per annum on the Series A Preferred Stock, at the rate of 13.12% per annum on the Series B Preferred Stock, and at the rate of 15.20% per annum on the Series C Preferred Stock, of the par value thereof, and no more, and at such rate per annum on each additional series as shall be fixed in and by the resolution or resolutions of the Board of Directors of the Corporation providing for the issuance of the shares of such series, payable quarterly on February 1, May 1, August 1 and November 1 of each year to stockholders of record as of a date, not exceeding forty (40) days and not less than ten (10) days preceding such dividend payment dates, to be fixed by the Board of Directors, such dividends to be cumulative from the last date to which dividends upon the First through Tenth Series Preferred Stock of Louisiana Power & Light Company, a Florida corporation, are paid, with respect to the First through Tenth Series Preferred Stock, from November 2, 1977 with respect to the Eleventh Series Preferred Stock, from March 1, 1979 with respect to the Twelfth Series Preferred Stock, from July 19, 1979 with respect to the Series A Preferred Stock, from October 17, 1979 with respect to the Series B

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Preferred Stock, from November 6, 1980 with respect to the Series C Preferred Stock, and from such date with respect to each additional series, if made cumulative in and by the resolution or resolutions of the Board of Directors of the Corporation providing for such series, as shall be fixed in and by such resolution or resolutions, provided that, if such resolution or resolutions so provide, the first dividend payment date for any such additional series may be the dividend payment date next succeeding the dividend payment date immediately following the issuance of the shares of such series.

The first sentence of paragraph (G) of Part III of said Article 3 is amended to be and to read in its entirety as follows:

(G) Upon the affirmative vote of a majority of the shares of the issued and outstanding Common Stock at any annual meeting, or any special meeting called for that purpose, the Corporation may at any time redeem all of any series of the Preferred Stock or may from time to time redeem any part thereof, by paying in cash, as to the First Series Preferred Stock, a redemption price of $104.25 per share, as to the Second Series Preferred Stock, a redemption price of $104.21 per share, as to the Third Series Preferred Stock, a redemption price of $104.06 per share, as to the Fourth Series Preferred Stock, a redemption price of $104.18 per share, as to the Fifth Series Preferred Stock, a redemption price of $103.00 per share, as to the Sixth Series Preferred Stock, a redemption price of $102.92 per share, as to the Seventh Series Preferred Stock, a redemption price of $108.96 per share if redeemed on or prior to November 1, 1980, $106.58 per share if redeemed subsequent to November 1, 1980 but on or prior to November 1, 1985, and $104.20 per share if redeemed subsequent to November 1, 1985, as to the Eighth Series Preferred Stock, a redemption price of $107.70 per share if redeemed on or prior to April 1, l981, $105.74 per share if redeemed subsequent to April 1, 1981 but on or prior to April 1, 1986, and $103.78 per share if redeemed subsequent to April 1, 1986, as to the Ninth Series Preferred Stock, a redemption price of $107.04 per share if redeemed on or prior to January 1, 1982, $105.20 per share if redeemed subsequent to January 1, 1982 but on or prior to January 1, 1987, and $103.36 per share if redeemed subsequent to January 1, 1987, as to the Tenth Series Preferred Stock, a redemption price of $107.42 per share if redeemed on or prior to March 1, 1984, $105.28 per share if redeemed subsequent to March 1, 1984 but on or prior to March 1, 1989, and $103.14 per share if redeemed subsequent to March 1, 1989, as to the Eleventh Series Preferred Stock, a redemption price of $111.44 per share if redeemed on or prior to November 1, 1982 (except that no share of the Eleventh Series Preferred Stock shall be redeemed prior to November 1, 1982 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock, ranking prior to or on a parity with the Eleventh Series Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than 9.4297% per annum), $109.08 per share if redeemed subsequent to November 1, 1982 but on or prior to November 1, 1987, $106.72 per share if redeemed subsequent to November 1, 1987 but on or prior to November 1, 1992, and $104.36 per share if redeemed subsequent to November 1, 1992, as to the Twelfth Series Preferred Stock, a redemption price of $113.98 per share if redeemed on or prior to March 1, 1984 (except that no share of the Twelfth Series Preferred Stock shall be redeemed prior to March 1, 1984 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the Twelfth Series Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than 11.4560% per annum), $111.11 per share if redeemed subsequent to March 1, 1984 but on or prior to March 1, 1989, $108.24 per share if redeemed subsequent to March 1, 1989 but on or prior to March 1, 1994, and $105.37 per share if redeemed subsequent to March 1, 1994, as to the Series A Preferred Stock, a redemption price of $27.68 per share if redeemed on or prior to July 1, 1984 (except that no share of the Series A Preferred Stock shall be redeemed prior to July 1, 1984 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the Series A Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than 11.2705% per annum), $27.01 per share if redeemed subsequent to July 1, 1984 but on or prior to July 1, 1989, $26.34 per share if redeemed subsequent to July 1, 1989 but on or prior to July 1, 1994, and $25.67 per share if redeemed subsequent to July 1, 1994, as to the Series B Preferred Stock, a redemption price of $28.28 per share if redeemed on or prior to October 1, 1984 (except that no share of the Series B Preferred Stock shall be redeemed prior to October 1, 1984 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly. of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the Series B Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than 14.6103% per annum), $27.46 per share if redeemed subsequent to October 1, 1984 but on or prior to October 1, 1989, $26.64 per share if redeemed subsequent to October 1, 1989 but on or prior to October 1, 1994, and $25.82 per share if redeemed subsequent to October 1, 1994, and as to the Series C Preferred Stock, a redemption price of $28.80 per share if redeemed on or prior to November 1, 1985 (except that no share of the Series C Preferred Stock shall be redeemed prior to November 1, 1985 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the Series C Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than 16.0616% per annum), $27.85 per share if redeemed subsequent to November 1, 1985 but on or prior to November 1, 1990, $26.90 per share if redeemed subsequent to November 1, 1990 but on or prior to November 1, 1995, and $25.95 per share if redeemed subsequent to November 1, 1995, and as to each additional series such redemption price or prices, with

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such restrictions or limitations, if any, on redemption or refunding, as shall be fixed in and by the resolution or resolutions of the Board of Directors of the Corporation providing for such series; plus, in each case where applicable, an amount equivalent to the accumulated and unpaid dividends, if any, to the date fixed for redemption; provided that without the vote of the issued and outstanding Common Stock, the Series A Preferred Stock shall be subject to redemption as and for a sinking fund as follows: on July 1, 1984 and on each July 1 thereafter (each such date being hereinafter referred to as a "Series A Sinking Fund Redemption Date"), for so long as any shares of the Series A Preferred Stock shall remain outstanding, the Corporation shall redeem, out of funds legally available therefor, 120,000 shares of the Series A Preferred Stock (or the number of shares then outstanding if less than 120,000) at the sinking fund redemption price of $25 per share plus, as to each share so redeemed, an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date of redemption (the obligation of the Corporation so to redeem the shares of the Series A Preferred Stock being hereinafter referred to as the "Series A Sinking Fund Obligation"); the Series A Sinking Fund Obligation shall be cumulative; if on any Series A Sinking Fund Redemption Date, the Corporation shall not have funds legally available therefor sufficient to redeem the full number of shares required to be redeemed on that date, the Series A Sinking Fund Obligation with respect to the shares not redeemed shall carry forward to each successive Series A Sinking Fund Redemption Date until such shares shall have been redeemed; whenever on any Series A Sinking Fund Redemption Date, the funds of the Corporation legally available for the satisfaction of the Series A Sinking Fund Obligation and all other sinking fund and similar obligations then existing with respect to any other class or series of its stock ranking on a parity as to dividends or assets with the Series A Preferred Stock (such Obligation and obligations collectively being hereinafter referred to as the "Total Sinking Fund Obligation") are insufficient to permit the Corporation to satisfy fully its Total Sinking Fund Obligation on that date, the Corporation shall apply to the satisfaction of its Series A Sinking Fund Obligation on that date that proportion of such legally available funds which is equal to the ratio of such Series A Sinking Fund Obligation to such Total Sinking Fund Obligation; in addition to the Series A Sinking Fund Obligation, the Corporation shall have the option, which shall be non-cumulative, to redeem, upon authorization of the Board of Directors, on each Series A Sinking Fund Redemption Date, at the aforesaid sinking fund redemption price, up to 120,000 additional shares of the Series A Preferred Stock; the Corporation shall be entitled, at its election, to credit against its Series A Sinking Fund Obligation on any Series A Sinking Fund Redemption Date any shares of the Series A Preferred Stock (including shares of the Series A Preferred Stock optionally redeemed at the aforesaid sinking fund redemption price) theretofore redeemed, other than shares of the Series A Preferred Stock redeemed pursuant to the Series A Sinking Fund Obligation, purchased or otherwise acquired and not previously credited against the Series A Sinking Fund Obligation; and provided that without the vote of the issued and outstanding Common Stock, the Series B Preferred Stock shall be subject to redemption as and for a sinking fund as follows: on October 1, 1984 and on each October 1 thereafter (each such date being hereinafter referred to as a "Series B Sinking Fund Redemption Date"), for so long as any shares of the Series B Preferred Stock shall remain outstanding, the Corporation shall redeem, out of funds legally available therefor, 80,000 shares of the Series B Preferred Stock (or the number of shares then outstanding if less than 80,000) at the sinking fund redemption price of $25 per share plus, as to each share so redeemed, an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date of redemption (the obligation of the Corporation so to redeem the shares of the Series B Preferred Stock being hereinafter referred to as the "Series B Sinking Fund Obligation"); the Series B Sinking Fund Obligation shall be cumulative; if on any Series B Sinking Fund Redemption Date, the Corporation shall not have funds legally available therefor sufficient to redeem the full number of shares required to be redeemed on that date, the Series B Sinking Fund Obligation with respect to the shares not redeemed shall carry forward to each successive Series B Sinking Fund Redemption Date until such shares shall have been redeemed; whenever on any Series B Sinking Fund Redemption Date, the funds of the Corporation legally available for the satisfaction of the Series B Sinking Fund Obligation and all other sinking fund and similar obligations then existing with respect to any other class or series of its stock ranking on a parity as to dividends or assets with the Series B Preferred Stock (such Obligation and obligations collectively being hereinafter referred to as the "Total Sinking Fund Obligation") are insufficient to permit the Corporation to satisfy fully its Total Sinking Fund Obligation on that date, the Corporation shall apply to the satisfaction of its Series B Sinking Fund Obligation on that date that proportion of such legally available funds which is equal to the ratio of such Series B Sinking Fund Obligation to such Total Sinking Fund Obligation; in addition to the Series B Sinking Fund Obligation, the Corporation shall have the option, which shall be non-cumulative, to redeem, upon authorization of the Board of Directors, on each Series B Sinking Fund Redemption Date, at the aforesaid sinking fund redemption price, up to 80,000 additional shares of the Series B Pre ferred Stock; the Corporation shall be entitled, at its election, to credit against its Series B Sinking Fund Obligation on any Series B Sinking Fund Redemption Date any shares of the Series B Preferred Stock (including shares of the Series B Preferred Stock optionally redeemed at the aforesaid sinking fund redemption price) theretofore redeemed, other than shares of the Series B Preferred Stock redeemed pursuant to the Series B Sinking Fund Obligation, purchased or otherwise acquired and not previously credited against the Series B Sinking Fund Obligation; and provided that without the vote of the issued and outstanding Common Stock, the Series C Preferred Stock shall be subject to redemption as and for a sinking fund as follows: on November 1, 1985 and on each November 1 thereafter (each such date being hereinafter referred to as a "Series C Sinking Fund Redemption Date"), for so long as any shares of the Series C Preferred Stock shall remain outstanding, the Corporation shall redeem, out of funds legally available therefor, 60,000 shares of the Series C Preferred Stock (or the number of shares then outstanding if less than 60,000) at the sinking fund redemption price of $25 per share plus, as to each share so redeemed, an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date of redemption (the obligation of the Corporation so to redeem the shares of the Series C Preferred Stock being hereinafter referred to as the "Series C Sinking Fund Obligation"); the Series C Sinking Fund Obligation shall be cumulative; if on any Series C Sinking Fund Redemption Date, the Corporation shall not have funds legally available therefor sufficient to redeem the full number of shares required to be redeemed on that date, the Series C Sinking Fund Obligation with respect to the shares not redeemed shall carry forward to each successive Series C Sinking Fund Redemption Date until such shares shall have been redeemed; whenever on any Series C Sinking Fund Redemption Date, the funds of the Corporation legally available for the satisfaction of the Series C Sinking Fund Obligation and all other sinking fund and similar obligations then existing with respect to any other class or series of its stock ranking on a parity as to dividends or assets with the Series C Preferred Stock (such Obligation and obligations collectively being hereinafter referred to as the "Total Sinking Fund Obligation") are insufficient to permit the Corporation to satisfy fully its Total Sinking Fund Obligation on that date, the Corporation shall apply to the

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satisfaction of its Series C Sinking Fund Obligation on that date that proportion of such legally available funds which is equal to the ratio of such Series C Sinking Fund Obligation to such Total Sinking Fund Obligation; in addition to the Series C Sinking Fund Obligation, the Corporation shall have the option, which shall be non-cumulative, to redeem, upon authorization of the Board of Directors, on each Series C Sinking Fund Redemption Date at the aforesaid sinking fund redemption price, up to 60,000 additional shares of the Series C Preferred Stock; the Corporation shall be entitled, at its election, to credit against its Series C Sinking Fund Obligation on any Series C Sinking Fund Redemption Date any shares of the Series C Preferred Stock (including shares of the Series C Preferred Stock optionally redeemed at the aforesaid sinking fund redemption price) theretofore redeemed, other than shares of the Series C Preferred Stock redeemed pursuant to the Series C Sinking Fund Obligation, purchased or otherwise acquired and not previously credited against the Series C Sinking Fund Obligation.

The last sentence of paragraph (H) of Part III of said Article 3 is amended to be and to read in its entirety as follows:

So long as any of the Second through Twelfth Series Preferred Stock or any of the Series A, Series B or Series C Preferred Stock remains outstanding, or there remains outstanding any additional series of Preferred Stock with respect to which the resolution or resolutions of the Board of Directors of the Corporation providing for same makes this sentence applicable, at any time when the aggregate of all amounts credited subsequent to January 1, 1953 to the depreciation reserve account of the Corporation and Louisiana Power & Light Company, a Florida corporation, through charges to operating revenue deductions or otherwise on the books of the Corporation and Louisiana Power & Light Company, a Florida corporation (other than transfers out of the balance of surplus as of December 31, 1952), shall be less than the amount computed as provided in clause (aa) below, under requirements contained in the Corporation's mortgage indentures, then for the purposes of subparagraphs (a) and (b) above, in determining the earnings available for Common Stock dividends during any twelve-month period, the amount to be provided for depreciation in that period shall be (aa) the greater of the cumulative amount charged to depreciation expense on the books of the Corporation and Louisiana Power & Light Company, a Florida corporation, or the cumulative amount computed under requirements contained in the Corporation's mortgage indentures relating to minimum depreciation provisions (the latter cumulative amount being the aggregate of the largest amounts separately computed for entire periods of differing coexisting mortgage indenture requirements) for the period from January 1, 1953 to and including said twelve-month period, less (bb) the greater of the cumulative amount charged to depreciation expense on the books of the Corporation and Louisiana Power & Light Company, a Florida corporation, or the cumulative amount computed under requirements contained in the Corporation's mortgage indentures relating to minimum depreciation provisions (the latter cumulative amount being the aggregate of the largest amounts separately computed for entire periods of differing coexisting mortgage indenture requirements) from January 1, 1953 up to but excluding said twelve-month period; provided that in the event any company other than Louisiana Power & Light Company, a Florida corporation, is merged into the Corporation, the "cumulative amount computed under requirements contained in the Corporation's mortgage indentures relating to minimum depreciation provisions" referred to above shall be computed without regard, for the period prior to the merger, of property acquired in the merger, and the "cumulative amount charged to depreciation expense on the books of the Corporation and Louisiana Power & Light Company, a Florida corporation", shall be exclusive of amounts provided for such property prior to the merger.

The Restated Articles of Incorporation of the said Louisiana Power & Light Company were amended as aforesaid by its Board of Directors as provided in Section 33 of Title 12 of the Louisiana Revised Statutes of 1950, as amended, and pursuant to the authority granted in and by said Restated Articles of Incorporation and the laws of the State of Louisiana, and particularly, but not by way of limitation,

Part II of Article 3 of said Restated Articles of Incorporation and Sections 24B(6) and 33A and E of Title 12 of the Louisiana Revised Statutes of 1950, as amended.

The Restated Articles of Incorporation of said Louisiana Power & Light Company were not amended in any other respect than as set forth hereinabove, and all of the provisions of said Restated Articles of Incorporation, as amended as hereinabove set forth, relating in any way to the shares of stock of said Louisiana Power & Light Company are incorporated and stated in these Articles of Amendment by reference.

These Articles of Amendment are executed on and dated the 28th day of October, 1980.

Louisiana Power & Light Company

By: /s/ J. M. Wyatt
J. M. Wyatt, President

By: /s/ W. H. Talbot
W. H. Talbot,
Secretary

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ACKNOWLEDGMENT

STATE OF LOUISIANA

PARISH OF ORLEANS

BEFORE ME, the undersigned authority, personally came and appeared J. M. WYATT and W. H. TALBOT, to me known and known to me to be the President and the Secretary, respectively, of Louisiana Power & Light Company and the persons who executed the foregoing instrument in such capacities, and who, after first being duly sworn by me, did declare and acknowledge that they signed and executed the foregoing instrument in such capacities for and in the name of the said Louisiana Power & Light Company, as its and their free act and deed, being thereunto duly authorized.

/s/ J. M. Wyatt
J. M. Wyatt, President
Louisiana Power & Light Company

/s/ W. H. Talbot
W. H. Talbot, Secretary
Louisiana Power & Light Company

Sworn to and subscribed before me at New Orleans, Louisiana, on this 28th day of October, 1980.

Notary Public

My commission is issued for life.

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ARTICLES OF AMENDMENT

to the
RESTATED ARTICLES OF INCORPORATION, AS AMENDED
of
LOUISIANA POWER & LIGHT COMPANY

On May 12, l982 the Board of Directors of Louisiana Power & Light Company, a corporation organized and existing under the laws of the State of Louisiana, at a meeting of said Board of Directors duly convened and held, with a quorum present and acting throughout, by resolutions unanimously adopted, amended Article 3 of the Restated Articles of Incorporation, as amended, of said corporation as follows:

Sub-paragraph (ii) of paragraph (b) of Part I of said Article 3 is amended to be and to read in its entirety as follows:

(ii) Said 12,000,000 shares of $25 Preferred Stock shall be issuable in one or more series from time to time; one series of $25 Preferred Stock shall consist of 2,400,000 shares of 10.72% Preferred Stock, Cumulative, $25 par value (hereinafter sometimes called "Series A Preferred Stock"), one series of $25 Preferred Stock shall consist of 1,600,000 shares of 13.12% Preferred Stock, Cumulative, $25 par value (hereinafter sometimes called "Series B Preferred Stock"), one series of $25 Preferred Stock shall consist of 1,200,000 shares of 15.20% Preferred Stock, Cumulative, $25 par value (hereinafter sometimes called "Series C Preferred Stock"); and one series of $25 Preferred Stock shall consist of 2,000,000 shares of 14.72% Preferred Stock, Cumulative, $25 par value (hereinafter sometimes called "Series D Preferred Stock"); and the remaining 4,800,000 of said shares of $25 Preferred Stock may be divided into and issued in additional series from time to time, each such additional series to be provided for and to be distinctively designated, and the issuance of the shares of each such additional series to be authorized, in and by a resolution or resolutions to be adopted by the Board of Directors of the Corporation in accordance with the provisions hereof.

The second sentence of Part II of said Article 3 is amended to be and to read in its entirety as follows:

The shares of each series of Preferred Stock shall have the same rank and shall have the same relative rights except with respect to such characteristics as are peculiar to or pertain only to the particular class of such series and with respect to the following characteristics:

(a) The number of shares to constitute each such series and the distinctive designation thereof;

(b) The annual rate or rates of dividends payable on shares of such series and the date from which such dividends shall commence to accumulate;

(c) The amount or amounts payable upon redemption thereof; and

(d) The terms and amount of the sinking fund requirements (if any) for the purchase or redemption of shares of each series of Preferred Stock other than the First through Tenth Series Preferred Stock;

which different characteristics of clauses (a), (b), and (c) above are herein set forth with respect to the First through Tenth Series Preferred Stock and of clauses (a), (b), (c), and (d) above are herein set forth with respect to the Eleventh and Twelfth Series Preferred Stock and the Series A, Series B, Series C and Series D Preferred Stock, and, with respect to each additional series of Preferred Stock, the designation of the class thereof and the different characteristics of clauses (a), (b), (c), and (d) above shall be set forth in the resolution or resolutions of the Board of Directors of the Corporation providing for such series.

Paragraph (A) of Part III of said Article 3 is amended to be and to read in its entirety as follows:

(A) The Preferred Stock shall be entitled, but only when and as declared by the Board of Directors, out of funds legally available for the payment of dividends, in preference to the Common Stock, to dividends at the rate of 4.96% per annum on the First Series Preferred Stock, at the rate of 4.16% per annum on the Second Series Preferred Stock, at the rate of 4.44% per annum on the Third Series Preferred Stock, at the rate of 5.16% per annum on the Fourth Series Preferred Stock, at the rate of 5.40% per annum on the Fifth Series Preferred Stock, at the rate of 6.44% per annum on the Sixth Series Preferred Stock, at the rate of 9.52% per annum on the Seventh Series Preferred Stock, at the rate of 7.84% per annum on the Eighth Series Preferred Stock, at the rate of 7.36% per annum on the Ninth Series Preferred Stock, at the rate of 8.56% per annum on the Tenth Series Preferred Stock, at the rate of 9.44% per annum on the Eleventh Series Preferred Stock, at the rate of 11.48% per annum on the Twelfth Series Preferred Stock, at the rate of 10.72% per annum on the Series A Preferred Stock, at the rate of 13.12% per annum on the Series B Preferred Stock, at the rate of 15.20% per annum on the Series C Preferred Stock, and at the rate of 14.72% per annum on the Series D Preferred Stock, of the par value thereof, and no more, and at such rate per annum on each additional series as shall be fixed in and by the resolution or resolutions of the Board of Directors of the Corporation providing for the issuance of the shares of such series, payable quarterly on February 1, May 1, August 1 and November 1 of each year to stockholders of record as of a date, not exceeding forty (40) days and not less than ten (10) days preceding such dividend payment dates, to be fixed by the Board of Directors, such dividends to be cumulative from the last date to which dividends upon the First through Tenth Series Preferred Stock of Louisiana Power & Light Company, a Florida

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corporation, are paid, with respect to the First through Tenth Series Preferred Stock, from November 2, 1977 with respect to the Eleventh Series Preferred Stock, from March 1, 1979 with respect to the Twelfth Series Preferred Stock, from July 19, 1979 with respect to the Series A Preferred Stock, from October 17, 1979 with respect to the Series B Preferred Stock, from November 6, 1980 with respect to the Series C Preferred Stock, from May 19, 1982 with respect to the Series D Preferred Stock, and from such date with respect to each additional series, if made cumulative in and by the resolution or resolutions of the Board of Directors of the Corporation providing for such series, as shall be fixed in and by such resolution or resolutions, provided that, if such resolution or resolutions so provide, the first dividend payment date for any such additional series may be the dividend payment date next succeeding the dividend payment date immediately following the issuance of the shares of such series.

The first sentence of paragraph (G) of Part III of said Article 3 is amended to be and to read in its entirety as follows:

(G) Upon the affirmative vote of a majority of the shares of the issued and outstanding Common Stock at any annual meeting, or any special meeting called for that purpose, the Corporation may at any time redeem all of any series of the Preferred Stock or may from time to time redeem any part thereof, by paying in cash, as to the First Series Preferred Stock, a redemption price of $104.25 per share, as to the Second Series Preferred Stock, a redemption price of $104.21 per share, as to the Third Series Preferred Stock, a redemption price of $104.06 per share, as to the Fourth Series Preferred Stock, a redemption price of $104.18 per share, as to the Fifth Series Preferred Stock, a redemption price of $103.00 per share, as to the Sixth Series Preferred Stock, a redemption price of $102.92 per share, as to the Seventh Series Preferred Stock, a redemption price of $108.96 per share if redeemed on or prior to November 1, 1980, $106.58 per share if redeemed subsequent to November 1, 1980 but on or prior to November 1, 1985, and $104.20 per share if redeemed subsequent to November 1, 1985, as to the Eighth Series Preferred Stock, a redemption price of $107.70 per share if redeemed on or prior to April 1, l981, $105.74 per share if redeemed subsequent to April 1, 1981 but on or prior to April 1, 1986, and $103.78 per share if redeemed subsequent to April 1, 1986, as to the Ninth Series Preferred Stock, a redemption price of $107.04 per share if redeemed on or prior to January 1, 1982, $105.20 per share if redeemed subsequent to January 1, 1982 but on or prior to January 1, 1987, and $103.36 per share if redeemed subsequent to January 1, 1987, as to the Tenth Series Preferred Stock, a redemption price of $107.42 per share if redeemed on or prior to March 1, 1984, $105.28 per share if redeemed subsequent to March 1, 1984 but on or prior to March 1, 1989, and $103.14 per share if redeemed subsequent to March 1, 1989, as to the Eleventh Series Preferred Stock, a redemption price of $111.44 per share if redeemed on or prior to November 1, 1982 (except that no share of the Eleventh Series Preferred Stock shall be redeemed prior to November 1, 1982 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock, ranking prior to or on a parity with the Eleventh Series Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than 9.4297% per annum), $109.08 per share if redeemed subsequent to November 1, 1982 but on or prior to November 1, 1987, $106.72 per share if redeemed subsequent to November 1, 1987 but on or prior to November 1, 1992, and $104.36 per share if redeemed subsequent to November 1, 1992, as to the Twelfth Series Preferred Stock, a redemption price of $113.98 per share if redeemed on or prior to March 1, 1984 (except that no share of the Twelfth Series Preferred Stock shall be redeemed prior to March 1, 1984 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the Twelfth Series Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than 11.4560% per annum), $111.11 per share if redeemed subsequent to March 1, 1984 but on or prior to March 1, 1989, $108.24 per share if redeemed subsequent to March 1, 1989 but on or prior to March 1, 1994, and $105.37 per share if redeemed subsequent to March 1, 1994, as to the Series A Preferred Stock, a redemption price of $27.68 per share if redeemed on or prior to July 1, 1984 (except that no share of the Series A Preferred Stock shall be redeemed prior to July 1, 1984 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the Series A Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than 11.2705% per annum), $27.01 per share if redeemed subsequent to July 1, 1984 but on or prior to July 1, 1989, $26.34 per share if redeemed subsequent to July 1, 1989 but on or prior to July 1, 1994, and $25.67 per share if redeemed subsequent to July 1, 1994, as to the Series B Preferred Stock, a redemption price of $28.28 per share if redeemed on or prior to October 1, 1984 (except that no share of the Series B Preferred Stock shall be redeemed prior to October 1, 1984 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly. of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the Series B Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than 14.6103% per annum), $27.46 per share if redeemed subsequent to October 1, 1984 but on or prior to October 1, 1989, $26.64 per share if redeemed subsequent to October 1, 1989 but on or prior to October 1, 1994, and $25.82 per share if redeemed subsequent to October 1, 1994, as to the Series C Preferred Stock, a redemption price of $28.80 per share if redeemed on or prior to November 1, 1985 (except that no share of the Series C Preferred Stock shall be redeemed prior to November 1, 1985 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the Series C Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective

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dividend cost to the Corporation (so computed) of less than 16.0616% per annum), $27.85 per share if redeemed subsequent to November 1, 1985 but on or prior to November 1, 1990, $26.90 per share if redeemed subsequent to November 1, 1990 but on or prior to November 1, 1995, and $25.95 per share if redeemed subsequent to November 1, 1995, and as to the Series D Preferred Stock, a redemption price of $28.68 per share if redeemed on or prior to May 1, 1987 (except that no share of the Series D Preferred Stock shall be redeemed prior to May 1, 1987 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the Series D Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than 15.4233% per annum), $27.76 per share if redeemed subsequent to May 1, 1987 but on or prior to May 1, 1992, $26.84 per share if redeemed subsequent to May 1, 1992 but on or prior to May 1, 1997, and $25.92 per share if redeemed subsequent to May 1, 1997, and as to each additional series such redemption price or prices, with such restrictions or limitations, if any, on redemption or refunding, as shall be fixed in and by the resolution or resolutions of the Board of Directors of the Corporation providing for such series; plus, in each case where applicable, an amount equivalent to the accumulated and unpaid dividends, if any, to the date fixed for redemption; provided that without the vote of the issued and outstanding Common Stock, the Series A Preferred Stock shall be subject to redemption as and for a sinking fund as follows: on July 1, 1984 and on each July 1 thereafter (each such date being hereinafter referred to as a "Series A Sinking Fund Redemption Date"), for so long as any shares of the Series A Preferred Stock shall remain outstanding, the Corporation shall redeem, out of funds legally available therefor, 120,000 shares of the Series A Preferred Stock (or the number of shares then outstanding if less than 120,000) at the sinking fund redemption price of $25 per share plus, as to each share so redeemed, an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date of redemption (the obligation of the Corporation so to redeem the shares of the Series A Preferred Stock being hereinafter referred to as the "Series A Sinking Fund Obligation"); the Series A Sinking Fund Obligation shall be cumulative; if on any Series A Sinking Fund Redemption Date, the Corporation shall not have funds legally available therefor sufficient to redeem the full number of shares required to be redeemed on that date, the Series A Sinking Fund Obligation with respect to the shares not redeemed shall carry forward to each successive Series A Sinking Fund Redemption Date until such shares shall have been redeemed; whenever on any Series A Sinking Fund Redemption Date, the funds of the Corporation legally available for the satisfaction of the Series A Sinking Fund Obligation and all other sinking fund and similar obligations then existing with respect to any other class or series of its stock ranking on a parity as to dividends or assets with the Series A Preferred Stock (such Obligation and obligations collectively being hereinafter referred to as the "Total Sinking Fund Obligation") are insufficient to permit the Corporation to satisfy fully its Total Sinking Fund Obligation on that date, the Corporation shall apply to the satisfaction of its Series A Sinking Fund Obligation on that date that proportion of such legally available funds which is equal to the ratio of such Series A Sinking Fund Obligation to such Total Sinking Fund Obligation; in addition to the Series A Sinking Fund Obligation, the Corporation shall have the option, which shall be non-cumulative, to redeem, upon authorization of the Board of Directors, on each Series A Sinking Fund Redemption Date, at the aforesaid sinking fund redemption price, up to 120,000 additional shares of the Series A Preferred Stock; the Corporation shall be entitled, at its election, to credit against its Series A Sinking Fund Obligation on any Series A Sinking Fund Redemption Date any shares of the Series A Preferred Stock (including shares of the Series A Preferred Stock optionally redeemed at the aforesaid sinking fund redemption price) theretofore redeemed, other than shares of the Series A Preferred Stock redeemed pursuant to the Series A Sinking Fund Obligation, purchased or otherwise acquired and not previously credited against the Series A Sinking Fund Obligation; and provided that without the vote of the issued and outstanding Common Stock, the Series B Preferred Stock shall be subject to redemption as and for a sinking fund as follows: on October 1, 1984 and on each October 1 thereafter (each such date being hereinafter referred to as a "Series B Sinking Fund Redemption Date"), for so long as any shares of the Series B Preferred Stock shall remain outstanding, the Corporation shall redeem, out of funds legally available therefor, 80,000 shares of the Series B Preferred Stock (or the number of shares then outstanding if less than 80,000) at the sinking fund redemption price of $25 per share plus, as to each share so redeemed, an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date of redemption (the obligation of the Corporation so to redeem the shares of the Series B Preferred Stock being hereinafter referred to as the "Series B Sinking Fund Obligation"); the Series B Sinking Fund Obligation shall be cumulative; if on any Series B Sinking Fund Redemption Date, the Corporation shall not have funds legally available therefor sufficient to redeem the full number of shares required to be redeemed on that date, the Series B Sinking Fund Obligation with respect to the shares not redeemed shall carry forward to each successive Series B Sinking Fund Redemption Date until such shares shall have been redeemed; whenever on any Series B Sinking Fund Redemption Date, the funds of the Corporation legally available for the satisfaction of the Series B Sinking Fund Obligation and all other sinking fund and similar obligations then existing with respect to any other class or series of its stock ranking on a parity as to dividends or assets with the Series B Preferred Stock (such Obligation and obligations collectively being hereinafter referred to as the "Total Sinking Fund Obligation") are insufficient to permit the Corporation to satisfy fully its Total Sinking Fund Obligation on that date, the Corporation shall apply to the satisfaction of its Series B Sinking Fund Obligation on that date that proportion of such legally available funds which is equal to the ratio of such Series B Sinking Fund Obligation to such Total Sinking Fund Obligation; in addition to the Series B Sinking Fund Obligation, the Corporation shall have the option, which shall be non-cumulative, to redeem, upon authorization of the Board of Directors, on each Series B Sinking Fund Redemption Date, at the aforesaid sinking fund redemption price, up to 80,000 additional shares of the Series B Pre ferred Stock; the Corporation shall be entitled, at its election, to credit against its Series B Sinking Fund Obligation on any Series B Sinking Fund Redemption Date any shares of the Series B Preferred Stock (including shares of the Series B Preferred Stock optionally redeemed at the aforesaid sinking fund redemption price) theretofore redeemed, other than shares of the Series B Preferred Stock redeemed pursuant to the Series B Sinking Fund Obligation, purchased or otherwise acquired and not previously credited against the Series B Sinking Fund Obligation; and provided that without the vote of the issued and outstanding Common Stock, the Series C Preferred Stock shall be subject to redemption as and for a sinking fund as follows: on November 1, 1985 and on each November 1 thereafter (each such date being hereinafter referred to as a "Series C Sinking Fund Redemption Date"), for so long as any shares of the Series C Preferred Stock shall remain outstanding, the Corporation shall redeem, out of funds legally available therefor, 60,000 shares of the Series C Preferred Stock (or the number of shares

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then outstanding if less than 60,000) at the sinking fund redemption price of $25 per share plus, as to each share so redeemed, an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date of redemption (the obligation of the Corporation so to redeem the shares of the Series C Preferred Stock being hereinafter referred to as the "Series C Sinking Fund Obligation"); the Series C Sinking Fund Obligation shall be cumulative; if on any Series C Sinking Fund Redemption Date, the Corporation shall not have funds legally available therefor sufficient to redeem the full number of shares required to be redeemed on that date, the Series C Sinking Fund Obligation with respect to the shares not redeemed shall carry forward to each successive Series C Sinking Fund Redemption Date until such shares shall have been redeemed; whenever on any Series C Sinking Fund Redemption Date, the funds of the Corporation legally available for the satisfaction of the Series C Sinking Fund Obligation and all other sinking fund and similar obligations then existing with respect to any other class or series of its stock ranking on a parity as to dividends or assets with the Series C Preferred Stock (such Obligation and obligations collectively being hereinafter referred to as the "Total Sinking Fund Obligation") are insufficient to permit the Corporation to satisfy fully its Total Sinking Fund Obligation on that date, the Corporation shall apply to the satisfaction of its Series C Sinking Fund Obligation on that date that proportion of such legally available funds which is equal to the ratio of such Series C Sinking Fund Obligation to such Total Sinking Fund Obligation; in addition to the Series C Sinking Fund Obligation, the Corporation shall have the option, which shall be non-cumulative, to redeem, upon authorization of the Board of Directors, on each Series C Sinking Fund Redemption Date at the aforesaid sinking fund redemption price, up to 60,000 additional shares of the Series C Preferred Stock; the Corporation shall be entitled, at its election, to credit against its Series C Sinking Fund Obligation on any Series C Sinking Fund Redemption Date any shares of the Series C Preferred Stock (including shares of the Series C Preferred Stock optionally redeemed at the aforesaid sinking fund redemption price) theretofore redeemed, other than shares of the Series C Preferred Stock redeemed pursuant to the Series C Sinking Fund Obligation, purchased or otherwise acquired and not previously credited against the Series C Sinking Fund Obligation; and provided that without the vote of the issued and outstanding Common Stock, the Series D Preferred Stock shall be subject to redemption as and for a sinking fund as follows: on May 1, 1987 and on each May 1 thereafter (each such date being hereinafter referred to as a "Series D Sinking Fund Redemption Date"), for so long as any shares of the Series D Preferred Stock shall remain outstanding, the Corporation shall redeem, out of funds legally available therefor, 100,000 shares of the Series D Preferred Stock (or the number of shares then outstanding if less than 100,000) at the sinking fund redemption price of $25 per share plus, as to each share so redeemed, an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date of redemption (the obligation of the Corporation so to redeem the shares of the Series D Preferred Stock being hereinafter referred to as the "Series D Sinking Fund Obligation"); the Series D Sinking Fund Obligation shall be cumulative; if on any Series D Sinking Fund Redemption Date, the Corporation shall not have funds legally available therefor sufficient to redeem the full number of shares required to be redeemed on that date, the Series D Sinking Fund Obligation with respect to the shares not redeemed shall carry forward to each successive Series D Sinking Fund Redemption Date until such shares shall have been redeemed; whenever on any Series D Sinking Fund Redemption Date, the funds of the Corporation legally available for the satisfaction of the Series D Sinking Fund Obligation and all other sinking fund and similar obligations then existing with respect to any other class or series of its stock ranking on a parity as to dividends or assets with the Series D Preferred Stock (such Obligation and obligations collectively being hereinafter referred to as the "Total Sinking Fund Obligation") are insufficient to permit the Corporation to satisfy fully its Total Sinking Fund Obligation on that date, the Corporation shall apply to the satisfaction of its Series D Sinking Fund Obligation on that date that proportion of such legally available funds which is equal to the ratio of such Series D Sinking Fund Obligation to such Total Sinking Fund Obligation; in addition to the Series D Sinking Fund Obligation, the Corporation shall have the option, which shall be non-cumulative, to redeem, upon authorized of the Board of Directors, on each Series D Sinking Fund Redemption Date, at the aforesaid sinking fund redemption price, up to 100,000 additional shares of the Series D Preferred Stock; the Corporation shall be entitled, at its election, to credit against its Series D Sinking Fund Obligation on any Series D Sinking Fund Redemption Date any shares of the Series D Preferred Stock (including shares of the Series D Preferred Stock optionally redeemed at the aforesaid sinking fund redemption price) theretofore redeemed, other than shares of the Series D Preferred Stock redeemed pursuant to the Series D Sinking Fund Obligation, purchased or otherwise acquired and not previously credited against the Series D Sinking Fund Obligation.

The last sentence of paragraph (H) of Part III of said Article 3 is amended to be and to read in its entirety as follows:

So long as any of the Second through Twelfth Series Preferred Stock or any of the Series A, Series B, Series C or Series D Preferred Stock remains outstanding, or there remains outstanding any additional series of Preferred Stock with respect to which the resolution or resolutions of the Board of Directors of the Corporation providing for same makes this sentence applicable, at any time when the aggregate of all amounts credited subsequent to January 1, 1953 to the depreciation reserve account of the Corporation and Louisiana Power & Light Company, a Florida corporation, through charges to operating revenue deductions or otherwise on the books of the Corporation and Louisiana Power & Light Company, a Florida corporation (other than transfers out of the balance of surplus as of December 31, 1952), shall be less than the amount computed as provided in clause (aa) below, under requirements contained in the Corporation's mortgage indentures, then for the purposes of subparagraphs (a) and (b) above, in determining the earnings available for Common Stock dividends during any twelve-month period, the amount to be provided for depreciation in that period shall be (aa) the greater of the cumulative amount charged to depreciation expense on the books of the Corporation and Louisiana Power & Light Company, a Florida corporation, or the cumulative amount computed under requirements contained in the Corporation's mortgage indentures relating to minimum depreciation provisions (the latter cumulative amount being the aggregate of the largest amounts separately computed for entire periods of differing coexisting mortgage indenture requirements) for the period from January 1, 1953 to and including said twelve-month period, less (bb) the greater of the cumulative amount charged to depreciation expense on the books of the Corporation and Louisiana Power & Light Company, a Florida corporation, or the cumulative amount computed under requirements contained in the Corporation's mortgage indentures relating to minimum depreciation provisions (the latter cumulative amount being the aggregate of the largest amounts separately computed for entire periods of differing coexisting mortgage indenture requirements) from January 1, 1953 up to but excluding said twelve-month period; provided that in the event any

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company other than Louisiana Power & Light Company, a Florida corporation, is merged into the Corporation, the "cumulative amount computed under requirements contained in the Corporation's mortgage indentures relating to minimum depreciation provisions" referred to above shall be computed without regard, for the period prior to the merger, of property acquired in the merger, and the "cumulative amount charged to depreciation expense on the books of the Corporation and Louisiana Power & Light Company, a Florida corporation", shall be exclusive of amounts provided for such property prior to the merger.

The Restated Articles of Incorporation, as amended, of the said Louisiana Power & Light Company were amended as aforesaid by its Board of Directors as provided in Section 33 of Title 12 of the Louisiana Revised Statutes of 1950, as amended, and pursuant to the authority granted in and by said Restated Articles of Incorporation and the laws of the State of Louisiana, and particularly, but not by way of limitation, Part II of Article 3 of said Restated Articles of Incorporation and Sections 24B(6) and 33A and E of Title 12 of the Louisiana Revised Statutes of 1950, as amended.

The Restated Articles of Incorporation, as amended, of said Louisiana Power & Light Company were not amended in any other respect than as set forth hereinabove, and all of the provisions of said Restated Articles of Incorporation, as amended as hereinabove set forth, relating in any way to the shares of stock of said Louisiana Power & Light Company are incorporated and stated in these Articles of Amendment by reference.

These Articles of Amendment are executed on and dated the 12th day of May, 1982.

Louisiana Power & Light Company

By: /s/ J. M. Wyatt
J. M. Wyatt, President

By: /s/ W. H. Talbot
W. H. Talbot,
Secretary

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ACKNOWLEDGMENT

STATE OF LOUISIANA

PARISH OF ORLEANS

BEFORE ME, the undersigned authority, personally came and appeared J. M. WYATT and W. H. TALBOT, to me known and known to me to be the President and the Secretary, respectively, of Louisiana Power & Light Company and the persons who executed the foregoing instrument in such capacities, and who, after first being duly sworn by me, did declare and acknowledge that they signed and executed the foregoing instrument in such capacities for and in the name of the said Louisiana Power & Light Company, as its and their free act and deed, being thereunto duly authorized.

/s/ J. M. Wyatt
J. M. Wyatt, President
Louisiana Power & Light Company

/s/ W. H. Talbot
W. H. Talbot, Secretary
Louisiana Power & Light Company

Sworn to and subscribed before me at New Orleans, Louisiana, on this 12th day of May, 1982.

/s/ Melvin I. Schwartzman
Notary Public

My commission is issued for life.

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ARTICLES OF AMENDMENT

to the
RESTATED ARTICLES OF INCORPORATION, AS AMENDED
of
LOUISIANA POWER & LIGHT COMPANY

On February 16, 1983 the Board of Directors of Louisiana Power & Light Company, a corporation organized and existing under the laws of the State of Louisiana, at a meeting of said Board of Directors duly convened and held, with a quorum present and acting throughout, by resolutions unanimously adopted, amended Article 3 of the Restated Articles of Incorporation, as amended, of said corporation as follows:

Sub-paragraph (ii) of paragraph (b) of Part I of said Article 3 is amended to be and to read in its entirety as follows:

(ii) Said 12,000,000 shares of $25 Preferred Stock shall be issuable in one or more series from time to time; one series of $25 Preferred Stock shall consist of 2,400,000 shares of 10.72% Preferred Stock, Cumulative, $25 par value (hereinafter sometimes called "Series A Preferred Stock"), one series of $25 Preferred Stock shall consist of 1,600,000 shares of 13.12% Preferred Stock, Cumulative, $25 par value (hereinafter sometimes called "Series B Preferred Stock"), one series of $25 Preferred Stock shall consist of 1,200,000 shares of 15.20% Preferred Stock, Cumulative, $25 par value (hereinafter sometimes called "Series C Preferred Stock"), one series of $25 Preferred Stock shall consist of 2,000,000 shares of 14.72% Preferred Stock, Cumulative, $25 par value (hereinafter sometimes called "Series D Preferred Stock"), and one series of $25 Preferred Stock shall consist of 3,000,000 shares of 12.64% Preferred Stock, Cumulative, $25 par value (hereinafter sometimes called "Series E Preferred Stock"); and the remaining 1,800,000 of said shares of $25 Preferred Stock may be divided into and issued in additional series from time to time, each such additional series to be provided for and to be distinctively designated, and the issuance of the shares of each such additional series to be authorized, in and by a resolution or resolutions to be adopted by the Board of Directors of the Corporation in accordance with the provisions hereof.

The second sentence of Part II of said Article 3 is amended to be and to read in its entirety as follows:

The shares of each series of Preferred Stock shall have the same rank and shall have the same relative rights except with respect to such characteristics as are peculiar to or pertain only to the particular class of such series and with respect to the following characteristics:

(a) The number of shares to constitute each such series and the distinctive designation thereof;

(b) The annual rate or rates of dividends payable on shares of such series and the date from which such dividends shall commence to accumulate;

(c) The amount or amounts payable upon redemption thereof; and

(d) The terms and amount of the sinking fund requirements (if any) for the purchase or redemption of shares of each series of Preferred Stock other than the First through Tenth Series Preferred Stock;

which different characteristics of clauses (a), (b), and (c) above are herein set forth with respect to the First through Tenth Series Preferred Stock and of clauses (a), (b), (c), and (d) above are herein set forth with respect to the Eleventh and Twelfth Series Preferred Stock and the Series A, Series B, Series C, Series D and Series E Preferred Stock, and, with respect to each additional series of Preferred Stock, the designation of the class thereof and the different characteristics of clauses
(a), (b), (c), and (d) above shall be set forth in the resolution or resolutions of the Board of Directors of the Corporation providing for such series.

Paragraph (A) of Part III of said Article 3 is amended to be and to read in its entirety as follows:

(A) The Preferred Stock shall be entitled, but only when and as declared by the Board of Directors, out of funds legally available for the payment of dividends, in preference to the Common Stock, to dividends at the rate of 4.96% per annum on the First Series Preferred Stock, at the rate of 4.16% per annum on the Second Series Preferred Stock, at the rate of 4.44% per annum on the Third Series Preferred Stock, at the rate of 5.16% per annum on the Fourth Series Preferred Stock, at the rate of 5.40% per annum on the Fifth Series Preferred Stock, at the rate of 6.44% per annum on the Sixth Series Preferred Stock, at the rate of 9.52% per annum on the Seventh Series Preferred Stock, at the rate of 7.84% per annum on the Eighth Series Preferred Stock, at the rate of 7.36% per annum on the Ninth Series Preferred Stock, at the rate of 8.56% per annum on the Tenth Series Preferred Stock, at the rate of 9.44% per annum on the Eleventh Series Preferred Stock, at the rate of 11.48% per annum on the Twelfth Series Preferred Stock, at the rate of 10.72% per annum on the Series A Preferred Stock, at the rate of 13.12% per annum on the Series B Preferred Stock, at the rate of 15.20% per annum on the Series C Preferred Stock, at the rate of 14.72% per annum on the Series D Preferred Stock, and at the rate of 12.64% per annum on the Series E Preferred Stock, of the par value thereof, and no more, and at such rate per annum on each additional series as shall be fixed in and by the resolution or resolutions of the Board of Directors of the Corporation providing for the issuance of the shares of such series, payable quarterly on February 1, May 1, August 1 and November 1 of each

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year to stockholders of record as of a date, not exceeding forty (40) days and not less than ten (10) days preceding such dividend payment dates, to be fixed by the Board of Directors, such dividends to be cumulative from the last date to which dividends upon the First through Tenth Series Preferred Stock of Louisiana Power & Light Company, a Florida corporation, are paid, with respect to the First through Tenth Series Preferred Stock, from November 2, 1977 with respect to the Eleventh Series Preferred Stock, from March 1, 1979 with respect to the Twelfth Series Preferred Stock, from July 19, 1979 with respect to the Series A Preferred Stock, from October 17, 1979 with respect to the Series B Preferred Stock, from November 6, 1980 with respect to the Series C Preferred Stock, from May 19, 1982 with respect to the Series D Preferred Stock, from February 24, 1983 with respect to the Series E Preferred Stock, and from such date with respect to each additional series, if made cumulative in and by the resolution or resolutions of the Board of Directors of the Corporation providing for such series, as shall be fixed in and by such resolution or resolutions, provided that, if such resolution or resolutions so provide, the first dividend payment date for any such additional series may be the dividend payment date next succeeding the dividend payment date immediately following the issuance of the shares of such series.

The first sentence of paragraph (G) of Part III of said Article 3 is amended to be and to read in its entirety as follows:

(G) Upon the affirmative vote of a majority of the shares of the issued and outstanding Common Stock at any annual meeting, or any special meeting called for that purpose, the Corporation may at any time redeem all of any series of the Preferred Stock or may from time to time redeem any part thereof, by paying in cash, as to the First Series Preferred Stock, a redemption price of $104.25 per share, as to the Second Series Preferred Stock, a redemption price of $104.21 per share, as to the Third Series Preferred Stock, a redemption price of $104.06 per share, as to the Fourth Series Preferred Stock, a redemption price of $104.18 per share, as to the Fifth Series Preferred Stock, a redemption price of $103.00 per share, as to the Sixth Series Preferred Stock, a redemption price of $102.92 per share, as to the Seventh Series Preferred Stock, a redemption price of $108.96 per share if redeemed on or prior to November 1, 1980, $106.58 per share if redeemed subsequent to November 1, 1980 but on or prior to November 1, 1985, and $104.20 per share if redeemed subsequent to November 1, 1985, as to the Eighth Series Preferred Stock, a redemption price of $107.70 per share if redeemed on or prior to April 1, l981, $105.74 per share if redeemed subsequent to April 1, 1981 but on or prior to April 1, 1986, and $103.78 per share if redeemed subsequent to April 1, 1986, as to the Ninth Series Preferred Stock, a redemption price of $107.04 per share if redeemed on or prior to January 1, 1982, $105.20 per share if redeemed subsequent to January 1, 1982 but on or prior to January 1, 1987, and $103.36 per share if redeemed subsequent to January 1, 1987, as to the Tenth Series Preferred Stock, a redemption price of $107.42 per share if redeemed on or prior to March 1, 1984, $105.28 per share if redeemed subsequent to March 1, 1984 but on or prior to March 1, 1989, and $103.14 per share if redeemed subsequent to March 1, 1989, as to the Eleventh Series Preferred Stock, a redemption price of $111.44 per share if redeemed on or prior to November 1, 1982 (except that no share of the Eleventh Series Preferred Stock shall be redeemed prior to November 1, 1982 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock, ranking prior to or on a parity with the Eleventh Series Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than 9.4297% per annum), $109.08 per share if redeemed subsequent to November 1, 1982 but on or prior to November 1, 1987, $106.72 per share if redeemed subsequent to November 1, 1987 but on or prior to November 1, 1992, and $104.36 per share if redeemed subsequent to November 1, 1992, as to the Twelfth Series Preferred Stock, a redemption price of $113.98 per share if redeemed on or prior to March 1, 1984 (except that no share of the Twelfth Series Preferred Stock shall be redeemed prior to March 1, 1984 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the Twelfth Series Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than 11.4560% per annum), $111.11 per share if redeemed subsequent to March 1, 1984 but on or prior to March 1, 1989, $108.24 per share if redeemed subsequent to March 1, 1989 but on or prior to March 1, 1994, and $105.37 per share if redeemed subsequent to March 1, 1994, as to the Series A Preferred Stock, a redemption price of $27.68 per share if redeemed on or prior to July 1, 1984 (except that no share of the Series A Preferred Stock shall be redeemed prior to July 1, 1984 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the Series A Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than 11.2705% per annum), $27.01 per share if redeemed subsequent to July 1, 1984 but on or prior to July 1, 1989, $26.34 per share if redeemed subsequent to July 1, 1989 but on or prior to July 1, 1994, and $25.67 per share if redeemed subsequent to July 1, 1994, as to the Series B Preferred Stock, a redemption price of $28.28 per share if redeemed on or prior to October 1, 1984 (except that no share of the Series B Preferred Stock shall be redeemed prior to October 1, 1984 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the Series B Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than 14.6103% per annum), $27.46 per share if redeemed subsequent to October 1, 1984 but on or prior to October 1, 1989, $26.64 per share if redeemed subsequent to October 1, 1989 but on or prior to October 1, 1994, and $25.82 per share if redeemed subsequent to October 1, 1994, as to the Series C Preferred Stock, a redemption price of $28.80 per share if redeemed on or prior to November 1, 1985 (except that no share of the Series C Preferred Stock shall be redeemed prior to November 1, 1985 if such redemption is for the purpose or in anticipation of refunding such share through the use,

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directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the Series C Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than 16.0616% per annum), $27.85 per share if redeemed subsequent to November 1, 1985 but on or prior to November 1, 1990, $26.90 per share if redeemed subsequent to November 1, 1990 but on or prior to November 1, 1995, and $25.95 per share if redeemed subsequent to November 1, 1995, and as to the Series D Preferred Stock, a redemption price of $28.68 per share if redeemed on or prior to May 1, 1987 (except that no share of the Series D Preferred Stock shall be redeemed prior to May 1, 1987 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the Series D Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than 15.4233% per annum), $27.76 per share if redeemed subsequent to May 1, 1987 but on or prior to May 1, 1992, $26.84 per share if redeemed subsequent to May 1, 1992 but on or prior to May 1, 1997, and $25.92 per share if redeemed subsequent to May 1, 1997, and as to the Series E Preferred Stock, a redemption price of $28.16 per share if redeemed on or prior to February 1, 1988 (except that no share of the Series E Preferred Stock shall be redeemed prior to February 1, 1988 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the Series E Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than 13.1942% per annum), $27.37 per share if redeemed subsequent to February 1, 1988 but on or prior to February 1, 1993, $26.58 per share if redeemed subsequent to February 1, 1993 but on or prior to February 1, 1998, and $25.79 per share if redeemed subsequent to February 1, 1998, and as to each additional series such redemption price or prices, with such restrictions or limitations, if any, on redemption or refunding, as shall be fixed in and by the resolution or resolutions of the Board of Directors of the Corporation providing for such series; plus, in each case where applicable, an amount equivalent to the accumulated and unpaid dividends, if any, to the date fixed for redemption; provided that without the vote of the issued and outstanding Common Stock, the Series A Preferred Stock shall be subject to redemption as and for a sinking fund as follows: on July 1, 1984 and on each July 1 thereafter (each such date being hereinafter referred to as a "Series A Sinking Fund Redemption Date"), for so long as any shares of the Series A Preferred Stock shall remain outstanding, the Corporation shall redeem, out of funds legally available therefor, 120,000 shares of the Series A Preferred Stock (or the number of shares then outstanding if less than 120,000) at the sinking fund redemption price of $25 per share plus, as to each share so redeemed, an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date of redemption (the obligation of the Corporation so to redeem the shares of the Series A Preferred Stock being hereinafter referred to as the "Series A Sinking Fund Obligation"); the Series A Sinking Fund Obligation shall be cumulative; if on any Series A Sinking Fund Redemption Date, the Corporation shall not have funds legally available therefor sufficient to redeem the full number of shares required to be redeemed on that date, the Series A Sinking Fund Obligation with respect to the shares not redeemed shall carry forward to each successive Series A Sinking Fund Redemption Date until such shares shall have been redeemed; whenever on any Series A Sinking Fund Redemption Date, the funds of the Corporation legally available for the satisfaction of the Series A Sinking Fund Obligation and all other sinking fund and similar obligations then existing with respect to any other class or series of its stock ranking on a parity as to dividends or assets with the Series A Preferred Stock (such Obligation and obligations collectively being hereinafter referred to as the "Total Sinking Fund Obligation") are insufficient to permit the Corporation to satisfy fully its Total Sinking Fund Obligation on that date, the Corporation shall apply to the satisfaction of its Series A Sinking Fund Obligation on that date that proportion of such legally available funds which is equal to the ratio of such Series A Sinking Fund Obligation to such Total Sinking Fund Obligation; in addition to the Series A Sinking Fund Obligation, the Corporation shall have the option, which shall be non-cumulative, to redeem, upon authorization of the Board of Directors, on each Series A Sinking Fund Redemption Date, at the aforesaid sinking fund redemption price, up to 120,000 additional shares of the Series A Preferred Stock; the Corporation shall be entitled, at its election, to credit against its Series A Sinking Fund Obligation on any Series A Sinking Fund Redemption Date any shares of the Series A Preferred Stock (including shares of the Series A Preferred Stock optionally redeemed at the aforesaid sinking fund redemption price) theretofore redeemed, other than shares of the Series A Preferred Stock redeemed pursuant to the Series A Sinking Fund Obligation, purchased or otherwise acquired and not previously credited against the Series A Sinking Fund Obligation; and provided that without the vote of the issued and outstanding Common Stock, the Series B Preferred Stock shall be subject to redemption as and for a sinking fund as follows: on October 1, 1984 and on each October 1 thereafter (each such date being hereinafter referred to as a "Series B Sinking Fund Redemption Date"), for so long as any shares of the Series B Preferred Stock shall remain outstanding, the Corporation shall redeem, out of funds legally available therefor, 80,000 shares of the Series B Preferred Stock (or the number of shares then outstanding if less than 80,000) at the sinking fund redemption price of $25 per share plus, as to each share so redeemed, an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date of redemption (the obligation of the Corporation so to redeem the shares of the Series B Preferred Stock being hereinafter referred to as the "Series B Sinking Fund Obligation"); the Series B Sinking Fund Obligation shall be cumulative; if on any Series B Sinking Fund Redemption Date, the Corporation shall not have funds legally available therefor sufficient to redeem the full number of shares required to be redeemed on that date, the Series B Sinking Fund Obligation with respect to the shares not redeemed shall carry forward to each successive Series B Sinking Fund Redemption Date until such shares shall have been redeemed; whenever on any Series B Sinking Fund Redemption Date, the funds of the Corporation legally available for the satisfaction of the Series B Sinking Fund Obligation and all other sinking fund and similar obligations then existing with respect to any other class or series of its stock ranking on a parity as to dividends or assets with the Series B Preferred Stock (such Obligation and obligations collectively being hereinafter referred to as the "Total Sinking Fund Obligation") are insufficient to permit the Corporation to satisfy fully its Total Sinking Fund Obligation on that date, the Corporation shall apply to the satisfaction of its Series B Sinking Fund Obligation on that date that proportion of such legally available funds which is equal to the ratio of

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such Series B Sinking Fund Obligation to such Total Sinking Fund Obligation; in addition to the Series B Sinking Fund Obligation, the Corporation shall have the option, which shall be non-cumulative, to redeem, upon authorization of the Board of Directors, on each Series B Sinking Fund Redemption Date, at the aforesaid sinking fund redemption price, up to 80,000 additional shares of the Series B Pre ferred Stock; the Corporation shall be entitled, at its election, to credit against its Series B Sinking Fund Obligation on any Series B Sinking Fund Redemption Date any shares of the Series B Preferred Stock (including shares of the Series B Preferred Stock optionally redeemed at the aforesaid sinking fund redemption price) theretofore redeemed, other than shares of the Series B Preferred Stock redeemed pursuant to the Series B Sinking Fund Obligation, purchased or otherwise acquired and not previously credited against the Series B Sinking Fund Obligation; and provided that without the vote of the issued and outstanding Common Stock, the Series C Preferred Stock shall be subject to redemption as and for a sinking fund as follows: on November 1, 1985 and on each November 1 thereafter (each such date being hereinafter referred to as a "Series C Sinking Fund Redemption Date"), for so long as any shares of the Series C Preferred Stock shall remain outstanding, the Corporation shall redeem, out of funds legally available therefor, 60,000 shares of the Series C Preferred Stock (or the number of shares then outstanding if less than 60,000) at the sinking fund redemption price of $25 per share plus, as to each share so redeemed, an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date of redemption (the obligation of the Corporation so to redeem the shares of the Series C Preferred Stock being hereinafter referred to as the "Series C Sinking Fund Obligation"); the Series C Sinking Fund Obligation shall be cumulative; if on any Series C Sinking Fund Redemption Date, the Corporation shall not have funds legally available therefor sufficient to redeem the full number of shares required to be redeemed on that date, the Series C Sinking Fund Obligation with respect to the shares not redeemed shall carry forward to each successive Series C Sinking Fund Redemption Date until such shares shall have been redeemed; whenever on any Series C Sinking Fund Redemption Date, the funds of the Corporation legally available for the satisfaction of the Series C Sinking Fund Obligation and all other sinking fund and similar obligations then existing with respect to any other class or series of its stock ranking on a parity as to dividends or assets with the Series C Preferred Stock (such Obligation and obligations collectively being hereinafter referred to as the "Total Sinking Fund Obligation") are insufficient to permit the Corporation to satisfy fully its Total Sinking Fund Obligation on that date, the Corporation shall apply to the satisfaction of its Series C Sinking Fund Obligation on that date that proportion of such legally available funds which is equal to the ratio of such Series C Sinking Fund Obligation to such Total Sinking Fund Obligation; in addition to the Series C Sinking Fund Obligation, the Corporation shall have the option, which shall be non-cumulative, to redeem, upon authorization of the Board of Directors, on each Series C Sinking Fund Redemption Date at the aforesaid sinking fund redemption price, up to 60,000 additional shares of the Series C Preferred Stock; the Corporation shall be entitled, at its election, to credit against its Series C Sinking Fund Obligation on any Series C Sinking Fund Redemption Date any shares of the Series C Preferred Stock (including shares of the Series C Preferred Stock optionally redeemed at the aforesaid sinking fund redemption price) theretofore redeemed, other than shares of the Series C Preferred Stock redeemed pursuant to the Series C Sinking Fund Obligation, purchased or otherwise acquired and not previously credited against the Series C Sinking Fund Obligation; and provided that without the vote of the issued and outstanding Common Stock, the Series D Preferred Stock shall be subject to redemption as and for a sinking fund as follows: on May 1, 1987 and on each May 1 thereafter (each such date being hereinafter referred to as a "Series D Sinking Fund Redemption Date"), for so long as any shares of the Series D Preferred Stock shall remain outstanding, the Corporation shall redeem, out of funds legally available therefor, 100,000 shares of the Series D Preferred Stock (or the number of shares then outstanding if less than 100,000) at the sinking fund redemption price of $25 per share plus, as to each share so redeemed, an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date of redemption (the obligation of the Corporation so to redeem the shares of the Series D Preferred Stock being hereinafter referred to as the "Series D Sinking Fund Obligation"); the Series D Sinking Fund Obligation shall be cumulative; if on any Series D Sinking Fund Redemption Date, the Corporation shall not have funds legally available therefor sufficient to redeem the full number of shares required to be redeemed on that date, the Series D Sinking Fund Obligation with respect to the shares not redeemed shall carry forward to each successive Series D Sinking Fund Redemption Date until such shares shall have been redeemed; whenever on any Series D Sinking Fund Redemption Date, the funds of the Corporation legally available for the satisfaction of the Series D Sinking Fund Obligation and all other sinking fund and similar obligations then existing with respect to any other class or series of its stock ranking on a parity as to dividends or assets with the Series D Preferred Stock (such Obligation and obligations collectively being hereinafter referred to as the "Total Sinking Fund Obligation") are insufficient to permit the Corporation to satisfy fully its Total Sinking Fund Obligation on that date, the Corporation shall apply to the satisfaction of its Series D Sinking Fund Obligation on that date that proportion of such legally available funds which is equal to the ratio of such Series D Sinking Fund Obligation to such Total Sinking Fund Obligation; in addition to the Series D Sinking Fund Obligation, the Corporation shall have the option, which shall be non-cumulative, to redeem, upon authorized of the Board of Directors, on each Series D Sinking Fund Redemption Date, at the aforesaid sinking fund redemption price, up to 100,000 additional shares of the Series D Preferred Stock; the Corporation shall be entitled, at its election, to credit against its Series D Sinking Fund Obligation on any Series D Sinking Fund Redemption Date any shares of the Series D Preferred Stock (including shares of the Series D Preferred Stock optionally redeemed at the aforesaid sinking fund redemption price) theretofore redeemed, other than shares of the Series D Preferred Stock redeemed pursuant to the Series D Sinking Fund Obligation, purchased or otherwise acquired and not previously credited against the Series D Sinking Fund Obligation; and provided that without the vote of the issued and outstanding Common Stock, the Series E Preferred Stock shall be subject to redemption as and for a sinking fund as follows: on February 1, 1988 and on each February 1 thereafter (each such date being hereinafter referred to as a "Series E Sinking Fund Redemption Date"), for so long as any shares of the Series E Preferred Stock shall remain outstanding, the Corporation shall redeem, out of funds legally available therefor, 150,000 shares of the Series E Preferred Stock (or the number of shares then outstanding if less than 150,000) at the sinking fund redemption price of $25 per share plus, as to each share so redeemed, an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date of redemption (the obligation of the Corporation so to redeem the shares of the Series E Preferred Stock being hereinafter referred to as the "Series E Sinking Fund Obligation"); the Series E Sinking Fund Obligation shall be cumulative; if on any Series E Sinking Fund Redemption Date, the Corporation shall not have funds legally available therefor sufficient to redeem the full number of shares required to be redeemed on that date, the Series E Sinking Fund Obligation with respect to the shares not redeemed shall carry forward to each successive Series E Sinking Fund Redemption Date until such shares shall have been

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redeemed; whenever on any Series E Sinking Fund Redemption Date, the funds of the Corporation legally available for the satisfaction of the Series E Sinking Fund Obligation and all other sinking fund and similar obligations then existing with respect to any other class or series of its stock ranking on a parity as to dividends or assets with the Series E Preferred Stock (such Obligation and obligations collectively being hereinafter referred to as the "Total Sinking Fund Obligation") are insufficient to permit the Corporation to satisfy fully its Total Sinking Fund Obligation on that date, the Corporation shall apply to the satisfaction of its Series E Sinking Fund Obligation on that date that proportion of such legally available funds which is equal to the ratio of such Series E Sinking Fund Obligation to such Total Sinking Fund Obligation; in addition to the Series E Sinking Fund Obligation, the Corporation shall have the option, which shall be non- cumulative, to redeem, upon authorized of the Board of Directors, on each Series E Sinking Fund Redemption Date, at the aforesaid sinking fund redemption price, up to 150,000 additional shares of the Series E Preferred Stock; the Corporation shall be entitled, at its election, to credit against its Series E Sinking Fund Obligation on any Series E Sinking Fund Redemption Date any shares of the Series E Preferred Stock (including shares of the Series E Preferred Stock optionally redeemed at the aforesaid sinking fund redemption price) theretofore redeemed, other than shares of the Series E Preferred Stock redeemed pursuant to the Series E Sinking Fund Obligation, purchased or otherwise acquired and not previously credited against the Series E Sinking Fund Obligation.

The last sentence of paragraph (H) of Part III of said Article 3 is amended to be and to read in its entirety as follows:

So long as any of the Second through Twelfth Series Preferred Stock or any of the Series A, Series B, Series C, Series D or Series E Preferred Stock remains outstanding, or there remains outstanding any additional series of Preferred Stock with respect to which the resolution or resolutions of the Board of Directors of the Corporation providing for same makes this sentence applicable, at any time when the aggregate of all amounts credited subsequent to January 1, 1953 to the depreciation reserve account of the Corporation and Louisiana Power & Light Company, a Florida corporation, through charges to operating revenue deductions or otherwise on the books of the Corporation and Louisiana Power & Light Company, a Florida corporation (other than transfers out of the balance of surplus as of December 31, 1952), shall be less than the amount computed as provided in clause (aa) below, under requirements contained in the Corporation's mortgage indentures, then for the purposes of subparagraphs (a) and (b) above, in determining the earnings available for Common Stock dividends during any twelve-month period, the amount to be provided for depreciation in that period shall be (aa) the greater of the cumulative amount charged to depreciation expense on the books of the Corporation and Louisiana Power & Light Company, a Florida corporation, or the cumulative amount computed under requirements contained in the Corporation's mortgage indentures relating to minimum depreciation provisions (the latter cumulative amount being the aggregate of the largest amounts separately computed for entire periods of differing coexisting mortgage indenture requirements) for the period from January 1, 1953 to and including said twelve-month period, less (bb) the greater of the cumulative amount charged to depreciation expense on the books of the Corporation and Louisiana Power & Light Company, a Florida corporation, or the cumulative amount computed under requirements contained in the Corporation's mortgage indentures relating to minimum depreciation provisions (the latter cumulative amount being the aggregate of the largest amounts separately computed for entire periods of differing coexisting mortgage indenture requirements) from January 1, 1953 up to but excluding said twelve-month period; provided that in the event any company other than Louisiana Power & Light Company, a Florida corporation, is merged into the Corporation, the "cumulative amount computed under requirements contained in the Corporation's mortgage indentures relating to minimum depreciation provisions" referred to above shall be computed without regard, for the period prior to the merger, of property acquired in the merger, and the "cumulative amount charged to depreciation expense on the books of the Corporation and Louisiana Power & Light Company, a Florida corporation", shall be exclusive of amounts provided for such property prior to the merger.

The Restated Articles of Incorporation, as amended, of the said Louisiana Power & Light Company were amended as aforesaid by its Board of Directors as provided in Section 33 of Title 12 of the Louisiana Revised Statutes of 1950, as amended, and pursuant to the authority granted in and by said Restated Articles of Incorporation and the laws of the State of Louisiana, and particularly, but not by way of limitation,

Part II of Article 3 of said Restated Articles of

Incorporation and Sections 24B(6) and 33A and E of Title 12 of the Louisiana Revised Statutes of 1950, as amended.

The Restated Articles of Incorporation, as amended, of said Louisiana Power & Light Company were not amended in any other respect than as set forth hereinabove, and all of the provisions of said Restated Articles of Incorporation, as amended as hereinabove set forth, relating in any way to the shares of stock of said Louisiana Power & Light Company are incorporated and stated in these Articles of Amendment by reference.

These Articles of Amendment are executed on and dated the 16th day of February, 1983.

Louisiana Power & Light Company

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By: /s/ James M. Cain
James M. Cain,
President

By: /s/ W. H. Talbot
W. H. Talbot, Secretary

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ACKNOWLEDGMENT

STATE OF LOUISIANA

PARISH OF ORLEANS

BEFORE ME, the undersigned authority, personally came and appeared JAMES M. CAIN and W. H. TALBOT, to me known and known to me to be the President and the Secretary, respectively, of Louisiana Power & Light Company and the persons who executed the foregoing instrument in such capacities, and who, after first being duly sworn by me, did declare and acknowledge that they signed and executed the foregoing instrument in such capacities for and in the name of the said Louisiana Power & Light Company, as its and their free act and deed, being thereunto duly authorized.

/s/ James M. Cain
James M. Cain, President
Louisiana Power & Light Company

/s/ W. H. Talbot
W. H. Talbot, Secretary
Louisiana Power & Light Company

Sworn to and subscribed before me at New Orleans, Louisiana, on this 16th day of February, 1983.

/s/ Melvin I. Schwartzman
Notary Public

My commission is issued for life.

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ARTICLES OF AMENDMENT
to the
RESTATED ARTICLES OF INCORPORATION, AS AMENDED,
of
LOUISIANA POWER & LIGHT COMPANY

On June 7, 1984, the shareholders of Louisiana Power & Light Company, a corporation organized and existing under the laws of the State of Louisiana, by a resolution unanimously adopted by all of the shareholders of said corporation entitled to vote on the matter, amended paragraph (b) of Part I of Article 3 of the Restated Articles of Incorporation, as amended, of said corporation to be and to read in its entirety as follows:

(b) 4,500,000 shares of preferred stock having a par value of $100 per share, which shall all be of one class (hereinafter called the "$100 Preferred Stock"), and 22,000,000 shares of preferred stock having a par value of $25 per share, which shall all be of one class (hereinafter called the "$25 Preferred Stock"), which said two classes of preferred stock are hereinafter together referred to as the "Preferred Stock", and, for certain purposes and to such extent as are hereinafter set forth, are treated or referred to together as a single class of stock; and further with respect to the Preferred Stock:

(i) Said 4,500,000 shares of $100 Preferred Stock shall be issuable in one or more series from time to time; 1,455,000 of said shares of $100 Preferred Stock shall be divided into twelve series, one of which shall consist of 60,000 shares of 4.96% Preferred Stock, Cumulative, $100 par value (hereinafter sometimes called "First Series Preferred Stock"), one of which shall consist of 70,000 shares of 4.16% Preferred Stock, Cumulative, $100 par value (hereinafter sometimes called "Second Series Preferred Stock"), one of which shall consist of 70,000 shares of 4.44% Preferred Stock, Cumulative, $100 par value (hereinafter sometimes called "Third Series Preferred Stock"), one of which shall consist of 75,000 shares of 5.16% Preferred Stock, Cumulative, $100 par value (hereinafter sometimes called "Fourth Series Preferred Stock"), one of which shall consist of 80,000 shares of 5.40% Preferred Stock, Cumulative, $100 par value (hereinafter sometimes called "Fifth Series Preferred Stock"), one of which shall consist of 80,000 shares of 6.44% Preferred Stock, Cumulative, $100 par value (hereinafter sometimes called "Sixth Series Preferred Stock"), one of which shall consist of 70,000 shares of 9.52% Preferred Stock, Cumulative, $100 par value (hereinafter sometimes called "Seventh Series Preferred Stock"), one of which shall consist of 100,000 shares of 7.84% Preferred Stock, Cumulative, $100 par value (hereinafter sometimes called "Eighth Series Preferred Stock"), one of which shall consist of 100,000 shares of 7.36% Preferred Stock, Cumulative, $100 par value (hereinafter sometimes called "Ninth Series Preferred Stock"), one of which shall consist of 100,000 shares of 8.56% Preferred Stock, Cumulative, $100 par value (hereinafter sometimes called "Tenth Series Preferred Stock"), one of which shall consist of 300,000 shares of 9.44% Preferred Stock, Cumulative, $100 par value (hereinafter sometimes called "Eleventh Series Preferred Stock"), and one of which shall consist of 350,000 shares of 11.48% Preferred Stock, Cumulative, $100 par value (hereinafter sometimes called "Twelfth Series Preferred Stock"); and the remaining 3,045,000 of said shares of $100 Preferred Stock may be divided into and issued in additional series from time to time, each such additional series to be provided for and to be distinctively designated, and the issuance of the shares of each such additional series to be authorized, in and by a resolution or resolutions to be adopted by the Board of Directors of the Corporation in accordance with the provisions hereof.

(ii) Said 22,000,000 shares of $25 Preferred Stock shall be issuable in one or more series from time to time; one series of $25 Preferred Stock shall consist of 2,400,000 shares of 10.72% Preferred Stock, Cumulative, $25 par value (hereinafter sometimes called "Series A Preferred Stock"), one series of $25 Preferred Stock shall consist of 1,600,000 shares of 13.12% Preferred Stock, Cumulative, $25 par value (hereinafter sometimes called "Series B Preferred Stock"), one series of $25 Preferred Stock shall consist of 1,200,000 shares of 15.20% Preferred Stock, Cumulative, $25 par value (hereinafter sometimes called "Series C Preferred Stock"), one series of $25 Preferred Stock shall consist of 2,000,000 shares of 14.72% Preferred Stock, Cumulative, $25 par value (hereinafter sometimes called "Series D Preferred Stock"), and one series of $25 Preferred Stock shall consist of 3,000,000 shares of 12.64% Preferred Stock, Cumulative, $25 par value (hereinafter sometimes called "Series E Preferred Stock"); and the remaining 11,800,000 of said shares of $25 Preferred Stock may be divided into and issued in additional series from time to time, each such additional series to be provided for and to be distinctively designated, and the issuance of the shares of each such additional series to be authorized, in and by a resolution or resolutions to be adopted by the Board of Directors of the Corporation in accordance with the provisions hereof.

The Restated Articles of Incorporation, as amended, of the said Louisiana Power & Light Company were amended by its shareholders as aforesaid by the Unanimous Written Consent to such corporate action of all of the shareholders of said corporation entitled to vote thereon, signed and executed on June 1 , 1984, in accordance with and pursuant to the authority granted in and by the laws of the State of Louisiana and particularly, but not by way of limitation, Section 76 of Title 12 of the Louisiana Revised Statutes of 1950, as amended, the said Unanimous Written Consent having been signed and executed on the date aforesaid by Middle South Utilities, Inc., which was then and is now the sole owner and shareholder of record of 115,141,200 shares of the Common Stock of the said Louisiana Power & Light Company, said 115,141,200 shares being all of the outstanding Common Stock of the said Louisiana Power & Light Company and said Common Stock having all of the voting power and being all of the capital stock of the said Louisiana Power & Light Company entitled to vote on the foregoing amendment to its Restated Articles of Incorporation, as amended; and in and by said Unanimous Written Consent the said Middle South Utilities, Inc. affirmatively voted all of said stock in favor of, authorized, consented to, approved and constituted as the corporate action of the said Louisiana Power & Light Company, the amendment of its Restated Articles of Incorporation, as amended, as hereinabove set forth.

The Restated Articles of Incorporation, as amended, of said Louisiana Power & Light Company were not amended in any other respect than as

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set forth hereinabove, and all of the provisions of said Restated Articles of Incorporation, as heretofore amended and as amended as hereinabove set forth, relating in any way to the shares of stock of said Louisiana Power & Light Company are incorporated and stated in these Articles of Amendment by reference. These Articles of Amendment are executed on and dated the 7th day of June, 1984.

LOUISIANA POWER & LIGHT COMPANY

By: /s/ James M. Cain
James M. Cain,
President

By: /s/ W. H. Talbot
W. H. Talbot,
Secretary

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ACKNOWLEDGMENT

STATE OF LOUISIANA
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PARISH OF ORLEANS
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BEFORE ME, the undersigned authority, personally came and appeared JAMES M. CAIN and W. H. TALBOT, to me known and known to me to be the President and the Secretary, respectively, of Louisiana Power & Light Company and the persons who executed the foregoing instrument in such capacities, and who, after first being duly sworn by me, did declare and acknowledge that they signed and executed the foregoing instrument in such capacities for and in the name of the said Louisiana Power & Light Company, as its and their free act and deed, being thereunto duly authorized.

/s/ James M. Cain
James M. Cain, President,
Louisiana Power & Light
Company

/s/ W. H. Talbot
W. H. Talbot, Secretary,
Louisiana Power & Light
Company

Sworn to and subscribed before me at
New Orleans, Louisiana, on this 7th day
of June, 1984.

/s/ Melvin I.
Schwartzman
Notary Public

My commission is issued for life.

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ARTICLES OF AMENDMENT

to the
RESTATED ARTICLES OF INCORPORATION, AS AMENDED
of
LOUISIANA POWER & LIGHT COMPANY

On August 9, 1984 the Board of Directors of Louisiana Power & Light Company, a corporation organized and existing under the laws of the State of Louisiana, at a meeting of said Board of Directors duly convened and held, with a quorum present and acting throughout, by resolutions unanimously adopted, amended Article 3 of the Restated Articles of Incorporation, as amended, of said corporation as follows:

Sub-paragraph (ii) of paragraph (b) of Part I of said Article 3 is amended to be and to read in its entirety as follows:

(ii) Said 22,000,000 shares of $25 Preferred Stock shall be issuable in one or more series from time to time; one series of $25 Preferred Stock shall consist of 2,400,000 shares of 10.72% Preferred Stock, Cumulative, $25 par value (hereinafter sometimes called "Series A Preferred Stock"), one series of $25 Preferred Stock shall consist of 1,600,000 shares of 13.12% Preferred Stock, Cumulative, $25 par value (hereinafter sometimes called "Series B Preferred Stock"), one series of $25 Preferred Stock shall consist of 1,200,000 shares of 15.20% Preferred Stock, Cumulative, $25 par value (hereinafter sometimes called "Series C Preferred Stock"), one series of $25 Preferred Stock shall consist of 2,000,000 shares of 14.72% Preferred Stock, Cumulative, $25 par value (hereinafter sometimes called "Series D Preferred Stock"), and one series of $25 Preferred Stock shall consist of 3,000,000 shares of 12.64% Preferred Stock, Cumulative, $25 par value (hereinafter sometimes called "Series E Preferred Stock"), and one series of $25 Preferred Stock shall consist of 2,000,000 shares of 19.20% Preferred Stock, Cumulative, $25 par value (hereinafter sometimes called "Series F Preferred Stock"); and the remaining 9,800,000 of said shares of $25 Preferred Stock may be divided into and issued in additional series from time to time, each such additional series to be provided for and to be distinctively designated, and the issuance of the shares of each such additional series to be authorized, in and by a resolution or resolutions to be adopted by the Board of Directors of the Corporation in accordance with the provisions hereof.

The second sentence of Part II of said Article 3 is amended to be and to read in its entirety as follows:

The shares of each series of Preferred Stock shall have the same rank and shall have the same relative rights except with respect to such characteristics as are peculiar to or pertain only to the particular class of such series and with respect to the following characteristics:

(a) The number of shares to constitute each such series and the distinctive designation thereof;

(b) The annual rate or rates of dividends payable on shares of such series and the date from which such dividends shall commence to accumulate;

(c) The amount or amounts payable upon redemption thereof; and

(d) The terms and amount of the sinking fund requirements (if any) for the purchase or redemption of shares of each series of Preferred Stock other than the First through Tenth Series Preferred Stock;

which different characteristics of clauses (a), (b), and (c) above are herein set forth with respect to the First through Tenth Series Preferred Stock and of clauses (a), (b), (c), and (d) above are herein set forth with respect to the Eleventh and Twelfth Series Preferred Stock and the Series A, Series B, Series C, Series D, Series E, and Series F Preferred Stock, and, with respect to each additional series of Preferred Stock, the designation of the class thereof and the different characteristics of clauses
(a), (b), (c), and (d) above shall be set forth in the resolution or resolutions of the Board of Directors of the Corporation providing for such series.

Paragraph (A) of Part III of said Article 3 is amended to be and to read in its entirety as follows:

(A) The Preferred Stock shall be entitled, but only when and as declared by the Board of Directors, out of funds legally available for the payment of dividends, in preference to the Common Stock, to dividends at the rate of 4.96% per annum on the First Series Preferred Stock, at the rate of 4.16% per annum on the Second Series Preferred Stock, at the rate of 4.44% per annum on the Third Series Preferred Stock, at the rate of 5.16% per annum on the Fourth Series Preferred Stock, at the rate of 5.40% per annum on the Fifth Series Preferred Stock, at the rate of 6.44% per annum on the Sixth Series Preferred Stock, at the rate of 9.52% per annum on the Seventh Series Preferred Stock, at the rate of 7.84% per annum on the Eighth Series Preferred Stock, at the rate of 7.36% per annum on the Ninth Series Preferred Stock, at the rate of 8.56% per annum on the Tenth Series Preferred Stock, at the rate of 9.44% per annum on the Eleventh Series Preferred Stock, at the rate of 11.48% per annum on the Twelfth Series Preferred Stock, at the rate of 10.72% per annum on the Series A Preferred Stock, at the rate of 13.12% per annum on the Series B Preferred Stock, at the rate of 15.20% per annum on the Series C Preferred Stock, at the rate of 14.72% per annum on the Series D Preferred Stock, at the rate of 12.64% per annum on the Series E Preferred Stock, and at the rate of 19.20% per annum on the Series F Preferred Stock, of the par value thereof, and no more, and at such rate per annum on each additional series as shall be fixed in and by

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the resolution or resolutions of the Board of Directors of the Corporation providing for the issuance of the shares of such series, payable quarterly on February 1, May 1, August 1 and November 1 of each year to stockholders of record as of a date, not exceeding forty (40) days and not less than ten (10) days preceding such dividend payment dates, to be fixed by the Board of Directors, such dividends to be cumulative from the last date to which dividends upon the First through Tenth Series Preferred Stock of Louisiana Power & Light Company, a Florida corporation, are paid, with respect to the First through Tenth Series Preferred Stock, from November 2, 1977 with respect to the Eleventh Series Preferred Stock, from March 1, 1979 with respect to the Twelfth Series Preferred Stock, from July 19, 1979 with respect to the Series A Preferred Stock, from October 17, 1979 with respect to the Series B Preferred Stock, from November 6, 1980 with respect to the Series C Preferred Stock, from May 19, 1982 with respect to the Series D Preferred Stock, from February 24, 1983 with respect to the Series E Preferred Stock, from August 17, 1984 with respect to the Series F Preferred Stock, and from such date with respect to each additional series, if made cumulative in and by the resolution or resolutions of the Board of Directors of the Corporation providing for such series, as shall be fixed in and by such resolution or resolutions, provided that, if such resolution or resolutions so provide, the first dividend payment date for any such additional series may be the dividend payment date next succeeding the dividend payment date immediately following the issuance of the shares of such series.

The first sentence of paragraph (G) of Part III of said Article 3 is amended to be and to read in its entirety as follows:

(G) Upon the affirmative vote of a majority of the shares of the issued and outstanding Common Stock at any annual meeting, or any special meeting called for that purpose, the Corporation may at any time redeem all of any series of the Preferred Stock or may from time to time redeem any part thereof, by paying in cash, as to the First Series Preferred Stock, a redemption price of $104.25 per share, as to the Second Series Preferred Stock, a redemption price of $104.21 per share, as to the Third Series Preferred Stock, a redemption price of $104.06 per share, as to the Fourth Series Preferred Stock, a redemption price of $104.18 per share, as to the Fifth Series Preferred Stock, a redemption price of $103.00 per share, as to the Sixth Series Preferred Stock, a redemption price of $102.92 per share, as to the Seventh Series Preferred Stock, a redemption price of $108.96 per share if redeemed on or prior to November 1, 1980, $106.58 per share if redeemed subsequent to November 1, 1980 but on or prior to November 1, 1985, and $104.20 per share if redeemed subsequent to November 1, 1985, as to the Eighth Series Preferred Stock, a redemption price of $107.70 per share if redeemed on or prior to April 1, l981, $105.74 per share if redeemed subsequent to April 1, 1981 but on or prior to April 1, 1986, and $103.78 per share if redeemed subsequent to April 1, 1986, as to the Ninth Series Preferred Stock, a redemption price of $107.04 per share if redeemed on or prior to January 1, 1982, $105.20 per share if redeemed subsequent to January 1, 1982 but on or prior to January 1, 1987, and $103.36 per share if redeemed subsequent to January 1, 1987, as to the Tenth Series Preferred Stock, a redemption price of $107.42 per share if redeemed on or prior to March 1, 1984, $105.28 per share if redeemed subsequent to March 1, 1984 but on or prior to March 1, 1989, and $103.14 per share if redeemed subsequent to March 1, 1989, as to the Eleventh Series Preferred Stock, a redemption price of $111.44 per share if redeemed on or prior to November 1, 1982 (except that no share of the Eleventh Series Preferred Stock shall be redeemed prior to November 1, 1982 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock, ranking prior to or on a parity with the Eleventh Series Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than 9.4297% per annum), $109.08 per share if redeemed subsequent to November 1, 1982 but on or prior to November 1, 1987, $106.72 per share if redeemed subsequent to November 1, 1987 but on or prior to November 1, 1992, and $104.36 per share if redeemed subsequent to November 1, 1992, as to the Twelfth Series Preferred Stock, a redemption price of $113.98 per share if redeemed on or prior to March 1, 1984 (except that no share of the Twelfth Series Preferred Stock shall be redeemed prior to March 1, 1984 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the Twelfth Series Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than 11.4560% per annum), $111.11 per share if redeemed subsequent to March 1, 1984 but on or prior to March 1, 1989, $108.24 per share if redeemed subsequent to March 1, 1989 but on or prior to March 1, 1994, and $105.37 per share if redeemed subsequent to March 1, 1994, as to the Series A Preferred Stock, a redemption price of $27.68 per share if redeemed on or prior to July 1, 1984 (except that no share of the Series A Preferred Stock shall be redeemed prior to July 1, 1984 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the Series A Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than 11.2705% per annum), $27.01 per share if redeemed subsequent to July 1, 1984 but on or prior to July 1, 1989, $26.34 per share if redeemed subsequent to July 1, 1989 but on or prior to July 1, 1994, and $25.67 per share if redeemed subsequent to July 1, 1994, as to the Series B Preferred Stock, a redemption price of $28.28 per share if redeemed on or prior to October 1, 1984 (except that no share of the Series B Preferred Stock shall be redeemed prior to October 1, 1984 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the Series B Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than 14.6103% per annum), $27.46 per share if redeemed subsequent to October 1, 1984 but on or prior to October 1, 1989, $26.64 per share if redeemed subsequent to October 1, 1989 but on or prior to October 1, 1994, and $25.82 per share if redeemed subsequent to October 1, 1994, as to the Series C Preferred Stock, a

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redemption price of $28.80 per share if redeemed on or prior to November 1, 1985 (except that no share of the Series C Preferred Stock shall be redeemed prior to November 1, 1985 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the Series C Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than 16.0616% per annum), $27.85 per share if redeemed subsequent to November 1, 1985 but on or prior to November 1, 1990, $26.90 per share if redeemed subsequent to November 1, 1990 but on or prior to November 1, 1995, and $25.95 per share if redeemed subsequent to November 1, 1995, and as to the Series D Preferred Stock, a redemption price of $28.68 per share if redeemed on or prior to May 1, 1987 (except that no share of the Series D Preferred Stock shall be redeemed prior to May 1, 1987 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the Series D Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than 15.4233% per annum), $27.76 per share if redeemed subsequent to May 1, 1987 but on or prior to May 1, 1992, $26.84 per share if redeemed subsequent to May 1, 1992 but on or prior to May 1, 1997, and $25.92 per share if redeemed subsequent to May 1, 1997, as to the Series E Preferred Stock, a redemption price of $28.16 per share if redeemed on or prior to February 1, 1988 (except that no share of the Series E Preferred Stock shall be redeemed prior to February 1, 1988 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the Series E Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than 13.1942% per annum), $27.37 per share if redeemed subsequent to February 1, 1988 but on or prior to February 1, 1993, $26.58 per share if redeemed subsequent to February 1, 1993 but on or prior to February 1, 1998, and $25.79 per share if redeemed subsequent to February 1, 1998, and

as to the Series F Preferred Stock, a redemption price of $29.80 per share if redeemed on or prior to August 1, 1985, $29.27 per share if redeemed subsequent to August 1, 1985 but on or prior to August 1, 1986, $28.73 per share if redeemed subsequent to August 1, 1986 but on or prior August 1, 1987, $28.20 per share if redeemed subsequent to August 1, 1987 but on or prior to August 1, 1988, $27.67 per share if redeemed subsequent to August 1, 1988 but on or prior to August 1, 1989, $27.13 per share if redeemed subsequent to August 1, 1989 but on or prior to August 1, 1990, $26.60 per share if redeemed subsequent to April 1, 1990 but on or prior to August 1, 1991, $26.07 per share if redeemed subsequent to April 1, 1991 but on or prior to August 1, 1992, $25.53 per share if redeemed subsequent to August 1, 1992 but on or prior to August 1, 1993, and $25.00 per share if redeemed subsequent to August 1, 1993, provided, however, that no share of the Series F Preferred Stock shall be redeemed prior August 1, 1989 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the Series F Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than 19.9171% per annum), and as to each additional series such redemption price or prices, with such restrictions or limitations, if any, on redemption or refunding, as shall be fixed in and by the resolution or resolutions of the Board of Directors of the Corporation providing for such series; plus, in each case where applicable, an amount equivalent to the accumulated and unpaid dividends, if any, to the date fixed for redemption; provided that without the vote of the issued and outstanding Common Stock, the Series A Preferred Stock shall be subject to redemption as and for a sinking fund as follows: on July 1, 1984 and on each July 1 thereafter (each such date being hereinafter referred to as a "Series A Sinking Fund Redemption Date"), for so long as any shares of the Series A Preferred Stock shall remain outstanding, the Corporation shall redeem, out of funds legally available therefor, 120,000 shares of the Series A Preferred Stock (or the number of shares then outstanding if less than 120,000) at the sinking fund redemption price of $25 per share plus, as to each share so redeemed, an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date of redemption (the obligation of the Corporation so to redeem the shares of the Series A Preferred Stock being hereinafter referred to as the "Series A Sinking Fund Obligation"); the Series A Sinking Fund Obligation shall be cumulative; if on any Series A Sinking Fund Redemption Date, the Corporation shall not have funds legally available therefor sufficient to redeem the full number of shares required to be redeemed on that date, the Series A Sinking Fund Obligation with respect to the shares not redeemed shall carry forward to each successive Series A Sinking Fund Redemption Date until such shares shall have been redeemed; whenever on any Series A Sinking Fund Redemption Date, the funds of the Corporation legally available for the satisfaction of the Series A Sinking Fund Obligation and all other sinking fund and similar obligations then existing with respect to any other class or series of its stock ranking on a parity as to dividends or assets with the Series A Preferred Stock (such Obligation and obligations collectively being hereinafter referred to as the "Total Sinking Fund Obligation") are insufficient to permit the Corporation to satisfy fully its Total Sinking Fund Obligation on that date, the Corporation shall apply to the satisfaction of its Series A Sinking Fund Obligation on that date that proportion of such legally available funds which is equal to the ratio of such Series A Sinking Fund Obligation to such Total Sinking Fund Obligation; in addition to the Series A Sinking Fund Obligation, the Corporation shall have the option, which shall be non-cumulative, to redeem, upon authorization of the Board of Directors, on each Series A Sinking Fund Redemption Date, at the aforesaid sinking fund redemption price, up to 120,000 additional shares of the Series A Preferred Stock; the Corporation shall be entitled, at its election, to credit against its Series A Sinking Fund Obligation on any Series A Sinking Fund Redemption Date any shares of the Series A Preferred Stock (including shares of the Series A Preferred Stock optionally redeemed at the aforesaid sinking fund redemption price) theretofore redeemed, other than shares of the Series A Preferred Stock redeemed pursuant to the Series A Sinking Fund Obligation, purchased or otherwise acquired and not previously credited against the Series A Sinking Fund Obligation; and provided that without the vote of the

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issued and outstanding Common Stock, the Series B Preferred Stock shall be subject to redemption as and for a sinking fund as follows: on October 1, 1984 and on each October 1 thereafter (each such date being hereinafter referred to as a "Series B Sinking Fund Redemption Date"), for so long as any shares of the Series B Preferred Stock shall remain outstanding, the Corporation shall redeem, out of funds legally available therefor, 80,000 shares of the Series B Preferred Stock (or the number of shares then outstanding if less than 80,000) at the sinking fund redemption price of $25 per share plus, as to each share so redeemed, an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date of redemption (the obligation of the Corporation so to redeem the shares of the Series B Preferred Stock being hereinafter referred to as the "Series B Sinking Fund Obligation"); the Series B Sinking Fund Obligation shall be cumulative; if on any Series B Sinking Fund Redemption Date, the Corporation shall not have funds legally available therefor sufficient to redeem the full number of shares required to be redeemed on that date, the Series B Sinking Fund Obligation with respect to the shares not redeemed shall carry forward to each successive Series B Sinking Fund Redemption Date until such shares shall have been redeemed; whenever on any Series B Sinking Fund Redemption Date, the funds of the Corporation legally available for the satisfaction of the Series B Sinking Fund Obligation and all other sinking fund and similar obligations then existing with respect to any other class or series of its stock ranking on a parity as to dividends or assets with the Series B Preferred Stock (such Obligation and obligations collectively being hereinafter referred to as the "Total Sinking Fund Obligation") are insufficient to permit the Corporation to satisfy fully its Total Sinking Fund Obligation on that date, the Corporation shall apply to the satisfaction of its Series B Sinking Fund Obligation on that date that proportion of such legally available funds which is equal to the ratio of such Series B Sinking Fund Obligation to such Total Sinking Fund Obligation; in addition to the Series B Sinking Fund Obligation, the Corporation shall have the option, which shall be non-cumulative, to redeem, upon authorization of the Board of Directors, on each Series B Sinking Fund Redemption Date, at the aforesaid sinking fund redemption price, up to 80,000 additional shares of the Series B Pre ferred Stock; the Corporation shall be entitled, at its election, to credit against its Series B Sinking Fund Obligation on any Series B Sinking Fund Redemption Date any shares of the Series B Preferred Stock (including shares of the Series B Preferred Stock optionally redeemed at the aforesaid sinking fund redemption price) theretofore redeemed, other than shares of the Series B Preferred Stock redeemed pursuant to the Series B Sinking Fund Obligation, purchased or otherwise acquired and not previously credited against the Series B Sinking Fund Obligation; and provided that without the vote of the issued and outstanding Common Stock, the Series C Preferred Stock shall be subject to redemption as and for a sinking fund as follows: on November 1, 1985 and on each November 1 thereafter (each such date being hereinafter referred to as a "Series C Sinking Fund Redemption Date"), for so long as any shares of the Series C Preferred Stock shall remain outstanding, the Corporation shall redeem, out of funds legally available therefor, 60,000 shares of the Series C Preferred Stock (or the number of shares then outstanding if less than 60,000) at the sinking fund redemption price of $25 per share plus, as to each share so redeemed, an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date of redemption (the obligation of the Corporation so to redeem the shares of the Series C Preferred Stock being hereinafter referred to as the "Series C Sinking Fund Obligation"); the Series C Sinking Fund Obligation shall be cumulative; if on any Series C Sinking Fund Redemption Date, the Corporation shall not have funds legally available therefor sufficient to redeem the full number of shares required to be redeemed on that date, the Series C Sinking Fund Obligation with respect to the shares not redeemed shall carry forward to each successive Series C Sinking Fund Redemption Date until such shares shall have been redeemed; whenever on any Series C Sinking Fund Redemption Date, the funds of the Corporation legally available for the satisfaction of the Series C Sinking Fund Obligation and all other sinking fund and similar obligations then existing with respect to any other class or series of its stock ranking on a parity as to dividends or assets with the Series C Preferred Stock (such Obligation and obligations collectively being hereinafter referred to as the "Total Sinking Fund Obligation") are insufficient to permit the Corporation to satisfy fully its Total Sinking Fund Obligation on that date, the Corporation shall apply to the satisfaction of its Series C Sinking Fund Obligation on that date that proportion of such legally available funds which is equal to the ratio of such Series C Sinking Fund Obligation to such Total Sinking Fund Obligation; in addition to the Series C Sinking Fund Obligation, the Corporation shall have the option, which shall be non-cumulative, to redeem, upon authorization of the Board of Directors, on each Series C Sinking Fund Redemption Date at the aforesaid sinking fund redemption price, up to 60,000 additional shares of the Series C Preferred Stock; the Corporation shall be entitled, at its election, to credit against its Series C Sinking Fund Obligation on any Series C Sinking Fund Redemption Date any shares of the Series C Preferred Stock (including shares of the Series C Preferred Stock optionally redeemed at the aforesaid sinking fund redemption price) theretofore redeemed, other than shares of the Series C Preferred Stock redeemed pursuant to the Series C Sinking Fund Obligation, purchased or otherwise acquired and not previously credited against the Series C Sinking Fund Obligation; and provided that without the vote of the issued and outstanding Common Stock, the Series D Preferred Stock shall be subject to redemption as and for a sinking fund as follows: on May 1, 1987 and on each May 1 thereafter (each such date being hereinafter referred to as a "Series D Sinking Fund Redemption Date"), for so long as any shares of the Series D Preferred Stock shall remain outstanding, the Corporation shall redeem, out of funds legally available therefor, 100,000 shares of the Series D Preferred Stock (or the number of shares then outstanding if less than 100,000) at the sinking fund redemption price of $25 per share plus, as to each share so redeemed, an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date of redemption (the obligation of the Corporation so to redeem the shares of the Series D Preferred Stock being hereinafter referred to as the "Series D Sinking Fund Obligation"); the Series D Sinking Fund Obligation shall be cumulative; if on any Series D Sinking Fund Redemption Date, the Corporation shall not have funds legally available therefor sufficient to redeem the full number of shares required to be redeemed on that date, the Series D Sinking Fund Obligation with respect to the shares not redeemed shall carry forward to each successive Series D Sinking Fund Redemption Date until such shares shall have been redeemed; whenever on any Series D Sinking Fund Redemption Date, the funds of the Corporation legally available for the satisfaction of the Series D Sinking Fund Obligation and all other sinking fund and similar obligations then existing with respect to any other class or series of its stock ranking on a parity as to dividends or assets with the Series D Preferred Stock (such Obligation and obligations collectively being hereinafter referred to as the "Total Sinking Fund Obligation") are insufficient to permit the Corporation to satisfy fully its Total Sinking Fund Obligation on that date, the Corporation shall apply to the satisfaction of its Series D Sinking Fund Obligation on that date that proportion of such legally available funds which is equal to the ratio of such Series D Sinking Fund Obligation to such Total Sinking Fund Obligation; in addition to the Series D Sinking Fund Obligation, the Corporation shall have the option, which shall be non-cumulative, to redeem, upon authorized of the Board of

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Directors, on each Series D Sinking Fund Redemption Date, at the aforesaid sinking fund redemption price, up to 100,000 additional shares of the Series D Preferred Stock; the Corporation shall be entitled, at its election, to credit against its Series D Sinking Fund Obligation on any Series D Sinking Fund Redemption Date any shares of the Series D Preferred Stock (including shares of the Series D Preferred Stock optionally redeemed at the aforesaid sinking fund redemption price) theretofore redeemed, other than shares of the Series D Preferred Stock redeemed pursuant to the Series D Sinking Fund Obligation, purchased or otherwise acquired and not previously credited against the Series D Sinking Fund Obligation; and provided that without the vote of the issued and outstanding Common Stock, the Series E Preferred Stock shall be subject to redemption as and for a sinking fund as follows: on February 1, 1988 and on each February 1 thereafter (each such date being hereinafter referred to as a "Series E Sinking Fund Redemption Date"), for so long as any shares of the Series E Preferred Stock shall remain outstanding, the Corporation shall redeem, out of funds legally available therefor, 150,000 shares of the Series E Preferred Stock (or the number of shares then outstanding if less than 150,000) at the sinking fund redemption price of $25 per share plus, as to each share so redeemed, an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date of redemption (the obligation of the Corporation so to redeem the shares of the Series E Preferred Stock being hereinafter referred to as the "Series E Sinking Fund Obligation"); the Series E Sinking Fund Obligation shall be cumulative; if on any Series E Sinking Fund Redemption Date, the Corporation shall not have funds legally available therefor sufficient to redeem the full number of shares required to be redeemed on that date, the Series E Sinking Fund Obligation with respect to the shares not redeemed shall carry forward to each successive Series E Sinking Fund Redemption Date until such shares shall have been redeemed; whenever on any Series E Sinking Fund Redemption Date, the funds of the Corporation legally available for the satisfaction of the Series E Sinking Fund Obligation and all other sinking fund and similar obligations then existing with respect to any other class or series of its stock ranking on a parity as to dividends or assets with the Series E Preferred Stock (such Obligation and obligations collectively being hereinafter referred to as the "Total Sinking Fund Obligation") are insufficient to permit the Corporation to satisfy fully its Total Sinking Fund Obligation on that date, the Corporation shall apply to the satisfaction of its Series E Sinking Fund Obligation on that date that proportion of such legally available funds which is equal to the ratio of such Series E Sinking Fund Obligation to such Total Sinking Fund Obligation; in addition to the Series E Sinking Fund Obligation, the Corporation shall have the option, which shall be non- cumulative, to redeem, upon authorized of the Board of Directors, on each Series E Sinking Fund Redemption Date, at the aforesaid sinking fund redemption price, up to 150,000 additional shares of the Series E Preferred Stock; the Corporation shall be entitled, at its election, to credit against its Series E Sinking Fund Obligation on any Series E Sinking Fund Redemption Date any shares of the Series E Preferred Stock (including shares of the Series E Preferred Stock optionally redeemed at the aforesaid sinking fund redemption price) theretofore redeemed, other than shares of the Series E Preferred Stock redeemed pursuant to the Series E Sinking Fund Obligation, purchased or otherwise acquired and not previously credited against the Series E Sinking Fund Obligation; and provided that without the vote of the issued and outstanding Common Stock, the Series F Preferred Stock shall be subject to redemption as and for a sinking fund as follows: on August 1, 1990 and on each August 1 thereafter (each such date being hereinafter referred to as a "Series F Sinking Fund Redemption Date"), for so long as any shares of the Series F Preferred Stock shall remain outstanding, the Corporation shall redeem, out of funds legally available therefor, 400,000 shares of the Series F Preferred Stock (or the number of shares then outstanding if less than 400,000) at the sinking fund redemption price of $25 per share plus, as to each share so redeemed, an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date of redemption (the obligation of the Corporation so to redeem the shares of the Series F Preferred Stock being hereinafter referred to as the "Series F Sinking Fund Obligation"); the Series F Sinking Fund Obligation shall be cumulative; if on any Series F Sinking Fund Redemption Date, the Corporation shall not have funds legally available therefor sufficient to redeem the full number of shares required to be redeemed on that date, the Series F Sinking Fund Obligation with respect to the shares not redeemed shall carry forward to each successive Series F Sinking Fund Redemption Date until such shares shall have been redeemed; whenever on any Series F Sinking Fund Redemption Date, the funds of the Corporation legally available for the satisfaction of the Series F Sinking Fund Obligation and all other sinking fund and similar obligations then existing with respect to any other class or series of its stock ranking on a parity as to dividends or assets with the Series F Preferred Stock (such Obligation and obligations collectively being hereinafter referred to as the "Total Sinking Fund Obligation") are insufficient to permit the Corporation to satisfy fully its Total Sinking Fund Obligation on that date, the Corporation shall apply to the satisfaction of its Series F Sinking Fund Obligation on that date that proportion of such legally available funds which is equal to the ratio of such Series F Sinking Fund Obligation to such Total Sinking Fund Obligation; in addition to the Series F Sinking Fund Obligation, the Corporation shall have the option, which shall be non-cumulative, to redeem, upon authorized of the Board of Directors, on each Series F Sinking Fund Redemption Date, at the aforesaid sinking fund redemption price, up to 400,000 additional shares of the Series F Preferred Stock; the Corporation shall be entitled, at its election, to credit against its Series F Sinking Fund Obligation on any Series F Sinking Fund Redemption Date any shares of the Series F Preferred Stock (including shares of the Series F Preferred Stock optionally redeemed at the aforesaid sinking fund redemption price) theretofore redeemed, other than shares of the Series F Preferred Stock redeemed pursuant to the Series F Sinking Fund Obligation, purchased or otherwise acquired and not previously credited against the Series F Sinking Fund Obligation.

The last sentence of paragraph (H) of Part III of said Article 3 is amended to be and to read in its entirety as follows:

So long as any of the Second through Twelfth Series Preferred Stock or any of the Series A, Series B, Series C, Series D, Series E or Series F Preferred Stock remains outstanding, or here remains outstanding any additional series of Preferred Stock with respect to which the resolution or resolutions of the Board of Directors of the Corporation providing for same makes this sentence applicable, at any time when the aggregate of all amounts credited subsequent to January 1, 1953 to the depreciation reserve account of the Corporation and Louisiana Power & Light Company, a Florida corporation, through charges to operating revenue deductions or otherwise on the books of the Corporation and Louisiana Power & Light Company, a Florida corporation (other than transfers out of the balance of surplus as of December 31, 1952), shall be less than the amount computed as provided in clause (aa) below, under requirements contained in the Corporation's mortgage indentures, then for the purposes of subparagraphs (a) and (b) above, in determining the earnings available for Common Stock dividends during any twelve-month

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period, the amount to be provided for depreciation in that period shall be (aa) the greater of the cumulative amount charged to depreciation expense on the books of the Corporation and Louisiana Power & Light Company, a Florida corporation, or the cumulative amount computed under requirements contained in the Corporation's mortgage indentures relating to minimum depreciation provisions (the latter cumulative amount being the aggregate of the largest amounts separately computed for entire periods of differing coexisting mortgage indenture requirements) for the period from January 1, 1953 to and including said twelve-month period, less (bb) the greater of the cumulative amount charged to depreciation expense on the books of the Corporation and Louisiana Power & Light Company, a Florida corporation, or the cumulative amount computed under requirements contained in the Corporation's mortgage indentures relating to minimum depreciation provisions (the latter cumulative amount being the aggregate of the largest amounts separately computed for entire periods of differing coexisting mortgage indenture requirements) from January 1, 1953 up to but excluding said twelve-month period; provided that in the event any company other than Louisiana Power & Light Company, a Florida corporation, is merged into the Corporation, the "cumulative amount computed under requirements contained in the Corporation's mortgage indentures relating to minimum depreciation provisions" referred to above shall be computed without regard, for the period prior to the merger, of property acquired in the merger, and the "cumulative amount charged to depreciation expense on the books of the Corporation and Louisiana Power & Light Company, a Florida corporation", shall be exclusive of amounts provided for such property prior to the merger.

The Restated Articles of Incorporation, as amended, of the said Louisiana Power & Light Company were amended as aforesaid by its Board of Directors as provided in Section 33 of Title 12 of the Louisiana Revised Statutes of 1950, as amended, and pursuant to the authority granted in and by said Restated Articles of Incorporation and the laws of the State of Louisiana, and particularly, but not by way of limitation, Part II of Article 3 of said Restated Articles of Incorporation and Sections 24B(6) and 33A and E of Title 12 of the Louisiana Revised Statutes of 1950, as amended.

The Restated Articles of Incorporation, as amended, of said Louisiana Power & Light Company were not amended in any other respect than as set forth hereinabove, and all of the provisions of said Restated Articles of Incorporation, as amended as hereinabove set forth, relating in any way to the shares of stock of said Louisiana Power & Light Company are incorporated and stated in these Articles of Amendment by reference.

These Articles of Amendment are executed on and dated the 10th day of August, 1984.

Louisiana Power & Light Company

By: /s/ James M. Cain
James M. Cain,
President

By: /s/ N. J. Briley
N. J. Briley, Secretary

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ACKNOWLEDGMENT

STATE OF LOUISIANA

PARISH OF ORLEANS

BEFORE ME, the undersigned authority, personally came and appeared JAMES M. CAIN and N. J. BRILEY, to me known and known to me to be the President and the Secretary, respectively, of Louisiana Power & Light Company and the persons who executed the foregoing instrument in such capacities, and who, after first being duly sworn by me, did declare and acknowledge that they signed and executed the foregoing instrument in such capacities for and in the name of the said Louisiana Power & Light Company, as its and their free act and deed, being thereunto duly authorized.

/s/ James M. Cain
James M. Cain, President
Louisiana Power & Light Company

/s/ N, J. Briley
N. J. Briley, Secretary
Louisiana Power & Light Company

Sworn to and subscribed before me at New Orleans, Louisiana, on this 10th day of August, 1984.

/s/ Melvin I. Schwartzman
Notary Public

My commission is issued for life.

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ARTICLES OF AMENDMENT
to the
RESTATED ARTICLES OF INCORPORATION, AS AMENDED,
of
LOUISIANA POWER & LIGHT COMPANY

On February 24, 1989, the shareholders of Louisiana Power & Light Company, a corporation organized and existing under the laws of the State of Louisiana, by a resolution unanimously adopted by all of the shareholders of said corporation entitled to vote on the matter, amended paragraph
(a) of Part I of Article 3 of the Restated Articles of Incorporation, as amended, of said corporation to read in its entirety as follows:

(a) 250,000,000 shares of Common Stock, without nominal or par value (hereinafter called the "Common Stock").

The Restated Articles of Incorporation, as amended, of the said Louisiana Power & Light Company were amended by its shareholders as aforesaid by the Unanimous Written Consent to such corporate action of all of the shareholders of said corporation entitled to vote thereon, signed and executed on February 24, 1989, in accordance with and pursuant to the authority granted in and by the laws of the State of Louisiana and particularly, but not by way of limitation, Section 76 of Title 12 of the Louisiana Revised Statutes of 1950, as amended, the said Unanimous Written Consent having been signed and executed on the date aforesaid by Middle South Utilities, Inc., which was then and is now the sole owner and shareholder of record of 137,110,900 shares of the Common Stock of the said Louisiana Power & Light Company, said 137,110,900 shares being all of the outstanding Common Stock of the said Louisiana Power & Light Company and said Common Stock having all of the voting power and being all of the capital stock of the said Louisiana Power & Light Company entitled to vote on the foregoing amendment to its Restated Articles of Incorporation, as amended; and in and by said Unanimous Written Consent the said Middle South Utilities, Inc. affirmatively voted all of said stock in favor of, authorized, consented to, approved and constituted as the corporation action of the said Louisiana Power & Light Company, the amendment of its Restated Articles of Incorporation, as amended, as hereinabove of its Restated Articles of Incorporation, as amended, as hereinabove set forth.

The Restated Articles of Incorporation of said Louisiana Power & Light Company, as heretofore amended, were not amended in any other respect than as set forth hereinabove, and all of the provisions of said Restated Articles of Incorporation, as heretofore amended and as amended as hereinabove set forth, relating in any way to the shares of stock of said Louisiana Power & Light Company are incorporated and stated in these Articles of Amendment by Reference.

These Articles of Amendment are executed on and dated the 28th day of February, 1989.

LOUISIANA POWER & LIGHT COMPANY

By: /s/ Donald Hunter
Donald Hunter
President and Chief
Operating Officer

By: /s/ T. O. Lind
Thomas O. Lind,
Secretary

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ACKNOWLEDGMENT

STATE OF LOUISIANA

PARISH OF ORLEANS

BEFORE ME, the undersigned authority, personally came and appeared DONALD HUNTER and THOMAS O. LIND, to me known and known to me to be the President and Chief Operating Officer and the Secretary, respectively, of Louisiana Power & Light Company and the persons who executed the foregoing instrument in such capacities, and who, after first being duly sworn by me, did declare and acknowledge that they signed and executed the foregoing instrument in such capacities for and in the name of the said Louisiana Power & Light Company, as its and their free act and deed, being thereunto duly authorized.

/s/ Donald Hunter
Donald Hunter
President and Chief
Operating Officer
Louisiana Power & Light
Company

/s/ Thomas O. Lind
Thomas O. Lind, Secretary
Louisiana Power & Light
Company

Sworn to and subscribed before me at
New Orleans, Louisiana, on this 28th
day of February, 1989.

Notary Public

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ARTICLES OF AMENDMENT

to the
RESTATED ARTICLES OF INCORPORATION, AS AMENDED
of
LOUISIANA POWER & LIGHT COMPANY

On June 24, 1991 the Board of Directors of Louisiana Power & Light Company, a corporation organized and existing under the laws of the State of Louisiana, at a meeting of said Board of Directors duly convened and held, with a quorum present and acting throughout, by resolutions unanimously adopted, amended Article 3 of the Restated Articles of Incorporation, as amended, of said corporation as follows:

Sub-paragraph (ii) of paragraph (b) of Part I of said Article 3 is amended to be and to read in its entirety as follows:

(ii) Said 22,000,000 shares of $25 Preferred Stock shall be issuable in one or more series from time to time; one series of $25 Preferred Stock shall consist of 2,400,000 shares of 10.72% Preferred Stock, Cumulative, $25 par value (hereinafter sometimes called "Series A Preferred Stock"), one series of $25 Preferred Stock shall consist of 1,600,000 shares of 13.12% Preferred Stock, Cumulative, $25 par value (hereinafter sometimes called "Series B Preferred Stock"), one series of $25 Preferred Stock shall consist of 1,200,000 shares of 15.20% Preferred Stock, Cumulative, $25 par value (hereinafter sometimes called "Series C Preferred Stock"), one series of $25 Preferred Stock shall consist of 2,000,000 shares of 14.72% Preferred Stock, Cumulative, $25 par value (hereinafter sometimes called "Series D Preferred Stock"), one series of $25 Preferred Stock shall consist of 3,000,000 shares of 12.64% Preferred Stock, Cumulative, $25 par value (hereinafter sometimes called "Series E Preferred Stock"), one series of $25 Preferred Stock shall consist of 2,000,000 shares of 19.20% Preferred Stock, Cumulative, $25 par value (hereinafter sometimes called "Series F Preferred Stock"), and one series of $25 Preferred Stock shall consist of 2,000,000 shares of 9.68% Preferred Stock, Cumulative, $25 par value (hereinafter sometimes called "Series G Preferred Stock"); and the remaining 7,800,000 of said shares of $25 Preferred Stock may be divided into and issued in additional series from time to time, each such additional series to be provided for and to be distinctively designated, and the issuance of the shares of each such additional series to be authorized, in and by a resolution or resolutions to be adopted by the Board of Directors of the Corporation in accordance with the provisions hereof.

The second sentence of Part II of said Article 3 is amended to be and to read in its entirety as follows:

The shares of each series of Preferred Stock shall have the same rank and shall have the same relative rights except with respect to such characteristics as are peculiar to or pertain only to the particular class of such series and with respect to the following characteristics:

(a) The number of shares to constitute each such series and the distinctive designation thereof;

(b) The annual rate or rates of dividends payable on shares of such series and the date from which such dividends shall commence to accumulate;

(c) The amount or amounts payable upon redemption thereof; and

(d) The terms and amount of the sinking fund requirements (if any) for the purchase or redemption of shares of each series of Preferred Stock other than the First through Tenth Series Preferred Stock;

which different characteristics of clauses (a), (b), and (c) above are herein set forth with respect to the First through Tenth Series Preferred Stock and of clauses (a), (b), (c), and (d) above are herein set forth with respect to the Eleventh and Twelfth Series Preferred Stock and the Series A, Series B, Series C, Series D, Series E, Series F, and Series G Preferred Stock, and, with respect to each additional series of Preferred Stock, the desig nation of the class thereof and the different characteristics of clauses (a), (b), (c), and (d) above shall be set forth in the resolution or resolutions of the Board of Directors of the Corporation providing for such series.

Paragraph (A) of Part III of said Article 3 is amended to be and to read in its entirety as follows:

(A) The Preferred Stock shall be entitled, but only when and as declared by the Board of Directors, out of funds legally available for the payment of dividends, in preference to the Common Stock, to dividends at the rate of 4.96% per annum on the First Series Preferred Stock, at the rate of 4.16% per annum on the Second Series Preferred Stock, at the rate of 4.44% per annum on the Third Series Preferred Stock, at the rate of 5.16% per annum on the Fourth Series Preferred Stock, at the rate of
5.40% per annum on the Fifth Series Preferred Stock, at the rate of 6.44% per annum on the Sixth Series Preferred Stock, at the rate of 9.52% per annum on the Seventh Series Preferred Stock, at the rate of
7.84% per annum on the Eighth Series Preferred Stock, at the rate of 7.36% per annum on the Ninth Series Preferred Stock, at the rate of 8.56% per annum on the Tenth Series Preferred Stock, at the rate of 9.44% per annum on the Eleventh Series Preferred Stock, at the rate of 11.48% per annum on the Twelfth Series Preferred Stock, at the rate of 10.72% per annum on the Series A Preferred Stock, at the rate of 13.12% per annum on the Series B Preferred Stock, at the rate of 15.20% per annum on the Series C Preferred Stock, at the rate of 14.72% per annum on the Series D Preferred Stock, at the rate of 12.64% per annum on the Series E Preferred Stock, at the rate of 19.20% per annum on the Series F

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Preferred Stock, and at the rate of 9.68% per annum on the Series G Preferred Stock, of the par value thereof, and no more, and at such rate per annum on each additional series as shall be fixed in and by the resolution or resolutions of the Board of Directors of the Corporation providing for the issuance of the shares of such series, payable quarterly on February 1, May 1, August 1 and November 1 of each year to stockholders of record as of a date, not exceeding forty (40) days and not less than ten (10) days preceding such dividend payment dates, to be fixed by the Board of Directors, such dividends to be cumulative from the last date to which dividends upon the First through Tenth Series Preferred Stock of Louisiana Power & Light Company, a Florida corporation, are paid, with respect to the First through Tenth Series Preferred Stock, from November 2, 1977 with respect to the Eleventh Series Preferred Stock, from March 1, 1979 with respect to the Twelfth Series Preferred Stock, from July 19, 1979 with respect to the Series A Preferred Stock, from October 17, 1979 with respect to the Series B Preferred Stock, from November 6, 1980 with respect to the Series C Preferred Stock, from May 19, 1982 with respect to the Series D Preferred Stock, from February 24, 1983 with respect to the Series E Preferred Stock, from August 17, 1984 with respect to the Series F Preferred Stock, from July 2, 1991 with respect to the Series G Preferred Stock, and from such date with respect to each additional series, if made cumulative in and by the resolution or resolutions of the Board of Directors of the Corporation providing for such series, as shall be fixed in and by such resolution or resolutions, provided that, if such resolution or resolutions so provide, the first dividend payment date for any such additional series may be the dividend payment date next succeeding the dividend payment date immediately following the issuance of the shares of such series.

The first sentence of paragraph (G) of Part III of said Article 3 is amended to be and to read in its entirety as follows:

(G) Upon the affirmative vote of a majority of the shares of the issued and outstanding Common Stock at any annual meeting, or any special meeting called for that purpose, the Corporation may at any time redeem all of any series of the Preferred Stock or may from time to time redeem any part thereof, by paying in cash, as to the First Series Preferred Stock, a redemption price of $104.25 per share, as to the Second Series Preferred Stock, a redemption price of $104.21 per share, as to the Third Series Preferred Stock, a redemption price of $104.06 per share, as to the Fourth Series Preferred Stock, a redemption price of $104.18 per share, as to the Fifth Series Preferred Stock, a redemption price of $103.00 per share, as to the Sixth Series Preferred Stock, a redemption price of $102.92 per share, as to the Seventh Series Preferred Stock, a redemption price of $108.96 per share if redeemed on or prior to November 1, 1980, $106.58 per share if redeemed subsequent to November 1, 1980 but on or prior to November 1, 1985, and $104.20 per share if redeemed subsequent to November 1, 1985, as to the Eighth Series Preferred Stock, a redemption price of $107.70 per share if redeemed on or prior to April 1, 1981, $105.74 per share if redeemed subsequent to April 1, 1981 but on or prior to April 1, 1986, and $103.78 per share if redeemed subsequent to April 1, 1986, as to the Ninth Series Preferred Stock, a redemption price of $107.04 per share if redeemed on or prior to January 1, 1982, $105.20 per share if redeemed subsequent to January 1, 1982 but on or prior to January 1, 1987, and $103.36 per share if redeemed subsequent to January 1, 1987, as to the Tenth Series Preferred Stock, a redemption price of $107.42 per share if redeemed on or prior to March 1, 1984, $105.28 per share if redeemed subsequent to March 1, 1984 but on or prior to March 1, 1989, and $103.14 per share if redeemed subsequent to March 1, 1989, as to the Eleventh Series Preferred Stock, a redemption price of $111.44 per share if redeemed on or prior to November 1, 1982 (except that no share of the Eleventh Series Preferred Stock shall be redeemed prior to November 1, 1982 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the Elev enth Series Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than 9.4297% per annum), $109.08 per share if redeemed subsequent to November 1, 1982 but on or prior to November 1, 1987, $106.72 per share if redeemed subsequent to November 1, 1987 but on or prior to November 1, 1992, and $104.36 per share if redeemed subsequent to November 1, 1992, as to the Twelfth Series Preferred Stock, a redemption price of $113.98 per share if redeemed on or prior to March 1, 1984 (except that no share of the Twelfth Series Preferred Stock shall be redeemed prior to March 1, 1984 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the Twelfth Series Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than 11.4560% per annum), $111.11 per share if redeemed subsequent to March 1, 1984 but on or prior to March 1, 1989, $108.24 per share if redeemed subsequent to March 1, 1989 but on or prior to March 1, 1994, and $105.37 per share if redeemed subsequent to March 1, 1994, as to the Series A Preferred Stock, a redemption price of $27.68 per share if redeemed on or prior to July 1, 1984 (except that no share of the Series A Preferred Stock shall be redeemed prior to July 1, 1984 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the Series A Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than 11.2705% per annum), $27.01 per share if redeemed subsequent to July 1, 1984 but on or prior to July 1, 1989, $26.34 per share if redeemed subsequent to July 1, 1989 but on or prior to July 1, 1994, and $25.67 per share if redeemed subsequent to July 1, 1994, as to the Series B Preferred Stock, a redemption price of $28.28 per share if redeemed on or prior to October 1, 1984 (except that no share of the Series B Preferred Stock shall be redeemed prior to October 1, 1984 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the Series B Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than 14.6103% per annum), $27.46 per share if redeemed subsequent to October 1, 1984 but on or prior to October 1, 1989, $26.64 per share if

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redeemed subsequent to October 1, 1989 but on or prior to October 1, 1994, and $25.82 per share if redeemed subsequent to October 1, 1994, as to the Series C Preferred Stock, a redemption price of $28.80 per share if redeemed on or prior to November 1, 1985 (except that no share of the Series C Preferred Stock shall be redeemed prior to November 1, 1985 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the Series C Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than 16.0616% per annum), $27.85 per share if redeemed subsequent to November 1, 1985 but on or prior to November 1, 1990, $26.90 per share if redeemed subsequent to November 1, 1990 but on or prior to November 1, 1995, and $25.95 per share if redeemed subsequent to November 1, 1995, as to the Series D Preferred Stock, a redemption price of $28.68 per share if redeemed on or prior to May 1, 1987 (except that no share of the Series D Preferred Stock shall be redeemed prior to May 1, 1987 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the Series D Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than 15.4233% per annum), $27.76 per share if redeemed subsequent to May 1, 1987 but on or prior to May 1, 1992, $26.84 per share if redeemed subsequent to May 1, 1992 but on or prior to May 1, 1997, and $25.92 per share if redeemed subsequent to May 1, 1997, as to the Series E Preferred Stock, a redemption price of $28.16 per share if redeemed on or prior to February 1, 1988 (except that no share of the Series E Preferred Stock shall be redeemed prior to February 1, 1988 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the Series E Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than 13.1942% per annum), $27.37 per share if redeemed subsequent to February 1, 1988 but on or prior to February 1, 1993, $26.58 per share if redeemed subsequent to February 1, 1993 but on or prior to February 1, 1998, and $25.79 per share if redeemed subsequent to February 1, 1998, as to the Series F Preferred Stock, a redemption price of $29.80 per share if redeemed on or prior to August 1, 1985, $29.27 per share if redeemed subsequent to August 1, 1985 but on or prior to August 1, 1986, $28.73 per share if redeemed subsequent to August 1, 1986 but on or prior to August 1, 1987, $28.20 per share if redeemed subsequent to August 1, 1987 but on or prior to August 1, 1988, $27.67 per share if redeemed subsequent to August 1, 1988 but on or prior to August 1, 1989, $27.13 per share if redeemed subsequent to August 1, 1989 but on or prior to August 1, 1990, $26.60 per share if redeemed subsequent to August 1, 1990 but on or prior to August 1, 1991, $26.07 per share if redeemed subsequent to August 1, 1991 but on or prior to August 1, 1992, $25.53 per share if redeemed subsequent to August 1, 1992 but on or prior to August 1, 1993, and $25.00 per share if redeemed subsequent to August 1, 1993, provided, however, that no share of the Series F Preferred Stock shall be redeemed prior to August 1, 1989 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the Series F Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than 19.9171% per annum, and as to the Series G Preferred Stock, a redemption price of $25.00 per share (except that no share of the Series G Preferred Stock shall be redeemed on or before August 1, 1996), and as to each additional series such redemption price or prices, with such restrictions or limitations, if any, on redemption or refunding, as shall be fixed in and by the resolution or resolutions of the Board of Directors of the Corporation providing for such series; plus, in each case where applicable, an amount equivalent to the accumulated and unpaid dividends, if any, to the date fixed for redemption; provided that without the vote of the issued and outstanding Common Stock, the Series A Preferred Stock shall be subject to redemption as and for a sinking fund as follows: on July 1, 1984 and on each July 1 thereafter (each such date being hereinafter referred to as a "Series A Sinking Fund Redemption Date"), for so long as any shares of the Series A Preferred Stock shall remain outstanding, the Corporation shall redeem, out of funds legally available therefor, 120,000 shares of the Series A Preferred Stock (or the number of shares then outstanding if less than 120,000) at the sinking fund redemption price of $25 per share plus, as to each share so redeemed, an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date of redemption (the obligation of the Corporation so to redeem the shares of the Series A Preferred Stock being hereinafter referred to as the "Series A Sinking Fund Obligation"); the Series A Sinking Fund Obligation shall be cumulative; if on any Series A Sinking Fund Redemption Date, the Corporation shall not have funds legally available therefor sufficient to redeem the full number of shares required to be redeemed on that date, the Series A Sinking Fund Obligation with respect to the shares not redeemed shall carry forward to each successive Series A Sinking Fund Redemption Date until such shares shall have been redeemed; whenever on any Series A Sinking Fund Redemption Date, the funds of the Corporation legally available for the satisfaction of the Series A Sinking Fund Obligation and all other sinking fund and similar obligations then existing with respect to any other class or series of its stock ranking on a parity as to dividends or assets with the Series A Preferred Stock (such Obligation and obligations collectively being hereinafter referred to as the "Total Sinking Fund Obligation") are insufficient to permit the Corporation to satisfy fully its Total Sinking Fund Obligation on that date, the Corporation shall apply to the satisfaction of its Series A Sinking Fund Obligation on that date that proportion of such legally available funds which is equal to the ratio of such Series A Sinking Fund Obligation to such Total Sinking Fund Obligation; in addition to the Series A Sinking Fund Obligation, the Corporation shall have the option, which shall be non-cumulative, to redeem, upon authorization of the Board of Directors, on each Series A Sinking Fund Redemption Date, at the aforesaid sinking fund redemption price, up to 120,000 additional shares of the Series A Preferred Stock; the Corporation shall be entitled, at its election, to credit against its Series A Sinking Fund Obligation on any Series A Sinking Fund Redemption Date any shares of the Series A Preferred Stock (including shares of the Series A Preferred Stock optionally redeemed at the aforesaid sinking fund redemption price) theretofore redeemed, other than shares of the Series A Preferred Stock redeemed pursuant to the

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Series A Sinking Fund Obligation, purchased or otherwise acquired and not previously credited against the Series A Sinking Fund Obligation; and provided that without the vote of the issued and outstanding Common Stock, the Series B Preferred Stock shall be subject to redemption as and for a sinking fund as follows: on October 1, 1984 and on each October 1 thereafter (each such date being hereinafter referred to as a "Series B Sinking Fund Redemption Date"), for so long as any shares of the Series B Preferred Stock shall remain outstanding, the Corporation shall redeem, out of funds legally available therefor, 80,000 shares of the Series B Preferred Stock (or the number of shares then outstanding if less than 80,000) at the sinking fund redemption price of $25 per share plus, as to each share so redeemed, an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date of redemption (the obligation of the Corporation so to redeem the shares of the Series B Preferred Stock being hereinafter referred to as the "Series B Sinking Fund Obligation"); the Series B Sinking Fund Obligation shall be cumulative; if on any Series B Sinking Fund Redemption Date, the Corporation shall not have funds legally available therefor sufficient to redeem the full number of shares required to be redeemed on that date, the Series B Sinking Fund Obligation with respect to the shares not redeemed shall carry forward to each successive Series B Sinking Fund Redemption Date until such shares shall have been redeemed; whenever on any Series B Sinking Fund Redemption Date, the funds of the Corporation legally available for the satisfaction of the Series B Sinking Fund Obligation and all other sinking fund and similar obligations then existing with respect to any other class or series of its stock ranking on a parity as to dividends or assets with the Series B Preferred Stock (such Obligation and obligations collectively being hereinafter referred to as the "Total Sinking Fund Obligation") are insufficient to permit the Corporation to satisfy fully its Total Sinking Fund Obligation on that date, the Corporation shall apply to the satisfaction of its Series B Sinking Fund Obligation on that date that proportion of such legally available funds which is equal to the ratio of such Series B Sinking Fund Obligation to such Total Sinking Fund Obligation; in addition to the Series B Sinking Fund Obligation, the Corporation shall have the option, which shall be non-cumulative, to redeem, upon authorization of the Board of Directors, on each Series B Sinking Fund Redemption Date, at the aforesaid sinking fund redemption price, up to 80,000 additional shares of the Series B Preferred Stock; the Corporation shall be entitled, at its election, to credit against its Series B Sinking Fund Obligation on any Series B Sinking Fund Redemption Date any shares of the Series B Preferred Stock (including shares of the Series B Preferred Stock optionally redeemed at the aforesaid sinking fund redemption price) theretofore redeemed, other than shares of the Series B Preferred Stock redeemed pursuant to the Series B Sinking Fund Obligation, purchased or otherwise acquired and not previously credited against the Series B Sinking Fund Obligation; and provided that without the vote of the issued and outstanding Common Stock, the Series C Preferred Stock shall be subject to redemption as and for a sinking fund as follows: on November 1, 1985 and on each November 1 thereafter (each such date being hereinafter referred to as a "Series C Sinking Fund Redemption Date"), for so long as any shares of the Series C Preferred Stock shall remain outstanding, the Corporation shall redeem, out of funds legally available therefor, 60,000 shares of the Series C Preferred Stock (or the number of shares then outstanding if less than 60,000) at the sinking fund redemption price of $25 per share plus, as to each share so redeemed, an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date of redemption (the obligation of the Corporation so to redeem the shares of the Series C Preferred Stock being hereinafter referred to as the "Series C Sinking Fund Obligation"); the Series C Sinking Fund Obligation shall be cumulative; if on any Series C Sinking Fund Redemption Date, the Corporation shall not have funds legally available therefor sufficient to redeem the full number of shares required to be redeemed on that date, the Series C Sinking Fund Obligation with respect to the shares not redeemed shall carry forward to each successive Series C Sinking Fund Redemption Date until such shares shall have been redeemed; whenever on any Series C Sinking Fund Redemption Date, the funds of the Corporation legally available for the satisfaction of the Series C Sinking Fund Obligation and all other sinking fund and similar obligations then existing with respect to any other class or series of its stock ranking on a parity as to dividends or assets with the Series C Preferred Stock (such Obligation and obligations collectively being hereinafter referred to as the "Total Sinking Fund Obligation") are insufficient to permit the Corporation to satisfy fully its Total Sinking Fund Obligation on that date, the Corporation shall apply to the satisfaction of its Series C Sinking Fund Obligation on that date that proportion of such legally available funds which is equal to the ratio of such Series C Sinking Fund Obligation to such Total Sinking Fund Obligation; in addition to the Series C Sinking Fund Obligation, the Corporation shall have the option, which shall be non-cumulative, to redeem, upon authorization of the Board of Directors, on each Series C Sinking Fund Redemption Date, at the aforesaid sinking fund redemption price, up to 60,000 additional shares of the Series C Preferred Stock; the Corporation shall be entitled, at its election, to credit against its Series C Sinking Fund Obligation on any Series C Sinking Fund Redemption Date any shares of the Series C Preferred Stock (including shares of the Series C Preferred Stock optionally redeemed at the aforesaid sinking fund redemption price) theretofore redeemed, other than shares of the Series C Preferred Stock redeemed pursuant to the Series C Sinking Fund Obligation, purchased or otherwise acquired and not previously credited against the Series C Sinking Fund Obligation; and provided that without the vote of the issued and outstanding Common Stock, the Series D Preferred Stock shall be subject to redemption as and for a sinking fund as follows: on May 1, 1987 and on each May 1 thereafter (each such date being hereinafter referred to as a "Series D Sinking Fund Redemption Date"), for so long as any shares of the Series D Preferred Stock shall remain outstanding, the Corporation shall redeem, out of funds legally available therefor, 100,000 shares of the Series D Preferred Stock (or the number of shares then outstanding if less than 100,000) at the sinking fund redemption price of $25 per share plus, as to each share so redeemed, an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date of redemption (the obligation of the Corporation so to redeem the shares of the Series D Preferred Stock being hereinafter referred to as the "Series D Sinking Fund Obligation"); the Series D Sinking Fund Obligation shall be cumulative; if on any Series D Sinking Fund Redemption Date, the Corporation shall not have funds legally available therefor sufficient to redeem the full number of shares required to be redeemed on that date, the Series D Sinking Fund Obligation with respect to the shares not redeemed shall carry forward to each successive Series D Sinking Fund Redemption Date until such shares shall have been redeemed; whenever on any Series D Sinking Fund Redemption Date, the funds of the Corporation legally available for the satisfaction of the Series D Sinking Fund Obligation and all other sinking fund and similar obligations then existing with respect to any other class or series of its stock ranking on a parity as to dividends or assets with the Series D Preferred Stock (such Obligation and obligations collectively being hereinafter referred to as the "Total Sinking Fund Obligation") are insufficient to permit the Corporation to satisfy fully its Total Sinking Fund Obligation on that date, the Corporation shall apply to the satisfaction of its Series D Sinking Fund Obligation on that date that proportion of such legally available funds which is equal to the ratio of such Series D Sinking Fund Obligation to such Total Sinking Fund

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Obligation; in addition to the Series D Sinking Fund Obligation, the Corporation shall have the option, which shall be non-cumulative, to redeem, upon authorization of the Board of Directors, on each Series D Sinking Fund Redemption Date, at the aforesaid sinking fund redemption price, up to 100,000 additional shares of the Series D Preferred Stock; the Corporation shall be entitled, at its election, to credit against its Series D Sinking Fund Obligation on any Series D Sinking Fund Redemption Date any shares of the Series D Preferred Stock (including shares of the Series D Preferred Stock optionally redeemed at the aforesaid sinking fund redemption price) theretofore redeemed, other than shares of the Series D Preferred Stock redeemed pursuant to the Series D Sinking Fund Obligation, purchased or otherwise acquired and not previously credited against the Series D Sinking Fund Obligation; and provided that without the vote of the issued and outstanding Common Stock, the Series E Preferred Stock shall be subject to redemption as and for a sinking fund as follows: on February 1, 1988 and on each February 1 thereafter (each such date being hereinafter referred to as a "Series E Sinking Fund Redemption Date"), for so long as any shares of the Series E Preferred Stock shall remain outstanding, the Corporation shall redeem, out of funds legally available therefor, 150,000 shares of the Series E Preferred Stock (or the number of shares then outstanding if less than 150,000) at the sinking fund redemption price of $25 per share plus, as to each share so redeemed, an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date of redemption (the obligation of the Corporation so to redeem the shares of the Series E Preferred Stock being hereinafter referred to as the "Series E Sinking Fund Obligation"); the Series E Sinking Fund Obligation shall be cumulative; if on any Series E Sinking Fund Redemption Date, the Corporation shall not have funds legally available therefor sufficient to redeem the full number of shares required to be redeemed on that date, the Series E Sinking Fund Obligation with respect to the shares not redeemed shall carry forward to each successive Series E Sinking Fund Redemption Date until such shares shall have been redeemed; whenever on any Series E Sinking Fund Redemption Date, the funds of the Corporation legally available for the satisfaction of the Series E Sinking Fund Obligation and all other sinking fund and similar obligations then existing with respect to any other class or series of its stock ranking on a parity as to dividends or assets with the Series E Preferred Stock (such Obligation and obligations collectively being hereinafter referred to as the "Total Sinking Fund Obligation") are insufficient to permit the Corporation to satisfy fully its Total Sinking Fund Obligation on that date, the Corporation shall apply to the satisfaction of its Series E Sinking Fund Obligation on that date that proportion of such legally available funds which is equal to the ratio of such Series E Sinking Fund Obligation to such Total Sinking Fund Obligation; in addition to the Series E Sinking Fund Obligation, the Corporation shall have the option, which shall be non-cumulative, to redeem, upon authorization of the Board of Directors, on each Series E Sinking Fund Redemption Date, at the aforesaid sinking fund redemption price, up to 150,000 additional shares of the Series E Preferred Stock; the Corporation shall be entitled, at its election, to credit against its Series E Sinking Fund Obligation on any Series E Sinking Fund Redemption Date any shares of the Series E Preferred Stock (including shares of the Series E Preferred Stock optionally redeemed at the aforesaid sinking fund redemption price) theretofore redeemed, other than shares of the Series E Preferred Stock redeemed pursuant to the Series E Sinking Fund Obligation, purchased or otherwise acquired and not previously credited against the Series E Sinking Fund Obligation; and provided that without the vote of the issued and outstanding Common Stock, the Series F Preferred Stock shall be subject to redemption as and for a sinking fund as follows: on August 1, 1990 and on each August 1 thereafter (each such date being hereinafter referred to as a "Series F Sinking Fund Redemption Date"), for so long as any shares of the Series F Preferred Stock shall remain outstanding, the Corporation shall redeem, out of funds legally available therefor, 400,000 shares of the Series F Preferred Stock (or the number of shares then outstanding if less than 400,000) at the sinking fund redemption price of $25 per share plus, as to each share so redeemed, an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date of redemption (the obligation of the Corporation so to redeem the shares of the Series F Preferred Stock being hereinafter referred to as the "Series F Sinking Fund Obligation"); the Series F Sinking Fund Obligation shall be cumulative; if on any Series F Sinking Fund Redemption Date, the Corporation shall not have funds legally available therefor sufficient to redeem the full number of shares required to be redeemed on that date, the Series F Sinking Fund Obligation with respect to the shares not redeemed shall carry forward to each successive Series F Sinking Fund Redemption Date until such shares shall have been redeemed; whenever on any Series F Sinking Fund Redemption Date, the funds of the Corporation legally available for the satisfaction of the Series F Sinking Fund Obligation and all other sinking fund and similar obligations then existing with respect to any other class or series of its stock ranking on a parity as to dividends or assets with the Series F Preferred Stock (such Obligation and obligations collectively being hereinafter referred to as the "Total Sinking Fund Obligation") are insufficient to permit the Corporation to satisfy fully its Total Sinking Fund Obligation on that date, the Corporation shall apply to the satisfaction of its Series F Sinking Fund Obligation on that date that proportion of such legally available funds which is equal to the ratio of such Series F Sinking Fund Obligation to such Total Sinking Fund Obligation; in addition to the Series F Sinking Fund Obligation, the Corporation shall have the option, which shall be non-cumulative, to redeem, upon authorization of the Board of Directors, on each Series F Sinking Fund Redemption Date, at the aforesaid sinking fund redemption price, up to 400,000 additional shares of the Series F Preferred Stock; the Corporation shall be entitled, at its election, to credit against its Series F Sinking Fund Obligation on any Series F Sinking Fund Redemption Date any shares of the Series F Preferred Stock (including shares of the Series F Preferred Stock optionally redeemed at the aforesaid sinking fund redemption price) theretofore redeemed, other than shares of the Series F Preferred Stock redeemed pursuant to the Series F Sinking Fund Obligation, purchased or otherwise acquired and not previously credited against the Series F Sinking Fund Obligation.

The last sentence of paragraph (H) of Part III of said Article 3 is amended to be and to read in its entirety as follows:

So long as any of the Second through Twelfth Series Preferred Stock or any of the Series A, Series B, Series C, Series D, Series E, Series F, or Series G Preferred Stock remains outstanding, or there remains outstanding any additional series of Preferred Stock with respect to which the resolution or resolutions of the Board of Directors of the Corporation providing for same makes this sentence applicable, at any time when the aggregate of all amounts credited subsequent to January 1, 1953 to the depreciation reserve account of the Corporation and Louisiana Power & Light Company, a Florida corporation, through charges to operating revenue deductions or otherwise on the books of the Corporation and Louisiana Power & Light Company, a Florida corporation (other than transfers out of the balance of surplus as of December 31, 1952), shall be less than the amount computed as provided in clause (aa) below, under requirements contained in the Corporation's mortgage indentures, then

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for the purposes of subparagraphs (a) and (b) above, in determining the earnings available for Common Stock dividends during any twelve-month period, the amount to be provided for depreciation in that period shall be (aa) the greater of the cumulative amount charged to depreciation expense on the books of the Corporation and Louisiana Power & Light Company, a Florida corporation, or the cumulative amount computed under requirements contained in the Corporation's mortgage indentures relating to minimum depreciation provisions (the latter cumulative amount being the aggregate of the largest amounts separately computed for entire periods of differing coexisting mortgage indenture requirements) for the period from January 1, 1953 to and including said twelve month period, less (bb) the greater of the cumulative amount charged to depreciation expense on the books of the Corporation and Louisiana Power & Light Company, a Florida corporation, or the cumulative amount computed under requirements contained in the Corporation's mortgage indentures relating to minimum depreciation provisions (the latter cumulative amount being the aggregate of the largest amounts separately computed for entire periods of differing coexisting mortgage indenture requirements) from January 1, 1953 up to but excluding said twelve-month period; provided that in the event any company other than Louisiana Power & Light Company, a Florida corporation, is merged into the Corporation, the "cumulative amount computed under requirements contained in the Corporation's mortgage indentures relating to minimum depreciation provisions" referred to above shall be computed without regard, for the period prior to the merger, of property acquired in the merger, and the "cumulative amount charged to depreciation expense on the books of the Corporation and Louisiana Power & Light Company, a Florida corporation", shall be exclusive of amounts provided for such property prior to the merger.

The Restated Articles of Incorporation, as amended, of the said Louisiana Power & Light Company were amended as aforesaid by its Board of Directors as provided in Section 33 of Title 12 of the Louisiana Revised Statutes of 1950, as amended, and pursuant to the authority granted in and by said Restated Articles of Incorporation and the laws of the State of Louisiana, and particularly, but not by way of limitation, Part II of Article 3 of said Restated Articles of Incorpora tion and Sections 24B(6) and 33A and E of Title 12 of the Louisiana Revised Statutes of 1950, as amended.

The Restated Articles of Incorporation, as amended, of said Louisiana Power & Light Company were not amended in any other respect than as set forth hereinabove, and all of the provisions of said Restated Articles of Incorporation, as amended as hereinabove set forth, relating in any way to the shares of stock of said Louisiana Power & Light Company are incorporated and stated in these Articles of Amendment by reference.

These Articles of Amendment are executed on and dated the 24th day of June, 1991.

LOUISIANA POWER & LIGHT COMPANY

By: /s/ Gerald D. McInvale
Gerald D. McInvale,
Senior Vice President

By: /s/ Lee W. Randall
Lee W. Randall,
Assistant Secretary

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ACKNOWLEDGMENT

STATE OF LOUISIANA

PARISH OF ORLEANS

BEFORE ME, the undersigned authority, personally came and appeared Gerald D. McInvale and Lee W. Randall, to me known to be a Senior Vice President and an Assistant Secretary, respectively, of Louisiana Power & Light Company and the persons who executed the foregoing instrument in such capacities, and who, after first being duly sworn by me, did declare and acknowledge that they signed and executed the foregoing instrument in such capacities for and in the name of the said Louisiana Power & Light Company, as its and their free act and deed, being thereunto duly authorized.

/s/ Gerald D. McInvale
Gerald D. McInvale,
Senior Vice President

/s/ Lee W. Randall
Lee W. Randall
Assistant Secretary

Sworn to and subscribed before me at New Orleans, Louisiana on this 24th day of June, 1991.

/s/ Melvin I. Schwartzman
Melvin I. Schwartzman,
Notary Public for the Parish of
Orleans, State of Louisiana

My Commission is issued for life.

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ARTICLES OF AMENDMENT
to the
RESTATED ARTICLES OF INCORPORATION, AS AMENDED
of
LOUISIANA POWER & LIGHT COMPANY

On October 24, 1991 the Board of Directors of Louisiana Power & Light Company, a corporation organized and existing under the laws of the State of Louisiana, at a meeting of said Board of Directors duly convened and held, with a quorum present and acting throughout, by resolutions unanimously adopted, amended Article 3 of the Restated Articles of Incorporation, as amended, of said corporation as follows:

Sub-paragraph (i) of paragraph (b) of Part I of said Article 3 is amended to be and to read in its entirety as follows:

(i) Said 4,500,000 shares of $100 Preferred Stock shall be issuable in one or more series from time to time; 1,805,000 of said shares of $100 Preferred Stock shall be divided into thirteen series, one of which shall consist of 60,000 shares of 4.96% Preferred Stock, Cumulative, $100 par value (hereinafter sometimes called "First Series Preferred Stock"), one of which shall consist of 70,000 shares of 4.16% Preferred Stock, Cumulative, $100 par value (hereinafter sometimes called "Second Series Preferred Stock"), one of which shall consist of 70,000 shares of 4.44% Preferred Stock, Cumulative, $100 par value (hereinafter sometimes called "Third Series Preferred Stock"), one of which shall consist of 75,000 shares of 5.16% Preferred Stock, Cumulative, $100 par value (hereinafter sometimes called "Fourth Series Preferred Stock"), one of which shall consist of 80,000 shares of 5.40% Preferred Stock, Cumulative, $100 par value (hereinafter sometimes called "Fifth Series Preferred Stock"), one of which shall consist of 80,000 shares of 6.44% Preferred Stock, Cumulative, $100 par value (hereinafter sometimes called "Sixth Series Preferred Stock"), one of which shall consist of 70,000 shares of 9.52% Preferred Stock, Cumulative, $100 par value (hereinafter sometimes called "Seventh Series Preferred Stock"), one of which shall consist of 100,000 shares of 7.84% Preferred Stock, Cumulative, $100 par value (hereinafter sometimes called "Eighth Series Preferred Stock"), one of which shall consist of 100,000 shares of 7.36% Preferred Stock, Cumulative, $100 par value (hereinafter sometimes called "Ninth Series Preferred Stock"), one of which shall consist of 100,000 shares of 8.56% Preferred Stock, Cumulative, $100 par value (hereinafter sometimes called "Tenth Series Preferred Stock"), one of which shall consist of 300,000 shares of 9.44% Preferred Stock, Cumulative, $100 par value (hereinafter sometimes called "Eleventh Series Preferred Stock"), one of which shall consist of 350,000 shares of 11.48% Preferred Stock, Cumulative, $100 par value (hereinafter sometimes called "Twelfth Series Preferred Stock"), and one of which shall consist of 350,000 shares of 8% Preferred Stock, Cumulative, $100 par value (hereinafter sometimes called "Thirteenth Series Preferred Stock"); and the remaining 2,695,000 of said shares of $100 Preferred Stock may be divided into and issued in additional series from time to time, each such additional series to be provided for and to be distinctively designated, and the issuance of the shares of each such additional series to be authorized, in and by a resolution or resolutions to be adopted by the Board of Directors of the Corporation in accordance with the provisions hereof.

The second sentence of Part II of said Article 3 is amended to be and to read in its entirety as follows:

The shares of each series of Preferred Stock shall have the same rank and shall have the same relative rights except with respect to such characteristics as are peculiar to or pertain only to the particular class of such series and with respect to the following characteristics:

(a) The number of shares to constitute each such series and the distinctive designation thereof;

(b) The annual rate or rates of dividends payable on shares of such series and the date from which such dividends shall commence to accumulate;

(c) The amount or amounts payable upon redemption thereof; and

(d) The terms and amount of the sinking fund requirements (if any) for the purchase or redemption of shares of each series of Preferred Stock other than the First through Tenth Series Preferred Stock;

which different characteristics of clauses (a), (b), and (c) above are herein set forth with respect to the First through Tenth Series Preferred Stock and of clauses (a), (b), (c), and (d) above are herein set forth with respect to the Eleventh, Twelfth, and Thirteenth Series Preferred Stock and the Series A, Series B, Series C, Series D, Series E, Series F, and Series G Preferred Stock, and, with respect to each additional series of Preferred Stock, the designation of the class thereof and the different characteristics of clauses (a), (b), (c), and (d) above shall be set forth in the resolution or resolutions of the Board of Directors of the Corporation providing for such series.

Paragraph (A) of Part III of said Article 3 is amended to be and to read in its entirety as follows:

(A) The Preferred Stock shall be entitled, but only when and as declared by the Board of Directors, out of funds legally available for the payment of dividends, in preference to the Common Stock, to dividends at the rate of 4.96% per annum on the First Series Preferred Stock, at the rate of 4.16% per annum on the Second Series Preferred Stock, at the rate of 4.44% per annum on the Third Series Preferred Stock, at the rate of 5.16% per annum on the Fourth Series Preferred Stock, at the rate of
5.40% per annum on the Fifth Series Preferred Stock, at the rate of 6.44% per annum on the Sixth Series Preferred Stock, at the rate of 9.52%

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per annum on the Seventh Series Preferred Stock, at the rate of
7.84% per annum on the Eighth Series Preferred Stock, at the rate of 7.36% per annum on the Ninth Series Preferred Stock, at the rate of 8.56% per annum on the Tenth Series Preferred Stock, at the rate of 9.44% per annum on the Eleventh Series Preferred Stock, at the rate of 11.48% per annum on the Twelfth Series Preferred Stock, at the rate of 8% per annum on the Thirteenth Series Preferred Stock, at the rate of 10.72% per annum on the Series A Preferred Stock, at the rate of 13.12% per annum on the Series B Preferred Stock, at the rate of 15.20% per annum on the Series C Preferred Stock, at the rate of 14.72% per annum on the Series D Preferred Stock, at the rate of 12.64% per annum on the Series E Preferred Stock, at the rate of 19.20% per annum on the Series F Preferred Stock, and at the rate of 9.68% per annum on the Series G Preferred Stock, of the par value thereof, and no more, and at such rate per annum on each additional series as shall be fixed in and by the resolution or resolutions of the Board of Directors of the Corporation providing for the issuance of the shares of such series, payable quarterly on February 1, May 1, August 1 and November 1 of each year to stockholders of record as of a date, not exceeding forty (40) days and not less than ten (10) days preceding such dividend payment dates, to be fixed by the Board of Directors, such dividends to be cumulative from the last date to which dividends upon the First through Tenth Series Preferred Stock of Louisiana Power & Light Company, a Florida corporation, are paid, with respect to the First through Tenth Series Preferred Stock, from November 2, 1977 with respect to the Eleventh Series Preferred Stock, from March 1, 1979 with respect to the Twelfth Series Preferred Stock, from October 31, 1991 with respect to the Thirteenth Series Preferred Stock, from July 19, 1979 with respect to the Series A Preferred Stock, from October 17, 1979 with respect to the Series B Preferred Stock, from November 6, 1980 with respect to the Series C Preferred Stock, from May 19, 1982 with respect to the Series D Preferred Stock, from February 24, 1983 with respect to the Series E Preferred Stock, from August 17, 1984 with respect to the Series F Preferred Stock, from July 2, 1991 with respect to the Series G Preferred Stock, and from such date with respect to each additional series, if made cumulative in and by the resolution or resolutions of the Board of Directors of the Corporation providing for such series, as shall be fixed in and by such resolution or resolutions, provided that, if such resolution or resolutions so provide, the first dividend payment date for any such additional series may be the dividend payment date next succeeding the dividend payment date immediately following the issuance of the shares of such series.

The first sentence of paragraph (G) of Part III of said Article 3 is amended to be and to read in its entirety as follows:

(G) Upon the affirmative vote of a majority of the shares of the issued and outstanding Common Stock at any annual meeting, or any special meeting called for that purpose, the Corporation may at any time redeem all of any series of the Preferred Stock or may from time to time redeem any part thereof, by paying in cash, as to the First Series Preferred Stock, a redemption price of $104.25 per share, as to the Second Series Preferred Stock, a redemption price of $104.21 per share, as to the Third Series Preferred Stock, a redemption price of $104.06 per share, as to the Fourth Series Preferred Stock, a redemption price of $104.18 per share, as to the Fifth Series Preferred Stock, a redemption price of $103.00 per share, as to the Sixth Series Preferred Stock, a redemption price of $102.92 per share, as to the Seventh Series Preferred Stock, a redemption price of $108.96 per share if redeemed on or prior to November 1, 1980, $106.58 per share if redeemed subsequent to November 1, 1980 but on or prior to November 1, 1985, and $104.20 per share if redeemed subsequent to November 1, 1985, as to the Eighth Series Preferred Stock, a redemption price of $107.70 per share if redeemed on or prior to April 1, 1981, $105.74 per share if redeemed subsequent to April 1, 1981 but on or prior to April 1, 1986, and $103.78 per share if redeemed subsequent to April 1, 1986, as to the Ninth Series Preferred Stock, a redemption price of $107.04 per share if redeemed on or prior to January 1, 1982, $105.20 per share if redeemed subsequent to January 1, 1982 but on or prior to January 1, 1987, and $103.36 per share if redeemed subsequent to January 1, 1987, as to the Tenth Series Preferred Stock, a redemption price of $107.42 per share if redeemed on or prior to March 1, 1984, $105.28 per share if redeemed subsequent to March 1, 1984 but on or prior to March 1, 1989, and $103.14 per share if redeemed subsequent to March 1, 1989, as to the Eleventh Series Preferred Stock, a redemption price of $111.44 per share if redeemed on or prior to November 1, 1982 (except that no share of the Eleventh Series Preferred Stock shall be redeemed prior to November 1, 1982 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the Eleventh Series Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than
9.4297% per annum), $109.08 per share if redeemed subsequent to November 1, 1982 but on or prior to November 1, 1987, $106.72 per share if redeemed subsequent to November 1, 1987 but on or prior to November 1, 1992, and $104.36 per share if redeemed subsequent to November 1, 1992, as to the Twelfth Series Preferred Stock, a redemption price of $113.98 per share if redeemed on or prior to March 1, 1984 (except that no share of the Twelfth Series Preferred Stock shall be redeemed prior to March 1, 1984 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the Twelfth Series Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than 11.4560% per annum), $111.11 per share if redeemed subsequent to March 1, 1984 but on or prior to March 1, 1989, $108.24 per share if redeemed subsequent to March 1, 1989 but on or prior to March 1, 1994, and $105.37 per share if redeemed subsequent to March 1, 1994, as to the Thirteenth Series Preferred Stock, a redemption price of $100.00 per share (except that no share of the Thirteenth Series Preferred Stock shall be redeemed on or before November 1, 1999), as to the Series A Preferred Stock, a redemption price of $27.68 per share if redeemed on or prior to July 1, 1984 (except that no share of the Series A Preferred Stock shall be redeemed prior to July 1, 1984 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the Series A Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance

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with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than 11.2705% per annum), $27.01 per share if redeemed subsequent to July 1, 1984 but on or prior to July 1, 1989, $26.34 per share if redeemed subsequent to July 1, 1989 but on or prior to July 1, 1994, and $25.67 per share if redeemed subsequent to July 1, 1994, as to the Series B Preferred Stock, a re demption price of $28.28 per share if redeemed on or prior to October 1, 1984 (except that no share of the Series B Preferred Stock shall be redeemed prior to October 1, 1984 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the Series B Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than 14.6103% per annum), $27.46 per share if redeemed subsequent to October 1, 1984 but on or prior to October 1, 1989, $26.64 per share if redeemed subsequent to October 1, 1989 but on or prior to October 1, 1994, and $25.82 per share if redeemed subsequent to October 1, 1994, as to the Series C Preferred Stock, a redemption price of $28.80 per share if redeemed on or prior to November 1, 1985 (except that no share of the Series C Preferred Stock shall be redeemed prior to November 1, 1985 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the Series C Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than 16.0616% per annum), $27.85 per share if redeemed subsequent to November 1, 1985 but on or prior to November 1, 1990, $26.90 per share if redeemed subsequent to November 1, 1990 but on or prior to November 1, 1995, and $25.95 per share if redeemed subsequent to November 1, 1995, as to the Series D Preferred Stock, a redemption price of $28.68 per share if redeemed on or prior to May 1, 1987 (except that no share of the Series D Preferred Stock shall be redeemed prior to May 1, 1987 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the Series D Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than 15.4233% per annum), $27.76 per share if redeemed subsequent to May 1, 1987 but on or prior to May 1, 1992, $26.84 per share if redeemed subsequent to May 1, 1992 but on or prior to May 1, 1997, and $25.92 per share if redeemed subsequent to May 1, 1997, as to the Series E Preferred Stock, a redemption price of $28.16 per share if redeemed on or prior to February 1, 1988 (except that no share of the Series E Preferred Stock shall be redeemed prior to February 1, 1988 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the Series E Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than 13.1942% per annum), $27.37 per share if redeemed subsequent to February 1, 1988 but on or prior to February 1, 1993, $26.58 per share if redeemed subsequent to February 1, 1993 but on or prior to February 1, 1998, and $25.79 per share if redeemed subsequent to February 1, 1998, as to the Series F Preferred Stock, a redemption price of $29.80 per share if redeemed on or prior to August 1, 1985, $29.27 per share if redeemed subsequent to August 1, 1985 but on or prior to August 1, 1986, $28.73 per share if redeemed subsequent to August 1, 1986 but on or prior to August 1, 1987, $28.20 per share if redeemed subsequent to August 1, 1987 but on or prior to August 1, 1988, $27.67 per share if redeemed subsequent to August 1, 1988 but on or prior to August 1, 1989, $27.13 per share if redeemed subsequent to August 1, 1989 but on or prior to August 1, 1990, $26.60 per share if redeemed subsequent to August 1, 1990 but on or prior to August 1, 1991, $26.07 per share if redeemed subsequent to August 1, 1991 but on or prior to August 1, 1992, $25.53 per share if redeemed subsequent to August 1, 1992 but on or prior to August 1, 1993, and $25.00 per share if redeemed subsequent to August 1, 1993, provided, however, that no share of the Series F Preferred Stock shall be redeemed prior to August 1, 1989 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the Series F Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than 19.9171% per annum, and as to the Series G Preferred Stock, a redemption price of $25.00 per share (except that no share of the Series G Preferred Stock shall be redeemed on or before August 1, 1996), and as to each additional series such redemption price or prices, with such restrictions or limitations, if any, on redemption or refunding, as shall be fixed in and by the resolution or resolutions of the Board of Directors of the Corporation providing for such series; plus, in each case where applicable, an amount equivalent to the accumulated and unpaid dividends, if any, to the date fixed for redemption; provided that without the vote of the issued and outstanding Common Stock, the Thirteenth Series Preferred Stock shall be subject to redemption as and for a sinking fund as follows:

on November 1, 2001 (such date being hereinafter referred to as the "Thirteenth Series Sinking Fund Redemption Date"), the Corporation shall redeem, out of funds legally available therefor, all of the shares of the Thirteenth Series Preferred Stock then outstanding at the sinking fund redemption price of $100 per share plus, as to each share so redeemed, an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date of redemption (the obligation of the Corporation to redeem all of the shares of the Thirteenth Series Preferred Stock on the Thirteenth Series Sinking Fund Redemption Date or, as hereinafter provided for, on any annual anniversary thereof on which shares of the Thirteenth Series Preferred Stock are outstanding (each such annual anniversary being hereinafter referred to as the "Thirteenth Series Sinking Fund Redemption Date Annual Anniversary") being hereinafter referred to as the "Thirteenth Series Sinking Fund Obligation"); the Thirteenth Series Sinking Fund Obligation shall be cumulative and if on the Thirteenth Series Sinking Fund Redemption Date, or on any Thirteenth Series Sinking Fund Redemption Date Annual Anniversary, the Corporation shall not have funds legally available therefor sufficient to redeem all of the shares of the Thirteenth Series Preferred Stock then outstanding, the Thirteenth Series Sinking Fund Obligation with respect to the shares

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not redeemed shall carry forward to each successive Thirteenth Series Sinking Fund Redemption Date Annual Anniversary until all of the outstanding shares of the Thirteenth Series Preferred Stock shall have been redeemed; if on the Thirteenth Series Sinking Fund Redemption Date or on any Thirteenth Series Sinking Fund Redemption Date Annual Anniversary, the funds of the Corporation legally available for the satisfaction of the Thirteenth-Series Sinking Fund Obligation and all other sinking fund and similar obligations then existing with respect to any other class or series of its stock ranking on a parity as to dividends or assets with the Thirteenth Series Preferred Stock (such Obligation and obligations collectively being hereinafter referred to as the "Total Sinking Fund Obligation") are insufficient to permit the Corporation to satisfy fully its Total Sinking Fund Obligation on that date, the Corporation shall apply to the satisfaction of its Thirteenth Series Sinking Fund Obligation on that date that proportion of such legally available funds which is equal to the ratio of such Thirteenth Series Sinking Fund Obligation to such Total Sinking Fund Obligation; and provided that without the vote of the issued and outstanding Common Stock, the Series A Preferred Stock shall be subject to redemption as and for a sinking fund as follows: on July 1, 1984 and on each July 1 thereafter (each such date being hereinafter referred to as a "Series A Sinking Fund Redemption Date"), for so long as any shares of the Series A Preferred Stock shall remain outstanding, the Corporation shall redeem, out of funds legally available therefor, 120,000 shares of the Series A Preferred Stock (or the number of shares then outstanding if less than 120,000) at the sinking fund redemption price of $25 per share plus, as to each share so redeemed, an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date of redemption (the obligation of the Corporation so to redeem the shares of the Series A Preferred Stock being hereinafter referred to as the "Series A Sinking Fund Obligation"); the Series A Sinking Fund Obligation shall be cumulative; if on any Series A Sinking Fund Redemption Date, the Corporation shall not have funds legally available therefor sufficient to redeem the full number of shares required to be redeemed on that date, the Series A Sinking Fund Obligation with respect to the shares not redeemed shall carry forward to each successive Series A Sinking Fund Redemption Date until such shares shall have been redeemed; whenever on any Series A Sinking Fund Redemption Date, the funds of the Corporation legally available for the satisfaction of the Series A Sinking Fund Obligation and all other sinking fund and similar obligations then existing with respect to any other class or series of its stock ranking on a parity as to dividends or assets with the Series A Preferred Stock (such Obligation and obligations collectively being hereinafter referred to as the "Total Sinking Fund Obligation") are insufficient to permit the Corporation to satisfy fully its Total Sinking Fund Obligation on that date, the Corporation shall apply to the satisfaction of its Series A Sinking Fund Obligation on that date that proportion of such legally available funds which is equal to the ratio of such Series A Sinking Fund Obligation to such Total Sinking Fund Obligation; in addition to the Series A Sinking Fund Obligation, the Corporation shall have the option, which shall be non-cumulative, to redeem, upon authorization of the Board of Directors, on each Series A Sinking Fund Redemption Date, at the aforesaid sinking fund redemption price, up to 120,000 additional shares of the Series A Preferred Stock; the Corporation shall be entitled, at its election, to credit against its Series A Sinking Fund Obligation on any Series A Sinking Fund Redemption Date any shares of the Series A Preferred Stock (including shares of the Series A Preferred Stock optionally redeemed at the aforesaid sinking fund redemption price) theretofore redeemed, other than shares of the Series A Preferred Stock redeemed pursuant to the Series A Sinking Fund Obligation, purchased or otherwise acquired and not previously credited against the Series A Sinking Fund Obligation; and provided that without the vote of the issued and outstanding Common Stock, the Series B Preferred Stock shall be subject to redemption as and for a sinking fund as follows: on October 1, 1984 and on each October 1 thereafter (each such date being hereinafter referred to as a "Series B Sinking Fund Redemption Date"), for so long as any shares of the Series B Preferred Stock shall remain outstanding, the Corporation shall redeem, out of funds legally available therefor, 80,000 shares of the Series B Preferred Stock (or the number of shares then outstanding if less than 80,000) at the sinking fund redemption price of $25 per share plus, as to each share so redeemed, an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date of redemption (the obligation of the Corporation so to redeem the shares of the Series B Preferred Stock being hereinafter referred to as the "Series B Sinking Fund Obligation"); the Series B Sinking Fund Obligation shall be cumulative; if on any Series B Sinking Fund Redemption Date, the Corporation shall not have funds legally available therefor sufficient to redeem the full number of shares required to be redeemed on that date, the Series B Sinking Fund Obligation with respect to the shares not redeemed shall carry forward to each successive Series B Sinking Fund Redemption Date until such shares shall have been redeemed; whenever on any Series B Sinking Fund Redemption Date, the funds of the Corporation legally available for the satisfaction of the Series B Sinking Fund Obligation and all other sinking fund and similar obligations then existing with respect to any other class or series of its stock ranking on a parity as to dividends or assets with the Series B Preferred Stock (such Obligation and obligations collectively being hereinafter referred to as the "Total Sinking Fund Obligation") are insufficient to permit the Corporation to satisfy fully its Total Sinking Fund Obligation on that date, the Corporation shall apply to the satisfaction of its Series B Sinking Fund Obligation on that date that proportion of such legally available funds which is equal to the ratio of such Series B Sinking Fund Obligation to such Total Sinking Fund Obligation; in addition to the Series B Sinking Fund Obligation, the Corporation shall have the option, which shall be non-cumulative, to redeem, upon authorization of the Board of Directors, on each Series B Sinking Fund Redemption Date, at the aforesaid sinking fund redemption price, up to 80,000 additional shares of the Series B Preferred Stock; the Corporation shall be entitled, at its election, to credit against its Series B Sinking Fund Obligation on any Series B Sinking Fund Redemption Date any shares of the Series B Preferred Stock (including shares of the Series B Preferred Stock optionally redeemed at the aforesaid sinking fund redemption price) theretofore redeemed, other than shares of the Series B Preferred Stock redeemed pursuant to the Series B Sinking Fund Obligation, purchased or otherwise acquired and not previously credited against the Series B Sinking Fund Obligation; and provided that without the vote of the issued and outstanding Common Stock, the Series C Preferred Stock shall be subject to redemption as and for a sinking fund as follows: on November 1, 1985 and on each November 1 thereafter (each such date being hereinafter referred to as a "Series C Sinking Fund Redemption Date"), for so long as any shares of the Series C Preferred Stock shall remain outstanding, the Corporation shall redeem, out of funds legally available therefor, 60,000 shares of the Series C Preferred Stock (or the number of shares then outstanding if less than 60,000) at the sinking fund redemption price of $25 per share plus, as to each share so redeemed, an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date of redemption (the obligation of the Corporation so to redeem the shares of the Series C Preferred Stock being hereinafter referred to as the "Series C Sinking Fund Obligation"); the Series C Sinking Fund Obligation shall be cumulative; if on any Series C Sinking Fund Redemption Date, the Corporation shall not have funds legally available therefor sufficient to redeem the full number of shares required to

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be redeemed on that date, the Series C Sinking Fund Obligation with respect to the shares not redeemed shall carry forward to each successive Series C Sinking Fund Redemption Date until such shares shall have been redeemed; whenever on any Series C Sinking Fund Redemption Date, the funds of the Corporation legally available for the satisfaction of the Series C Sinking Fund Obligation and all other sinking fund and similar obligations then existing with respect to any other class or series of its stock ranking on a parity as to dividends or assets with the Series C Preferred Stock (such Obligation and obligations collectively being hereinafter referred to as the "Total Sinking Fund Obligation") are insufficient to permit the Corporation to satisfy fully its Total Sinking Fund Obligation on that date, the Corporation shall apply to the satisfaction of its Series C Sinking Fund Obligation on that date that proportion of such legally available funds which is equal to the ratio of such Series C Sinking Fund Obligation to such Total Sinking Fund Obligation; in addition to the Series C Sinking Fund Obligation, the Corporation shall have the option, which shall be non-cumulative, to redeem, upon authorization of the Board of Directors, on each Series C Sinking Fund Redemption Date, at the aforesaid sinking fund redemption price, up to 60,000 additional shares of the Series C Preferred Stock; the Corporation shall be entitled, at its election, to credit against its Series C Sinking Fund Obligation on any Series C Sinking Fund Redemption Date any shares of the Series C Preferred Stock (including shares of the Series C Preferred Stock optionally redeemed at the aforesaid sinking fund redemption price) theretofore redeemed, other than shares of the Series C Preferred Stock redeemed pursuant to the Series C Sinking Fund Obligation, purchased or otherwise acquired and not previously credited against the Series C Sinking Fund Obligation; and provided that without the vote of the issued and outstanding Common Stock, the Series D Preferred Stock shall be subject to redemption as and for a sinking fund as follows: on May 1, 1987 and on each May 1 thereafter (each such date being hereinafter referred to as a "Series D Sinking Fund Redemption Date"), for so long as any shares of the Series D Preferred Stock shall remain outstanding, the Corporation shall redeem, out of funds legally available therefor, 100,000 shares of the Series D Preferred Stock (or the number of shares then outstanding if less than 100,000) at the sinking fund redemption price of $25 per share plus, as to each share so redeemed, an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date of redemption (the obligation of the Corporation so to redeem the shares of the Series D Preferred Stock being hereinafter referred to as the "Series D Sinking Fund Obligation"); the Series D Sinking Fund Obligation shall be cumulative; if on any Series D Sinking Fund Redemption Date, the Corporation shall not have funds legally available therefor sufficient to redeem the full number of shares required to be redeemed on that date, the Series D Sinking Fund Obligation with respect to the shares not redeemed shall carry forward to each successive Series D Sinking Fund Redemption Date until such shares shall have been redeemed; whenever on any Series D Sinking Fund Redemption Date, the funds of the Corporation legally available for the satisfaction of the Series D Sinking Fund Obligation and all other sinking fund and similar obligations then existing with respect to any other class or series of its stock ranking on a parity as to dividends or assets with the Series D Preferred Stock (such Obligation and obligations collectively being hereinafter referred to as the "Total Sinking Fund Obligation") are insufficient to permit the Corporation to satisfy fully its Total Sinking Fund Obligation on that date, the Corporation shall apply to the satisfaction of its Series D Sinking Fund Obligation on that date that proportion of such legally available funds which is equal to the ratio of such Series D Sinking Fund Obligation to such Total Sinking Fund Obligation; in addition to the Series D Sinking Fund Obligation, the Corporation shall have the option, which shall be non-cumulative, to redeem, upon authorization of the Board of Directors, on each Series D Sinking Fund Redemption Date, at the aforesaid sinking fund redemption price, up to 100,000 additional shares of the Series D Preferred Stock; the Corporation shall be entitled, at its election, to credit against its Series D Sinking Fund Obligation on any Series D Sinking Fund Redemption Date any shares of the Series D Preferred Stock (including shares of the Series D Preferred Stock optionally redeemed at the aforesaid sinking fund redemption price) theretofore redeemed, other than shares of the Series D Preferred Stock redeemed pursuant to the Series D Sinking Fund Obligation, purchased or otherwise acquired and not previously credited against the Series D Sinking Fund Obligation; and provided that without the vote of the issued and outstanding Common Stock, the Series E Preferred Stock shall be subject to redemption as and for a sinking fund as follows: on February 1, 1988 and on each February 1 thereafter (each such date being hereinafter referred to as a "Series E Sinking Fund Redemption Date"), for so long as any shares of the Series E Preferred Stock shall remain outstanding, the Corporation shall redeem, out of funds legally available therefor, 150,000 shares of the Series E Preferred Stock (or the number of shares then outstanding if less than 150,000) at the sinking fund redemption price of $25 per share plus, as to each share so redeemed, an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date of redemption (the obligation of the Corporation so to redeem the shares of the Series E Preferred Stock being hereinafter referred to as the "Series E Sinking Fund Obligation"); the Series E Sinking Fund Obligation shall be cumulative; if on any Series E Sinking Fund Redemption Date, the Corporation shall not have funds legally available therefor sufficient to redeem the full number of shares required to be redeemed on that date, the Series E Sinking Fund Obligation with respect to the shares not redeemed shall carry forward to each successive Series E Sinking Fund Redemption Date until such shares shall have been redeemed; whenever on any Series E Sinking Fund Redemption Date, the funds of the Corporation legally available for the satisfaction of the Series E Sinking Fund Obligation and all other sinking fund and similar obligations then existing with respect to any other class or series of its stock ranking on a parity as to dividends or assets with the Series E Preferred Stock (such Obligation and obligations collectively being hereinafter referred to as the "Total Sinking Fund Obligation") are insufficient to permit the Corporation to satisfy fully its Total Sinking Fund Obligation on that date, the Corporation shall apply to the satisfaction of its Series E Sinking Fund Obligation on that date that proportion of such legally available funds which is equal to the ratio of such Series E Sinking Fund Obligation to such Total Sinking Fund Obligation; in addition to the Series E Sinking Fund Obligation, the Corporation shall have the option, which shall be non-cumulative, to redeem, upon authorization of the Board of Directors, on each Series E Sinking Fund Redemption Date, at the aforesaid sinking fund redemption price, up to 150,000 additional shares of the Series E Preferred Stock; the Corporation shall be entitled, at its election, to credit against its Series E Sinking Fund Obligation on any Series E Sinking Fund Redemption Date any shares of the Series E Preferred Stock (including shares of the Series E Preferred Stock optionally redeemed at the aforesaid sinking fund redemption price) theretofore redeemed, other than shares of the Series E Preferred Stock redeemed pursuant to the Series E Sinking Fund Obligation, purchased or otherwise acquired and not previously credited against the Series E Sinking Fund Obligation; and provided that without the vote of the issued and outstanding Common Stock, the Series F Preferred Stock shall be subject to redemption as and for a sinking fund as follows: on August 1, 1990 and on each August 1 thereafter (each such date being hereinafter referred to as a "Series F Sinking Fund Redemption Date"), for so long as any shares of the Series F Preferred Stock

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shall remain outstanding, the Corporation shall redeem, out of funds legally available therefor, 400,000 shares of the Series F Preferred Stock (or the number of shares then outstanding if less than 400,000) at the sinking fund redemption price of $25 per share plus, as to each share so redeemed, an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date of redemption (the obligation of the Corporation so to redeem the shares of the Series F Preferred Stock being hereinafter referred to as the "Series F Sinking Fund Obligation"); the Series F Sinking Fund Obligation shall be cumulative; if on any Series F Sinking Fund Redemption Date, the Corporation shall not have funds legally available therefor sufficient to redeem the full number of shares required to be redeemed on that date, the Series F Sinking Fund Obligation with respect to the shares not redeemed shall carry forward to each successive Series F Sinking Fund Redemption Date until such shares shall have been redeemed; whenever on any Series F Sinking Fund Redemption Date, the funds of the Corporation legally available for the satisfaction of the Series F Sinking Fund Obligation and all other sinking fund and similar obligations then existing with respect to any other class or series of its stock ranking on a parity as to dividends or assets with the Series F Preferred Stock (such Obligation and obligations collectively being hereinafter referred to as the "Total Sinking Fund Obligation") are insufficient to permit the Corporation to satisfy fully its Total Sinking Fund Obligation on that date, the Corporation shall apply to the satisfaction of its Series F Sinking Fund Obligation on that date that proportion of such legally available funds which is equal to the ratio of such Series F Sinking Fund Obligation to such Total Sinking Fund Obligation; in addition to the Series F Sinking Fund Obligation, the Corporation shall have the option, which shall be non-cumulative, to redeem, upon authorization of the Board of Directors, on each Series F Sinking Fund Redemption Date, at the aforesaid sinking fund redemption price, up to 400,000 additional shares of the Series F Preferred Stock; the Corporation shall be entitled, at its election, to credit against its Series F Sinking Fund Obligation on any Series F Sinking Fund Redemption Date any shares of the Series F Preferred Stock (including shares of the Series F Preferred Stock optionally redeemed at the aforesaid sinking fund redemption price) theretofore redeemed, other than shares of the Series F Preferred Stock redeemed pursuant to the Series F Sinking Fund Obligation, purchased or otherwise acquired and not previously credited against the Series F Sinking Fund Obligation.

The last sentence of paragraph (H) of Part III of said Article 3 is amended to be and to read in its entirety as follows:

So long as any of the Second through Thirteenth Series Preferred Stock or any of the Series A, Series B, Series C, Series D, Series E, Series F, or Series G Preferred Stock remains outstanding, or there remains outstanding any additional series of Preferred Stock with respect to which the resolution or resolutions of the Board of Directors of the Corporation providing for same makes this sentence applicable, at any time when the aggregate of all amounts credited subsequent to January 1, 1953 to the depreciation reserve account of the Corporation and Louisiana Power & Light Company, a Florida corporation, through charges to operating revenue deductions or otherwise on the books of the Corporation and Louisiana Power & Light Company, a Florida corporation (other than transfers out of the balance of surplus as of December 31, 1952), shall be less than the amount computed as provided in clause (aa) below, under requirements contained in the Corporation's mortgage indentures, then for the purposes of subparagraphs (a) and (b) above, in determining the earnings available for Common Stock dividends during any twelve-month period, the amount to be provided for depreciation in that period shall be (aa) the greater of the cumulative amount charged to depreciation expense on the books of the Corporation and Louisiana Power & Light Company, a Florida corporation, or the cumulative amount computed under requirements contained in the Corporation's mortgage indentures relating to minimum depreciation provisions (the latter cumulative amount being the aggregate of the largest amounts separately computed for entire periods of differing coexisting mortgage indenture requirements) for the period from January 1, 1953 to and including said twelvemonth period, less (bb) the greater of the cumulative amount charged to depreciation expense on the books of the Corporation and Louisiana Power & Light Company, a Florida corporation, or the cumulative amount computed under requirements contained in the Corporation's mortgage indentures relating to minimum depreciation provisions (the latter cumulative amount being the aggregate of the largest amounts separately computed for entire periods of differing coexisting mortgage indenture requirements) from January 1, 1953 up to but excluding said twelve-month period; provided that in the event any company other than Louisiana Power & Light Company, a Florida corporation, is merged into the Corporation, the "cumulative amount computed under requirements contained in the Corporation's mortgage indentures relating to minimum depreciation provisions" referred to above shall be computed without regard, for the period prior to the merger, of property acquired in the merger, and the "cumulative amount charged to depreciation expense on the books of the Corporation and Louisiana Power & Light Company, a Florida corporation", shall be exclusive of amounts provided for such property prior to the merger.

The Restated Articles of Incorporation, as amended, of the said Louisiana Power & Light Company were amended as aforesaid by its Board of Directors as provided in Section 33 of Title 12 of the Louisiana Revised Statutes of 1950, as amended, and pursuant to the authority granted in and by said Restated Articles of Incorporation and the laws of the State of Louisiana, and particularly, but not by way of limitation, Part II of Article 3 of said Restated Articles of Incorpora tion and Sections 24B(6) and 33A and E of Title 12 of the Louisiana Revised Statutes of 1950, as amended.

The Restated Articles of Incorporation, as amended, of said Louisiana Power & Light Company were not amended in any other respect than as set forth hereinabove, and all of the provisions of said Restated Articles of Incorporation, as amended as hereinabove set forth, relating in any way to the shares of stock of said Louisiana Power & Light Company are incorporated and stated in these Articles of Amendment by reference.

These Articles of Amendment are executed on and dated the 24th day of October, 1991.

LOUISIANA POWER & LIGHT COMPANY

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By: /s/ Gerald D. McInvale
Gerald D. McInvale, Senior Vice President

By: /s/ T. O. Lind
T. O. Lind, Secretary

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ACKNOWLEDGMENT

STATE OF ARKANSAS

COUNTY OF PULASKI

BEFORE ME, the undersigned authority, personally came and appeared Gerald D. McInvale and T. O. Lind, to me known to be a Senior Vice President and the Secretary, respectively, of Louisiana Power & Light Company and the persons who executed the foregoing instrument in such capacities, and who, after first being duly sworn by me, did declare and acknowledge that they signed and executed the foregoing instrument in such capacities for and in the name of the said Louisiana Power & Light Company, as its and their free act and deed, being thereunto duly authorized.

/s/ Gerald D. McInvale
Gerald D. McInvale,
Senior Vice President

/s/ T. O. Lind
T. O. Lind
Secretary

Sworn to and subscribed before me at
Little Rock, Pulaski County, Arkansas
on this 24th day of October, 1991.

/s/ Shirley Hunter
Notary Public for the County of
Pulaski, State of Arkansas

My Commission expires on March 1, 2001.

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ARTICLES OF AMENDMENT
to the
RESTATED ARTICLES OF INCORPORATION, AS AMENDED
of
LOUISIANA POWER & LIGHT COMPANY

On January 27, 1992 the Board of Directors of Louisiana Power & Light Company, a corporation organized and existing under the laws of the State of Louisiana, at a meeting of said Board of Directors duly convened and held, with a quorum present and acting throughout, by resolutions unanimously adopted, amended Article 3 of the Restated Articles of Incorporation, as amended, of said corporation as follows:

Sub-paragraph (i) of paragraph (b) of Part I of said Article 3 is amended to be and to read in its entirety as follows:

(i) Said 4,500,000 shares of $100 Preferred Stock shall be issuable in one or more series from time to time; 2,305,000 of said shares of $100 Preferred Stock shall be divided into fourteen series, one of which shall consist of 60,000 shares of 4.96% Preferred Stock, Cumulative, $100 par value (hereinafter sometimes called "First Series Preferred Stock"), one of which shall consist of 70,000 shares of 4.16% Preferred Stock, Cumulative, $100 par value (hereinafter sometimes called "Second Series Preferred Stock"), one of which shall consist of 70,000 shares of 4.44% Preferred Stock, Cumulative, $100 par value (hereinafter sometimes called "Third Series Preferred Stock"), one of which shall consist of 75,000 shares of 5.16% Preferred Stock, Cumulative, $100 par value (hereinafter sometimes called "Fourth Series Preferred Stock"), one of which shall consist of 80,000 shares of 5.40% Preferred Stock, Cumulative, $100 par value (hereinafter sometimes called "Fifth Series Preferred Stock"), one of which shall consist of 80,000 shares of 6.44% Preferred Stock, Cumulative, $100 par value (hereinafter sometimes called "Sixth Series Preferred Stock"), one of which shall consist of 70,000 shares of 9.52% Preferred Stock, Cumulative, $100 par value (hereinafter sometimes called "Seventh Series Preferred Stock"), one of which shall consist of 100,000 shares of 7.84% Preferred Stock, Cumulative, $100 par value (hereinafter sometimes called "Eighth Series Preferred Stock"), one of which shall consist of 100,000 shares of 7.36% Preferred Stock, Cumulative, $100 par value (hereinafter sometimes called "Ninth Series Preferred Stock"), one of which shall consist of 100,000 shares of 8.56% Preferred Stock, Cumulative, $100 par value (hereinafter sometimes called "Tenth Series Preferred Stock"), one of which shall consist of 300,000 shares of 9.44% Preferred Stock, Cumulative, $100 par value (hereinafter sometimes called "Eleventh Series Preferred Stock"), one of which shall consist of 350,000 shares of 11.48% Preferred Stock, Cumulative, $100 par value (hereinafter sometimes called "Twelfth Series Preferred Stock"), one of which shall consist of 350,000 shares of 8% Preferred Stock, Cumulative, $100 par value (hereinafter sometimes called "Thirteenth Series Preferred Stock"), and one of which shall consist of 500,000 shares of 7% Preferred Stock, Cumulative, $100 par value (hereinafter sometimes called "Fourteenth Series Pre ferred Stock"); and the remaining 2,195,000 of said shares of $100 Preferred Stock may be divided into and issued in additional series from time to time, each such additional series to be provided for and to be distinctively designated, and the issuance of the shares of each such additional series to be authorized, in and by a resolution or resolutions to be adopted by the Board of Directors of the Corporation in accordance with the provisions hereof.

The second sentence of Part II of said Article 3 is amended to be and to read in its entirety as follows:

The shares of each series of Preferred Stock shall have the same rank and shall have the same relative rights except with respect to such characteristics as are peculiar to or pertain only to the particular class of such series and with respect to the following characteristics:

(a) The number of shares to constitute each such series and the distinctive designation thereof;

(b) The annual rate or rates of dividends payable on shares of such series and the date from which such dividends shall commence to accumulate;

(c) The amount or amounts payable upon redemption thereof; and

(d) The terms and amount of the sinking fund requirements (if any) for the purchase or redemption of shares of each series of Preferred Stock other than the First through Tenth Series Preferred Stock;

which different characteristics of clauses (a), (b), and (c) above are herein set forth with respect to the First through Tenth Series Preferred Stock and of clauses (a), (b), (c), and (d) above are herein set forth with respect to the Eleventh, Twelfth, Thirteenth, and Fourteenth Series Preferred Stock and the Series A, Series B, Series C, Series D, Series E, Series F, and Series G Preferred Stock, and, with respect to each additional series of Preferred Stock, the designation of the class thereof and the different characteristics of clauses (a), (b), (c), and (d) above shall be set forth in the resolution or resolutions of the Board of Directors of the Corporation providing for such series.

Paragraph (A) of Part III of said Article 3 is amended to be and to read in its entirety as follows:

(A) The Preferred Stock shall be entitled, but only when and as declared by the Board of Directors, out of funds legally available for the payment of dividends, in preference to the Common Stock, to dividends at the rate of 4.96% per annum on the First Series Preferred Stock, at the rate of 4.16% per annum on the Second Series Preferred Stock, at the rate of 4.44% per annum on the Third Series Preferred Stock, at the

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rate of 5.16% per annum on the Fourth Series Preferred Stock, at the rate of
5.40% per annum on the Fifth Series Preferred Stock, at the rate of 6.44% per annum on the Sixth Series Preferred Stock, at the rate of 9.52% per annum on the Seventh Series Preferred Stock, at the rate of
7.84% per annum on the Eighth Series Preferred Stock, at the rate of 7.36% per annum on the Ninth Series Preferred Stock, at the rate of 8.56% per annum on the Tenth Series Preferred Stock, at the rate of 9.44% per annum on the Eleventh Series Preferred Stock, at the rate of 11.48% per annum on the Twelfth Series Preferred Stock, at the rate of 8% per annum on the Thirteenth Series Preferred Stock, at the rate of 7% per annum on the Fourteenth Series Preferred Stock, at the rate of 10.72% per annum on the Series A Preferred Stock, at the rate of 13.12% per annum on the Series B Preferred Stock, at the rate of 15.20% per annum on the Series C Preferred Stock, at the rate of 14.72% per annum on the Series D Preferred Stock, at the rate of 12.64% per annum on the Series E Preferred Stock, at the rate of 19.20% per annum on the Series F Preferred Stock, and at the rate of 9.68% per annum on the Series G Preferred Stock, of the par value thereof, and no more, and at such rate per annum on each additional series as shall be fixed in and by the resolution or resolutions of the Board of Directors of the Corporation providing for the issuance of the shares of such series, payable quarterly on February 1, May 1, August 1 and November 1 of each year to stockholders of record as of a date, not exceeding forty (40) days and not less than ten (10) days preceding such dividend payment dates, to be fixed by the Board of Directors, such dividends to be cumulative from the last date to which dividends upon the First through Tenth Series Preferred Stock of Louisiana Power & Light Company, a Florida corporation, are paid, with respect to the First through Tenth Series Preferred Stock, from November 2, 1977 with respect to the Eleventh Series Preferred Stock, from March 1, 1979 with respect to the Twelfth Series Preferred Stock, from October 31, 1991 with respect to the Thirteenth Series Preferred Stock, from February 4, 1992 with respect to the Fourteenth Series Preferred Stock, from July 19, 1979 with respect to the Series A Preferred Stock, from October 17, 1979 with respect to the Series B Preferred Stock, from November 6, 1980 with respect to the Series C Preferred Stock, from May 19, 1982 with respect to the Series D Preferred Stock, from February 24, 1983 with respect to the Series E Preferred Stock, from August 17, 1984 with respect to the Series F Preferred Stock, from July 2, 1991 with respect to the Series G Preferred Stock, and from such date with respect to each additional series, if made cumulative in and by the resolution or resolutions of the Board of Directors of the Corporation providing for such series, as shall be fixed in and by such resolution or resolutions, provided that, if such resolution or resolutions so provide, the first dividend payment date for any such additional series may be the dividend payment date next succeeding the dividend payment date immediately following the issuance of the shares of such series.

The first sentence of paragraph (G) of Part III of said Article 3 is amended to be and to read in its entirety as follows:

(G) Upon the affirmative vote of a majority of the shares of the issued and outstanding Common Stock at any annual meeting, or any. special meeting called for that purpose, the Corporation may at any time redeem all of any series of the Preferred Stock or may from time to time redeem any part thereof, by paying in cash, as to the First Series Preferred Stock, a redemption price of $104.25 per share, as to the Second Series Preferred Stock, a redemption price of $104.21 per share, as to the Third Series Preferred Stock, a redemption price of $104.06 per share, as to the Fourth Series Preferred Stock, a redemption price of $104.18 per share, as to the Fifth Series Preferred Stock, a redemption price of $103.00 per share, as to the Sixth Series Preferred Stock, a redemption price of $102.92 per share, as to the Seventh Series Preferred Stock, a redemption price of $108.96 per share if redeemed on or prior to November 1, 1980, $106.58 per share if redeemed subsequent to November 1, 1980 but on or prior to November 1, 1985, and $104.20 per share if redeemed subsequent to November 1, 1985, as to the Eighth Series Preferred Stock, a redemption price of $107.70 per share if redeemed on or prior to April 1, 1981, $105.74 per share if redeemed subsequent to April 1, 1981 but on or prior to April 1, 1986, and $103.78 per share if redeemed subsequent to April 1, 1986, as to the Ninth Series Preferred Stock, a redemption price of $107.04 per share if redeemed on or prior to January 1, 1982, $105.20 per share if redeemed subsequent to January 1, 1982 but on or prior to January 1, 1987, and $103.36 per share if redeemed subsequent to January 1, 1987, as to the Tenth Series Preferred Stock, a redemption price of $107.42 per share if redeemed on or prior to March 1, 1984, $105.28 per share if redeemed subsequent to March 1, 1984 but on or prior to March 1, 1989, and $103.14 per share if redeemed subsequent to March 1, 1989, as to the Eleventh Series Preferred Stock, a redemption price of $111.44 per share if redeemed on or prior to November 1, 1982 (except that no share of the Eleventh Series Preferred Stock shall be redeemed prior to November 1, 1982 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the Eleventh Series Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than
9.4297% per annum), $109.08 per share if redeemed subsequent to November 1, 1982 but on or prior to November 1, 1987, $106.72 per share if redeemed subsequent to November 1, 1987 but on or prior to November 1, 1992, and $104.36 per share if redeemed subsequent to November 1, 1992, as to the Twelfth Series Preferred Stock, a redemption price of $113.98 per share if redeemed on or prior to March 1, 1984 (except that no share of the Twelfth Series Preferred Stock shall be redeemed prior to March 1, 1984 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the Twelfth Series Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than 11.4560% per annum), $111.11 per share if redeemed subsequent to March 1, 1984 but on or prior to March 1, 1989, $108.24 per share if redeemed subsequent to March 1, 1989 but on or prior to March 1, 1994, and $105.37 per share if redeemed subsequent to March 1, 1994, as to the Thirteenth Series Preferred Stock, a redemption price of $100.00 per share (except that no share of the Thirteenth Series Preferred Stock shall be redeemed on or before November 1, 1999), as to the Fourteenth Series Preferred Stock, a redemption price of $100.00 per share (except that no share of the Fourteenth Series Preferred Stock shall be redeemed on or before February 1, 1998), as to the Series A Preferred Stock, a

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redemption price of $27.68 per share if redeemed on or prior to July 1, 1984 (except that no share of the Series A Preferred Stock shall be redeemed prior to July 1, 1984 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the Series A Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than 11.2705% per annum), $27.01 per share if redeemed subsequent to July 1, 1984 but on or prior to July 1, 1989, $26.34 per share if redeemed subsequent to July 1, 1989 but on or prior to July 1, 1994, and $25.67 per share if redeemed subsequent to July 1, 1994, as to the Series B Preferred Stock, a redemption price of $28.28 per share if redeemed on or prior to October 1, 1984 (except that no share of the Series B Preferred Stock shall be redeemed prior to October 1, 1984 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the Series B Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than 14.6103% per annum), $27.46 per share if redeemed subsequent to October 1, 1984 but on or prior to October 1, 1989, $26.64 per share if redeemed subsequent to October 1, 1989 but on or prior to October 1, 1994, and $25.82 per share if redeemed subsequent to October 1, 1994, as to the Series C Preferred Stock, a redemption price of $28.80 per share if redeemed on or prior to November 1, 1985 (except that no share of the Series C Preferred Stock shall be redeemed prior to November 1, 1985 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the Series C Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than 16.0616% per annum), $27.85 per share if redeemed subsequent to November 1, 1985 but on or prior to November 1, 1990, $26.90 per share if redeemed subsequent to November 1, 1990 but on or prior to November 1, 1995, and $25.95 per share if redeemed subsequent to November 1, 1995, as to the Series D Preferred Stock, a redemption price of $28.68 per share if redeemed on or prior to May 1, 1987 (except that no share of the Series D Preferred Stock shall be redeemed prior to May 1, 1987 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the Series D Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than 15.4233% per annum), $27.76 per share if redeemed subsequent to May 1, 1987 but on or prior to May 1, 1992, $26.84 per share if redeemed subsequent to May 1, 1992 but on or prior to May 1, 1997, and $25.92 per share if redeemed subsequent to May 1, 1997, as to the Series E Preferred Stock, a redemption price of $28.16 per share if redeemed on or prior to February 1, 1988 (except that no share of the Series E Preferred Stock shall be redeemed prior to February 1, 1988 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the Series E Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than 13.1942% per annum), $27.37 per share if redeemed subsequent to February 1, 1988 but on or prior to February 1, 1993, $26.58 per share if redeemed subsequent to February 1, 1993 but on or prior to February 1, 1998, and $25.79 per share if redeemed subsequent to February 1, 1998, as to the Series F Preferred Stock, a redemption price of $29.80 per share if redeemed on or prior to August 1, 1985, $29.27 per share if redeemed subsequent to August 1, 1985 but on or prior to August 1, 1986, $28.73 per share if redeemed subsequent to August 1, 1986 but on or prior to August 1, 1987, $28.20 per share if redeemed subsequent to August 1, 1987 but on or prior to August 1, 1988, $27.67 per share if redeemed subsequent to August 1, 1988 but on or prior to August 1, 1989, $27.13 per share if redeemed subsequent to August 1, 1989 but on or prior to August 1, 1990, $26.60 per share if redeemed subsequent to August 1, 1990 but on or prior to August 1, 1991, $26.07 per share if redeemed subsequent to August 1, 1991 but on or prior to August 1, 1992, $25.53 per share if redeemed subsequent to August 1, 1992 but on or prior to August 1, 1993, and $25.00 per share if redeemed subsequent to August 1, 1993, provided, however, that no share of the Series F Preferred Stock shall be redeemed prior to August 1, 1989 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the Series F Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than 19.9171% per annum, and as to the Series G Preferred Stock, a redemption price of $25.00 per share (except that no share of the Series G Preferred Stock shall be redeemed on or before August 1, 1996), and as to each additional series such redemption price or prices, with such restrictions or limitations, if any, on redemption or refunding, as shall be fixed in and by the resolution or resolutions of the Board of Directors of the Corporation providing for such series; plus, in each case where applicable, an amount equivalent to the accumulated and unpaid dividends, if any, to the date fixed for redemption; provided that without the vote of the issued and outstanding Common Stock, the Thirteenth Series Preferred Stock shall be subject to redemption as and for a sinking fund as follows:

on November 1, 2001 (such date being hereinafter referred to as the "Thirteenth Series Sinking Fund Redemption Date"), the Corporation shall redeem, out of funds legally available therefor, all of the shares of the Thirteenth Series Preferred Stock then outstanding at the sinking fund redemption price of $100 per share plus, as to each share so redeemed, an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date of redemption (the obligation of the Corporation to redeem all of the shares of the Thirteenth Series Preferred Stock on the Thirteenth Series Sinking Fund Redemption Date or, as hereinafter provided for, on any annual anniversary thereof on which shares of the

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Thirteenth Series Preferred Stock are outstanding (each such annual anniversary being hereinafter referred to as the "Thirteenth Series Sinking Fund Redemption Date Annual Anniversary") being hereinafter referred to as the "Thirteenth Series Sinking Fund Obligation"); the Thirteenth Series Sinking Fund Obligation shall be cumulative and if on the Thirteenth Series Sinking Fund Redemption Date, or on any Thirteenth Series Sinking Fund Redemption Date Annual Anniversary, the Corporation shall not have funds legally available therefor sufficient to redeem all of the shares of the Thirteenth Series Preferred Stock then outstanding, the Thirteenth Series Sinking Fund Obligation with respect to the shares not redeemed shall carry forward to each successive Thirteenth Series Sinking Fund Redemption Date Annual Anniversary until all of the outstanding shares of the Thirteenth Series Preferred Stock shall have been redeemed; if on the Thirteenth Series Sinking Fund Redemption Date or on any Thirteenth Series Sinking Fund Redemption Date Annual Anniversary, the funds of the Corporation legally available for the satisfaction of the Thirteenth Series Sinking Fund Obligation and all other sinking fund and similar obligations then existing with respect to any other class or series of its stock ranking on a parity as to dividends or assets with the Thirteenth Series Preferred Stock (such Obligation and obligations collectively being hereinafter referred to as the "Total Sinking Fund Obligation") are insufficient to permit the Corporation to satisfy fully its Total Sinking Fund Obligation on that date, the Corporation shall apply to the satisfaction of its Thirteenth Series Sinking Fund Obligation on that date that proportion of such legally available funds which is equal to the ratio of such Thirteenth Series Sinking Fund Obligation to such Total Sinking Fund Obligation; and provided that without the vote of the issued and outstanding Common Stock, the Fourteenth Series Preferred Stock shall be subject to redemption as and for a sinking fund as follows: on February 1, 1999 (such date being hereinafter referred to as the "Fourteenth Series Sinking Fund Redemption Date"), the Corporation shall redeem, out of funds legally available therefor, all of the shares of the Fourteenth Series Preferred Stock then outstanding at the sinking fund redemption price of $100 per share plus, as to each share so redeemed, an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date of redemption (the obligation of the Corporation to redeem all of the shares of the Fourteenth Series Preferred Stock on the Fourteenth Series Sinking Fund Redemption Date or, as hereinafter provided for, on any annual anniversary thereof on which shares of the Fourteenth Series Preferred Stock are outstanding (each such annual anniversary being hereinafter referred to as the "Fourteenth Series Sinking Fund Redemption Date Annual Anniversary") being hereinafter referred to as the "Fourteenth Series Sinking Fund Obligation"); the Fourteenth Series Sinking Fund Obligation shall be cumulative and if on the Fourteenth Series Sinking Fund Redemption Date, or on any Fourteenth Series Sinking Fund Redemption Date Annual Anniversary, the Corporation shall not have funds legally available therefor sufficient to redeem all of the shares of the Fourteenth Series Preferred Stock then outstanding, the Fourteenth Series Sinking Fund Obligation with respect to the shares not redeemed shall carry forward to each successive Fourteenth Series Sinking Fund Redemption Date Annual Anniversary until all of the outstanding shares of the Fourteenth Series Preferred Stock shall have been redeemed; if on the Fourteenth Series Sinking Fund Redemption Date or on any Fourteenth Series Sinking Fund Redemption Date Annual Anniversary, the funds of the Corporation legally available for the satisfaction of the Fourteenth Series Sinking Fund Obligation and all other sinking fund and similar obligations then existing with respect to any other class or series of its stock ranking on a parity as to dividends or assets with the Fourteenth Series Preferred Stock (such Obligation and obligations collectively being hereinafter referred to as the "Total Sinking Fund Obligation") are insufficient to permit the Corporation to satisfy fully its Total Sinking Fund Obligation on that date, the Corporation shall apply to the satisfaction of its Fourteenth Series Sinking Fund Obligation on that date that proportion of such legally available funds which is equal to the ratio of such Fourteenth Series Sinking Fund Obligation to such Total Sinking Fund Obligation; and provided that without the vote of the issued and outstanding Common Stock, the Series A Preferred Stock shall be subject to redemption as and for a sinking fund as follows: on July 1, 1984 and on each July 1 thereafter (each such date being hereinafter referred to as a "Series A Sinking Fund Redemption Date"), for so long as any shares of the Series A Preferred Stock shall remain outstanding, the Corporation shall redeem, out of funds legally available therefor, 120,000 shares of the Series A Preferred Stock (or the number of shares then outstanding if less than 120,000) at the sinking fund redemption price of $25 per share plus, as to each share so redeemed, an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date of redemption (the obligation of the Corporation so to redeem the shares of the Series A Preferred Stock being hereinafter referred to as the "Series A Sinking Fund Obligation"); the Series A Sinking Fund Obligation shall be cumulative; if on any Series A Sinking Fund Redemption Date, the Corporation shall not have funds legally available therefor sufficient to redeem the full number of shares required to be redeemed on that date, the Series A Sinking Fund Obligation with respect to the shares not redeemed shall carry forward to each successive Series A Sinking Fund Redemption Date until such shares shall have been redeemed; whenever on any Series A Sinking Fund Redemption Date, the funds of the Corporation legally available for the satisfaction of the Series A Sinking Fund Obligation and all other sinking fund and similar obligations then existing with respect to any other class or series of its stock ranking on a parity as to dividends or assets with the Series A Preferred Stock (such Obligation and obligations collectively being hereinafter referred to as the "Total Sinking Fund Obligation") are insufficient to permit the Corporation to satisfy fully its Total Sinking Fund Obligation on that date, the Corporation shall apply to the satisfaction of its Series A Sinking Fund Obligation on that date that proportion of such legally available funds which is equal to the ratio of such Series A Sinking Fund Obligation to such Total Sinking Fund Obligation; in addition to the Series A Sinking Fund Obligation, the Corporation shall have the option, which shall be non-cumulative, to redeem, upon authorization of the Board of Directors, on each Series A Sinking Fund Redemption Date, at the aforesaid sinking fund redemption price, up to 120,000 additional shares of the Series A Preferred Stock; the Corporation shall be entitled, at its election, to credit against its Series A Sinking Fund Obligation on any Series A Sinking Fund Redemption Date any shares of the Series A Preferred Stock (including shares of the Series A Preferred Stock optionally redeemed at the aforesaid sinking fund redemption price) theretofore redeemed, other than shares of the Series A Preferred Stock redeemed pursuant to the Series A Sinking Fund Obligation, purchased or otherwise acquired and not previously credited against the Series A Sinking Fund Obligation; and provided that without the vote of the issued and outstanding Common Stock, the Series B Preferred Stock shall be subject to redemption as and for a sinking fund as follows: on October 1, 1984 and on each October 1 thereafter (each such date being hereinafter referred to as a "Series B Sinking Fund Redemption Date"), for so long as any shares of the Series B Preferred Stock shall remain outstanding, the Corporation shall redeem, out of funds legally available therefor, 80,000 shares of the Series B Preferred Stock (or the number of shares then outstanding if less than 80,000) at the sinking fund redemption price of $25 per share plus, as to each share so redeemed, an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date of redemption (the obligation of the Corporation so to redeem

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the shares of the Series B Preferred Stock being hereinafter referred to as the "Series B Sinking Fund Obligation"); the Series B Sinking Fund Obligation shall be cumulative; if on any Series B Sinking Fund Redemption Date, the Corporation shall not have funds legally available therefor sufficient to redeem the full number of shares required to be redeemed on that date, the Series B Sinking Fund Obligation with respect to the shares not redeemed shall carry forward to each successive Series B Sinking Fund Redemption Date until such shares shall have been redeemed; whenever on any Series B Sinking Fund Redemption Date, the funds of the Corporation legally available for the satisfaction of the Series B Sinking Fund Obligation and all other sinking fund and similar obligations then existing with respect to any other class or series of its stock ranking on a parity as to dividends or assets with the Series B Preferred Stock (such Obligation and obligations collectively being hereinafter referred to as the "Total Sinking Fund Obligation") are insufficient to permit the Corporation to satisfy fully its Total Sinking Fund Obligation on that date, the Corporation shall apply to the satisfaction of its Series B Sinking Fund Obligation on that date that proportion of such legally available funds which is equal to the ratio of such Series B Sinking Fund Obligation to such Total Sinking Fund Obligation; in addition to the Series B Sinking Fund Obligation, the Corporation shall have the option, which shall be non-cumulative, to redeem, upon authorization of the Board of Directors, on each Series B Sinking Fund Redemption Date, at the aforesaid sinking fund redemption price, up to 80,000 additional shares of the Series B Preferred Stock; the Corporation shall be entitled, at its election, to credit against its Series B Sinking Fund Obligation on any Series B Sinking Fund Redemption Date any shares of the Series B Preferred Stock (including shares of the Series B Preferred Stock optionally redeemed at the aforesaid sinking fund redemption price) theretofore redeemed, other than shares of the Series B Preferred Stock redeemed pursuant to the Series B Sinking Fund Obligation, purchased or otherwise acquired and not previously credited against the Series B Sinking Fund Obligation; and provided that without the vote of the issued and outstanding Common Stock, the Series C Preferred Stock shall be subject to redemption as and for a sinking fund as follows: on November 1, 1985 and on each November 1 thereafter (each such date being hereinafter referred to as a "Series C Sinking Fund Redemption Date"), for so long as any shares of the Series C Preferred Stock shall remain outstanding, the Corporation shall redeem, out of funds legally available therefor, 60,000 shares of the Series C Preferred Stock (or the number of shares then outstanding if less than 60,000) at the sinking fund redemption price of $25 per share plus, as to each share so redeemed, an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date of redemption (the obligation of the Corporation so to redeem the shares of the Series C Preferred Stock being hereinafter referred to as the "Series C Sinking Fund Obligation"); the Series C Sinking Fund Obligation shall be cumulative; if on any Series C Sinking Fund Redemption Date, the Corporation shall not have funds legally available therefor sufficient to redeem the full number of shares required to be redeemed on that date, the Series C Sinking Fund Obligation with respect to the shares not redeemed shall carry forward to each successive Series C Sinking Fund Redemption Date until such shares shall have been redeemed; whenever on any Series C Sinking Fund Redemption Date, the funds of the Corporation legally available for the satisfaction of the Series C Sinking Fund Obligation and all other sinking fund and similar obligations then existing with respect to any other class or series of its stock ranking on a parity as to divi dends or assets with the Series C Preferred Stock (such Obligation and obligations collectively being hereinafter referred to as the "Total Sinking Fund Obligation") are insufficient to permit the Corporation to satisfy fully its Total Sinking Fund Obligation on that date, the Corporation shall apply to the satisfaction of its Series C Sinking Fund Obligation on that date that proportion of such legally available funds which is equal to the ratio of such Series C Sinking Fund Obligation to such Total Sinking Fund Obligation; in addition to the Series C Sinking Fund Obligation, the Corporation shall have the option, which shall be non-cumulative, to redeem, upon authorization of the Board of Directors, on each Series C Sinking Fund Redemption Date, at the aforesaid sinking fund redemption price, up to 60,000 additional shares of the Series C Preferred Stock; the Corporation shall be entitled, at its election, to credit against its Series C Sinking Fund Obligation on any Series C Sinking Fund Redemption Date any shares of the Series C Preferred Stock (including shares of the Series C Preferred Stock optionally redeemed at the aforesaid sinking fund redemption price) theretofore redeemed, other than shares of the Series C Preferred Stock redeemed pursuant to the Series C Sinking Fund Obligation, purchased or otherwise acquired and not previously credited against the Series C Sinking Fund Obligation; and provided that without the vote of the issued and outstanding Common Stock, the Series D Preferred Stock shall be subject to redemption as and for a sinking fund as follows: on May 1, 1987 and on each May 1 thereafter (each such date being hereinafter referred to as a "Series D Sinking Fund Redemption Date"), for so long as any shares of the Series D Preferred Stock shall remain outstanding, the Corporation shall redeem, out of funds legally available therefor, 100,000 shares of the Series D Preferred Stock (or the number of shares then outstanding if less than 100,000) at the sinking fund redemption price of $25 per share plus, as to each share so redeemed, an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date of redemption (the obligation of the Corporation so to redeem the shares of the Series D Preferred Stock being hereinafter referred to as the "Series D Sinking Fund Obligation"); the Series D Sinking Fund Obligation shall be cumulative; if on any Series D Sinking Fund Redemption Date, the Corporation shall not have funds legally available therefor sufficient to redeem the full number of shares required to be redeemed on that date, the Series D Sinking Fund Obligation with respect to the shares not redeemed shall carry forward to each successive Series D Sinking Fund Redemption Date until such shares shall have been redeemed; whenever on any Series D Sinking Fund Redemption Date, the funds of the Corporation legally available for the satisfaction of the Series D Sinking Fund Obligation and all other sinking fund and similar obligations then existing with respect to any other class or series of its stock ranking on a parity as to dividends or assets with the Series D Preferred Stock (such Obligation and obligations collectively being hereinafter referred to as the "Total Sinking Fund Obligation") are insufficient to permit the Corporation to satisfy fully its Total Sinking Fund Obligation on that date, the Corporation shall apply to the satisfaction of its Series D Sinking Fund Obligation on that date that proportion of such legally available funds which is equal to the ratio of such Series D Sinking Fund Obligation to such Total Sinking Fund Obligation; in addition to the Series D Sinking Fund Obligation, the Corporation shall have the option, which shall be non-cumulative, to redeem, upon authorization of the Board of Directors, on each Series D Sinking Fund Redemption Date, at the aforesaid sinking fund redemption price, up to 100,000 additional shares of the Series D Preferred Stock; the Corporation shall be entitled, at its election, to credit against its Series D Sinking Fund Obligation on any Series D Sinking Fund Redemption Date any shares of the Series D Preferred Stock (including shares of the Series D Preferred Stock optionally redeemed at the aforesaid sinking fund redemption price) theretofore redeemed, other than shares of the Series D Preferred Stock redeemed pursuant to the Series D Sinking Fund Obligation, purchased or otherwise acquired and not previously credited against the Series D Sinking Fund Obligation; and provided that without the vote of the

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issued and outstanding Common Stock, the Series E Preferred Stock shall be subject to redemption as and for a sinking fund as follows: on February 1, 1988 and on each February 1 thereafter (each such date being hereinafter referred to as a "Series E Sinking Fund Redemption Date"), for so long as any shares of the Series E Preferred Stock shall remain outstanding, the Corporation shall redeem, out of funds legally available therefor, 150,000 shares of the Series E Preferred Stock (or the number of shares then outstanding if less than 150,000) at the sinking fund redemption price of $25 per share plus, as to each share so redeemed, an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date of redemption (the obligation of the Corporation so to redeem the shares of the Series E Preferred Stock being hereinafter referred to as the "Series E Sinking Fund Obligation"); the Series E Sinking Fund Obligation shall be cumulative; if on any Series E Sinking Fund Redemption Date, the Corporation shall not have funds legally available therefor sufficient to redeem the full number of shares required to be redeemed on that date, the Series E Sinking Fund Obligation with respect to the shares not redeemed shall carry forward to each successive Series E Sinking Fund Redemption Date until such shares shall have been redeemed; whenever on any Series E Sinking Fund Redemption Date, the funds of the Corporation legally available for the satisfaction of the Series E Sinking Fund Obligation and all other sinking fund and similar obligations then existing with respect to any other class or series of its stock ranking on a parity as to dividends or assets with the Series E Preferred Stock (such Obligation and obligations collectively being hereinafter referred to as the "Total Sinking Fund Obligation") are insufficient to permit the Corporation to satisfy fully its Total Sinking Fund Obligation on that date, the Corporation shall apply to the satisfaction of its Series E Sinking Fund Obligation on that date that proportion of such legally available funds which is equal to the ratio of such Series E Sinking Fund Obligation to such Total Sinking Fund Obligation; in addition to the Series E Sinking Fund Obligation, the Corporation shall have the option, which shall be non-cumulative, to redeem, upon authorization of the Board of Directors, on each Series E Sinking Fund Redemption Date, at the aforesaid sinking fund redemption price, up to 150,000 additional shares of the Series E Preferred Stock; the Corporation shall be entitled, at its election, to credit against its Series E Sinking Fund Obligation on any Series E Sinking Fund Redemption Date any shares of the Series E Preferred Stock (including shares of the Series E Preferred Stock optionally redeemed at the aforesaid sinking fund redemption price) theretofore redeemed, other than shares of the Series E Preferred Stock redeemed pursuant to the Series E Sinking Fund Obligation, purchased or otherwise acquired and not previously credited against the Series E Sinking Fund Obligation; and provided that without the vote of the issued and outstanding Common Stock, the Series F Preferred Stock shall be subject to redemption as and for a sinking fund as follows: on August 1, 1990 and on each August 1 thereafter (each such date being hereinafter referred to as a "Series F Sinking Fund Redemption Date"), for so long as any shares of the Series F Preferred Stock shall remain outstanding, the Corporation shall redeem, out of funds legally available therefor, 400,000 shares of the Series F Preferred Stock (or the number of shares then outstanding if less than 400,000) at the sinking fund redemption price of $25 per share plus, as to each share so redeemed, an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date of redemption (the obligation of the Corporation so to redeem the shares of the Series F Preferred Stock being hereinafter referred to as the "Series F Sinking Fund Obligation"); the Series F Sinking Fund Obligation shall be cumulative; if on any Series F Sinking Fund Redemption Date, the Corporation shall not have funds legally available therefor sufficient to redeem the full number of shares required to be redeemed on that date, the Series F Sinking Fund Obligation with respect to the shares not redeemed shall carry forward to each successive Series F Sinking Fund Redemption Date until such shares shall have been redeemed; whenever on any Series F Sinking Fund Redemption Date, the funds of the Corporation legally available for the satisfaction of the Series F Sinking Fund Obligation and all other sinking fund and similar obligations then existing with respect to any other class or series of its stock ranking on a parity as to dividends or assets with the Series F Preferred Stock (such Obligation and obligations collectively being hereinafter referred to as the "Total Sinking Fund Obligation") are insufficient to permit the Corporation to satisfy fully its Total Sinking Fund Obligation on that date, the Corporation shall apply to the satisfaction of its Series F Sinking Fund Obligation on that date that proportion of such legally available funds which is equal to the ratio of such Series F Sinking Fund Obligation to such Total Sinking Fund Obligation; in addition to the Series F Sinking Fund Obligation, the Corporation shall have the option, which shall be non-cumulative, to redeem, upon authorization of the Board of Directors, on each Series F Sinking Fund Redemption Date, at the aforesaid sinking fund redemption price, up to 400,000 additional shares of the Series F Preferred Stock; the Corporation shall be entitled, at its election, to credit against its Series F Sinking Fund Obligation on any Series F Sinking Fund Redemption Date any shares of the Series F Preferred Stock (including shares of the Series F Preferred Stock optionally redeemed at the aforesaid sinking fund redemption price) theretofore redeemed, other than shares of the Series F Preferred Stock redeemed pursuant to the Series F Sinking Fund Obligation, purchased or otherwise acquired and not previously credited against the Series F Sinking Fund Obligation.

The last sentence of paragraph (H) of Part III of said Article 3 is amended to be and to read in its entirety as follows:

So long as any of the Second through Fourteenth Series Preferred Stock or any of the Series A, Series B, Series C, Series D, Series E, Series F, or Series G Preferred Stock remains outstanding, or there remains outstanding any additional series of Preferred Stock with respect to which the resolution or resolutions of the Board of Directors of the Corporation providing for same makes this sentence applicable, at any time when the aggregate of all amounts credited subsequent to January 1, 1953 to the depreciation reserve account of the Corporation and Louisiana Power & Light Company, a Florida corporation, through charges to operating revenue deductions or otherwise on the books of the Corporation and Louisiana Power & Light Company, a Florida corporation (other than transfers out of the balance of surplus as of December 31, 1952), shall be less than the amount computed as provided in clause (aa) below, under requirements contained in the Corporation's mortgage indentures, then for the purposes of subparagraphs (a) and (b) above, in determining the earnings available for Common Stock dividends during any twelve-month period, the amount to be provided for depreciation in that period shall be (aa) the greater of the cumulative amount charged to depreciation expense on the books of the Corporation and Louisiana Power & Light Company, a Florida corporation, or the cumulative amount computed under requirements contained in the Corporation's mortgage indentures relating to minimum depreciation provisions (the latter cumulative amount being the aggregate of the largest amounts separately computed for entire periods of differing coexisting mortgage indenture requirements) for the period from January 1, 1953 to and including said twelve-month period, less (bb) the greater of the cumulative amount

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charged to depreciation expense on the books of the Corporation and Louisiana Power & Light Company, a Florida corporation, or the cumulative amount computed under requirements contained in the Corporation's mortgage indentures relating to minimum depreciation provi sions (the latter cumulative amount being the aggregate of the largest amounts separately computed for entire periods of differing coexisting mortgage indenture requirements) from January 1, 1953 up to but excluding said twelve-month period; provided that in the event any company other than Louisiana Power & Light Company, a Florida corporation, is merged into the Corporation, the "cumulative amount computed under requirements contained in the Corporation's mortgage indentures relating to minimum depreciation provisions" referred to above shall be computed without regard, for the period prior to the merger, of property acquired in the merger, and the "cumulative amount charged to depreciation expense on the books of the Corporation and Louisiana Power & Light Company, a Florida corporation", shall be exclusive of amounts provided for such property prior to the merger.

The Restated Articles of Incorporation, as amended, of the said Louisiana Power & Light Company were amended as aforesaid by its Board of Directors as provided in Section 33 of Title 12 of the Louisiana Revised Statutes of 1950, as amended, and pursuant to the authority granted in and by said Restated Articles of Incorporation and the laws of the State of Louisiana, and particularly, but not by way of limitation, Part II of Article 3 of said Restated Articles of Incorpora tion and Sections 24B(6) and 33A and E of Title 12 of the Louisiana Revised Statutes of 1950, as amended.

The Restated Articles of Incorporation, as amended, of said Louisiana Power & Light Company were not amended in any other respect than as set forth hereinabove, and all of the provisions of said Restated Articles of Incorporation, as amended as hereinabove set forth, relating in any way to the shares of stock of said Louisiana Power & Light Company are incorporated and stated in these Articles of Amendment by reference.

These Articles of Amendment are executed on and dated the 27th day of January, 1992.

LOUISIANA POWER & LIGHT COMPANY

By: /s/ Gerald D. McInvale
Gerald D. McInvale,
Senior Vice President

By: /s/ T. O. Lind
T. O. Lind,
Secretary

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ACKNOWLEDGMENT

STATE OF LOUISIANA

PARISH OF ORLEANS

BEFORE ME, the undersigned authority, personally came and appeared Gerald D. McInvale and T. O. Lind, to me known to be a Senior Vice President and the Secretary, respectively, of Louisiana Power & Light Company and the persons who executed the foregoing instrument in such capacities, and who, after first being duly sworn by me, did declare and acknowledge that they signed and executed the foregoing instrument in such capacities for and in the name of the said Louisiana Power & Light Company, as its and their free act and deed, being thereunto duly authorized.

/s/ Gerald D. McInvale

Gerald D. McInvale,
Senior Vice President

/s/ T. O. Lind
T. O. Lind, Secretary

Sworn to and subscribed before me at
New Orleans, Orleans Parish, Louisiana,
on this 27th day of January, 1992.

/s/ Melvin I. Schwartzman
Melvin I. Schwartzman,
Notary Public in and for the
Parish of Orleans,
State of Louisiana

My Commission is issued for life.

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ARTICLES OF AMENDMENT
to the
RESTATED ARTICLES OF INCORPORATION, AS AMENDED
of
LOUISIANA POWER & LIGHT COMPANY

On October 22, 1992 the Board of Directors of Louisiana Power & Light Company, a corporation organized and existing under the laws of the State of Louisiana, at a meeting of said Board of Directors duly convened and held, with a quorum present and acting throughout, by resolutions unanimously adopted, amended Article 3 of the Restated Articles of Incorporation, as amended, of said corporation as follows:

Sub-paragraph (ii) of paragraph (b) of Part I of said Article 3 is amended to be and to read in its entirety as follows:

(ii) Said 22,000,000 shares of $25 Preferred Stock shall be issuable in one or more series from time to time; one series of $25 Preferred Stock shall consist of 2,400,000 shares of 10.72% Preferred Stock, Cumulative, $25 par value (hereinafter sometimes called "Series A Preferred Stock"), one series of $25 Preferred Stock shall consist of 1,600,000 shares of 13.12% Preferred Stock, Cumulative, $25 par value (hereinafter sometimes called "Series B Preferred Stock"), one series of $25 Preferred Stock shall consist of 1,200,000 shares of 15.20% Preferred Stock, Cumulative, $25 par value (hereinafter sometimes called "Series C Preferred Stock"), one series of $25 Preferred Stock shall consist of 2,000,000 shares of 14.72% Preferred Stock, Cumulative, $25 par value (hereinafter sometimes called "Series D Preferred Stock"), one series of $25 Preferred Stock shall consist of 3,000,000 shares of 12.64% Preferred Stock, Cumulative, $25 par value (hereinafter sometimes called "Series E Preferred Stock"), one series of $25 Preferred Stock shall consist of 2,000,000 shares of 19.20% Preferred Stock, Cumulative, $25 par value (hereinafter sometimes called "Series F Preferred Stock"), one series of $25 Preferred Stock shall consist of 2,000,000 shares of 9.68% Preferred Stock, Cumulative, $25 par value (hereinafter sometimes called "Series G Preferred Stock"), and one series of $25 Preferred Stock shall consist of 1,480,000 shares of 8% Preferred Stock, Cumulative, $25 par value (hereinafter sometimes called "Series H Preferred Stock"); and the remaining 6,320,000 of said shares of $25 Preferred Stock may be divided into and issued in additional series from time to time, each such additional series to be provided for and to be distinctively designated, and the issuance of the shares of each such additional series to be authorized, in and by a resolution or resolutions to be adopted by the Board of Directors of the Corporation in accordance with the provisions hereof.

The second sentence of Part II of said Article 3 is amended to be and to read in its entirety as follows:

The shares of each series of Preferred Stock shall have the same rank and shall have the same relative rights except with respect to such characteristics as are peculiar to or pertain only to the particular class of such series and with respect to the following characteristics:

(a) The number of shares to constitute each such series and the distinctive designation thereof;

(b) The annual rate or rates of dividends payable on shares of such series and the date from which such dividends shall commence to accumulate;

(c) The amount or amounts payable upon redemption thereof; and

(d) The terms and amount of the sinking fund requirements (if any) for the purchase or redemption of shares of each series of Preferred Stock other than the First through Tenth Series Preferred Stock;

which different characteristics of clauses (a), (b), and
(c) above are herein set forth with respect to the First through Tenth Series Preferred Stock and of clauses (a),
(b), (c), and (d) above are herein set forth with respect to the Eleventh, Twelfth, Thirteenth, and Fourteenth Series Preferred Stock and the Series A, Series B, Series C, Series D, Series E, Series F, Series G and Series H Preferred Stock, and, with respect to each additional series of Preferred Stock, the designation of the class thereof and the different characteristics of clauses (a),
(b), (c), and (d) above shall be set forth in the resolution or resolutions of the Board of Directors of the Corporation providing for such series.

Paragraph (A) of Part III of said Article 3 is amended to be and to read in its entirety as follows:

(A) The Preferred Stock shall be entitled, but only when and as declared by the Board of Directors, out of funds legally available for the payment of dividends, in preference to the Common Stock, to dividends at the rate of 4.96% per annum on the First Series Preferred Stock, at the rate of 4.16% per annum on the Second Series Preferred Stock, at the rate of 4.44% per annum on the Third Series Preferred Stock, at the rate of 5.16% per annum on the Fourth Series Preferred Stock, at the rate of 5.40% per annum on the Fifth Series Preferred Stock, at the rate of 6.44% per annum on the Sixth Series Preferred Stock, at the rate of 9.52% per annum on the Seventh Series Preferred Stock, at the rate of 7.84% per annum on the Eighth Series Preferred Stock, at the rate of 7.36% per annum on the Ninth Series Preferred Stock, at the rate of 8.56% per annum on the Tenth Series Preferred Stock, at the rate of 9.44% per annum on the Eleventh Series Preferred Stock, at the rate of 11.48% per annum on the Twelfth Series Preferred Stock, at the rate of 8% per annum on the Thirteenth Series Preferred Stock, at the rate of 7% per annum on the Fourteenth Series Preferred Stock, at the rate of 10.72% per annum on the Series A Preferred Stock, at the rate of 13.12% per

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annum on the Series B Preferred Stock, at the rate of 15.20% per annum on the Series C Preferred Stock, at the rate of 14.72% per annum on the Series D Preferred Stock, at the rate of 12.64% per annum on the Series E Preferred Stock, at the rate of 19.20% per annum on the Series F Preferred Stock, at the rate of 9.68% per annum on the Series G Preferred Stock, and at the rate of 8% per annum on the Series H Preferred Stock, of the par value thereof, and no more, and at such rate per annum on each additional series as shall be fixed in and by the resolution or resolutions of the Board of Directors of the Corporation providing for the issuance of the shares of such series, payable quarterly on February 1, May 1, August 1 and November 1 of each year to stockholders of record as of a date, not exceeding forty (40) days and not less than ten (10) days preceding such dividend payment dates, to be fixed by the Board of Directors, such dividends to be cumulative from the last date to which dividends upon the First through Tenth Series Preferred Stock of Louisiana Power & Light Company, a Florida corporation, are paid, with respect to the First through Tenth Series Preferred Stock, from November 2, 1977 with respect to the Eleventh Series Preferred Stock, from March 1, 1979 with respect to the Twelfth Series Preferred Stock, from October 31, 1991 with respect to the Thirteenth Series Preferred Stock, from February 4, 1992 with respect to the Fourteenth Series Preferred Stock, from July 19, 1979 with respect to the Series A Preferred Stock, from October 17, 1979 with respect to the Series B Preferred Stock, from November 6, 1980 with respect to the Series C Preferred Stock, from May 19, 1982 with respect to the Series D Preferred Stock, from February 24, 1983 with respect to the Series E Preferred Stock, from August 17, 1984 with respect to the Series F Preferred Stock, from July 2, 1991 with respect to the Series G Preferred Stock, from October 29, 1992 with respect to the Series H Preferred Stock, and from such date with respect to each additional series, if made cumulative in and by the resolution or resolutions of the Board of Directors of the Corporation providing for such series, as shall be fixed in and by such resolution or resolutions, provided that, if such resolution or resolutions so provide, the first dividend payment date for any such additional series may be the dividend payment date next succeeding the dividend payment date immediately following the issuance of the shares of such series.

The first sentence of paragraph (G) of Part III of said Article 3 is amended to be and to read in its entirety as follows:

(G) Upon the affirmative vote of a majority of the shares of the issued and outstanding Common Stock at any annual meeting, or any special meeting called for that purpose, the Corporation may at any time redeem all of any series of the Preferred Stock or may from time to time redeem any part thereof, by paying in cash, as to the First Series Preferred Stock, a redemption price of $104.25 per share, as to the Second Series Preferred Stock, a redemption price of $104.21 per share, as to the Third Series Preferred Stock, a redemption price of $104.06 per share, as to the Fourth Series Preferred Stock, a redemption price of $104.18 per share, as to the Fifth Series Preferred Stock, a redemption price of $103.00 per share, as to the Sixth Series Preferred Stock, a redemption price of $102.92 per share, as to the Seventh Series Preferred Stock, a redemption price of $108.96 per share if redeemed on or prior to November 1, 1980, $106.58 per share if redeemed subsequent to November 1, 1980 but on or prior to November 1, 1985, and $104.20 per share if redeemed subsequent to November 1, 1985, as to the Eighth Series Preferred Stock, a redemption price of $107.70 per share if redeemed on or prior to April 1, 1981, $105.74 per share if redeemed subsequent to April 1, 1981 but on or prior to April 1, 1986, and $103.78 per share if redeemed subsequent to April 1, 1986, as to the Ninth Series Preferred Stock, a redemption price of $107.04 per share if redeemed on or prior to January 1, 1982, $105.20 per share if redeemed subsequent to January 1, 1982 but on or prior to January 1, 1987, and $103.36 per share if redeemed subsequent to January 1, 1987, as to the Tenth Series Preferred Stock, a redemption price of $107.42 per share if redeemed on or prior to March 1, 1984, $105.28 per share if redeemed subsequent to March 1, 1984 but on or prior to March 1, 1989, and $103.14 per share if redeemed subsequent to March 1, 1989, as to the Eleventh Series Preferred Stock, a redemption price of $111.44 per share if redeemed on or prior to November 1, 1982 (except that no share of the Eleventh Series Preferred Stock shall be redeemed prior to November 1, 1982 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the Eleventh Series Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than 9.4297% per annum), $109.08 per share if redeemed subsequent to November 1, 1982 but on or prior to November 1, 1987, $106.72 per share if redeemed subsequent to November 1, 1987 but on or prior to November 1, 1992, and $104.36 per share if redeemed subsequent to November 1, 1992, as to the Twelfth Series Preferred Stock, a redemption price of $113.98 per share if redeemed on or prior to March 1, 1984 (except that no share of the Twelfth Series Preferred Stock shall be redeemed prior to March 1, 1984 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the Twelfth Series Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so com puted) of less than 11.4560% per annum), $111.11 per share if redeemed subsequent to March 1, 1984 but on or prior to March 1, 1989, $108.24 per share if redeemed subsequent to March 1, 1989 but on or prior to March 1, 1994, and $105.37 per share if redeemed subsequent to March 1, 1994, as to the Thirteenth Series Preferred Stock, a redemption price of $100.00 per share (except that no share of the Thirteenth Series Preferred Stock shall be redeemed on or before November 1, 1999), as to the Fourteenth Series Preferred Stock, a redemption price of $100.00 per share (except that no share of the Fourteenth Series Preferred Stock shall be redeemed on or before February 1, 1998), as to the Series A Preferred Stock, a redemption price of $27.68 per share if redeemed on or prior to July 1, 1984 (except that no share of the Series A Preferred Stock shall be redeemed prior to July 1, 1984 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the Series A Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than 11.2705% per annum), $27.01 per share if redeemed subsequent to July 1, 1984 but on or prior to July 1, 1989, $26.34 per share if redeemed subsequent to July 1, 1989 but on or prior to July 1, 1994, and $25.67 per share if redeemed subsequent to July 1, 1994, as to the Series B Preferred Stock,

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a redemption price of $28.28 per share if redeemed on or prior to October 1, 1984 (except that no share of the Series B Preferred Stock shall be redeemed prior to October 1, 1984 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the Series B Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than 14.6103% per annum), $27.46 per share if redeemed subsequent to October 1, 1984 but on or prior to October 1, 1989, $26.64 per share if redeemed subsequent to October 1, 1989 but on or prior to October 1, 1994, and $25.82 per share if redeemed subsequent to October 1, 1994, as to the Series C Preferred Stock, a redemption price of $28.80 per share if redeemed on or prior to November 1, 1985 (except that no share of the Series C Preferred Stock shall be redeemed prior to November 1, 1985 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly
or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the Series C Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than 16.0616% per annum), $27.85 per share if redeemed subsequent to November 1, 1985 but on or prior to November 1, 1990, $26.90 per share if redeemed subsequent to November 1, 1990 but on or prior to November 1, 1995, and $25.95 per share if redeemed subsequent to November 1, 1995, as to the Series D Preferred Stock, a redemption price of $28.68 per share if redeemed on or prior to May 1, 1987 (except that no share of the Series D Preferred Stock shall be redeemed prior to May 1, 1987 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the Series D Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than 15.4233% per annum), $27.76 per share if redeemed subsequent to May 1, 1987 but on or prior to May 1, 1992, $26.84 per share if redeemed subsequent to May 1, 1992 but on or prior to May 1, 1997, and $25.92 per share if redeemed subsequent to May 1, 1997, as to the Series E Preferred Stock, a redemption price of $28.16 per share if redeemed on or prior to February 1, 1988 (except that no share of the Series E Preferred Stock shall be redeemed prior to February 1, 1988 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the Series E Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than 13.1942% per annum), $27.37 per share if redeemed subsequent to February 1, 1988 but on or prior to February 1, 1993, $26.58 per share if redeemed subsequent to February 1, 1993 but on or prior to February 1, 1998, and $25.79 per share if redeemed subsequent to February 1, 1998, as to the Series F Preferred Stock, a redemption price of $29.80 per share if redeemed on or prior to August 1, 1985, $29.27 per share if redeemed subsequent to August 1, 1985 but on or prior to August 1, 1986, $28.73 per share if redeemed subsequent to August 1, 1986 but on or prior to August 1, 1987, $28.20 per share if redeemed subsequent to August 1, 1987 but on or prior to August 1, 1988, $27.67 per share if redeemed subsequent to August 1, 1988 but on or prior to August 1, 1989, $27.13 per share if redeemed subsequent to August 1, 1989 but on or prior to August 1, 1990, $26.60 per share if redeemed subsequent to August 1, 1990 but on or prior to August 1, 1991, $26.07 per share if redeemed subsequent to August 1, 1991 but on or prior to August 1, 1992, $25.53 per share if redeemed subsequent to August 1, 1992 but on or prior to August 1, 1993, and $25.00 per share if redeemed subsequent to August 1, 1993, provided, however, that no share of the Series F Preferred Stock shall be redeemed prior to August 1, 1989 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the Series F Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than 19.9171% per annum, as to the Series G Preferred Stock, a redemption price of $25.00 per share (except that no share of the Series G Preferred Stock shall be redeemed on or before August 1, 1996), and as to the Series H Preferred Stock, a redemption price of $25.00 per share (except that no share of the Series H Preferred Stock shall be redeemed on or before October 1, 1997), and as to each additional series such redemption price or prices, with such restrictions or limitations, if any, on redemption or refunding, as shall be fixed in and by the resolution or resolutions of the Board of Directors of the Corporation providing for such series; plus, in each case where applicable, an amount equivalent to the accumulated and unpaid dividends, if any, to the date fixed for redemption; provided that without the vote of the issued and outstanding Common Stock, the Thirteenth Series Preferred Stock shall be subject to redemption as and for a sinking fund as follows: on November 1, 2001 (such date being hereinafter referred to as the "Thirteenth Series Sinking Fund Redemption Date"), the Corporation shall redeem, out of funds legally available therefor, all of the shares of the Thirteenth Series Preferred Stock then outstanding at the sinking fund redemption price of $100 per share plus, as to each share so redeemed, an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date of redemption (the obligation of the Corporation to redeem all of the shares of the Thirteenth Series Preferred Stock on the Thirteenth Series Sinking Fund Redemption Date or, as hereinafter provided for, on any annual anniversary thereof on which shares of the Thirteenth Series Preferred Stock are outstanding (each such annual anniversary being hereinafter referred to as the "Thirteenth Series Sinking Fund Redemption Date Annual Anniversary") being hereinafter referred to as the "Thirteenth Series Sinking Fund Obligation"); the Thirteenth Series Sinking Fund Obligation shall be cumulative and if on the Thirteenth Series Sinking Fund Redemption Date, or on any Thirteenth Series Sinking Fund Redemption Date Annual Anniversary, the Corporation shall not have funds legally available therefor sufficient to redeem all of the shares of the Thirteenth Series Preferred Stock then outstanding, the Thirteenth Series Sinking Fund Obligation with respect to the shares not redeemed shall carry forward to each successive Thirteenth Series Sinking Fund Redemption Date Annual Anniversary until all of the outstanding shares of the Thirteenth

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Series Preferred Stock shall have been redeemed; if on the Thirteenth Series Sinking Fund Redemption Date or on any Thirteenth Series Sinking Fund Redemption Date Annual Anniversary, the funds of the Corporation legally available for the satisfaction of the Thirteenth Series Sinking Fund Obligation and all other sinking fund and similar obligations then existing with respect to any other class or series of its stock ranking on a parity as to dividends or assets with the Thirteenth Series Preferred Stock (such Obligation and obligations collectively being hereinafter referred to as the "Total Sinking Fund Obligation") are insufficient to permit the Corporation to satisfy fully its Total Sinking Fund Obligation on that date, the Corporation shall apply to the satisfaction of its Thirteenth Series Sinking Fund Obligation on that date that proportion of such legally available funds which is equal to the ratio of such Thirteenth Series Sinking Fund Obligation to such Total Sinking Fund Obligation; and provided that without the vote of the issued and outstanding Common Stock, the Fourteenth Series Preferred Stock shall be subject to redemption as and for a sinking fund as follows: on February 1, 1999 (such date being hereinafter referred to as the "Fourteenth Series Sinking Fund Redemption Date"), the Corporation shall redeem, out of funds legally available therefor, all of the shares of the Fourteenth Series Preferred Stock then outstanding at the sinking fund redemption price of $100 per share plus, as to each share so redeemed, an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date of redemption (the obligation of the Corporation to redeem all of the shares of the Fourteenth Series Preferred Stock on the Fourteenth Series Sinking Fund Redemption Date or, as hereinafter provided for, on any annual anniversary thereof on which shares of the Fourteenth Series Preferred Stock are outstanding (each such annual anniversary being hereinafter referred to as the "Fourteenth Series Sinking Fund Redemption Date Annual Anniversary") being hereinafter referred to as the "Fourteenth Series Sinking Fund Obligation"); the Fourteenth Series Sinking Fund Obligation shall be cumulative and if on the Fourteenth Series Sinking Fund Redemption Date, or on any Fourteenth Series Sinking Fund Redemption Date Annual Anniversary, the Corporation shall not have funds legally available therefor sufficient to redeem all of the shares of the Fourteenth Series Preferred Stock then outstanding, the Fourteenth Series Sinking Fund Obligation with respect to the shares not redeemed shall carry forward to each successive Fourteenth Series Sinking Fund Redemption Date Annual Anniversary until all of the outstanding shares of the Fourteenth Series Preferred Stock shall have been redeemed; if on the Fourteenth Series Sinking Fund Redemption Date or on any Fourteenth Series Sinking Fund Redemption Date Annual Anniversary, the funds of the Corporation legally available for the satisfaction of the Fourteenth Series Sinking Fund Obligation and all other sinking fund and similar obligations then existing with respect to any other class or series of its stock ranking on a parity as to dividends or assets with the Fourteenth Series Preferred Stock (such Obligation and obligations collectively being hereinafter referred to as the "Total Sinking Fund Obligation") are insufficient to permit the Corporation to satisfy fully its Total Sinking Fund Obligation on that date, the Corporation shall apply to the satisfaction of its Fourteenth Series Sinking Fund Obligation on that date that proportion of such legally available funds which is equal to the ratio of such Fourteenth Series Sinking Fund Obligation to such Total Sinking Fund Obligation; and provided that without the vote of the issued and outstanding Common Stock, the Series A Preferred Stock shall be subject to redemption as and for a sinking fund as follows: on July 1, 1984 and on each July 1 thereafter (each such date being hereinafter referred to as a "Series A Sinking Fund Redemption Date"), for so long as any shares of the Series A Preferred Stock shall remain outstanding, the Corporation shall redeem, out of funds legally available therefor, 120,000 shares of the Series A Preferred Stock (or the number of shares then outstanding if less than 120,000) at the sinking fund redemption price of $25 per share plus, as to each share so redeemed, an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date of redemption (the obligation of the Corporation so to redeem the shares of the Series A Preferred Stock being hereinafter referred to as the "Series A Sinking Fund Obligation"); the Series A Sinking Fund Obligation shall be cumulative; if on any Series A Sinking Fund Redemption Date, the Corporation shall not have funds legally available therefor sufficient to redeem the full number of shares required to be redeemed on that date, the Series A Sinking Fund Obligation with respect to the shares not redeemed shall carry forward to each successive Series A Sinking Fund Redemption Date until such shares shall have been redeemed; whenever on any Series A Sinking Fund Redemption Date, the funds of the Corporation legally available for the satisfaction of the Series A Sinking Fund Obligation and all other sinking fund and similar obligations then existing with respect to any other class or series of its stock ranking on a parity as to dividends or assets with the Series A Preferred Stock (such Obligation and obligations collectively being hereinafter referred to as the "Total Sinking Fund Obligation") are insufficient to permit the Corporation to satisfy fully its Total Sinking Fund Obligation on that date, the Corporation shall apply to the satisfaction of its Series A Sinking Fund Obligation on that date that proportion of such legally available funds which is equal to the ratio of such Series A Sinking Fund Obligation to such Total Sinking Fund Obligation; in addition to the Series A Sinking Fund Obligation, the Corporation shall have the option, which shall be non-cumulative, to redeem, upon authorization of the Board of Directors, on each Series A Sinking Fund Redemption Date, at the aforesaid sinking fund redemption price, up to 120, 000 additional shares of the Series A Preferred Stock; the Corporation shall be entitled, at its election, to credit against its Series A Sinking Fund Obligation on any Series A Sinking Fund Redemption Date any shares of the Series A Preferred Stock (including shares of the Series A Preferred Stock optionally redeemed at the aforesaid sinking fund redemption price) theretofore redeemed, other than shares of the Series A Preferred Stock redeemed pursuant to the Series A Sinking Fund Obligation, purchased or otherwise acquired and not previously credited against the Series A Sinking Fund Obligation; and provided that without the vote of the issued and outstanding Common Stock, the Series B Preferred Stock shall be subject to redemption as and for a sinking fund as follows: on October 1, 1984 and on each October 1 thereafter (each such date being hereinafter referred to as a "Series B Sinking Fund Redemption Date"), for so long as any shares of the Series B Preferred Stock shall remain outstanding, the Corporation shall redeem, out of funds legally available therefor, 80,000 shares of the Series B Preferred Stock (or the number of shares then outstanding if less than 80,000) at the sinking fund redemption price of $25 per share plus, as to each share so redeemed, an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date of redemption (the obligation of the Corporation so to redeem the shares of the Series B Preferred Stock being hereinafter referred to as the "Series B Sinking Fund Obligation"); the Series B Sinking Fund Obligation shall be cumulative; if on any Series B Sinking Fund Redemption Date, the Corporation shall not have funds legally available therefor sufficient to redeem the full number of shares required to be redeemed on that date, the Series B Sinking Fund Obligation with respect to the shares not redeemed shall carry forward to each successive Series B Sinking Fund Redemption Date until such shares shall have been redeemed; whenever on any Series B Sinking Fund Redemption Date, the funds of the Corporation legally available for the satisfaction of the Series B Sinking Fund Obligation and all other sinking fund and similar obligations then existing with respect to any other class or series of its

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stock ranking on a parity as to dividends or assets with the Series B Preferred Stock (such Obligation and obligations collectively being hereinafter referred to as the "Total Sinking Fund Obligation") are insufficient to permit the Corporation to satisfy fully its Total Sinking Fund Obligation on that date, the Corporation shall apply to the satisfaction of its Series B Sinking Fund Obligation on that date that proportion of such legally available funds which is equal to the ratio of such Series B Sinking Fund Obligation to such Total Sinking Fund Obligation; in addition to the Series B Sinking Fund Obligation, the Corporation shall have the option, which shall be non-cumulative, to redeem, upon authorization of the Board of Directors, on each Series B Sinking Fund Redemption Date, at the aforesaid sinking fund redemption price, up to 80,000 additional shares of the Series B Preferred Stock; the Corporation shall be entitled, at its election, to credit against its Series B Sinking Fund Obligation on any Series B Sinking Fund Redemption Date any shares of the Series B Preferred Stock (including shares of the Series B Preferred Stock optionally redeemed at the aforesaid sinking fund redemption price) theretofore redeemed, other than shares of the Series B Preferred Stock redeemed pursuant to the Series B Sinking Fund Obligation, purchased or otherwise acquired and not previously credited against the Series B Sinking Fund Obligation; and provided that without the vote of the issued and outstanding Common Stock, the Series C Preferred Stock shall be subject to redemption as and for a sinking fund as follows: on November 1, 1985 and on each November 1 thereafter (each such date being hereinafter referred to as a "Series C Sinking Fund Redemption Date"), for so long as any shares of the Series C Preferred Stock shall remain outstanding, the Corporation shall redeem, out of funds legally available therefor, 60,000 shares of the Series C Preferred Stock (or the number of shares then outstanding if less than 60,000) at the sinking fund redemption price of $25 per share plus, as to each share so redeemed, an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date of redemption (the obligation of the Corporation so to redeem the shares of the Series C Preferred Stock being hereinafter referred to as the "Series C Sinking Fund Obligation"); the Series C Sinking Fund Obligation shall be cumulative; if on any Series C Sinking Fund Redemption Date, the Corporation shall not have funds legally available therefor sufficient to redeem the full number of shares required to be redeemed on that date, the Series C Sinking Fund Obligation with respect to the shares not redeemed shall carry forward to each successive Series C Sinking Fund Redemption Date until such shares shall have been redeemed; whenever on any Series C Sinking Fund Redemption Date, the funds of the Corporation legally available for the satisfaction of the Series C Sinking Fund Obligation and all other sinking fund and similar obligations then existing with respect to any other class or series of its stock ranking on a parity as to dividends or assets with the Series C Preferred Stock (such Obligation and obligations collectively being hereinafter referred to as the "Total Sinking Fund Obligation") are insufficient to permit the Corporation to satisfy fully its Total Sinking Fund Obligation on that date, the Corporation shall apply to the satisfaction of its Series C Sinking Fund Obligation on that date that proportion of such legally available funds which is equal to the ratio of such Series C Sinking Fund Obligation to such Total Sinking Fund Obligation; in addition to the Series C Sinking Fund Obligation, the Corporation shall have the option, which shall be non-cumulative, to redeem, upon authorization of the Board of Directors, on each Series C Sinking Fund Redemption Date, at the aforesaid sinking fund redemption price, up to 60,000 additional shares of the Series C Preferred Stock; the Corporation shall be entitled, at its election, to credit against its Series C Sinking Fund Obligation on any Series C Sinking Fund Redemption Date any shares of the Series C Preferred Stock (including shares of the Series C Preferred Stock optionally redeemed at the aforesaid sinking fund redemption price) theretofore redeemed, other than shares of the Series C Preferred Stock redeemed pursuant to the Series C Sinking Fund Obligation, purchased or otherwise acquired and not previously credited against the Series C Sinking Fund Obligation; and provided that without the vote of the issued and outstanding Common Stock, the Series D Preferred Stock shall be subject to redemption as and for a sinking fund as follows: on May 1, 1987 and on each May 1 thereafter (each such date being hereinafter referred to as a "Series D Sinking Fund Redemption Date"), for so long as any shares of the Series D Preferred Stock shall remain outstanding, the Corporation shall redeem, out of funds legally available therefor, 100,000 shares of the Series D Preferred Stock (or the number of shares then outstanding if less than 100,000) at the sinking fund redemption price of $25 per share plus, as to each share so redeemed, an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date of redemption (the obligation of the Corporation so to redeem the shares of the Series D Preferred Stock being hereinafter referred to as the "Series D Sinking Fund Obligation"); the Series D Sinking Fund Obligation shall be cumulative; if on any Series D Sinking Fund Redemption Date, the Corporation shall not have funds legally available therefor sufficient to redeem the full number of shares required to be redeemed on that date, the Series D Sinking Fund Obligation with respect to the shares not redeemed shall carry forward to each successive Series D Sinking Fund Redemption Date until such shares shall have been redeemed; whenever on any Series D Sinking Fund Redemption Date, the funds of the Corporation legally available for the satisfaction of the Series D Sinking Fund Obligation and all other sinking fund and similar obligations then existing with respect to any other class or series of its stock ranking on a parity as to dividends or assets with the Series D Preferred Stock (such Obligation and obligations collectively being hereinafter referred to as the "Total Sinking Fund Obligation") are insufficient to permit the Corporation to satisfy fully its Total Sinking Fund Obligation on that date, the Corporation shall apply to the satisfaction of its Series D Sinking Fund Obligation on that date that proportion of such legally available funds which is equal to the ratio of such Series D Sinking Fund Obligation to such Total Sinking Fund Obligation; in addition to the Series D Sinking Fund Obligation, the Corporation shall have the option, which shall be non-cumulative, to redeem, upon authorization of the Board of Directors, on each Series D Sinking Fund Redemption Date, at the aforesaid sinking fund redemption price, up to 100,000 additional shares of the Series D Preferred Stock; the Corporation shall be entitled, at its election, to credit against its Series D Sinking Fund Obligation on any Series D Sinking Fund Redemption Date any shares of the Series D Preferred Stock (including shares of the Series D Preferred Stock optionally redeemed at the aforesaid sinking fund redemption price) theretofore redeemed, other than shares of the Series D Preferred Stock redeemed pursuant to the Series D Sinking Fund Obligation, purchased or otherwise acquired and not previously credited against the Series D Sinking Fund Obligation; and provided that without the vote of the issued and outstanding Common Stock, the Series E Preferred Stock shall be subject to redemption as and for a sinking fund as follows: on February 1, 1988 and on each February 1 thereafter (each such date being hereinafter referred to as a "Series E Sinking Fund Redemption Date"), for so long as any shares of the Series E Preferred Stock shall remain outstanding, the Corporation shall redeem, out of funds legally available therefor, 150,000 shares of the Series E Preferred Stock (or the number of shares then outstanding if less than 150,000) at the sinking fund redemption price of $25 per share plus, as to each share so redeemed, an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date of redemption (the obligation of the Corporation so to redeem the shares of the Series E Preferred Stock being

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hereinafter referred to as the "Series E Sinking Fund Obligation"); the Series E Sinking Fund Obligation shall be cumulative; if on any Series E Sinking Fund Redemption Date, the Corporation shall not have funds legally available therefor sufficient to redeem the full number of shares required to be redeemed on that date, the Series E Sinking Fund Obligation with respect to the shares not redeemed shall carry forward to each successive Series E Sinking Fund Redemption Date until such shares shall have been redeemed; whenever on any Series E Sinking Fund Redemption Date, the funds of the Corporation legally available for the satisfaction of the Series E Sinking Fund Obligation and all other sinking fund and similar obligations then existing with respect to any other class or series of its stock ranking on a parity as to dividends or assets with the Series E Preferred Stock (such Obligation and obligations collectively being hereinafter referred to as the "Total Sinking Fund Obligation") are insufficient to permit the Corporation to satisfy fully its Total Sinking Fund Obligation on that date, the Corporation shall apply to the satisfaction of its Series E Sinking Fund Obligation on that date that proportion of such legally available funds which is equal to the ratio of such Series E Sinking Fund Obligation to such Total Sinking Fund Obligation; in addition to the Series E Sinking Fund Obligation, the Corporation shall have the option, which shall be non-cumulative, to redeem, upon authorization of the Board of Directors, on each Series E Sinking Fund Redemption Date, at the aforesaid sinking fund redemption price, up to 150,000 additional shares of the Series E Preferred Stock; the Corporation shall be entitled, at its election, to credit against its Series E Sinking Fund Obligation on any Series E Sinking Fund Redemption Date any shares of the Series E Preferred Stock (including shares of the Series E Preferred Stock optionally redeemed at the aforesaid sinking fund redemption price) theretofore redeemed, other than shares of the Series E Preferred Stock redeemed pursuant to the Series E Sinking Fund Obligation, purchased or otherwise acquired and not previously credited against the Series E Sinking Fund Obligation; and provided that without the vote of the issued and outstanding Common Stock, the Series F Preferred Stock shall be subject to redemption as and for a sinking fund as follows: on August 1, 1990 and on each August 1 thereafter (each such date being hereinafter referred to as a "Series F Sinking Fund Redemption Date"), for so long as any shares of the Series F Preferred Stock shall remain outstanding, the Corporation shall redeem, out of funds legally available therefor, 400,000 shares of the Series F Preferred Stock (or the number of shares then outstanding if less than 400,000) at the sinking fund redemption price of $25 per share plus, as to each share so redeemed, an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date of redemption (the obligation of the Corporation so to redeem the shares of the Series F Preferred Stock being hereinafter referred to as the "Series F Sinking Fund Obligation"); the Series F Sinking Fund Obligation shall be cumulative; if on any Series F Sinking Fund Redemption Date, the Corporation shall not have funds legally available therefor sufficient to redeem the full number of shares required to be redeemed on that date, the Series F Sinking Fund Obligation with respect to the shares not redeemed shall carry forward to each successive Series F Sinking Fund Redemption Date until such shares shall have been redeemed; whenever on any Series F Sinking Fund Redemption Date, the funds of the Corporation legally available for the satisfaction of the Series F Sinking Fund Obligation and all other sinking fund and similar obligations then existing with respect to any other class or series of its stock ranking on a parity as to dividends or assets with the Series F Preferred Stock (such Obligation and obligations collectively being hereinafter referred to as the "Total Sinking Fund Obligation") are insufficient to permit the Corporation to satisfy fully its Total Sinking Fund Obligation on that date, the Corporation shall apply to the satisfaction of its Series F Sinking Fund Obligation on that date that proportion of such legally available funds which is equal to the ratio of such Series F Sinking Fund Obligation to such Total Sinking Fund Obligation; in addition to the Series F Sinking Fund Obligation, the Corporation shall have the option, which shall be non-cumulative, to redeem, upon authorization of the Board of Directors, on each Series F Sinking Fund Redemption Date, at the aforesaid sinking fund redemption price, up to 400,000 additional shares of the Series F Preferred Stock; the Corporation shall be entitled, at its election, to credit against its Series F Sinking Fund Obligation on any Series F Sinking Fund Redemption Date any shares of the Series F Preferred Stock (including shares of the Series F Preferred Stock optionally redeemed at the aforesaid sinking fund redemption price) theretofore redeemed, other than shares of the Series F Preferred Stock redeemed pursuant to the Series F Sinking Fund Obligation, purchased or otherwise acquired and not previously credited against the Series F Sinking Fund Obligation.

The last sentence of paragraph (H) of Part III of said Article 3 is amended to be and to read in its entirety as follows:

So long as any of the Second through Fourteenth Series Preferred Stock or any of the Series A, Series B, Series C, Series D, Series E, Series F, Series G or Series H Preferred Stock remains outstanding, or there remains outstanding any additional series of Preferred Stock with respect to which the resolution or resolutions of the Board of Directors of the Corporation providing for same makes this sentence applicable, at any time when the aggregate of all amounts credited subsequent to January 1, 1953 to the depreciation reserve account of the Corporation and Louisiana Power & Light Company, a Florida corporation, through charges to operating revenue deductions or otherwise on the books of the Corporation and Louisiana Power & Light Company, a Florida corporation (other than transfers out of the balance of surplus as of December 31, 1952), shall be less than the amount computed as provided in clause (aa) below, under requirements contained in the Corporation's mortgage indentures, then for the purposes of subparagraphs (a) and (b) above, in determining the earnings available for Common Stock dividends during any twelve-month period, the amount to be provided for depreciation in that period shall be (aa) the greater of the cumulative amount charged to depreciation expense on the books of the Corporation and Louisiana Power & Light Company, a Florida corporation, or the cumulative amount computed under requirements contained in the Corporation's mortgage indentures relating to minimum depreciation provisions (the latter cumulative amount being the aggregate of the largest amounts separately computed for entire periods of differing coexisting mortgage indenture requirements) for the period from January 1, 1953 to and including said twelve-month period, less (bb) the greater of the cumulative amount charged to depreciation expense on the books of the Corporation and Louisiana Power & Light Company, a Florida corporation, or the cumulative amount computed under requirements contained in the Corporation's mortgage indentures relating to minimum depreciation provisions (the latter cumulative amount being the aggregate of the largest amounts separately computed for entire periods of differing coexisting mortgage indenture requirements) from January 1, 1953 up to but excluding said twelve-month period; provided that in the event any company other than Louisiana Power & Light Company, a Florida corporation, is merged into the Corporation, the "cumulative amount computed under requirements contained in the Corporation's mortgage indentures relating to minimum depreciation provisions" referred to

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above shall be computed without regard, for the period prior to the merger, of property acquired in the merger, and the "cumulative amount charged to depreciation expense on the books of the Corporation and Louisiana Power & Light Company, a Florida corporation", shall be exclusive of amounts provided for such property prior to the merger.

The Restated Articles of Incorporation, as amended, of the said Louisiana Power & Light Company were amended as aforesaid by its Board of Directors as provided in Section 33 of Title 12 of the Louisiana Revised Statutes of 1950, as amended, and pursuant to the authority granted in and by said Restated Articles of Incorporation and the laws of the State of Louisiana, and particularly, but not by way of limitation, Part II of Article 3 of said Restated Articles of Incorporation and Sections 24B(6) and 33A and E of Title 12 of the Louisiana Revised Statutes of 1950, as amended.

The Restated Articles of Incorporation, as amended, of said Louisiana Power & Light Company were not amended in any other respect than as set forth hereinabove, and all of the provisions of said Restated Articles of Incorporation, as amended as hereinabove set forth, relating in any way to the shares of stock of said Louisiana Power & Light Company are incorporated and stated in these Articles of Amendment by reference.

These Articles of Amendment are executed on and dated the 22nd day of October, 1992.

LOUISIANA POWER & LIGHT COMPANY

By: /s/ Gerald D. McInvale
Gerald D. McInvale
Senior Vice President

By: /s/ Gary L. Florreich
Gary L. Florreich,
Assistant Secretary and
Assistant Treasurer

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ACKNOWLEDGMENT

STATE OF LOUISIANA

PARISH OF ORLEANS

BEFORE ME, the undersigned authority, personally came and appeared Gerald D. McInvale and Gary L. Florreich, to me known to be a Senior Vice President and an Assistant Secretary and Assistant Treasurer, respectively, of Louisiana Power & Light Company and the persons who executed the foregoing instrument in such capacities, and who, after first being duly sworn by me, did declare and acknowledge that they signed and executed the foregoing instrument in such capacities for and in the name of the said Louisiana Power & Light Company, as its and their free act and deed, being thereunto duly authorized.

/s/ Gerald D. McInvale
Gerald D. McInvale,
Senior Vice President

/s/ Gary L. Florreich
Gary L. Florreich,
Assistant Secretary
and
Assistant Treasurer

Sworn to and subscribed before me at
New Orleans, Orleans Parish, Louisiana,
on this 22nd day of October, 1992.

/s/ Charles McChord Carrico
Charles McChord Carrico,
Notary Public, Parish
of Orleans, State of
Louisiana

My Commission is issued for life.

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ARTICLES OF AMENDMENT
TO THE
RESTATEMENT OF ARTICLES OF INCORPORATION, AS AMENDED,
OF
LOUISIANA POWER & LIGHT COMPANY

On May 5, 1994, the shareholders of Louisiana Power & Light Company, a corporation organized and existing under the laws of the State of Louisiana, by a resolution unanimously adopted by all of the shareholders of said corporation entitled to vote on the matter, amended the first sentence of the first paragraph of **Article 5 of the Restatement of Articles of Incorporation, as** amended, of said corporation to read in its entirety as follows:

"ARTICLE 5

The Board of Directors shall consist of such number of directors as shall be determined from time to time as provided in this Article 5. Directors shall be elected at each annual meeting of stockholders and, subject to the provisions of Article 3 hereof, each director so elected shall hold office until the next annual meeting of stockholders and until his successor is elected and qualified. The stockholders or the Board of Directors shall have the power from time to time to fix the number of directors of the corporation, provided that the number so fixed shall not be less than three (3) and not more than fifteen (15). If the number of directors is increased, the additional directors may, to the extent permitted by law and subject to the provisions of Article 3 hereof, be elected by the stockholders or by a majority of the directors in office at the time of the increase, or, if not so elected prior to the next annual meeting of stockholders, such additional directors shall be elected at such annual meeting. If the number of directors is decreased and the decrease does not exceed the number of vacancies in the Board then existing, then, subject to the provisions of Article 3 hereof, the stockholders or the Board of Directors may provide that it shall become effective forthwith; and to the extent that the decrease does exceed such number of vacancies, the stockholders or the Board of Directors may provide that it shall not become effective until the next election of directors by the stockholders. If the Board of Directors shall fail to adopt a resolution which fixes initially the number of directors, the number of directors shall be nine (9). If, after the number of directors shall have been fixed by such resolution, such resolution shall be ineffective or shall cease to be in effect for any cause other than by being superseded by another such resolution, the number of directors shall be that number specified in the latest of such resolutions, whether or not such resolution continues in effect."

The Restatement of Articles of Incorporation, as amended, of the said Louisiana Power & Light Company was amended by its shareholders as aforesaid by the Unanimous Written Consent to such corporate action of all of the shareholders of said corporation entitled to vote thereon, signed and executed on May 5, 1994, in accordance with and pursuant to the authority granted in and by the laws of the State of Louisiana and particularly, but not by way of limitation, Section 76 of Title 12 of the Louisiana Revised Statutes of 1950, as amended, the said Unanimous Written Consent having been signed and executed on the date aforesaid by Entergy Corporation, which was then and is now the sole owner and shareholder of record of 165,173,180 shares of

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the Common Stock of the said Louisiana Power & Light Company, said 165,173,180 shares being all of the outstanding Common Stock of the said Louisiana Power & Light Company and said Common Stock having all of the voting power and being all of the capital stock of the said Louisiana Power & Light Company entitled to vote on the foregoing amendment to its Restatement of Articles of Incorporation, as amended; and in and by said Unanimous Written Consent the said Entergy Corporation affirmatively voted all of said stock in favor of, authorized, consented to, approved and constituted as the corporate action of the said Louisiana Power & Light Company, the amendment of its Restatement of Articles of Incorporation, as amended, as hereinabove set forth.

The Restatement of Articles of Incorporation of said Louisiana Power & Light Company, as heretofore amended, was not amended in any other respect than as set forth hereinabove, and all of the provisions of said Restatement of Articles of Incorporation, as heretofore amended and as amended as hereinabove set forth, relating in any way to the shares of stock of said Louisiana Power & Light Company are incorporated and stated in these Articles of Amendment by reference.

These Articles of Amendment are executed on and dated the 21st day of July, 1994.

LOUISIANA POWER & LIGHT COMPANY

By /s/ Glenn E. Harder
Glenn E. Harder, Vice President

By /s/ Christopher T. Screen
Christopher T. Screen, Assistant Secretary

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ACKNOWLEDGMENT

STATE OF LOUISIANA

PARISH OF ORLEANS

BEFORE ME, the undersigned authority, personally came and appeared Glenn E. Harder and Christopher T. Screen, to me known and known to me to be a Vice President and the Assistant Secretary, respectively, of Louisiana Power & Light Company and the persons who executed the foregoing instrument in such capacities, and who, after first being duly sworn by me, did declare and acknowledge that they signed and executed the foregoing instrument in such capacities for and in the name of the said Louisiana Power & Light Company, as its and their free act and deed, being thereunto duly authorized.

/s/ Glenn E. Harder
Glenn E. Harder, Vice President
Louisiana Power & Light Company

/s/ Christopher T. Screen
Christopher T. Screen, Assistant Secretary
Louisiana Power & Light Company

Sworn to and subscribed before me at
New Orleans, Louisiana, on this 21st day of July 1994.

/s/ Mary H. Tooke
Notary Public
My commission is issued for life.

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Exhibit 3(b)

RESTATED ARTICLES OF INCORPORATION

OF

MISSISSIPPI POWER & LIGHT COMPANY

Pursuant to the provisions of Section 64 of the Misissippi Business Corporation Law (Section 79-3-127, Mississippi Code of 1972, as amended), the undersigned Corporation adopts the following Restated Articles of In corporation:

FIRST: The name of the Corporation is MISSISSIPPI POWER
& LIGHT COMPANY.

SECOND: The period of its duration is ninety-nine (99) years.

THIRD: The purpose or purposes which the Corporation is authorized to pursue are:

To acquire, buy, hold, own, sell, lease, exchange, dispose of, finance, deal in, construct, build, equip, improve, use, operate, maintain and work upon:

(a) Any and all kinds of plants and systems for the manufacture, production, storage, utilization, purchase, sale, supply, transmission, distribution or disposition of electricity, natural or artificial gas, water or steam, or power produccd tbereby, or of ice and refrigeration of any and every kind;

(b) Any and all kinds of telephone, telegraph, radio, wireless and other systems, facilities and devices for the receipt and transmission of sounds and signals, any and all kinds of interurban, city and street railways and railroads and bus lines for the transportation of passengers and/or freight, transmission lines, systems, appliances, equipment and devices and tracks, stations, buildings and other structures and facilities;

(c) Any and all kinds of works, power plants, manufactories, structures, substations, systems, tracks, machinery, generators, motors, lamps, poles, pipes, wires, cables, conduits, apparatus, devices, equipment, supplies, articles and merchandise of every kind pertaining to or in anywise connected with the construction, operation or maintenance of telephone, telegraph, radio, wireless and other systems, facilities and devices for the receipt and transmission of sounds and signals, or of interurban, city and street railways and railroads and bus lines, or in anywise connected with or pertaining to the manufacture, production, purchase, use, sale, supply, transmission, distribution, regulation, control or application of electricity, natural or artificial gas, water, steam, ice, refrigeration and power or any other purposes;

To acquire, buy, hold, own, sell, lease, exchange, dispose of, transmit, distribute, deal in, use, manufacture, produce, furnish and supply street and interurban railway and bus service, electricity, natural or artificial gas, light, heat, ice, refrigeration, water and steam in any form and for any purposes whatsoever, and any power or force or energy in any form and for any purposes whatsoever;

To buy, sell, manufacture, produce and generally deal in milk, cream and any articles or substances used or usable in or in connection with the manufacture and production of ice cream, ices, beverages and soda fountain supplies; to buy, sell, manufacture, produce and generally deal in ice cream and ices;

To acquire, organize, assemble, develop, build up and operate constructing and operating and other organizations and systems, and to hire, sell, lease, exchange, turn over, deliver and dispose of such organizations and systems in whole or in part and as going organizations and systems and otherwise, and to enter into and perform contracts, agreements and undertakings of any kind in connection with any or all the foregoing powers;

To do a general contracting business;

To purchase, acquire, develop, mine, explore, drill, hold, own and dispose of lands, interests in and rights with respect to lands and waters and fixed and movable property;

To borrow money and contract debts when necessary for the transaction of the business of the Corporation or for the exercise of its corporate rights, privileges or franchises or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times or payable upon the happening of a specified event or events, whether secured by mortgage, pledge or otherwise or unsecured, for money borrowed or in payment for property purchased or acquired or any other lawful objects;

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds,

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securities or evidences of indebtedness created by, any other corporation or corporations of the State of Mississippi or any other state or government and, while the owner of such stock, to exercise all the rights, powers and privileges of individual ownership with respect thereto including the right to vote thereon, and to consent and otherwise act with respect thereto;

To aid in any manner any corporation or association, domestic or foreign, or any firm or individual, any shares of stock in which or any bonds, debentures, notes, securities, evidences of indebtedness, contracts or obligations of which are held by or for the Corporation or in which or in the welfare of which the Corporation shall have any interest, and to do any acts designed to protect, preserve, improve or enhance the value of any property at any time held or controlled by the Corporation, or in which it may be at any time interested; and to organize or promote or facilitate the organization of subsidiary companies;

To purchase, hold, sell and transfer shares of its own capital stock, provided that the Corporation shall not purchase its own shares of capital stock except frorn surplus of its assets over its liabilities including capital; and provided, further, that the shares of its own capital stock owned by the Corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purposes of any stockholders' quorum or vote;

In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trade-marks and any licenses or other rights or interests therein and thereunder:

To purchase, acquire, hold, own or dispose of franchises, concessions, consents, privileges and licenses necessary for and in its opinion useful or desirable for or in connection with the foregoing powers;

To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Restated Articles of Incorporation or any amendment thereof or necessary or incidental to the protection and benefits of the Corporation, and in general to carry on any lawful business necessary or not incidental to the attainment of the objects of the Corporation whether or not such business is similar in nature to the objects set forth in these Restated Articles of Incorporation or any amendment thereof.

To do any or all things herein set forth, to the same extent and as fully as natural persons might or could do, and in any part of the world, and as principal, agent, contractor or otherwise, and either alone or in conjunction with any other persons, firms, associations or corporations;

To conduct its business in all its branches in the State of Mississippi, other states, the District of Columbia, the territories and colonies of the United States, and any foreign countries, and to have one or more offices out of the State of Mississippi and to hold, purchase, mortgage and convey real and personal property both within and without the State of Mississippi; provided, however, that the Corporation shall not exercise any of the powers set forth herein for the purpose of engaging in business as a street railway, telegraph or telephone company unless prior tbereto this Article Third shall have been amended to set forth a description of the line and the points it will traverse.

FOURTH: The aggregate number of shares which the Corporation shall have authority to issue is 17,004,478 shares, divided into 2,004,476 shares of Preferred Stock of the par value of $100 per share and 15,000,000 shares of Common Stock without par value.

The preferences, limitations and relative rights in respect of the shares of each class and the variations in the relative rights and preferences as between series of any preferred or special class in series are as follows:

The Preferred Stock shall be issuable in one or more series from tirne to time and the shares of each series shall have the same rank and be identical with each other and shall have the same relative rights except with respect to the following:

(a) The number of shares to constitute each such series and the distinctive designation thereof;

(b) The annual rate or rates of dividends payable on shares of such series, the dates on which dividends shall be paid in each year and the date from which such dividends shall commence to accumulate;

(c) The amount or amounts payable upon redemption thereof; and

(d) The sinking fund provisions, if any, for the redemption or purchase of shares;

which different characterics of clauses (a), (b), (c) and (d) above may be stated and expressed with respect to each series in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors or in these Restated Articles of Incorporation of any amendment thereof.

A series of 60,000 shares of Preferred Stock shall:

(a) be designated "4.36% Preferred Stock Cumulative, $100 Par Value";

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(b) have a dividend rate of $4.36 per share per annum payable quarterly on February 1, May 1, August 1 and November 1 of each year, the first dividend date to be February 1, 1963, and such dividends to be cumulative from the last date to which dividends upon the 4.36% Preferred Stock Cumulative, $100 Par Value, of Mississippi Power & Light Company, a Florida corporation, are paid;

(c) be subject to redemption in the manner provided herein with respect to the Preferred Stock at the price of $105.36 per share if redeemed on or before February 1, 1964, and of $103.88 per share if redeemed after February 1, 1964, in each case plus an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date fixed for redemption.

A series of 44,476 shares of the Preferred Stock shall:

(a) be designated "4.56% Preferred Stock, Cumulative, $100 Par Value";

(b) have a dividend rate of $4.56 per share per annum payable quarterly on February 1, May 1, August 1 and November 1 of each year, the first dividend date to be February 1, 1963, and such dividends to be cumulative from the last date to which dividends upon the 4.56% Preferred Stock, Cumulative, $100 Par Value, of Mississippi Power & Light Company, a Florida corporation, are paid; and

(c) be subject to redemption in the manner provided herein with respect to the Preferred Stock at the price of $108.50 per share if redeemed on or before November 1, l964, and of $107.00 per share if redeemed after November 1, 1964, in each case plus an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date fixed for redemption.

A series of 100,000 shares of the Preferred Stock shall:

(a) be designated "4.92% Preferred Stock, Cumulative, $100 Par Value";

(b) have a dividend rate of $4.92 per share per annum payable quarterly on February 1, May 1, August 1 and November 1 of each year, the first dividend date to be February 1, 1966, and such dividends to be cumulative from the date of issue of said series; and

(c) be subject to redemption at the price of $106.30 per share if redeemed on or before January 1, 1971, of $104.38 per share if redeemed after January 1, 1971 and on or before January 1, 1976, and of $102.88 per share if redeemed after January 1, 1976, in each case plus an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date fixed for redemption.

A series of 75,000 shares of the Preferred Stock shall:

(a) be designated "9.16% Preferred Stock, Cumulative, $100 Par Value";

(b) have a dividend rate of $9.16 per share per annum payable quarterly on February 1, May 1, August 1 and November 1 of each year, the first dividend date to be November 1, 1970, and such dividends to be cumulative from the date of issue of said series; and

(c) be subject to redemption at the price of $110.93 per share if redeemed on or before August 1, 1975, of $108.64 per share if redeemed after August 1, 1975 and on or before August 1, 1980, of $106.35 per share if redeemed after August 1, 1980 and on or before August 1, 1985, and of $104.06 per share if redeemed after August 1, 1985, in each case plus an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date fixed for redemption; provided, however, that no share of the 9.16% Preferred Stock, Cumulative, $100 Par Value, shall be redeemed prior to August 1, 1975 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the 9.16% Preferred Stock, Cumulative, $100 Par Value, as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally aocepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than the effective dividend cost to the Corporation of the 9.16% Preferred Stock, Cumulative, $100 Per Value.

A series of 100,000 shares of the Preferred Stock shall:

(a) be designated "7.44% Preferred Stock, Cumulative, $100 Par Value";

(b) have a dividend rate of $7.44 per share per annum payable quarterly on February 1, May 1, August 1 and November 1 of each year, the first dividend date to be May 1, 1973, and such dividends to be cumulative from February 14, 1973; and

(c) be subject to redemption at the price of $108.39 per share if redeemed on or before February 1, 1978, of $106.53 per share if redeemed after February 1, 1978 and on or before February 1, 1983, of $104.67 per share if redeemed after February 1, 1983 and on or before February 1, 1988, and of $102.81 per share if redeemed after February 1, 1988, in each case plus an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date fixed for redemption; provided, however, that no share of the 7.44% Preferred Stock, Cumulative, $100 Par Value, shall be redeemed prior to February 1, 1978 if such redemption is for the purpose or in anticipation of refunding such share through

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the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the 7.44% Preferred Stock, Cumulative, $100 Par Value, as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than the effective dividend cost to the Corporation of the 7.44% Preferred Stock, Cumulative, S100 Par Value.

A series of 200,000 shares of the Preferred Stock shall:

(a) be designated "17% Preferred Stock, Cumulative, $100 Par Value"

(b) have a dividend rate of $17.00 per share per annum payable quarterly on February 1, May 1, August 1 and November 1 of each year, the first dividend date to be November 1, 1981, and such dividends to be cumulative from the date of issuance;

(c) be subject to redemption at the price of $117.00 per share if redeemed on or before September 1, 1986, of $112.75 per share if redeemed after September 1, 1986 and on or before September 1, 1991, of $108.50 per share if redeemed after September 1, 1991 and on or before September 1, 1996, and of $104.25 per share if redeemed after September 1, 1996, in each case plus an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date fixed for redemption; provided, however, that no share of the 17% Preferred Stock Cumulative, $100 Par Value, shall be redeemed prior to September 1, 1986 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the 17% Preferred Stock, Cumulative, $100 Par Value, as to dividends or assets if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock; has an effective dividend cost to the Corporation (so computed) of less than the effective dividend cost to the Corporation of the 17% Preferred Stock, Cumulative, $100 Par Value; and

(d) be subject to redemption as and for a sinking fund as follows: On September 1, 1986 and on each September 1 thereafter (each such date being hereinafter referred to as a "17% Sinking Fund Redemption Date"), for so long as any shares of the 17% Preferred Stock, Cumulative, $100 Par Value, shall remain outstanding, the Corporation shall redeem, out of funds legally available therefor, 10,000 shares of the 17% Preferred Stock, Cumulative, $100 Par VaIue (or the number of shares then outstanding if less than 10,000) at the sinking fund redemption price of $100 per share plus, as to each share so redeemed, an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date of redemption (the obligation of the Corporation so to redeem the shares of the 17% Preferred Stock, Cumulative, $100 Par Value, being hereinafter referred to as the "17% Sinking Fund Obligation"); the 17% Sinking Fund Obligation shall be cumulative; if on any 17% Sinking Fund Redemption Date, the Corporation shall not have funds legally available therefor sufficient to redeem the full number of shares required to be redeemed on that date, the 17% Sinking Fund Obligation with respect to the shares not redeemed shall carry forward to each successive 17% Sinking Fund Redemption Date until such shares shall have been redeemed; whenever on any 17% Sinking Fund Redemption Date, the funds of the Corporation legally available for the satisfaction of the 17% Sinking Fund Obligation and all other sinking fund and similar obligations then existing with respect to any other class or series of its stock ranking on a parity as to dividends or assets with the 17% Preferred Stock, Cumulative, $100 Par Value (such Obligation and obligations collectively being hereinafter referred to as the "Total Sinking Fund Obligation") are insufficient to permit the Corporation to satisfy fully its Total Sinking Fund Obligation on that date, the Corporation shall apply to the satisfaction of its 17% Sinking Fund Obligation on that date that proportion of such legally available funds which is equal to the ratio of such 17% Sinking Fund Obligation to such Total Sinking Fund Obligation; in addition to the 17% Sinking Fund Obligation, the Corporation shall have the option, which shall be noncumulative, to redeem, upon authorization of the Board of Directors, on each 17% Sinking Fund Redemption Date, at the aforesaid sinking fund redemption price, up to 10,000 additional shares of the 17% Preferred Stock, Cumulative, $100 Par Value; the Corporation shall be entitled, at its election, to credit against its 17% Sinking Fund Obligation on any 17% Sinking Fund Redemption Date any shares of the 17% Preferred Stock, Cumulative, Stock Par Value (including shares of the 17% Preferred Stock, Cumulative, $100 Par Value optionally redeemed at the aforesaid sinking fund price) theretofore redeemed (other than shares of the 17% Preferred Stock, Cumulative, $100 Par Value redeemed pursuant to the 17% Sinking Fund Obligation) purchased or otherwise acquired and not previously credited against the 17% Sinking Fund Obligation.

A series of 100,000 shares of the Preferred Stock shall:

(a) be designated "14-3/4% Preferred Stock, Cumulative, $100 Par Value";

(b) have a divedend rate of $14.75 per share per annum payable quarterly on February 1, May 1, August 1 and November 1 of each year, the first dividend date to be May 1 1982, and such dividends to be cumulative from the date of issuance;

(c) be subject to redemption at the price of $114.75 per share if redeemed after the issuanoe and sale and on or before March 1, 1983, $113.11 per share if redeemed after March 1, 1983 and on or before March 1, 1984, $111.47 per share if redeemed after March 1, 1984 and on or before March 1, 1985, $109.83 per share if redeemed after March 1, 1985 and on or before March 1, 1986, $108.19 per share if redeemed after March 1, 1986 and on or before March 1, 1987, $106.56 per share if redeemed after March 1, 1987 and on or before March 1, 1988, $104.92 per share if redeemed after March 1, 1988 and on or before March 1, 1989, $103.28 per share if redeemed after March 1, 1989 and on or before March 1, l990, $101.64 per share if redeemed after March 1, 1990 and on or before March 1, 1991, and $100.00 per share if redeemed

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after March 1, 1991, in each case plus an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date fixed for redemption; provided, however, that no share of the 14- 3/4% Preferred Stock, Cumulative, $100 Par Value, shall be redeemed prior to March 1, 1987 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the 14-3/4% Preferred Stock, Cumulative, $100 Par Value, as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so oomputed) of less than the effective dividend cost to the Corporation of the 14-3/4% Preferred Stock, Cumulative, $100 Par Value; and

(d) be subject to redemption as and for a sinking fund as follows. On March 1, 1990, 1991 and 1992 (each such date being hereinafteir referred to as a "14-3/4% Sinking Fund Redemption Date"), the Corporation shall redeem, out of funds legally available therefor, 33,333, 33,333 and 33,334 shares, respectively, of the 14-3/4% Preferred Stock, Cumulative, $100 Par Value, at the sinking fund redemption price of $100 per share plus, as to each share so redeemed, an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date of redemption (the obligation of the Corporation so to redeem the shares of the 14-3/4% Preferred Stock, Cumulative, $100 Par Value, being hereinafter referred to as the "14-3/4% Sinking Fund Obligation"); the 14- 3/4% Sinking Fund Obligation shall be cumulative; if on any 14-3/4% Sinking Fund Redemption Date, the Corporation shall not have funds legally available therefor sufficient to redeem the full number of shares required to be redeemed on that date, the 14-3/4% Sinking Fund Obligation with respect to the shares not redeemed shall carry forward to each successive 14-3/4% Sinking Fund Redemption Date (or, in the event the 14- 3/4% Sinking Fund Obligation is not satisfied on March 1, 1992, to such date as soon thereafter as funds are legally available to satisfy the 14-3/4% Sinking Fund Obligation) until such shares shall have been redeemed; whenever on any 14-3/4% Sinking Fund Redemption Date, the funds of the Corporation legally available for the satisfaction of the 14-3/4% Sinking Fund Obligation and all other sinking fund and similar obligations then existing with respect to any other class or series of its stock ranking on a parity as to dividends or assets with the 14-3/4% Preferred Stock, Cumulative, $100 Par Value (such Obligation and obligations collectively being hereinafter referred to as the "Total Sinking Fund Obligation") are insufficient to permit the Corporation to satisfy fully its Total Sinking Fund Obligation on that date, the Corporation shall apply to the satisfaction of its 14-3/4% Sinking Fund Obligation on that date that proportion of such legally available funds which is equal to the ratio of such 14-3/4% Sinking Fund Obligation to such Total Sinking Fund Obligation.

A series of 100,000 shares of the Preferred Stock shall:

(a) be designated "12.00% Preferred Stock, Cumulative, $100 Par Value";

(b) have a dividend rate of $12.00 per share per annum payable quarterly on February 1, May 1, August 1 and November l of each year, the first dividend date to be May 1, 1983, and such dividends to be cumulative from the date of issuance;

(c) be subject to redemption at the price of $112.00 per share if redeemed on or before March 1, 1988, of $109.00 per share if redeemed after March 1, 1988 and on or before March 1, 1993, of $106.00 per share if redeemed after March 1, 1993 and on or before March 1, 1998, and of $103.00 per share if redeemed after March 1, 1998, in each case plus an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date fixed for redemption; provided, however, that no share of the 12.00% Preferred Stock, Cumulative, $100 Par Value, shall be redeemed prior to March 1, 1988 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the 12.00% Preferred Stock, Cumulative, $100 Par Value, as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than 12.7497% to per annum; and

(d) be subject to redemption as and for a sinking fund as follows: on March 1, 1888 and on each March 1 thereafter (each such date being hereinafter referred to as a "12.00% Sinking Fund Redemption Date"), for so long as any shares of the 12.00% Preferred Stock, Cumulative, $100 Par Value, shall remain outstanding, the Corporation shall redeem, out of funds legally available therefor, 5,000 shares of the 12.00% Preferred Stock, Cumulative, $100 Par Value (or the number of shares then outstanding if less than 5,000) at the sinking fund redemption price of $100 per share plus, as to each share so redeemed, an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date of redemption (the obligation of the Corporation so to redeem the shares of the 12.00% Preferred Stock, Cumulative, $100 Par Value, being hereinafter referred to as the "12.00% Sinking Fund Obligation"); the 12.00% Sinking Fund Obligation shall be cumulative; if on any 12.00% Sinking Fund Redemption Date, the Corporation shall not have funds legally available therefor sufficient to redeem the full number of shares required to be redeemed on that date, the 12.00% Sinking Fund Obligation with respect to the shares not redeemed shall carry forward to each successive 12.00% Sinking Fund Redemption Date until such shares shall have been redeemed; whenever on any 12.00% Sinking Fund Redemption Date, the funds of the Corporation legally available for the satisfaction of the 12.00% Sinking Fund Obligation and all other sinking fund and similar obligations then existing with respect to any other class or series of its stock ranking on a parity as to dividends or assets with the 12.00% Preferred Stock Cumulative, $100 Par Value (such Obligation and obligations collectively being hereinafter referred to as the "Total Sinking Fund Obligation") are insufficient to permit the Corporation to satisfy fully its Total Sinking Fund Obligation on that date, the Corporation shall apply to the satisfaction of its 12.00% Sinking Fund Obligation on that date that proportion of such legally available funds which is equal to the ratio of such 12.00% Sinking Fund Obligation to such Total Sinking Fund Obligation; in addition to the 12.00% Sinking Fund Obligation, the Corporation shall have the option, which shall be noncumulative, to redeem, upon authorization of the Board of Directors,

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on each 12.00% Sinking Fund Redemption Date, at the aforesaid sinking fund redemption price, up to 5,000 additional shares of the 12.00% Preferred Stock Cumulative, $100 Par Value; the Corporation shall be entitled, at its election, to credit against its 12.00% Sinking Fund Obligation on any 12.00% Sinking Fund Redemption Date any shares of the 12.00% Preferred Stock, Cumulative, $100 Par Value (including shares of the 12.00% Preferred Stock Cumulative, $100 Par Value optionally redeemed at the aforesaid sinking fund price) theretofore redeemed (other than shares of the 12.00% Preferred Stock, Cumulative, $100 Par Value redeemed pursuant to the 12.00% Sinking Fund Obligation) purchased or otherwise acquired and not previously credited against the 12.00% Sinking Fund Obligation.

Subject to the foregoing, the distinguishing characteristics of the Preferred Stock shall be:

(A) Each series of the Preferred Stock, pari passu with all shares of preferred stock of any class or series then outstanding, shall be entitled but only when and as declared by the Board of Directors, out of funds legally available for the payment of dividends in preference to the Common Stock, to dividends at tbe rate stated and expressed with respect to such series herein or by the resolution or resolutions providing for the issue of such series adopted by tbe Board of Directors; such dividends to be cumulative from such date and payable on such dates in each year as may be stated and expressed in said resolution, to stockholders of record as of a date not to exceed 40 days and not less than 10 days preceding the dividend payment dates so fixed.

(B) If and when dividends payable on any of the Preferred Stock of the Corporation at any time outstanding shall be in defauIt in an amount equal to four full quarterly payments or more per share, and thereafter until all dividends on any such preferred stock in default shall have been paid, the holders of the Preferred Stock pari passu with the holders of other preferred stock then outstanding, voting separately as a class, shall be entitled to elect the smallest number of directors necessary to constitute a majority of the full Board of Directors, and, except as provided in the following paragraph, the holders of the Comrnon Stock, voting separately as a class, shall be entitled to elect the remaining directors of the Corporation. The termns of office, as directors, of all persons who may be directors of the Corporation at the time shall terminate upon the election of a majority of the Board of Directors by the holders of the Preferred Stock except that if the holders of the Common Stock shall not have elected the remaining directors of the Corporation, then, and only in that event, the directors of the Corporation in office just prior to the election of a majority of the Board of Directors by the holders of the Preferred Stock shall elect the remaining directors of the Corporation. Thereafter, while such default continues and the majority of the Board of Directors is being elected by the holders of the Preferred Stock, the remaining directors, whether elected by directors, as aforesaid, or whether originally or later elected by holders of the Common Stock shall continue in office until their successors are elected by holders of the Common Stock and shall qualify.

If and when all dividends then in default on the Preferred Stock; then outstanding shall be paid (such dividends to be declared and paid out of any funds legally available therefor as soon as reasonably practicable), the holders of the Preferred Stock shall be divested of any special right with respect to the election of directors, and the voting power of the holders of the Preferred Stock and the holders of the Common Stock shall revert to the status existing before the first dividend payment date on which dividends on the Preferred Stock were not paid in full, but always subject to the same provisions for vesting such special rights in the bolders of the Preferred Stock in case of further like defaults in the payment of dividends thereon as described in the immediately foregoing paragraph. Upon termination of any such special voting right upon payment of all accumulated and unpaid dividends on the Preferred Stock, the terms of office of all persons who may have been elected directors of the Corporation by vote of the holders of the Preferred Stock as a class, pursuant to such special voting right shall forthwith terminate, and the resulting vacancies shall be filled by the vote of a majority of the remaining directors.

In case of any vacancy in the office of a director occurring among the directors elected by the holders of the Preferred Stock, voting separately as a class, the remaining directors elected by the holders of the Preferred Stock, by affirmative vote of a majority thereof, or the remaining director so elected if there be but one, may elect a successor or successors to hold office for the unexpired term or terms of the director or directors whose place or places shall be vacant. Likewise, in case of any vacancy in the office of a director occurring among the directors not elected by the holders of the Preferred Stock, the remaining directors not elected by the holders of the Preferred Stock, by affirmative vote of a majority thereof, or the remaining director so elected if there be but one, may elect a successor or successors to hold office for the unexpired term or terms of the director or directors whose place or places shall be vacant.

Whenever the right shall have accrued to the holders of the Preferred Stock to elect directors, voting separately as a class, it shall be the duty of the President, a Vice- President or the Secretary of the Corporation forthwith to call and cause notice to be given to the shareholders entitled to vote of a meeting to be held at such time as the Corporation's officers may fix, not less than forty-five nor more than sixty days after the accrual of such right, for the purpose of electing directors. The notice so given shall be mailed to each holder of record of preferred stock at his last known address appearing on the books of the Corporation and shall set forth, among other things, (i) that by reason of the fact that dividends payable on preferred stock are in default in an amount equal to four full quarterly payments or more per share, the holders of the Preferred Stock, voting separately as a class, have the right to elect the smallest number of directors necessary to constitute a majority of the full Board of Directors of the Corporation, (ii) that any holder of the Preferred Stock has the right, at any reasonable time, to inspect, and make copies of, the list or lists of holders of the Preferred Stock maintained at the principal office of the Corporation or at the office of any Transfer Agent of the Preferred Stock, and (iii) either the entirety of this paragraph or the substance thereof with respect to the number of shares of the Preferred Stock required to be represented at any meeting, or adjournment thereof, called for the election of directors of the Corporation. At the first meeting of stockholders held for the purpose of electing directors during such time as the holders of the Preferred Stock shall have the special right, voting separately as a class, to elect directors, the presence in person or by proxy of the holders of a majority of the outstanding Common Stock shall be required to constitute a quorum of such class for the election of directors, and the presence in person or by proxy of the holders

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of a majority of the outstanding Preferred Stock shall be required to constitute a quorum of such class for the election of directors; provided, however, that in the absence of a quorum of the holders of the Preferred Stock, no election of directors shall be held, but a majority of the holders of the Preferred Stock who are present in person or by proxy shall have power to adjourn the election of the directors to a date not less than fifteen nor more than fifty days from the giving of the notice of such adjourned meeting hereinafter provided for; and provided, further, that at such adjourned meeting, the presence in person or by proxy of the holders of 35% of the outstanding Preferred Stock shall be required to constitute a quorum of such class for the election of directors. In the event such first meeting of stockholders shall be so adjourned, it shall be the duty of the President, a Vice-President or the Secretary of the Corporation, within ten days from the date on which such first meeting shall have been adjourned, to cause notice of such adjourned meeting to be given to the shareholders entitled to vote thereat, such adjourned meeting to be held not less than fifteen days nor more than fifty days from the giving of such second notice. Such second notice. shall be given in the form and manner hereinabove provided for with respect to the notice required to be given of such first meeting of stockholders, and shall further set forth that a quorum was not present at such first meeting and that the holders of 35% of the outstanding Preferred Stock shall be required to constitute a quorum of such class for the election of directors at such adjourned meeting. If the requisite quorum of holders of the Preferred Stock shall not be present at said adjourned meeting, then the directors of the Corporation then in office shall remain in office until the next Annual Meeting of the Corporation, or special meeting in lieu thereof and until their successors shall have been elected and shall qualify. Neither such first meeting nor such adjourned meeting shall be held on a date within sixty days of the date of the next Annual Meeting of the Corporation, or special meeting in lieu thereof. At each Annual Meeting of the Corporation, or special meeting in lieu thereof, held during such time as the holders of the Preferred Stock, voting separately as a class. shall have the right to elect a majority of the Board of Directors, the foregoing provisions of this paragraph shall govern each Annual Meeting, or special meeting in lieu thereof, as if said Annual Meeting or special meeting were the first meeting of stockholders held for the purpose of electing directors after the right of the holders of the Preferred Stock, voting separately as a class, to elect a majority of the Board of Directors, should have accrued the exception, that if, at any adjourned annual meeting, or special meeting in lieu thereof, the holders of 35% of the outstanding Preferred Stock are not present in person or by proxy, all the directors shall be elected by a vote of the holders of a majority of the Common Stock of the Corporation present or represented at the meeting.

(C) So long as any shares of the Preferred Stock are outstanding, the Corporation shall not, without the consent (given by vote at a meeting called for that purpose) of at least two-thirds of the total number of shares of the Preferred Stock then outstanding:

(1) create, authorize or issue any new stock which, after issuance would rank prior to the Preferred Stock as to dividends, in liquidation, dissolution, winding up or distribution, or create, authorize or issue any security convertible into shares of any such stock except for the purpose of providing funds for the redemption of all of the Preferred Stock then outstanding, such new stock or security not to be issued until such redemption shall have been authorized and notice of such redemption given and the aggregate redemption price deposited as provided in paragraph (G) below; provided, however, that any such new stock or security shall be issued within twelve months after the vote of the Preferred Stock herein provided for authorizing the issuance of such new stock or security; or

(2) amend, alter, or repeal any of the rights, preferences or powers of the holders of the Preferred Stock so as to affect adversely any such rights, preferences or powers; provided, however, that if such amendment, alteration or repeal affects adversely the rights, preferences or powers of one or more, but not all, series of Preferred Stock at the time outstanding, only the consent of the holders of at least two-thirds of the total number of outstanding shares of all series so affected shall be required; and provided, further, that an amendment to increase or decrease the authorized amount of Preferred Stock or to create or authorize, or increase or decrease the amount of, any class of stock; ranking on a parity with the outstanding shares of the Preferred Stock as to dividends or assets shall not be deemed to affect adversely the rights, preferences or powers of the holders of the Preferred Stock or any series thereof.

(D) So long as any shares of the Preferred Stock are outstanding, the Corporation shall not, without the consent (given by vote at a meeting called for that purpose) of the holders of a majority of the total number of shares of the Preferred Stock then outstanding:

(1) merge or consolidate with or into any other corporation or corporations or sell or otherwise dispose of all or substantially all of the assets of the Corporation, unless such merger or consolidation or sale or other disposition, or the exchange, issuance or assumption of all securities to be issued or assumed in connection with any such merger or consolidation or sale or other disposition, shall have been ordered, approved or permitted under the Public Utility Holding Company Act of 1935; or

(2) issue or assume any unsecured notes, debentures or other securities representing unsecured indebtedness for purposes other than (i) the refunding of outstanding unsecured indebtedness theretofore issued or assumed by the Corporation resulting in equal or longer maturities, or (ii) the reacquisition, redemption or other retirement of all outstanding shares of the Preferred Stock, if immediately after such issue or assumption, the total principal amount of all unsecured notes, debentures or other securities representing unsecured indebtedness issued or assumed by the Corporation, including unsecured indebtedness then to be issued or assumed (but excluding the principal amount then outstanding of any unsecured notes, debentures, or other securities representing unsecured indebtedness having a maturity in excess of ten (10) years and in amount not exceeding 10% of the aggregate of (a) and (b) of this section below) would exceed ten per centum (10%) of the aggregate of (a) the total principal amount of all bonds or other securities representing secured indebtedness issued or assumed by the Corporation and then to be outstanding, and (b) the capital and surplus of the Corporation as then to be stated on the books of account of the Corporation. When unsecured notes, debentures or other securities representing unsecured debt of a maturity in excess of ten (10) years shall become of a maturity of ten (10) years or less, it shall then be regarded as unsecured debt of a maturity of less than ten (10) years and shall be computed with such debt for the

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purpose of determining the percentage ratio to the sum of (a) and (b) above of unsecured debt of a maturity of less than ten (10) years, and when provision shall have been made, whether through a sinking fund or otherwise, for the retirement, prior to their maturity, of unsecured notes, debentures, or other securities representing unsecured debt of a maturity in excess of ten (10) years, the amount of any such security so required to be retired in less than ten (10) years shall be regarded as unsecured debt of a maturity of less than ten (10) years (and not as unsecured debt of a maturity in excess of ten (10) years) and shall be computed with such debt for the purpose of determining the percentage ratio to the sum of (a) and (b) above of unsecured debt of a maturity of less than ten (10) years, provided, however, that the payment due upon the maturity of unsecured debt having an original single maturity in excess of ten (10) years or the payment due upon the latest maturity of any serial debt which had original maturities in excess of ten (10) years shall not, for purposes of this provision, be regarded as unsecured debt of a maturity of less than ten (10) years until such payment or payments shall be required to be made within three (3) years; furthermore, when unsecured notes, debentures or other securities representing unsecured debt of a maturity of less than ten (10) years shall exceed 10% of the sum of (a) and (b) above, no additional unsecured notes, debentures or other securities representing unsecured debt shall be issued or assumed (except for the purpose set forth in (i) or
(ii) above) until such ratio is reduced to 10% of the sum of (a) and (b) above; or

(3) issue, sell or otherwise dispose of any shares of the Preferred Stock in addition to the 104,476 shares of the Preferred Stock originally authorized, or of any other class of stock ranking on a parity with the Preferred Stock as to dividends or in liquidation, dissolution, winding up or distribution, unless the gross income of the Corporation and Mississippi Power & Light Company, a Florida corporation, for a period of twelve (12) consecutive calendar months within the fifteen (15) calendar months immediately preceding the issuance, sale or disposition of such stock, determined in accordance with generally acccepted accounting practices (but in any event after deducting all taxes and the greater of (a) the amount for said period charged by the Corporation and Mississippi Power & Light Company, a Florida corporation, on their books to depreciation expense or (b) the largest amount required to be provided therefor by any mortgage indenture of the Corporation) to be available for the payment of interest, shall have been at least one and one-half times the sum of (i) the annual interest charges on all interest bearing indebtedness of the Corporation and
(ii) the annual dividend requirements on all outstanding shares of the Preferred Stock and of all other classes of stock ranking prior to, or on a parity with, the Preferred Stock as to dividends or distributions, including the shares proposed to be issued; provided, that there shall be excluded from the foregoing computation interest charges on all indebtedness and dividends on all shares of stock which are to be retired in connection with the issue of such additional shares of the Preferred Stock or other class of stocks ranking prior to, or on a parity with, the Preferred Stock as to dividends or distributions; and provided, further, that in any case where such additional shares of the Preferred Stock, or other class of stock ranking on a parity with the Preferred Stock as to dividends or distributions, are to be issued in connection with the acquisition of additional property, the gross income of the property to be so acquired, computed on the same basis as the gross income of the Corporation, may be included on a pro forma basis in making the foregoing computation; or

(4) issue, sell, or otherwise dispose of any shares of the Preferred Stock, in addition to the 104,476 shares of the Preferred Stock originally authorized, or of any other class of stock ranking on a parity with the Preferred Stock as to dividends or distributions, unless the aggregate of the capital of the Corporation applicable to the Common Stock and the surplus of the Corporation shall be not less than the aggregate amount payable on the involuntary liquidation, dissolution, or winding up of the Corporation, in respect of all shares of the Preferred Stock and all shares of stock, if any, ranking prior thereto, or on a parity therewith, as to dividends or distributions, which will be outstanding after the issue of the shares proposed to be issued; provided, that if, for the purposes of meeting the requirements of this subparagraph (4), it becomes necessary to take into consideration any earned surplus of the Corporation, the Corporation shall not thereafter pay any dividends on shares of the Common Stock which would result in reducing the Corporation's Common Stock equity (as in paragraph (H) hereinafter defined) to an amount less than the aggregate amount payable, on involuntary liquidation, dissolution or winding up the Corporation, on all shares of the Preferred Stock and of any stock ranking prior to, or on a parity with, the Preferred Stock, as to dividends or other distributions, at the time outstanding.

(E) Each holder of Conunon Stock of the Corporation shall be entitled to one vote, in person or by proxy, for each share of such stock standing in his name on the books of the Corporation. Except as hereinbefore expressly provided in this Section Fourth, the holders of the Preferred Stock shall have no power to vote and shall be entitled to no notice of any meeting of the stockholders of the Corporation. As to matters upon which holders of the Preferred Stock are entitled to vote as hereinbefore expressly provided, each holder of such Preferred Stock shall be entitled to one vote, in person or by proxy, for each share of such Preferred Stock standing in his name on the books of the Corporation.

(F) In the event of any voluntary liquidation, dissolution or winding up of the Corporation, the Preferred Stock, pari passu with all shares of preferred stock of any class or series then outstanding, shall have a preference over the Common Stock until an amount equal to the then current redemption price shall have been paid. In the event of any involuntary liquidation, dissolution or winding up of the Corporation, which shall include any such liquidation, dissolution or winding up which may arise out of or result from the condemnation or purchase of all or a major portion of the properties of the Corporation, by (i) the United States Government or any authority, agency or instrumentality thereof, (ii) a state of the United States or any polltical subdivision, authority, agency, or instrumentality thereof, or (iii) a disrict, cooperative or other association or entity not organized for profit, the Preferred Stock, pari passu with all shares of preferred stock of any class or series then outstanding, shall also have a preference over the Common Stock until the full par value thereof and an amount equal to all accumulated and unpaid dividends thereon shall have been paid by dividends or distribution.

(G) Upon the affirmative vote of a majority of the shares of the issued and outstanding Common Stock at any annual meeting, or any special

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meeting called for that purpose, the Corporation may at any time redeem all of any series of said Preferred Stock or may from time to time redeem any part thereof, by paying in cash the redemption price then applicable thereto as stated and expressed with respect to such series in the resolution providing for the issue of such shares adopted by the Board of Directors of the Corporation, or in these Restated Articles of Incorporation or any amendment thereof, plus, in each case, an amount equivalent to the accumulated and unpaid dividends, if any, to the date of redemption. Notice of the intention of the Corporation to redeem all or any part of the Preferred Stock shall be mailed not less than thirty (30) days nor more than sixty (60) days before the date of redemption to each holder of record of Preferred Stock to be redeemed, at his post office address as shown by the Corporation's records, and not less than thirty (30) days' nor more than sixty (60) days' notioe of such redemption may be published in such manner as may be prescribed by resolution of the Board of Directors of the Corporation; and, in the event of such publication, no defect in the mailing of such notice shall affect the validity of the proceedings for the redemption of any shares of Preferred Stock so to be redeemed. Contemporaneously with the mailing or the publication of such notice as aforesaid or at any time thereafter prior to the date of redemption, the Corporation may deposit the aggregate redemption price (or the portion thereof not already paid in the redemption of such Preferred Stock so to be redeemed) with any bank or trust company in the City of New York, New York, or in the City of Jackson, Mississippi, named in such notice, payable to the order of the record holders of the Preferred Stock so to be redeemed, as the case may be, on the endorsement and surrender of their certificates, and thereupon said holders shall cease to be stockholders wlth respect to such shares; and from and after the making of such deposit such holders shall have no interest in or claim against the Corporation with respect to said shares, but shall be enlitled only to receive such moneys from said bank or trust company, with interest, if any, allowed by such bank or trust company on such moneys deposited as in this paragraph provided, on endorsement and surrender of their certificates, as aforesaid. Any moneys so deposited, plus interest thereon, if any, remaining unclaimed at the end of six years from the date fixed for redemption, if thereafter requested by resolution of the Board of Directors, shall be repaid to the Corporation, and in the event of such repayment to the Corporation, such holders of record of the shares so redeemed as shall not have made claim against such moneys prior to such repayment to the Corporation, shall be deemed to be unsecured creditors of the Corporation for an amount, without interest, equivalent to the amount deposited, plus interest thereon, if any, allowed by such bank or trust company, as above stated, for the redemption of such shares and so paid to the Corporation. Shares of the Preferred Stock which have been redeemed shall not be reissued. If less than all of the shares of the Preferred Stock are to be redeemed, the shares thereof to be redeemed shall be selected by lot, in such manner as the Board of Directors of the Corporation shall determine, by an independent bank or trust company selected for that purpose by the Board of Directors of the Corporation. Nothing herein contained shall limit any legal right of the Corporation to purchase or otherwise acquire any shares of the Preferred Stock; provided, however, that, so long as any shares of the Preferred Stock are outstanding, the Corporation shall not redeem, purchase or otherwise acquire less than all of the shares of the Preferred Stock, if, at the time of such redemption, purchase or other acquisition, dividends payable on the Preferred Stock shall be in default in whole or in part, unless, prior to or concurrently with such redemption, purchase or other acquisition, all such defaults shall be cured or unless such redemption, purchase or other acquisition shall have been ordered, approved or permitted under the Public Utility Holding Company Act of 1935; and provided further that, so long as any shares of the Preferred Stock are outstanding, the Corporation shall not make any payment or set aside any funds for payment into any sinking fund for the purchase or redemption of any shares of the Preferred Stock, if, at the time of such payment, or the setting apart of funds for such payment, dividends payable on the Preferred Stock shall be in default in whole or in part, unless, prior to or concurrently with such payment or the setting apart of funds for such payment, all such defaults shall be cured or unless such payment, or the setting apart of funds for such payment, shall bave been ordered, approved or permitted under the Public Utility Holding Company Act of 1935. Any shares of the Preferred Stock so redeemed, purchased or acquired shall retired and cancelled.

(H) For the purposes of this paragraph (H) and subparagraph (4) of paragraph (D) the term "Common Stock Equity" shall mean the aggregate of the par value of, or stated capital represented by, the outstanding shares (other than shares owned by the Corporation) of stock ranking junior to the Preferred Stock as to dividends and assets, of the premium on such junior stock and of the surplus (including earned surplus, capital surplus and surplus invested in plant) of the Corporation less (1) any amounts recorded on the books of the Corporation for utility plant and other plant in excess of the original cost thereof, (2) unamortized debt discount and expense, capital stock discount and expense and any other intangible items set forth on the asset side of the balance sheet as a result of accounting convention, (3) the excess, if any, of the aggregate amount payable on involuntary liquidation, dissolution or winding up of the affairs of the Corporation upon all outstanding preferred stock of the Corporation over the aggregate par or stated value thereof and any premiums thereon and (4) the excess, if any, for the period beginning with January 1, 1954, to the end of the month within ninety (90) days preceding the date as of which Common Stock Equity is determined, of the cumulative amount computed under requirements contained in the Corporation's mortgage indentures relating to minimum depreciation provisions (this cumulative amount being the aggregate of the largest amounts separately computed for entire periods of differing coexisting mortgage indenture requirements), over the amount charged by the Corporation and Mississippi Power & Light Company, a Florida corporation, on their books for depreciation during such period, including the final fraction of a year; provided, however, that no deductions shall be required to be made in respect of items referred to in subdivisions (1) and (2) of this paragraph (H) in cases in which such items are being amortized or are provided for, or are being provided for, by reserves. For the purpose of this paragraph (H): (i) the term "total capitalization" shall mean the sum of the Common Stock Equity plus item three (3) in this paragraph (H) and the stated capital applicable to, and any premium on, outstanding stock of the Corporation not included in Common Stock Equity, and the principal amount of all outstanding debt of the Corporation maturing more than twelve months after the date of issue thereof; and (ii) the term "dividends on Common Stock" shall embrace dividends on Common Stock (other than dividends payable only in shares of Common Stock), distributions on, and purchases or other acquisitions for value of, any Common Stock of the Corporation or other stock if any, subordinate to its Preferred Stock. So long as any shares of the Preferred Stock are outstanding, the Corporation shall not declare or pay any dividends on the Common Stock, except as follows:

(a) If and so long as the Common Stock Equity at the end of the calendar month immediately preceding the date on which a dividend on Common Stock is declared is, or as a result of such dividend would become, less than 20% of total capitalization, the Corporation shall not

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declare such dividends in an amount which, together with all other dividends on Common Stock paid within the year ending with and including the date on which such dividend is payable, exceeds 50% of the net income of the Corporation available for dividends on the Common Stock for the twelve full calendar months immediately preceding the month in which such dividends are declared, except in an amount not exceeding the aggregate of dividends on Common Stock which under the restrictions set forth above in this subparagraph (a) could have been, and have not been, declared; and

(b) If and so long as the Common Stock Equity at the end of the calendar month immediately preceding the date on which a dividend on Common Stock is declared is, or as a result of such dividend would become, less than 25% but not less than 20% of total capitalization, the Corporation shall not declare dividends on the Common Stock in an amount which, together with all other dividends on Comrnon Stock paid within the year ending with and including the date on which such dividend is payable, exceeds 75% of the net income of the Corporation and Mississippi Power & Light Company, a Florida corporation, available for dividends on the Common Stock for the twelve full calendar months immediately preceding the month in which such dividends are declared, except in an amount not exceeding the aggregate of dividends on Common Stock which under the restrictions set forth above in subparagraph (a) and in this subparagraph (b) could have been and have not been declared; and

(c) If any time when the Common Stock Equity is 25% or more of total capitalization, the Corporation may not declare dividends on shares of the Common Stock which would reduce the Common Stock Equity below 25% of total capitalization, except to the extent provided in subparagraphs (a) and (b) above.

At anytime when the aggregate of all amounts credited subsequent to January 1, 1954, to the depreciation reserve account of the Corporation and Mississippi Power & Light Company, a Florida corporation, through charges to operating revenue deductions or otherwise on the books of the Corporation and Mississippi Power & Light Company, a Florida corporation, shall be less than the amount computed as provided in clause (aa) below, under requirements contained in the Corporation's mortgage indentures, then for the purposes of subparagraphs (a) and (b) above, in determining the earnings available for common stock dividends during any twelve-month period, the amount to be provided for depreciation in that period shall be (aa) the greater of the cumulative amount charged to depreciation expense on the books of the Corporation and Mississippi Power & Light Company, a Florida corporation, or the cumulative amount computer under requirements contained in the Corporation's mortgage indentures relating to minimum depreciation provisions (the latter cumulative amount being the aggregate of the largest amounts separately computed for entire periods of differing co-existing mortgage indenture requirements) for the period from January 1, 1954, to and including said twelve- month period, less (bb) the greater of the cumulative amount charged to depreciation expense on the books of the Corporation and Mississippi Power & Light Company, a Florida corporation, or the cumulative amount computed under requirements contained in the Corporation's mortgage indentures relating to minimum depreciation provisions (the latter cumulative amount being the aggregate of the largest amounts separately computed for entire periods of differing coexisting mortgage indenture requirements) from January 1, 1954, up to but excluding said twelve-month period; provided that in the event any company other than Mississippi Power & Light Company, a Florida corporation, is merged into the Corporation the "cumulative amount computed under requirements contained in the Corporation's mortgage indentures relating to minimum depreciation provisions" referred to above shall be computed without regard, for the period perior to the merger, of property acquired in the merger, and the "cumulative amount charged to depreciation expense on the books of the Corporation" shall be exclusive of amounts provided for such property prior to the merger.

(I) The Board of Directors are hereby expressly authorized by resolution or resolutions to state and express the series and distinctive serial designation of any authorized and unissued shares of Preferred Stock proposed to be issued, the number of shares to constitute each such series, the annnal rate or rates of dividends payable on shares of each series together with the dates on which such dividends shall be paid in each year, the date from which such dividends shall commence to accumulate, the amount or amounts payable upon redemption and the sinking fund provisions, if any, for the redemption or purchase of shares.

(J) Dividends may be paid upon the Common Stock only when
(i) dividends have been paid or declared and funds set apart for the payment of dividends as aforesaid on the Preferred Stock from thc date(s) after which dividends thereon became cumulative, to the beginning of the period then current, with respect to which such dividends on the Preferred Stock are usually declared, and (ii) all payments have been made or funds have been set aside for payments then or theretofore due under sinking fund provisions, if any, for the redemption or purchase of shares of any series of the Preferred Stock, but whenever (x) there shall have been paid or declared and funds shall have been set apart for the payment of all such dividends upon the Preferred Stock as aforesaid, and (y) all payments shall have been made or funds shall have been set aside for payments then or theretofore due under sinking fund provisions, if any, for the redemption or purchase of shares of any series of the Preferred Stock, then, subject to the limitations above set forth, dividends upon the Common Stock may be declared payable then or thereafter, out of any net earnings or surplus of assets over liabilities, including capital, then remaining. After the payment of the limited dividends and/or shares in distribution of assets to which the Preferred Stock is expressly entitled in preference to the Common Stock, in accordancc with the provisions hereinabove set forth, the Common Stock alone (subject to the rights of any class of stock hereafter authorized) shall receive all further dividends and shares in distribution.

(K) Subject to the limitations hereinabove set forth the Corporation from time to time may resell any of its own stock, purchased or otherwise acquired by it as hereinafter provided for, at such price as may be fixed by its Board of Directors or Executive Committee.

(L) Subject to the limitations hereinabove set forth the Corporation in order to acquire funds with which to redeem any outstanding Preferred

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Stock of any class, may issue and sell stock of any class then authorized but unissued, bonds, notes, evidences of indebtedness, or other securities.

(M) Subject to the limitations hereinabove set forth the Board of Directors of the Corporation may at any time authorize the conversion or exchange of the whole or any particular share of the outstanding preferred stock of any class with the consent of the holder thereof, into or for stock of any other class at the time of such consent authorized but unissued and may fix the terms and conditions upon which such conversion or exchange may be made; provided that without the consent of the holders of record of two-thirds of the shares of Common Stock outstanding given at a meeting of the holders of the Common Stock called and held as provided by the By-Laws or given in writing without a meeting, the Board of Directors shall not authorize the conversion or exchange of any preferred stock of any class into or for Common Stock or authorize the conversion or exchange of any preferred stock; of any class into or for preferred stock of any other class, if by such conversion or exchange the amount which the holders of the shares of stock so converted or exchanged would be entitled to receive either as dividends or shares in distribution of assets in preference to the Common Stock would be increased.

(N) A consolidation, merger or amalgamation of the Corporation with or into any other corporation or corporations shall not be deemed a distribution of assets of the Corporation within the meaning of any provisions of these Restated Articles of Incorporation.

(O) The consideration received by the Corporation from the sale of any additional stock without nominal or par value shall be entered in the Corporation's capital stock account.

(P) Subject to the limitations hereinabove set forth upon the vote of a majority of all the Directors of the Corporation and of a majority of the total number of shares of stock then issued and outstanding and entitled to vote, irrespective of class (or if the vote of a larger number or different proportion of shares is required by the laws of the State of Mississippi notwithstanding the above agreement of the stockholders of the Corporation to the contrary, then upon the vote of the larger number or different proportion of shares so required), the Corporation may from time to time create or authorize one or more other classes of stock with such preferences, designations, rights, privileges, powers, restrictions, limitations and qualifications as may be determined by said vote, which may be the same as or different from the preferences, designations, rights, privileges, powers, restrictions, limitations and qualifications of the classes of stock of the Corporation then authorized. Any such vote authorizing the creation of a new class of stock may provide that all moneys payable by the Corporation with respect to any class of stock thereby authorized shall be paid in the money of any foreign country named therein or designated by the Board of Directors, pursuant to authority therein granted, at a fixed rate of exchange with the money of the United States of America therein stated or provided for and all such payments shall be made accordingly. Any such vote may authorize any shares of any class then authorized but unissued to be issued as shares of such new class or classes

(Q) Subject to the limitations hereinabove set forth, either the Preferred Stock or the Common Stock or both of said classes of stock, may be increased at any time upon vote of the holders of a majority of the total number of shares of the Corporation then issued and outstanding and entitled to vote thereon, irrespective of class.

(R) If any provisions in this Section Fourth shall be in conflict or inconsistent with any other provisions of these Restated Articles of Incorporation of the Corporation the provisions of this Section Fourth shall prevail and govern.

FIFTH: The Corporation will not commence business until at least $1,000 has been received by it as consideration for the issuance of shares.

SIXTH: Existing provisions limiting or denying to shareholders the preemptive right to acquire additional or treasury shares of the Corporation are:

No holder of any stock of the Corporation shall be entitled as of right to purchase or subscribe for any part of any unissued stock of the Corporation, or any additional stock of any class to be issued by reason of any increase of the authorized capital stock of the Corporation or of bonds, certificates of indebtedness, debentures, or other securities convertible into stock of the Corporation, but any such unissued stock or any such additional authorized issue of new stock, or of securities convertible into stock, may be issued and disposed of by the Board of Directors without offering to the stockholders then of record, or to any class of stockholders, any thereof on any terms.

SEVENTH: Existing provisions of the Restated Articles of Incorporation for the regulation of the internal affairs of the Corporation are:

(a) General authority is hereby conferred upon the Board of Directors to fix the consideration for which shares of stock of the Corporation without nominal or par value may be issued and disposed of, and the shares of stock of the Corporation without nominal or par value, whether authorized by these Restated Articles of Incorporation or by subsequent increase of the authorized number of shares of stock or by amendment of these Restated Articles of Incorporation by consolidation or merger or otherwise, and/or any securities convertible into stock of the Corporation without nominal or par value may be issued and disposed of for such consideration and on such terms and in such manner as may be fixed from time to time by the Board of Directors.

(b) The issue of the whole, or any part determined by the Board of Directors, of the shares of stock of the Corporation as partly paid, and subject to calls thereon until the whole thereof shall have been paid, is hereby authorized.

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(c) The Board of Directors shall have power to authorize the payment of compensation to the directors for services to the Corporation, including fees for attendance at meetings of the Board of Directors or the Executive Committee and all other committees and to determine the amount of such compensation and fees.

(d) The Corporation may issue a new certificate of stock in the place of any certificate theretofore issued by it, alleged to have been lost or destroyed and the Board of Directors may, in their discretion, require the owner of the lost or destroyed certificate, or his legal representative, to give bond in such sum as they may direct as indemnity against any claim that may be made against the Corporation, its officers, employees or agents by reason thereof; a new certificate may be issued without requiring any bond when, in the judgment of the directors, it is proper so to do.

If the Corporation shall neglect or refuse to issue such a new certificate and it shall appear that the owner thereof has applied to the Corporation for a new certificate in place thereof and has made due proof of the loss or destruction thereof and has given such notice of his application for such new certificate on such newspaper of general circulation, published in the State of Mississippi as reasonably should be approved by the Board of Directors, and in such other newspaper as may be required by the Board of Directors, and has tendered to the Corporation adequate security to indemnify the Corporation, its officers employees, or agents, and any person other than such applicant who shall thereafter appear to be the lawful owner of such alleged lost or destroyed certificate against damage, loss or expense because of the issuance of such new certificate, and the effect thereof as herein provided, then, unless there is adequate cause why such new certificate shall not be issued, the Corporation, upon the receipt of said indemnity, shall issue a new certificate of stock in place of such lost or destroyed certificate. In the event that the Corporation shall nevertheless refuse to issue a new certificate as aforesaid, the applicant may then petition any court of competent jurisdiction for relief against the failure of the Corporation to perform its obligations hereunder. In the event that the Corporation shall issue such new certificate, any person who shall thereafter claim any rights under the certificate in place of which such new certificate is issued, whether such new certificate is issued pursuant to the judgment or decree of such court or voluntarily by the Corporation after the publication of notice and the receipt of proof and indemnity as aforesaid, shall have recourse to such indemnity and the Corporation shall be discharged from all liability to such person by reason of such certificate and the shares represented thereby.

(e) No stockholder shall have any right to inspect any account, book or document of the Corporation, except as conferred by statute or authorized by the directors.

(f) A director of the Corporation shall not be disqualified by his office from dealing or contracting with the Corporation either as a vendor, purchaser or otherwise, nor shall any transaction or contract of the Corporation be void or voidable by reason of the fact that any director or any firm of which any director is a member or any corporation of which any director is a shareholder, officer or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified or approved either (1) by a vote of a majority of a quorum of the Board of Directors or the Executive Committee, without counting in such majority or quorum any directors so interested or members of a firm so interested or a shareholder, officer or director of a corporation so interested, or (2) by the written consent, or by vote at a stockholders' meeting of the holders of record of a majority in number of all the outstanding shares of stock of the Corporation entitled to vote; nor shall any director be liable to account to the Corporation for any profits realized by or from or through any such transaction or contract of the Corporation, authorized, ratified or approved as aforesaid by reason of the fact that he or any firm of which he is a member or any corporation of which he is a shareholder, officer or director was interested in such transaction or contract. Nothing herein contained shall create any liability in the events above described or prevent the authorization, ratification or approval of such contract in any other manner provided by law.

(g) Any director may be removed, whether cause shall be assigned for his removal or not, and his place filled at any meeting of the stockholders by the vote of a majority of the outstanding stock of the Corporation entitled to vote. Vacancies in the Board of Directors, except vacancies arising from the removal of directors, shall be filed by the directors remaining in office.

(h) Any property of the Corporation not essential to the conduct of its corporate business and purposes may be sold, leased, exchanged or otherwise disposed of by authority of its Board of Directors and the Corporation may sell, lease or exchange all of its property and franchises or any of its property, franchises, corporate rights or privileges essential to the conduct of its corporate business and purposes upon the consent of and for such considerations and upon such terms as may be authorized by a majority of the Board of Directors and the holders of a majority of the outstanding shares of stock entitled to vote, expressed in writing or by vote at a meeting called for that purpose in the manner provided by the By-Laws of the Corporation for special meetings of stockholders; and at no time shall any of the plants, properties, easements, franchises (other than corporate franchises) or securities then owned by the Corporation be deemed to be property, franchises, corporate rights or privileges essential to the conduct of the corporate business and purposes of the Corporation.

Upon the vote or consent of the stockholders required to dissolve the Corporation, the Corporation shall have power, as the attorney and agent of the holders of all of its outstanding stock, to sell, assign and transfer all such stock to a new corporation organized under the laws of the United States, the State of Mississippi or any other state, and to receive as the consideration therefor shares of stock of such new corporation of the several classes into which the stock of the Corporation is then divided, equal in number to the number of shares of stock of the Corporation of said several classes then outstanding, such shares of said new corporation to have the same preferences, voting powers, restrictions and qualifications thereof as may then attach to the classes of stock of the Corporation then outstanding so far as the same shall be consistent with

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such laws of the United States or of the State of Mississippi or of such other state, except that the whole or any part of such stock or any class thereof may be stock with or without nominal or par value. In order to make effective such a sale, assignment and transfer, the Corporation shall have the right to transfer all its outstanding stock on its books and to issue and deliver new certificates therefor in such names and amounts as such new corporation may direct without receiving for cancellation the certificates for such stock previously issued and then outstanding. Upon completion of such sale, assignment and transfer, the holders of the stock of the Corporation shall have no rights or interests in or against the Corporation except the right, upon surrender of certificates for stock of the Corporation properly endorsed, if required, to receive from the Corporation certificates for shares of stock of such new corporation of the class corresponding to the class of the shares surrendered, equal in number to the number of shares of the stock of the Corporation so surrendered.

(i) Upon the written assent or pursuant to the affirmative vote in person or by proxy of the holders of a majority in number of the shares then outstanding and entitled to vote, irrespective of class, (1) any or every statute of the State of Mississippi hereafter enacted, whereby the rights, powers or privileges of the Corporation are or may be increased, diminished or in any way affected or whereby the rights, powers or privileges of the stockholders of corporations organized under the law under which the Corporation is organized, are increased, diminished or in any way affected or whereby effect is given to the action taken by any part, less than all, of the stockholders of any such corporation, shall, notwithstanding any provisions which may at the time be contained in these Restated Articles of Incorporation or any law, apply to the Corporation, and shall be binding not only upon the Corporation, but upon every stockholder thereof, to the same extent as if such statute had been in force at the date of the making and filing of these Restated Articles of Incorporation and/or (2) amendments of these Restated Articles of Incorporation authorized at the time of the making of such amendments by the laws of the State of Mississippi may be made.

EIGHTH: The Restated Articles of Incorporation correctly set forth without change the corresponding provisions of the Articles of Incorporation as heretofore amended and restated, and supersede the original Articles of Incorporation, and all amendments thereto, and prior Restated Articles of Incorporation and all amendments thereto.

DATED: December 21, 1983.

MISSISSIPPI POWER & LIGHT COMPANY

By: D. C. LUTKEN

Its President

[CORPORATE SEAL]

By: F. S. YORK, JR.

Its Secretary

STATE OF MISSISSIPPI
COUNTY OF HINDS

I, Bethel Ferguson, a Notary Public, do hereby certify that on this 21st day of December, 1983, personally appeared before me D. C. Lutken. who, being by me first duly sworn, declared that he is the President of Mississippi Power & Light Company, that he signed the foregoing document as President of the Corporation, and that the statements therein contained are true.
BETHEL FERGUSON
Notary Public

My commission expires July 23, 1987.

[NOTARY'S SEAL]

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RESTATED ARTICLES OF INCORPORATION
of
MISSISSIPPI POWER & LIGHT COMPANY

Filing and Recording Data

Restated Articles of Incorporation filed with Secretary of State--December 21, 1983

Certificate of Restated Articles of Incorporation issued by Secretary of State--December 21, 1983

Certificate of Restated Articles of Incorporation and Restated Articles of Incorporation filed for record in the office of the Chancery Clerk of the First Judicial District of Hinds County, Mississippi, Book 189, Page 624--December 22, 1983.

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MISSISSIPPI POWER & LIGHT COMPANY

Statement of Resolution Establishing Series of Shares

October 25, 1984

Pursuant to the provisions of Section 79-3-29 of the Mississippi Business Corporation Law, the undersigned Corporation submits the following statement for the purpose of establishing and designating a series of shares and fixing and determining the relative rights and preferences thereof:

1. The name of the corporation is Mississippi Power & Light Company.
2. The attached resolution establishing and designating a series of shares and fixing and determining the relative rights and preferences thereof was duly adopted by the Board of Directors of the Corporation on October 24, 1984.

Dated this the 25th day of October, 1984.

MISSISSIPPI POWER & LIGHT COMPANY

By/s/ William Cavanaugh, III
William Cavanaugh, III
President

By /s/ Frank S. York, Jr.
Frank S. York, Jr.
Senior Vice President, Chief Financial Officer
and Secretary

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STATE OF MISSISSIPPI

COUNTY OF MINDS

I, Joy L. Spears, a Notary Public, do hereby certify that on this October 25, 1984, personally appeared before me William Cavanaugh, III, who, being by me first duly sworn, declared that he is President of Mississippi Power & Light Company, that he executed the foregoing document as President of the Corporation, and that the statements therein contained are true.

/s/ Joy L. Spears
Joy L. Spears, Notary Public

My Commission Expires:

March 30, 1986

STATE OF MISSISSIPPI

COUNTY OF MINDS

I, Joy L. Spears, a Notary Public, do hereby certify that on this October 25, 1984, personally appeared before me Frank S. York, Jr., who, being by me first duly sworn, declared that he is Senior Vice President, Chief Financial Officer and Secretary of Mississippi Power & Light Company, that he executed the foregoing document as Senior Vice President, Chief Financial Officer and Secretary of the Corporation, and that the statements therein contained are true.

/s/ Joy L. Spears
Joy L. Spears, Notary Public

My Commission Expires:

March 30, 1986

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RESOLVED That there is hereby established a series of the Preferred Stock of Mississippi Power & Light Company as follows:

A series of 150,000 shares of the Preferred Stock shall:

(a) be designated "16.16% Preferred Stock, Cumulative, $100 Par Value;"

(b) have a dividend rate of $16.16 per share per annum payable quarterly on February 1, May 1, August 1, and November 1 of each year, the first dividend date to be February 1, 1986, and such dividends to be cumulative from the date of issuance;

(c) be subject to redemption at the price of $116.16 per share if redeemed on or before November 1, 1989, of $112.12 per share if redeemed after November 1, 1989, and on or before November 1, 1994, of $108.08 per share if redeemed after November 1, 1994, and on or before November 1, 1999, and of $104.04 per share if redeemed after November 1, 1999, in each case plus an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date fixed for redemption; provided, however, that no share of the 16.16% Preferred Stock, Cumulative, $100 Par Value, shall be redeemed prior to November 1, 1989, if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the 16.16% Preferred Stock, Cumulative, $100 Par Value, as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than 16.2772% per annum; and

(d) be subject to redemption as and for a sinking fund as follows: on November 1, 1989 and on each November 1 thereafter (each such date being hereinafter referred to as a "16.16% Sinking Fund Redemption Date"), for so long as any shares of the 16.16% Preferred Stock, Cumulative, $100 Par Value, shall remain outstanding, the Corporation shall redeem, out of funds legally available therefor, 7,500 shares of the 16.16% Preferred Stock, Cumulative, $100 Par Value,
(or the number of shares than outstanding if less than 7,500) at the sinking fund redemption price of $100 per share plus, as to each share so redeemed, an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date of redemption (the obligation of the Corporation so to redeem the shares of the 16.16% Preferred Stock, Cumulative, $100 Par Value, being hereinafter referred to as the "16.16% Sinking Fund Obligation"); the 16.16% Sinking Fund Obligation shall be cumulative; if on any 16.16% Sinking Fund Redemption Date, the Corporation shall not have funds legally available therefor sufficient to redeem the full number of shares required to be redeemed on that date, the 16.16% Sinking Fund Obligation with respect to the shares not redeemed shall carry forward to each successive 16.16% Sinking Fund Redemption Date until such shares shall have been redeemed; whenever on any 16.16% Sinking Fund Redemption Date, the funds of the Corporation legally available for the satisfaction of the 16.16% Sinking Fund Obligation and all other sinking fund and similar obligations than existing with respect to any other class or series of its stock ranking on a parity as to dividends or assets with the 16.16% Preferred Stock, Cumulative, $100 Par Value (such obligation and obligations collectively being hereinafter referred to as the "Total Sinking Fund Obligations"), are insufficient to permit the Corporation to satisfy fully its Total Sinking Fund Obligation on that date, the Corporation shall apply to the satisfaction on its 16.16% Sinking Fund Obligation on that date that proportion of such legally available funds which is equal to the ratio of such 16.16% Sinking Fund Obligation to such Total Sinking Fund Obligation; in addition to the 16.16% Sinking Fund Obligation, the Corporation shall have the option, which shall be noncumulative, to redeem, upon authorization of the Board of Directors, on each 16.16% Sinking Fund Redemption Date, at the aforesaid sinking fund redemption price, up to 7,500 additional shares of the 16.16% Preferred Stock, Cumulative $100 Par Value; the Corporation shall be entitled, at its election, to credit against its 16.16% Sinking Fund Obligation on any 16.16% Sinking Fund Redemption Date any shares of the Preferred Stock, Cumulative, $100 Par Value (including shares of the 16.16% Preferred Stock, Cumulative, $100 Par Value, optionally redeemed at the aforesaid sinking fund price) theretofore redeemed (other than shares of the 16.16% Preferred Stock, Cumulative, $100 Par Value, redeemed pursuant to the 16.16% Sinking Fund Obligation) purchased or otherwise acquired and not previously credited against the 16.16% Sinking Fund Obligation.

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MISSISSIPPI POWER & LIGHT COMPANY

Statement of Resolution Establishing Series of Shares

July 24, 1986

Pursuant to the provisions of Section 79-3-29 of the Mississippi Code of 1972, the undersigned Corporation submits the following statement for the purpose of establishing and designating a series of shares and fixing and determining the relative rights and preferences thereof:

1. The name of the corporation is Mississippi Power & Light Company.
2. The attached resolution establishing and designating a series of shares and fixing and determining the relative rights and preferences thereof was duly adopted by the Board of Directors of the Corporation on July 24, 1986.

Dated this the 24th day of July, 1986.

MISSISSIPPI POWER & LIGHT COMPANY

By/s/ William Cavanaugh, III
William Cavanaugh, III
President

By /s/ Frank S. York, Jr.
Frank S. York, Jr.
Senior Vice President, Chief Financial Officer and Secretary

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STATE OF MISSISSIPPI

COUNTY OF MINDS

I, Joseph L. Blount, a Notary Public, do hereby certify that on this July 24, 1986, personally appeared before me William Cavanaugh, III, who, being by me first duly sworn, declared that he is President of Mississippi Power & Light Company, a Mississippi corporation, that he executed the foregoing document as President of the Corporation, and that the statements therein contained are true.

/s/ Joseph L. Blount
Joseph L. Blount, Notary Public

My Commission Expires:

January 20, 1990

STATE OF MISSISSIPPI

COUNTY OF MINDS

I, Joseph L. Blount, a Notary Public, do hereby certify that on this July 24, 1986, personally appeared before me Frank S. York, Jr., who, being by me first duly sworn, declared that he is Senior Vice President, Chief Financial Officer and Secretary of Mississippi Power & Light Company, a Mississippi corporation, that he executed the foregoing document as Senior Vice President, Chief Financial Officer and Secretary of the Corporation, and that the statements therein contained are true.

/s/ Joseph L. Blount
Joseph L. Blount, Notary Public

My Commission Expires:

January 20, 1990

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RESOLVED That there is hereby established a series of the Preferred Stock of Mississippi Power & Light Company as follows:

A series of 350,000 shares of the Preferred Stock shall:

(a) be designated "9% Preferred Stock, Cumulative, $100 Par Value;"

(b) have a dividend rate of $9.00 per share per annum payable quarterly on February 1, May 1, August 1, and November 1 of each year, the first dividend date to be November 1, 1986, and such dividends to be cumulative from the date of issuance;

(c) be subject to redemption at the price of $109.00 per share if redeemed on or before July 1, 1991, of $106.75 per share if redeemed after July 1, 1991, in each case plus an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date fixed for redemption; provided, however, that no share of the 9% Preferred Stock, Cumulative, $100 Par Value, shall be redeemed prior to July 1, 1991, if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the 9% Preferred Stock, Cumulative, $100 Par Value, as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than 9.9901% per annum; and

(d) be subject to redemption as and for a sinking fund as follows: on July 1, 1991, and on each July 1 thereafter (each such date being hereinafter referred to as a "9% Sinking Fund Redemption Date"), for so long as any shares of the 9% Preferred Stock, Cumulative, $100 Par Value, shall remain outstanding, the Corporation shall redeem, out of funds legally available therefor, 70,000 shares of the 9% Preferred Stock, Cumulative, $100 Par Value, (or the number of shares than outstanding if less than 70,000) at the sinking fund redemption price of $100 per share plus, as to each share so redeemed, an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date of redemption (the obligation of the Corporation so to redeem the shares of the 9% Preferred Stock, Cumulative, $100 Par Value, being hereinafter referred to as the "9% Sinking Fund Obligation"); the 9% Sinking Fund Obligation shall be cumulative; if on any 9.% Sinking Fund Redemption Date, the Corporation shall not have funds legally available therefor sufficient to redeem the full number of shares required to be redeemed on that date, the 9% Sinking Fund Obligation with respect to the shares not redeemed shall carry forward to each successive 9% Sinking Fund Redemption Date until such shares shall have been redeemed; whenever on any 9% Sinking Fund Redemption Date, the funds of the Corporation legally available for the satisfaction of the 9% Sinking Fund Obligation and all other sinking fund and similar obligations than existing with respect to any other class or series of its stock ranking on a parity as to dividends or assets with the 9% Preferred Stock, Cumulative, $100 Par Value (such obligation and obligations collectively being hereinafter referred to as the "Total Sinking Fund Obligations"), are insufficient to permit the Corporation to satisfy fully its Total Sinking Fund Obligation on that date, the Corporation shall apply to the satisfaction on its 9% Sinking Fund Obligation on that date that proportion of such legally available funds which is equal to the ratio of such 9% Sinking Fund Obligation to such Total Sinking Fund Obligation; the Corporation shall be entitled, at its election, to credit against its 9% Sinking Fund Obligation on any 9% Sinking Fund Redemption Date any shares of the Preferred Stock, Cumulative, $100 Par Value, theretofore redeemed (other than shares of the 9% Preferred Stock, Cumulative, $100 Par Value, redeemed pursuant to the 9% Sinking Fund Obligation) purchased or otherwise acquired and not previously credited against the 9% Sinking Fund Obligation.

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MISSISSIPPI POWER & LIGHT COMPANY

Statement of Cancellation of Shares

September 1, 1986

Pursuant to the provisions of Section 79-3-133 of the Mississippi Code of 1972, the undersigned Corporation submits the following statement of cancellation of redeemable shares by redemption:

1. The name of the corporation is Mississippi Power & Light Company.

2. The number of redeemable shares cancelled through redemption is 20,000 shares of 17% preferred stock, cumulative, $100 par value.

3. The aggregate number of issued shares, itemized by class and series, after giving effect to such cancellation is as follows:

(a) 6,275,000 shares of common stock, without par value;
(b) 59,920 shares of 4.36% preferred stock, cumulative, $100 par value;
(c) 43,888 shares of 4.56% preferred stock, cumulative, $100 par value;
(d) 100,000 shares of 4.92% preferred stock, cumulative, $100 par value;
(e) 75,000 shares of 9.16% preferred stock, cumulative, $100 par value;
(f) 100,000 shares of 7.44% preferred stock, cumulative, $100 par value;
(g) 180,000 shares of 17% preferred stock, cumulative, $100 par value;
(h) 100,000 shares of 14.75% preferred stock, cumulative, $100 par value;
(i) 100,000 shares of 12% preferred stock, cumulative, $100 par value;
(j) 150,000 shares of 16.16% preferred stock, cumulative, $100 par value;
(k) 350,000 shares of 9% preferred stock, cumulative, $100 par value;

4. The amount, expressed in dollars, of the stated capital of the Corporation, after giving effect to such cancellation is $270,205,800.00.

5. The Restated Articles of Incorporation of the Corporation provide that the cancelled shares shall not be reissued, and the number of shares which the Corporation has authority to issue, itemized by class, after giving effect to such cancellation, is as follows:

(a) 15,000,000 shares of common stock, without par value, 6,275,000 of such shares being issued and outstanding at the date hereof; and
(b) 1,984,476 shares of preferred stock, 1,258,808 shares of which are issued and outstanding as outlined above.

Dated this the 10th day of December, 1986.

MISSISSIPPI POWER & LIGHT COMPANY

By /s/ Frank S. York, Jr.
Frank S. York, Jr.
Senior Vice President,
Chief Financial Officer
and Secretary

By /s/ A. H. Mapp
A. H. Mapp
Assistant Secretary
and
Assistant Treasurer

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STATE OF MISSISSIPPI

COUNTY OF MINDS

I, Joy L. Spears, a Notary Public, do hereby certify that on this 10th day of December, 1986, personally appeared before me Frank S. York, Jr., who, being by me first duly sworn, declared that he is Senior Vice President, Chief Financial Officer and Secretary of Mississippi Power & Light Company, a Mississippi corporation, that he executed the foregoing document as Senior Vice President, Chief Financial Officer and Secretary of the Corporation, and that the statements therein contained are true.

/s/ Joy L. Spears
Joy L. Spears, Notary Public
My Commission Expires:

STATE OF MISSISSIPPI

COUNTY OF MINDS

I, Joy L. Spears, a Notary Public, do hereby certify that on this 10th day of December, 1986, personally appeared before me A. H. Mapp, who, being by me first duly sworn, declared that he is Assistant Secretary and Assistant Treasurer of Mississippi Power & Light Company, a Mississippi corporation, that he executed the foregoing document as Senior Vice President, Chief Financial Officer and Secretary of the Corporation, and that the statements therein contained are true.

/s/ Joy L. Spears
Joy L. Spears, Notary Public

My Commission Expires:

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MISSISSIPPI POWER & LIGHT COMPANY

Statement of Cancellation of Shares

November 1, 1986

Pursuant to the provisions of Section 79-3-133 of the Mississippi Code of 1972, the undersigned Corporation submits the following statement of cancellation of redeemable shares by redemption:

1. The name of the corporation is Mississippi Power & Light Company.

2. The number of redeemable shares cancelled through redemption is 180,000 shares of 17% preferred stock, cumulative, $100 par value.

3. The aggregate number of issued shares, itemized by class and series, after giving effect to such cancellation is as follows:

(a) 6,275,000 shares of common stock, without par value;
(b) 59,920 shares of 4.36% preferred stock, cumulative, $100 par value;
(c) 43,888 shares of 4.56% preferred stock, cumulative, $100 par value;
(d) 100,000 shares of 4.92% preferred stock, cumulative, $100 par value;
(e) 75,000 shares of 9.16% preferred stock, cumulative, $100 par value;
(f) 100,000 shares of 7.44% preferred stock, cumulative, $100 par value;
(g) 100,000 shares of 14.75% preferred stock, cumulative, $100 par value;
(h) 100,000 shares of 12% preferred stock, cumulative, $100 par value;
(i) 150,000 shares of 16.16% preferred stock, cumulative, $100 par value;
(j) 350,000 shares of 9% preferred stock, cumulative, $100 par value;

4. The amount, expressed in dollars, of the stated capital of the Corporation, after giving effect to such cancellation is $252,205,800.00.

5. The Restated Articles of Incorporation of the Corporation provide that the cancelled shares shall not be reissued, and the number of shares which the Corporation has authority to issue, itemized by class, after giving effect to such cancellation, is as follows:

(a) 15,000,000 shares of common stock, without par value, 6,275,000 of such shares being issued and outstanding at the date hereof; and
(b) 1,804,476 shares of preferred stock, 1,078,808 shares of which are issued and outstanding as outlined above.

Dated this the 10th day of December, 1986.

MISSISSIPPI POWER & LIGHT COMPANY

By /s/ Frank S. York, Jr.
Frank S. York, Jr.
Senior Vice President,
Chief Financial Officer
and Secretary

By /s/ A. H. Mapp
A. H. Mapp
Assistant Secretary
and
Assistant Treasurer

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STATE OF MISSISSIPPI

COUNTY OF MINDS

I, Joy L. Spears, a Notary Public, do hereby certify that on this 10th day of December, 1986, personally appeared before me Frank S. York, Jr., who, being by me first duly sworn, declared that he is Senior Vice President, Chief Financial Officer and Secretary of Mississippi Power & Light Company, a Mississippi corporation, that he executed the foregoing document as Senior Vice President, Chief Financial Officer and Secretary of the Corporation, and that the statements therein contained are true.

/s/ Joy L. Spears
Joy L. Spears, Notary Public

My Commission Expires:

STATE OF MISSISSIPPI

COUNTY OF MINDS

I, Joy L. Spears, a Notary Public, do hereby certify that on this 10th day of December, 1986, personally appeared before me A. H. Mapp, who, being by me first duly sworn, declared that he is Assistant Secretary and Assistant Treasurer of Mississippi Power & Light Company, a Mississippi corporation, that he executed the foregoing document as Senior Vice President, Chief Financial Officer and Secretary of the Corporation, and that the statements therein contained are true.

/s/ Joy L. Spears
Joy L. Spears, Notary Public

My Commission Expires:

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MISSISSIPPI POWER & LIGHT COMPANY

Statement of Cancellation of Shares

November 1, 1986

Pursuant to the provisions of Section 79-3-133 of the Mississippi Code of 1972, the undersigned Corporation submits the following statement of cancellation of redeemable shares by redemption:

1. The name of the corporation is Mississippi Power & Light Company.

2. The number of redeemable shares cancelled through redemption is 100,000 shares of 14.75% preferred stock, cumulative, $100 par value.

3. The aggregate number of issued shares, itemized by class and series, after giving effect to such cancellation is as follows:

(a) 6,275,000 shares of common stock, without par value;
(b) 59,920 shares of 4.36% preferred stock, cumulative, $100 par value;
(c) 43,888 shares of 4.56% preferred stock, cumulative, $100 par value;
(d) 100,000 shares of 4.92% preferred stock, cumulative, $100 par value;
(e) 75,000 shares of 9.16% preferred stock, cumulative, $100 par value;
(f) 100,000 shares of 7.44% preferred stock, cumulative, $100 par value;
(g) 100,000 shares of 12% preferred stock, cumulative, $100 par value;
(h) 150,000 shares of 16.16% preferred stock, cumulative, $100 par value;
(i) 350,000 shares of 9% preferred stock, cumulative, $100 par value;

4. The amount, expressed in dollars, of the stated capital of the Corporation, after giving effect to such cancellation is $242,205,800.00.

5. The Restated Articles of Incorporation of the Corporation provide that the cancelled shares shall not be reissued, and the number of shares which the Corporation has authority to issue, itemized by class, after giving effect to such cancellation, is as follows:

(a) 15,000,000 shares of common stock, without par value, 6,275,000 of such shares being issued and outstanding at the date hereof; and
(b) 1,704,476 shares of preferred stock, 978,808 shares of which are issued and outstanding as outlined above.

Dated this the 10th day of December, 1986.

MISSISSIPPI POWER & LIGHT COMPANY

By /s/ Frank S. York, Jr.
Frank S. York, Jr.
Senior Vice President,
Chief Financial Officer
and Secretary

By /s/ A. H. Mapp
A. H. Mapp
Assistant Secretary
and
Assistant Treasurer

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STATE OF MISSISSIPPI

COUNTY OF MINDS

I, Joy L. Spears, a Notary Public, do hereby certify that on this 10th day of December, 1986, personally appeared before me Frank S. York, Jr., who, being by me first duly sworn, declared that he is Senior Vice President, Chief Financial Officer and Secretary of Mississippi Power & Light Company, a Mississippi corporation, that he executed the foregoing document as Senior Vice President, Chief Financial Officer and Secretary of the Corporation, and that the statements therein contained are true.

/s/ Joy L. Spears
Joy L. Spears, Notary Public

My Commission Expires:

STATE OF MISSISSIPPI

COUNTY OF MINDS

I, Joy L. Spears, a Notary Public, do hereby certify that on this 10th day of December, 1986, personally appeared before me A. H. Mapp, who, being by me first duly sworn, declared that he is Assistant Secretary and Assistant Treasurer of Mississippi Power & Light Company, a Mississippi corporation, that he executed the foregoing document as Senior Vice President, Chief Financial Officer and Secretary of the Corporation, and that the statements therein contained are true.

/s/ Joy L. Spears
Joy L. Spears, Notary Public

My Commission Expires:

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MISSISSIPPI POWER & LIGHT COMPANY

Statement of Resolution Establishing Series of Shares

January 13, 1987

Pursuant to the provisions of Section 79-3-29 of the Mississippi Code of 1972, the undersigned Corporation submits the following statement for the purpose of establishing and designating a series of shares and fixing and determining the relative rights and preferences thereof:

1. The name of the corporation is Mississippi Power & Light Company.
2. The attached resolution establishing and designating a series of shares and fixing and determining the relative rights and preferences thereof was duly adopted by the Board of Directors of the Corporation on January 13, 1987.

Dated this the 13th day of January, 1987.

MISSISSIPPI POWER & LIGHT COMPANY

By /s/ D. C. Lutken
D. C. Lutken
President, Chairman of the Board and Chief Executive Officer

By /s/ G. A. Goff
G. A. Goff
Senior Vice President, Chief Financial Officer and Secretary

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STATE OF MISSISSIPPI

COUNTY OF MINDS

I, Joy L. Spears, a Notary Public, do hereby certify that on this January 13, 1987, personally appeared before me D. C. Lutken, who, being by me first duly sworn, declared that he is President, Chairman of the Board and Chief Executive Officer of Mississippi Power & Light Company, a Mississippi corporation, that he executed the foregoing document as President, Chairman of the Board and Chief Executive Officer of the Corporation, and that the statements therein contained are true.

/s/ Joy L. Spears
Joy L. Spears, Notary Public

My Commission Expires:

STATE OF MISSISSIPPI

COUNTY OF MINDS

I, Joy L. Spears, a Notary Public, do hereby certify that on this January 13, 1987, personally appeared before me G. A. Goff, who, being by me first duly sworn, declared that he is Senior Vice President, Chief Financial Officer and Secretary of Mississippi Power & Light Company, a Mississippi corporation, that he executed the foregoing document as Senior Vice President, Chief Financial Officer and Secretary of the Corporation, and that the statements therein contained are true.

/s/ Joy L. Spears
Joy L. Spears, Notary Public

My Commission Expires:

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RESOLVED That there is hereby established a series of the Preferred Stock of Mississippi Power & Light Company as follows:

A series of 350,000 shares of the Preferred Stock shall:

(a) be designated "9.76% Preferred Stock, Cumulative, $100 Par Value;"

(b) have a dividend rate of $9.76 per share per annum payable quarterly on February 1, May 1, August 1, and November 1 of each year, the first dividend date to be May 1, 1987, and such dividends to be cumulative from the date of issuance;

(c) be subject to redemption at the price of $109.76 per share if redeemed on or before January 1, 1988, of $108.68 per share if redeemed after January 1, 1988, and on or before January 1, 1989, of $107.60 per share if redeemed after January 1, 1989,, and on or before January 1, 1990, of $106.51 per share if redeemed after January 1, 1990, and on or before January 1, 1991, of $105.43 per share if redeemed after January 1, 1991, and on or before January 1, 1992, of $104.34 per share if redeemed after January 1, 1992, and on or before January 1, 1993, of $103.26 per share if redeemed after January 1, 1993, and on or before January 1, 1994, of $102.17 per share if redeemed after January 1, 1994, and on or before January 1, 1995, of $101.09 per share if redeemed after January 1, 1995, and on or before January 1, 1996, and of $100.00 per share if redeemed after January 1, 1996, in each case plus an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date fixed for redemption; provided, however, that no share of the 9.76% Preferred Stock, Cumulative, $100 Par Value, shall be redeemed prior to January 1, 1992, if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the 9.76% Preferred Stock, Cumulative, $100 Par Value, as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than 9.9165% per annum; and

(d) be subject to redemption as and for a sinking fund as follows: on January 1, 1993, and on each January 1 thereafter (each such date being hereinafter referred to as a "9.76% Sinking Fund Redemption Date"), for so long as any shares of the 9.76% Preferred Stock, Cumulative, $100 Par Value, shall remain outstanding, the Corporation shall redeem, out of funds legally available therefor, 70,000 shares of the 9.76% Preferred Stock, Cumulative, $100 Par Value, (or the number of shares than outstanding if less than 70,000) at the sinking fund redemption price of $100 per share plus, as to each share so redeemed, an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date of redemption (the obligation of the Corporation so to redeem the shares of the 9.76% Preferred Stock, Cumulative, $100 Par Value, being hereinafter referred to as the "9.76% Sinking Fund Obligation"); the 9.76% Sinking Fund Obligation shall be cumulative; if on any 9.76% Sinking Fund Redemption Date, the Corporation shall not have funds legally available therefor sufficient to redeem the full number of shares required to be redeemed on that date, the
9.76% Sinking Fund Obligation with respect to the shares not redeemed shall carry forward to each successive 9.76% Sinking Fund Redemption Date until such shares shall have been redeemed; whenever on any 9.76% Sinking Fund Redemption Date, the funds of the Corporation legally available for the satisfaction of the 9.76% Sinking Fund Obligation and all other sinking fund and similar obligations than existing with respect to any other class or series of its stock ranking on a parity as to dividends or assets with the 9.76% Preferred Stock, Cumulative, $100 Par Value (such obligation and obligations collectively being hereinafter referred to as the "Total Sinking Fund Obligations"), are insufficient to permit the Corporation to satisfy fully its Total Sinking Fund Obligation on that date, the Corporation shall apply to the satisfaction on its 9.76% Sinking Fund Obligation on that date that proportion of such legally available funds which is equal to the ratio of such 9.76% Sinking Fund Obligation to such Total Sinking Fund Obligation; the Corporation shall be entitled, at its election, to credit against its 9.76% Sinking Fund Obligation on any 9.76% Sinking Fund Redemption Date any shares of the Preferred Stock, Cumulative, $100 Par Value, theretofore redeemed (other than shares of the 9.76% Preferred Stock, Cumulative, $100 Par Value, redeemed pursuant to the 9.76% Sinking Fund Obligation) purchased or otherwise acquired and not previously credited against the
9.76% Sinking Fund Obligation.

FURTHER RESOLVED That the officers of the Company are hereby authorized and directed to execute, file, publish and record all such statements and other documents, and to do and perform all such other and further acts and things, as in the judgment of the officer or officers taking such action may be necessary or desirable for the purpose of causing the immediately preceding resolution to become fully effective and of causing said resolution to become and constitute an amendment of the Restated Articles of Incorporation of the Company, all in the manner and to the extent required by the Mississippi Business Corporation Law.

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MISSISSIPPI POWER & LIGHT COMPANY

Articles of Amendment Under Miss. Code Ann.

Section 79-4-6.31 (Supp. 1987)

March 8, 1988

The undersigned corporation, pursuant to Section 79-4-6.31 of the Mississippi Code of 1972, as amended, submits the following document and sets forth:

1. The name of the corporation is Mississippi Power & Light Company.
2. The reduction in the number of authorized shares, itemized by class and series, is 5,000 shares of 12% Preferred Stock, Cumulative, $100 Par Value.
3. The total number of authorized shares, itemized by class and series, remaining after reduction of the shares is as follows:
(a) 15,000,000 shares of common stock, without par value, 6,275,000 of such shares being issued and outstanding at the date hereof; and
(b) 1,699,476 shares of preferred stock, 1,323,808 shares of which are issued and outstanding in the following series:
(i) 59,920 shares of 4.36% preferred stock, cumulative, $100 par value;
(ii) 43,888 shares of 4.56% preferred stock, cumulative, $100 par value;
(iii)100,000 shares of 4.92% preferred stock, cumulative, $100 par value;
(iv) 75,000 shares of 9.16% preferred stock, cumulative, $100 par value;
(v) 100,000 shares of 7.44% preferred stock, cumulative, $100 par value;
(vi) 95,000 shares of 12% preferred stock, cumulative, $100 par value;
(vii)150,000 shares of 16.16% preferred stock, cumulative, $100 par value;
(viii)350,000 shares of 9% preferred stock, cumulative, $100 par value;
(ix) 350,000 shares of 9.76% preferred stock, cumulative, $100 par value; and

Dated this the 8th day of March, 1988.

MISSISSIPPI POWER & LIGHT COMPANY

By /s/ G. A. Goff
G. A. Goff
Senior Vice President, Chief Financial Officer and Secretary

By /s/ J. R. Martin
J. R. Martin
Treasurer and Assistant Secretary

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MISSISSIPPI POWER & LIGHT COMPANY

Articles of Amendment Under Miss. Code Ann.

Section 79-4-6.31 (Supp. 1988)

January 19, 1989

The undersigned corporation, pursuant to Section 79-4-6.31 of the Mississippi Code of 1972, as amended, submits the following document and sets forth:

1. The name of the corporation is Mississippi Power & Light Company.
2. The reduction in the number of authorized shares, itemized by class and series, is 1,500 shares of 12% Preferred Stock, Cumulative, $100 Par Value.
3. The total number of authorized shares, itemized by class and series, remaining after reduction of the shares is as follows:

(a)15,000,000 shares of common stock, without par value, 7,579,400 of such shares being issued and outstanding at the date hereof; and
(b)1,699,476 shares of preferred stock, 1,323,808 shares of which are issued and outstanding in the following series:

(i) 59,920 shares of 4.36% preferred stock, cumulative, $100 par value;
(ii) 43,888 shares of 4.56% preferred stock, cumulative, $100 par value;
(iii)100,000 shares of 4.92% preferred stock, cumulative, $100 par value;
(iv) 75,000 shares of 9.16% preferred stock, cumulative, $100 par value;
(v) 100,000 shares of 7.44% preferred stock, cumulative, $100 par value;
(vi) 93,500 shares of 12% preferred stock, cumulative, $100 par value;
(vii)150,000 shares of 16.16% preferred stock, cumulative, $100 par value;
(viii)350,000 shares of 9% preferred stock, cumulative, $100 par value;
(ix) 350,000 shares of 9.76% preferred stock, cumulative, $100 par value; and

Dated this the 19th day of January, 1989.

MISSISSIPPI POWER & LIGHT COMPANY

By /s/ G. A. Goff
G. A. Goff
Senior Vice President,
Chief Financial Officer
and Secretary

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REGISTERED AGENT/OFFICE STATEMENT OF CHANGE
(Mark appropriate box)

X DOMESTIC X PROFIT

FOREIGN NONPROFIT

1. Name of Corporation:

Mississippi Power & Light Company

Federal Tax ID: 64-0205830

2. Current street address of registered office:
308 East Pearl Street
Jackson, Mississippi 39201

3. New street address of registered office: (No change)

4. Name of current registered agent:

Donald C. Lutken or Robert C. Grenfell

5. Name of new registered agent:

Michael B. Bemis or Robert C. Grenfell

6. (Mark appropriate box) (X) The undersigned hereby accepts designation as registered agent for service of process.

/s/ Michael B. Bemis
/s/ Robert C. Grenfell

( ) Statement of written consent if attached.

7. ( ) Nonprofit. The street address of the registered office and the street address of the principal office of its registered agent will be identical.
(X) Profit. The street address of the registered office and the street address of the business office of its registered agent will be identical.

8. The corporation has been notified of the change of registered office.

Mississippi Power & Light Company Corporate Name

By: Michael B. Bemis, President and COO /s/ Michael B. Bemis
PRINTED NAME/CORPORATE TITLE SIGNATURE

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MISSISSIPPI POWER & LIGHT COMPANY

Articles of Amendment Under Miss. Code Ann.

Section 79-4-6.31 (Supp. 1988)

March 30, 1989

The undersigned corporation, pursuant to Section 79-4-6.31 of the Mississippi Code of 1972, as amended, submits the following document and sets forth:

1. The name of the corporation is Mississippi Power & Light Company.
2. The reduction in the number of authorized shares, itemized by class and series, is 8,500 shares of 12% Preferred Stock, Cumulative, $100 Par Value.
3. The total number of authorized shares, itemized by class and series, remaining after reduction of the shares is as follows:

(a)15,000,000 shares of common stock, without par value, 7,579,400 of such shares being issued and outstanding at the date hereof; and
(b)1,699,476 shares of preferred stock, 1,323,808 shares of which are issued and outstanding in the following series:

(i) 59,920 shares of 4.36% preferred stock, cumulative, $100 par value;
(ii) 43,888 shares of 4.56% preferred stock, cumulative, $100 par value;
(iii)100,000 shares of 4.92% preferred stock, cumulative, $100 par value;
(iv) 75,000 shares of 9.16% preferred stock, cumulative, $100 par value;
(v) 100,000 shares of 7.44% preferred stock, cumulative, $100 par value;
(vi) 85,000 shares of 12% preferred stock, cumulative, $100 par value;
(vii)150,000 shares of 16.16% preferred stock, cumulative, $100 par value;
(viii)350,000 shares of 9% preferred stock, cumulative, $100 par value;
(ix) 350,000 shares of 9.76% preferred stock, cumulative, $100 par value; and

Dated this the 30th day of March, 1989.

MISSISSIPPI POWER & LIGHT COMPANY

By /s/ G. A. Goff
G. A. Goff
Senior Vice President,
Chief Financial Officer
and Secretary

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MISSISSIPPI POWER & LIGHT COMPANY

Articles of Amendment Under Miss. Code Ann.

Section 79-4-6.31 (Supp. 1988)

March 30, 1989

The undersigned corporation, pursuant to Section 79-4-6.31 of the Mississippi Code of 1972, as amended, submits the following document and sets forth:

1. The name of the corporation is Mississippi Power & Light Company.
2. The reduction in the number of authorized shares, itemized by class and series, is 5,800 shares of 12% Preferred Stock, Cumulative, $100 Par Value.
3. The total number of authorized shares, itemized by class and series, remaining after reduction of the shares is as follows:

(a)15,000,000 shares of common stock, without par value, 7,579,400 of such shares being issued and outstanding at the date hereof; and
(b)1,692,176 shares of preferred stock, 1,316,508 shares of which are issued and outstanding in the following series:

(i) 59,920 shares of 4.36% preferred stock, cumulative, $100 par value;
(ii) 43,888 shares of 4.56% preferred stock, cumulative, $100 par value;
(iii)100,000 shares of 4.92% preferred stock, cumulative, $100 par value;
(iv) 75,000 shares of 9.16% preferred stock, cumulative, $100 par value;
(v) 100,000 shares of 7.44% preferred stock, cumulative, $100 par value;
(vi) 87,700 shares of 12% preferred stock, cumulative, $100 par value;
(vii)150,000 shares of 16.16% preferred stock, cumulative, $100 par value;
(viii)350,000 shares of 9% preferred stock, cumulative, $100 par value;
(ix) 350,000 shares of 9.76% preferred stock, cumulative, $100 par value; and

Dated this the 30th day of March, 1989.

MISSISSIPPI POWER & LIGHT COMPANY

By /s/ G. A. Goff
G. A. Goff
Senior Vice President,
Chief Financial Officer
and Secretary

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ARTICLES OF CORRECTION
(Mark appropriate box)

X PROFIT NONPROFIT

The undersigned corporation, pursuant to Section 79-4-1.24 (if a profit corporation) or Section 79-11-113 (if a nonprofit corporation) of the Mississippi Code of 1972, as amended, hereby executes the following document and sets forth:

1. The name of the corporation is:

Mississippi Power & Light Company

2. (Mark appropriate box.) (X) The document to be corrected is Articles of Amendment which became effective on March 31, 1989 (date).

( ) A copy of the document to be corrected is attached.

3. The aforesaid articles contain the following incorrect statement:
See Attachment "A"

4. a. The reason such statement is incorrect is: The reduction in the number of shares of the class and series referred to in attachment A was incorrectly states as 8,500, and should have been 5,800, which incorrect statement is a component of certain other statements made in the Articles of Amendment, all as reflected in attachment "A".

or

b. The manner in which the execution of such document was defective was:

5. The correction is as follows: Attachment "B", a new executed form of Articles of Amendment, is substituted in its entirety for the Articles of Amendment referred to above.

6. The certificate of correction shall become effective on March 31, 1989.

By: Mississippi Power & Light Company
printed name/corporation title

/s/ G. A. Goff
G. A. Goff
Senior Vice President,
Chief Financial
Officer
and Secretary

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ATTACHMENT "A"

The following incorrect statements were included in the Articles of Amendment under Miss. Code Ann. Section 74-4-6.31 (Supp. 1988) dated March 30, 1989:

1. Paragraph 2 thereof provided as follows: "The reduction in the number of authorized shares, itemized by class and series, is 8,500 shares of 12% Preferred Stock, Cumulative, $100 par value."

2. Paragraph 3(b) provided in part as follows:
"1,699,476 shares of preferred stock, 1,323,808 shares of which are issued and outstanding in the following series:

(vi) 85,000 shares of 12% preferred stock, cumulative, $100 par value;

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MISSISSIPPI POWER & LIGHT COMPANY

Articles of Amendment Under Miss. Code Ann.

Section 79-4-6.31 (Supp. 1988)

November 2, 1989

The undersigned corporation, pursuant to Miss. Code Ann.
Section 79-4-6.31 (Supp. 1988), submits the following document and sets forth:

1. The name of the corporation is Mississippi Power & Light Company.
2. The reduction in the number of authorized shares, itemized by class and series, is 90,000 shares of 16.16% Preferred Stock, Cumulative, $100 Par Value.
3. The total number of authorized shares, itemized by class and series, remaining after reduction of the shares is as follows:

(a)15,000,000 shares of common stock, without par value, 7,579,400 of such shares being issued and outstanding at the date hereof; and
(b)1,602,176 shares of preferred stock, 1,226,508 shares of which are issued and outstanding in the following series:

(i) 59,920 shares of 4.36% preferred stock, cumulative, $100 par value;
(ii) 43,888 shares of 4.56% preferred stock, cumulative, $100 par value;
(iii)100,000 shares of 4.92% preferred stock, cumulative, $100 par value;
(iv) 75,000 shares of 9.16% preferred stock, cumulative, $200 par value;
(v) 100,000 shares of 7.44% preferred stock, cumulative, $100 par value;
(vi) 87,700 shares of 12% preferred stock, cumulative, $100 par value;
(vii)60,000 shares of 16.16% preferred stock, cumulative, $100 par value;
(viii)350,000 shares of 9% preferred stock, cumulative, $100 par value;
(ix) 350,000 shares of 9.76% preferred stock, cumulative, $100 par value; and

Dated this the 2nd day of November, 1989.

MISSISSIPPI POWER & LIGHT COMPANY

By /s/ G. A. Goff
G. A. Goff
Senior Vice President,
Chief Financial Officer
and Secretary

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MISSISSIPPI POWER & LIGHT COMPANY

Articles of Amendment Under Miss. Code Ann.

Section 79-4-6.31 (1972)

March 28, 1990

The undersigned corporation, pursuant to Miss. Code Ann.
Section 79-4-6.31 (1972), submits the following document and sets forth:

1. The name of the corporation is Mississippi Power & Light Company.
2. The reduction in the number of authorized shares, itemized by class and series, is 10,000 shares of 12.009% Preferred Stock, Cumulative, $100 Par Value.
3. The total number of authorized shares, itemized by class and series, remaining after reduction of the shares is as follows:

(a)15,000,000 shares of common stock, without par value, 7,579,400 of such shares being issued and outstanding at the date hereof; and
(b)1,592,176 shares of preferred stock, 1,216,508 shares of which are issued and outstanding in the following series:

(i) 59,920 shares of 4.36% preferred stock, cumulative, $100 par value;
(ii) 43,888 shares of 4.56% preferred stock, cumulative, $100 par value;
(iii)100,000 shares of 4.92% preferred stock, cumulative, $100 par value;
(iv) 75,000 shares of 9.16% preferred stock, cumulative, $200 par value;
(v) 100,000 shares of 7.44% preferred stock, cumulative, $100 par value;
(vi) 77,700 shares of 12% preferred stock, cumulative, $100 par value;
(vii)60,000 shares of 16.16% preferred stock, cumulative, $100 par value;
(viii)350,000 shares of 9% preferred stock, cumulative, $100 par value;
(ix) 350,000 shares of 9.76% preferred stock, cumulative, $100 par value; and

Dated this the 30th day of March, 1990.

MISSISSIPPI POWER & LIGHT COMPANY

By /s/ G. A. Goff
G. A. Goff
Senior Vice President,
Chief Financial Officer
and Secretary

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MISSISSIPPI POWER & LIGHT COMPANY

Articles of Amendment Under Miss. Code Ann.

Section 79-4-6.31 (1972)

November 2, 1990

The undersigned corporation, pursuant to Miss. Code Ann.
Section 79-4-6.31 (1972), submits the following document and sets forth:

1. The name of the corporation is Mississippi Power & Light Company.
2. The reduction in the number of authorized shares, itemized by class and series, is 15,000 shares of 16.16% Preferred Stock, Cumulative, $100 Par Value.
3. The total number of authorized shares, itemized by class and series, remaining after reduction of the shares is as follows:

(a)15,000,000 shares of common stock, without par value, 7,579,400 of such shares being issued and outstanding at the date hereof; and
(b)1,577,176 shares of preferred stock, 1,201,508 shares of which are issued and outstanding in the following series:

(i) 59,920 shares of 4.36% preferred stock, cumulative, $100 par value;
(ii) 43,888 shares of 4.56% preferred stock, cumulative, $100 par value;
(iii)100,000 shares of 4.92% preferred stock, cumulative, $100 par value;
(iv) 75,000 shares of 9.16% preferred stock, cumulative, $100 par value;
(v) 100,000 shares of 7.44% preferred stock, cumulative, $100 par value;
(vi) 77,700 shares of 12% preferred stock, cumulative, $100 par value;
(vii)45,000 shares of 16.16% preferred stock, cumulative, $100 par value;
(viii)350,000 shares of 9% preferred stock, cumulative, $100 par value;
(ix) 350,000 shares of 9.76% preferred stock, cumulative, $100 par value; and

Dated this the 2nd day of November, 1990.

MISSISSIPPI POWER & LIGHT COMPANY

By /s/ G. A. Goff
G. A. Goff
Senior Vice President,
Chief Financial Officer
and Secretary

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[Letterhead of Wise Carter Child & Caraway]

March 26, 1991

Ms. Sylvia Jacobs
Branch Supervisor-Corporations Business Services Secretary of State of State of Mississippi 202 North Congress Street, Suite 601
Jackson, MS 39205

Re: Mississippi Power & Light Company
Articles of Amendment

Dear Ms. Jacobs:

I received your Notice of Return regarding the Articles of Amendment we recently filed for Mississippi Power & Light Company under Section 79-4-6.31 of the Mississippi Code. Your Notice of Return states that we must use Form C-3 provided in the Guide for Domestic Corporations published by the Mississippi Secretary of State.

I draw your attention to the fact that the Articles of Amendment we are filing are being filed under Section 79-4-6.31 (1989) of the Mississippi Code, and not Section 79-4-10.06. I agree that if we were filing Articles of Amendment under Section 79-4-10.06, the proper form to use would be Form C-3 provided by the Mississippi Secretary of State. However, the Articles of Amendment we are filing are being filed only because stock was redeemed by the corporation and is now being cancelled.

We have used the form enclosed with this letter numerous times in the past to file Articles of Amendment pursuant to Section 79-4-6.31, after consultation with Ray Bailey. It is my opinion that the form for the standard Articles of Amendment would not be appropriate for the type of amendment we are filing, and there is no place on the form to provide the information required under Section 79-4-6.31. Accordingly, I am returning our duplicate originals of the Articles of Amendment and request that you file one among the records in your office, and return the conformed copy, marked "Filed," to my attention at the above address.

If you have any questions, please feel free to call at the above direct dial number.

Very truly yours,

/s/ J. Michael Cockrell

J. Michael Cockrell

DMC/st
Enclosure

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MISSISSIPPI POWER & LIGHT COMPANY

Articles of Amendment Under Miss. Code Ann.

Section 79-4-6.31 (1989)

March 18, 1991

The undersigned corporation, pursuant to Miss. Code Ann.
Section 79-4-6.31 (1989), submits the following document and sets forth:

1. The name of the corporation is Mississippi Power & Light Company.
2. The reduction in the number of authorized shares, itemized by class and series, is (a) 80 shares of 4.36% preferred stock, cumulative, $100 par value;
(b) 588 shares of 4.56% preferred stock, cumulative, $100 par value; and (c) 10,000 shares of 12% preferred stock, cumulative, $100 par value.
3. The total number of authorized shares, itemized by class and series, remaining after reduction of the shares is as follows:

(a)15,000,000 shares of common stock, without par value, 7,579,400 of such shares being issued and outstanding at the date hereof; and
(b)1,566,508 shares of preferred stock, 1,191,508 shares of which are issued and outstanding in the following series:

(i) 59,920 shares of 4.36% preferred stock, cumulative, $100 par value;
(ii) 43,888 shares of 4.56% preferred stock, cumulative, $100 par value;
(iii)100,000 shares of 4.92% preferred stock, cumulative, $100 par value;
(iv) 75,000 shares of 9.16% preferred stock, cumulative, $100 par value;
(v) 100,000 shares of 7.44% preferred stock, cumulative, $100 par value;
(vi) 67,700 shares of 12% preferred stock, cumulative, $100 par value;
(vii)45,000 shares of 16.16% preferred stock, cumulative, $100 par value;
(viii)350,000 shares of 9% preferred stock, cumulative, $100 par value;
(ix) 350,000 shares of 9.76% preferred stock, cumulative, $100 par value; and

Dated this the 18th day of March, 1991.

MISSISSIPPI POWER & LIGHT COMPANY

By /s/ G. A. Goff
G. A. Goff
Senior Vice President,
Chief Financial Officer
and Secretary

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MISSISSIPPI POWER & LIGHT COMPANY

Articles of Amendment Under Miss. Code Ann.

Section 79-4-6.31 (1989)

July 12, 1991

The undersigned corporation, pursuant to Miss. Code Ann.
Section 79-4-6.31 (1989), submits the following document and sets forth:

1. The name of the corporation is Mississippi Power & Light Company.
2. The reduction in the number of authorized shares, itemized by class and series, is 70,000 shares of 9.00% Preferred Stock, Cumulative, $100 Par Value.
3. The total number of authorized shares, itemized by class and series, remaining after reduction of the shares is as follows:

(a)15,000,000 shares of common stock, without par value, 7,579,400 of such shares being issued and outstanding at the date hereof; and
(b)1,496,508 shares of preferred stock, 1,121,508 shares of which are issued and outstanding in the following series:

(i) 59,920 shares of 4.36% preferred stock, cumulative, $100 par value;
(ii) 43,888 shares of 4.56% preferred stock, cumulative, $100 par value;
(iii)100,000 shares of 4.92% preferred stock, cumulative, $100 par value;
(iv) 75,000 shares of 9.16% preferred stock, cumulative, $100 par value;
(v) 100,000 shares of 7.44% preferred stock, cumulative, $100 par value;
(vi) 67,700 shares of 12% preferred stock, cumulative, $100 par value;
(vii)45,000 shares of 16.16% preferred stock, cumulative, $100 par value;
(viii)280,000 shares of 9% preferred stock, cumulative, $100 par value;
(ix) 350,000 shares of 9.76% preferred stock, cumulative, $100 par value; and

Dated this the 12th day of July, 1991.

MISSISSIPPI POWER & LIGHT COMPANY

By /s/ A. H. Mapp
A. H. Mapp
Assistant Treasurer
and
Assistant Secretary

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MISSISSIPPI POWER & LIGHT COMPANY

Articles of Amendment Under Miss. Code Ann.

Section 79-4-6.31 (1989)

November 19, 1991

The undersigned corporation, pursuant to Miss. Code Ann.
Section 79-4-6.31 (1989), submits the following document and sets forth:

1. The name of the corporation is Mississippi Power & Light Company.
2. The reduction in the number of authorized shares, itemized by class and series, is 15,000 shares of 16.16% Preferred Stock, Cumulative, $100 Par Value.
3. The total number of authorized shares, itemized by class and series, remaining after reduction of the shares is as follows:

(a)15,000,000 shares of common stock, without par value, 7,579,400 of such shares being issued and outstanding at the date hereof; and
(b)1,481,508 shares of preferred stock, 1,106,508 shares of which are issued and outstanding in the following series:

(i) 59,920 shares of 4.36% preferred stock, cumulative, $100 par value;
(ii) 43,888 shares of 4.56% preferred stock, cumulative, $100 par value;
(iii)100,000 shares of 4.92% preferred stock, cumulative, $100 par value;
(iv) 75,000 shares of 9.16% preferred stock, cumulative, $100 par value;
(v) 100,000 shares of 7.44% preferred stock, cumulative, $100 par value;
(vi) 67,700 shares of 12% preferred stock, cumulative, $100 par value;
(vii)30,000 shares of 16.16% preferred stock, cumulative, $100 par value;
(viii)280,000 shares of 9% preferred stock, cumulative, $100 par value;
(ix) 350,000 shares of 9.76% preferred stock, cumulative, $100 par value; and

Dated this the 19th day of November, 1991.

MISSISSIPPI POWER & LIGHT COMPANY

By /s/ A. H. Mapp
A. H. Mapp
Assistant Treasurer
and
Assistant Secretary

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MISSISSIPPI POWER & LIGHT COMPANY

Articles of Amendment Under Miss. Code Ann.

Section 79-4-6.31 (1989)

March 13, 1992

The undersigned corporation, pursuant to Miss. Code Ann.
Section 79-4-6.31 (1989), submits the following document and sets forth:

1. The name of the corporation is Mississippi Power & Light Company.
2. The reduction in the number of authorized shares, itemized by class and series, is 10,000 shares of 12% Preferred Stock, Cumulative, $100 Par Value.
3. The total number of authorized shares, itemized by class and series, remaining after reduction of the shares is as follows:

(a)15,000,000 shares of common stock, without par value, 7,579,400 of such shares being issued and outstanding at the date hereof; and
(b)1,471,508 shares of preferred stock, 1,096,508 shares of which are issued and outstanding in the following series:

(i) 59,920 shares of 4.36% preferred stock, cumulative, $100 par value;
(ii) 43,888 shares of 4.56% preferred stock, cumulative, $100 par value;
(iii)100,000 shares of 4.92% preferred stock, cumulative, $100 par value;
(iv) 75,000 shares of 9.16% preferred stock, cumulative, $100 par value;
(v) 100,000 shares of 7.44% preferred stock, cumulative, $100 par value;
(vi) 57,700 shares of 12% preferred stock, cumulative, $100 par value;
(vii)30,000 shares of 16.16% preferred stock, cumulative, $100 par value;
(viii)280,000 shares of 9% preferred stock, cumulative, $100 par value;
(ix) 350,000 shares of 9.76% preferred stock, cumulative, $100 par value; and

Dated this the 13th day of March, 1992.

MISSISSIPPI POWER & LIGHT COMPANY

By /s/ A. H. Mapp
Title: Assistant Secretary

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MISSISSIPPI POWER & LIGHT COMPANY

Articles of Amendment Under Miss. Code Ann.

Section 79-4-6.31 (1989)

July 15, 1992

The undersigned corporation, pursuant to Miss. Code Ann.
Section 79-4-6.31 (1989), submits the following document and sets forth:

1. The name of the corporation is Mississippi Power & Light Company.
2. The reduction in the number of authorized shares, itemized by class and series, is 70,000 shares of 9.00% Preferred Stock, Cumulative, $100 Par Value.
3. The total number of authorized shares, itemized by class and series, remaining after reduction of the shares is as follows:

(a)15,000,000 shares of common stock, without par value, 8,666,357 of such shares being issued and outstanding at the date hereof; and
(b)1,401,508 shares of preferred stock, 1,026,508 shares of which are issued and outstanding in the following series:

(i) 59,920 shares of 4.36% preferred stock, cumulative, $100 par value;
(ii) 43,888 shares of 4.56% preferred stock, cumulative, $100 par value;
(iii)100,000 shares of 4.92% preferred stock, cumulative, $100 par value;
(iv) 75,000 shares of 9.16% preferred stock, cumulative, $100 par value;
(v) 100,000 shares of 7.44% preferred stock, cumulative, $100 par value;
(vi) 57,700 shares of 12% preferred stock, cumulative, $100 par value;
(vii)30,000 shares of 16.16% preferred stock, cumulative, $100 par value;
(viii)210,000 shares of 9% preferred stock, cumulative, $100 par value;
(ix) 350,000 shares of 9.76% preferred stock, cumulative, $100 par value; and

Dated this the 15th day of July, 1992.

MISSISSIPPI POWER & LIGHT COMPANY

By /s/ A. H. Mapp
Title: Assistant Secretary

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MISSISSIPPI POWER & LIGHT COMPANY

Articles of Amendment - Statement of Resolution Establishing Series of Shares

October 22, 1992

Pursuant to the provisions of Section 79-4-6.02(d) of the Mississippi Code of 1972 (Supp. 1989), Mississippi Power & Light Company submits the following statement for the purpose of establishing and designating a series of shares and fixing and determining the relative rights and preferences thereof:

1. The name of the corporation is Mississippi Power & Light Company.
2. The attached resolution establishing and designating a series of shares and fixing and determining the relative rights and preferences thereof was duly adopted by the Board of Directors of the Corporation on October 22, 1992.

Dated this the 22nd day of October, 1992.

MISSISSIPPI POWER & LIGHT COMPANY

By /s/ A. H. Mapp
Allan H. Mapp
Assistant Secretary
and
Assistant Treasurer

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MISSISSIPPI POWER & LIGHT COMPANY

Excerpts from the minutes of the Meeting

of the Board of Directors held on October 22, 1992

RESOLVED That there is hereby established a series of the Preferred Stock of Mississippi Power & Light Company as follows:

A series of 200,000 shares of the Preferred Stock shall:

(a) be designated as the "8.36% Preferred Stock, Cumulative, $100 Par Value";

(b) have a dividend rate of $8.36 per share per annum payable quarterly on February 1, May 1, August 1, and November 1 of each year, the first dividend date to be February 1, 1993, and such dividends to be cumulative from the date of issuance; and

(c) be subject to redemption at the price of $100 par share plus an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date fixed for redemption (except that no share of the 8.36% Preferred Stock shall be redeemed on or before October 1, 1997).

FURTHER RESOLVED That the officers of the Company are hereby authorized and directed to execute, file and publish and record all such statements and other documents, and to do and perform all such other and further acts and things, as in the judgment of the officer and officers taking such action may be necessary or desirable for the purpose of causing the immediately preceding resolution to become fully effective and of causing said resolution to become and constitute an amendment of the Restated Articles of Incorporation of the Company, all in the manner and to the extent required by the Mississippi Business Corporation Law.

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MISSISSIPPI POWER & LIGHT COMPANY

Articles of Amendment Under Miss. Code Ann.

Section 79-4-6.31 (1989)

November 6, 1992

The undersigned corporation, pursuant to Miss. Code Ann.
Section 79-4-6.31 (1989), submits the following document and sets forth:

1. The name of the corporation is Mississippi Power & Light Company.
2. The reduction in the number of authorized shares, itemized by class and series, is 15,000 shares of 16.16% Preferred Stock, Cumulative, $100 Par Value.
3. The total number of authorized shares, itemized by class and series, remaining after reduction of the shares is as follows:

(a)15,000,000 shares of common stock, without par value, 8,666,357 of such shares being issued and outstanding at the date hereof; and
(b)1,386,508 shares of preferred stock, 1,211,508 shares of which are issued and outstanding in the following series:

(i) 59,920 shares of 4.36% preferred stock, cumulative, $100 par value;
(ii) 43,888 shares of 4.56% preferred stock, cumulative, $100 par value;
(iii)100,000 shares of 4.92% preferred stock, cumulative, $100 par value;
(iv) 75,000 shares of 9.16% preferred stock, cumulative, $100 par value;
(v) 100,000 shares of 7.44% preferred stock, cumulative, $100 par value;
(vi) 57,700 shares of 12% preferred stock, cumulative, $100 par value;
(vii)15,000 shares of 16.16% preferred stock, cumulative, $100 par value;
(viii)210,000 shares of 9% preferred stock, cumulative, $100 par value;
(ix) 350,000 shares of 9.76% preferred stock, cumulative, $100 par value; and
(x) 200,000 shares of 8.36% preferred stock, cumulative, $100 par value.

Dated this the 6th day of November, 1993.

MISSISSIPPI POWER & LIGHT COMPANY

By /s/ A. H. Mapp
Title: Assistant Secretary

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MISSISSIPPI POWER & LIGHT COMPANY

Articles of Amendment Under Miss. Code Ann.

Section 79-4-6.31 (1989)

January 12, 1993

The undersigned corporation, pursuant to Miss. Code Ann.
Section 79-4-6.31 (1989), submits the following document and sets forth:

1. The name of the corporation is Mississippi Power & Light Company.
2. The reduction in the number of authorized shares, itemized by class and series, is 70,000 shares of 9.76% Preferred Stock, Cumulative, $100 Par Value.
3. The total number of authorized shares, itemized by class and series, remaining after reduction of the shares is as follows:

(a)15,000,000 shares of common stock, without par value, 8,666,357 of such shares being issued and outstanding at the date hereof; and
(b)1,316,508 shares of preferred stock, 1,141,508 shares of which are issued and outstanding in the following series:

(i) 59,920 shares of 4.36% preferred stock, cumulative, $100 par value;
(ii) 43,888 shares of 4.56% preferred stock, cumulative, $100 par value;
(iii)100,000 shares of 4.92% preferred stock, cumulative, $100 par value;
(iv) 75,000 shares of 9.16% preferred stock, cumulative, $100 par value;
(v) 100,000 shares of 7.44% preferred stock, cumulative, $100 par value;
(vi) 57,700 shares of 12% preferred stock, cumulative, $100 par value;
(vii)15,000 shares of 16.16% preferred stock, cumulative, $100 par value;
(viii)210,000 shares of 9% preferred stock, cumulative, $100 par value;
(ix) 280,000 shares of 9.76% preferred stock, cumulative, $100 par value; and
(x) 200,000 shares of 8.36% preferred stock, cumulative, $100 par value.

Dated this the 12th day of January, 1993.

MISSISSIPPI POWER & LIGHT COMPANY

By /s/ A. H. Mapp
Title: Assistant Secretary

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MISSISSIPPI POWER & LIGHT COMPANY

Articles of Amendment Under Miss. Code Ann.

Section 79-4-6.31 (1989)

March 10, 1993

The undersigned corporation, pursuant to Miss. Code Ann.
Section 79-4-6.31 (1989), submits the following document and sets forth:

1. The name of the corporation is Mississippi Power & Light Company.
2. The reduction in the number of authorized shares, itemized by class and series, is 10,000 shares of 12.00% Preferred Stock, Cumulative, $100 Par Value.
3. The total number of authorized shares, itemized by class and series, remaining after reduction of the shares is as follows:

(a)15,000,000 shares of common stock, without par value, 8,666,357 of such shares being issued and outstanding at the date hereof; and
(b)1,306,508 shares of preferred stock, 1,131,508 shares of which are issued and outstanding in the following series:

(i) 59,920 shares of 4.36% preferred stock, cumulative, $100 par value;
(ii) 43,888 shares of 4.56% preferred stock, cumulative, $100 par value;
(iii)100,000 shares of 4.92% preferred stock, cumulative, $100 par value;
(iv) 75,000 shares of 9.16% preferred stock, cumulative, $100 par value;
(v) 100,000 shares of 7.44% preferred stock, cumulative, $100 par value;
(vi) 47,700 shares of 12% preferred stock, cumulative, $100 par value;
(vii)15,000 shares of 16.16% preferred stock, cumulative, $100 par value;
(viii)210,000 shares of 9% preferred stock, cumulative, $100 par value;
(ix) 280,000 shares of 9.76% preferred stock, cumulative, $100 par value; and
(x) 200,000 shares of 8.36% preferred stock, cumulative, $100 par value.

Dated this the 10th day of March, 1993.

MISSISSIPPI POWER & LIGHT COMPANY

By /s/ A. H. Mapp
Title: Assistant Secretary

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MISSISSIPPI POWER & LIGHT COMPANY

Articles of Amendment Under Miss. Code Ann.

Section 79-4-6.31 (1989)

July 12, 1993

The undersigned corporation, pursuant to Miss. Code Ann.
Section 79-4-6.31 (1989), submits the following document and sets forth:

1. The name of the corporation is Mississippi Power & Light Company.
2. The reduction in the number of authorized shares, itemized by class and series, is 70,000 shares of 9.00% Preferred Stock, Cumulative, $100 Par Value.
3. The total number of authorized shares, itemized by class and series, remaining after reduction of the shares is as follows:

(a)15,000,000 shares of common stock, without par value, 8,666,357 of such shares being issued and outstanding at the date hereof; and
(b)1,236,508 shares of preferred stock, 1,061,508 shares of which are issued and outstanding in the following series:

(i) 59,920 shares of 4.36% preferred stock, cumulative, $100 par value;
(ii) 43,888 shares of 4.56% preferred stock, cumulative, $100 par value;
(iii)100,000 shares of 4.92% preferred stock, cumulative, $100 par value;
(iv) 75,000 shares of 9.16% preferred stock, cumulative, $100 par value;
(v) 100,000 shares of 7.44% preferred stock, cumulative, $100 par value;
(vi) 47,700 shares of 12% preferred stock, cumulative, $100 par value;
(vii)15,000 shares of 16.16% preferred stock, cumulative, $100 par value;
(viii)140,000 shares of 9% preferred stock, cumulative, $100 par value;
(ix) 280,000 shares of 9.76% preferred stock, cumulative, $100 par value; and
(x) 200,000 shares of 8.36% preferred stock, cumulative, $100 par value.

Dated this the 12th day of July, 1993.

MISSISSIPPI POWER & LIGHT COMPANY

By /s/ James W. Snider
Title: Assistant Secretary

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MISSISSIPPI POWER & LIGHT COMPANY

Articles of Amendment Under Miss. Code Ann.

Section 79-4-6.31 (1989)

November 15, 1993

The undersigned corporation, pursuant to Miss. Code Ann.
Section 79-4-6.31 (1989), submits the following document and sets forth:

1. The name of the corporation is Mississippi Power & Light Company.
2. The reduction in the number of authorized shares, itemized by class and series, is 15,000 shares of 16.16% Preferred Stock, Cumulative, $100 Par Value.
3. The total number of authorized shares, itemized by class and series, remaining after reduction of the shares is as follows:

(a)15,000,000 shares of common stock, without par value, 8,666,357 of such shares being issued and outstanding at the date hereof; and
(b)1,221,508 shares of preferred stock, 1,046,508 shares of which are issued and outstanding in the following series:

(i) 59,920 shares of 4.36% preferred stock, cumulative, $100 par value;
(ii) 43,888 shares of 4.56% preferred stock, cumulative, $100 par value;
(iii)100,000 shares of 4.92% preferred stock, cumulative, $100 par value;
(iv) 75,000 shares of 9.16% preferred stock, cumulative, $100 par value;
(v) 100,000 shares of 7.44% preferred stock, cumulative, $100 par value;
(vi) 47,700 shares of 12% preferred stock, cumulative, $100 par value;
(vii)140,000 shares of 9% preferred stock, cumulative, $100 par value;
(viii)280,000 shares of 9.76% preferred stock, cumulative, $100 par value; and
(ix) 200,000 shares of 8.36% preferred stock, cumulative, $100 par value.

Dated this the 15th day of November, 1993.

MISSISSIPPI POWER & LIGHT COMPANY

By /s/ James W. Snider
Title: Assistant Secretary

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MISSISSIPPI POWER & LIGHT COMPANY

Articles of Amendment Under Miss. Code Ann.

Section 79-4-10.06 (1989)

February 4, 1994

The undersigned corporation, pursuant to Section 79-4- 10.06 of the Mississippi Code of 1972, as amended, submits the following document and sets forth:

1. The name of the corporation is Mississippi Power & Light Company.
2. As evidenced by the attached Stockholder's Written Approval of Amendment authorizing 1,500,000 additional shares of Preferred Stock of the par value of $100 per share, the following amendment of the Restated Articles of Incorporation, as amended (the "Charter"), was proposed by the Board of Directors of Mississippi Power & Light Company on October 29, 1993, was adopted by the stockholders of the Corporation entitled to vote on the amendment on February 4, 1994, in accordance with and in the manner prescribed by the laws of the State of Mississippi and the Charter of Mississippi Power & Light Company:

The first paragraph in Article FOURTH of the Charter is amended to read as follows:

FOURTH: The aggregate number of shares which the Corporation shall have authority to issue is 17,721,508 shares, divided into 2,721,508 shares of Preferred Stock of the par value of $100 per share and 15,000,000 shares of Common Stock without par value.

3. Pursuant to the Laws of the State of Mississippi and the Charter of Mississippi Power & Light Company, the holders of Preferred Stock of the par value of $100 per share were not entitled to vote on the amendment as a separate voting group. The holders of the outstanding shares of common stock were the only stockholders entitled to vote on the amendment.

4. The number of shares of common stock of the corporation outstanding at the time of such adoption was 8,666,357; and the number of shares entitled to vote thereon was 8,666,357.

Dated this the 4th day of February, 1994.

MISSISSIPPI POWER & LIGHT COMPANY

By: /s/ Edwin Lupberger
Edwin Lupberger
Chairman of the Board
and
Chief Executive Officer

By: /s/ Donald E. Meiners
Donald E. Meiners
President

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MISSISSIPPI POWER & LIGHT COMPANY

Articles of Amendment Under Miss. Code Ann.

Section 79-4-6.31 (1989)

March 17, 1994

The undersigned corporation, pursuant to Miss. Code Ann.
Section 79-4-6.31 (1989), submits the following document and sets forth:

1. The name of the corporation is Mississippi Power & Light Company.
2. The reduction in the number of authorized shares, itemized by class and series, is 10,000 shares of 12.00% Preferred Stock, Cumulative, $100 Par Value.
3. The total number of authorized shares, itemized by class and series, remaining after reduction of the shares is as follows:

(a)15,000,000 shares of common stock, without par value, 8,666,357 of such shares being issued and outstanding at the date hereof; and
(b)2,641,508 shares of preferred stock, 966,508 shares of which are issued and outstanding in the following series:

(i) 59,920 shares of 4.36% preferred stock, cumulative, $100 par value;
(ii) 43,888 shares of 4.56% preferred stock, cumulative, $100 par value;
(iii)100,000 shares of 4.92% preferred stock, cumulative, $100 par value;
(iv) 75,000 shares of 9.16% preferred stock, cumulative, $100 par value;
(v) 100,000 shares of 7.44% preferred stock, cumulative, $100 par value;
(vi) 37,700 shares of 12% preferred stock, cumulative, $100 par value;
(vii)140,000 shares of 9% preferred stock, cumulative, $100 par value;
(viii)210,000 shares of 9.76% preferred stock, cumulative, $100 par value; and
(ix) 200,000 shares of 8.36% preferred stock, cumulative, $100 par value.

Dated this the 17th day of March, 1994.

MISSISSIPPI POWER & LIGHT COMPANY

By: /s/ J. W. Snider, Jr.
Assistant
Secretary

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Exhibit 3(c)

RESTATEMENT

OF

ARTICLES OF INCORPORATION

OF

NEW ORLEANS PUBLIC SERVICE INC.

UNITED STATES OF AMERICA

STATE OF LOUISIANA

PARISH OF ORLEANS

CITY OF NEW ORLEANS

BE IT KNOWN, That on this 30 day of September, 1969,

BEFORE ME, James G. Burke, Jr., a Notary Public, duly commissioned, sworn and qualified in and for the Parish of Orleans, State of Louisiana, therein residing, and in the presence of the witnesses hereinafter named and undersigned,

PERSONALLY CAME AND APPEARED:

LIONEL J. CUCULLU, who declared that, pursuant to Louisiana Revised Statutes, Title 12, the holder of all the issued and outstanding shares of New Orleans Public Service Inc. entitled to vote on the matter had executed, in duplicate, a consent in writing, an original of which is annexed hereto, authorizing and directing the Restatement of the Articles of Incorporation of the Corporation, and the simultaneous amendment of Articles SECOND, FOURTH, SEVENTH, NINTH, TENTH and ELEVENTH of said Articles of Incorporation, and that, pursuant to said consent, he appears to execute this instrument to make effective such Restatement and simultaneous amendments.

INTRODUCTORY PARAGRAPH

This Restatement of the Articles of Incorporation of New Orleans Public Service Inc. accurately copies the Articles of Incorporation of said Corporation originally adopted by Consolidation Agreement dated December 28, 1925, between New Orleans Public Service Inc. (New Orleans Company), Consumers Electric Light & Power Company (Consumers Company), and Citizens Light & Power Company, Inc. (Citizens Company), and filed for record with the Recorder of Mortgages for the Parish of Orleans on December 29,1925, to be effective and operative January 1, 1926, and all amendments thereto in effect at the date of this Restatement and those adopted simultaneously therewith, which amendments have been effected in conformity with Louisiana Revised Statutes, Title 12, Chapter 1, or with prior laws applicable at the time of the respective amendments; and this Restatement contains no substantial change in the provisions of the original Articles or the amendments thereto, except that said Articles as restated hereinbelow omit the names and addresses of the directors from Article NINTH, and the contemporaneous amendments of Article SECOND so as to provide perpetual corporate existence; Article FOURTH so as to expand the objects and purposes for which the Corporation is established to permit it to engage in any lawful activity for which corporations may be formed under the Business Corporation Law of Louisiana; and Articles SEVENTH, NINTH, TENTH and ELEVENTH so as to delete provisions which are no longer applicable.

RESTATEMENT OF ARTICLES OF INCORPORATION OF NEW ORLEANS PUBLIC SERVICE INC.

FIRST: The name of the Corporation shall be "NEW ORLEANS PUBLIC SERVICE INC.", and said Corporation shall have, possess and exercise all the rights, powers, privileges, immunities and franchises of the corporations, parties hereto, and shall be subject to all the duties and obligations of said respective corporations; it shall have, enjoy and be possessed of all of the property, real, personal and mixed, of every kind and nature, owned, possessed and enjoyed by or for said corporations, parties hereto; it shall have power to issue bonds and dispose of the same, in such form and denominations and bearing such interest as the Board of Directors may determine, and to secure payment thereof by mortgage of every and all of the property, franchises, rights, privileges and immunities of said Corporation at the time of the consolidation acquired or thereafter to be acquired and of the companies, parties hereto; to do all acts and things which said companies so consolidated or any of them might have done previous to said consolidation, and the further right to consolidate with any other street railway company, electric company or gas light company, or any other consolidated company.

SECOND: Said Corporation, "NEW ORLEANS PUBLIC SERVICE INC.", under its said corporate name, shall have power and authority to

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have and enjoy perpetual corporate existence and succession from and after the date hereof; to contract, sue and be sued; to make and use a corporate seal and the same to break or alter at pleasure; to hold, receive, lease, purchase and convey, as well as mortgage, hypothecate and pledge property, real, personal and mixed, corporeal and incorporeal; to name and appoint such managers, agents, directors and officers as its business, interests or convenience may require; and to make and establish, as well as alter and amend from time to time such by-laws, rules and regulations for the proper conduct, management and regulation of the affairs of said Corporation as may be necessary and proper; and to have, possess and enjoy all rights, powers, privileges, franchises and immunities now or hereafter authorized by law.

THIRD: The domicile of said Corporation shall be in the City of New Orleans, State of Louisiana, and all citations or other legal process shall be served upon the President of said Corporation, or, in his absence, upon one of the Vice- Presidents thereof, or, in the absence of said officers, upon the Secretary of said Corporation.

FOURTH: The objects and purposes for which this Corporation is established and the nature of the business to be carried on by it are hereby specified and declared to be:

To locate, construct, purchase, own or lease, maintain and operate street railway, tramways, interurban railways, bus lines and other similar local transportation agencies in and about the City of New Orleans, elsewhere in the State of Louisiana and in other states and territories of the United States; to purchase or otherwise acquire, own and operate the properties formerly owned, controlled or leased and operated by New Orleans Railway & Light Company and/or its Receiver and/or its constituent and subsidiary companies; to carry and transport passengers, freight, mail and express; to purchase, own or lease. develop and operate on, or adjacent to, or in the vicinity of, its said lines of railway, parks and pleasure grounds and their appurtenances for the promotion of travel over its lines of railway and as adjuncts thereto; to construct, own, purchase or lease, or otherwise acquire, maintain and operate in the State of Louisiana and other states and territories of the United States, plants, works and systems for generating, distributing, supplying and vending electricity for light, heat, power and other purposes; to construct, purchase, own, lease or otherwise acquire, maintain and operate gas plants, works, pipe lines and distribution systems for the manufacture, storage, distributing and vending of gas for light, heat, power and other purposes (including also the production, transportation, storage, vending and distributing of natural gas in the City of New Orleans, elsewhere in the State of Louisiana and in other states and territories of the United States); to construct, purchase, own or lease, maintain and operate in the City of New Orleans, elsewhere in the State of Louisiana and in other states and territories of the United States, plants, works and systems for the generation, distribution and vending of steam for heating purposes and of cold air or other products or articles for refrigeration or cooling purposes; to exercise the right and power of expropriation and eminent domain in the acquisition of property as may be authorized and permitted by law; to consolidate or merge with other street railway, interurban, railroad, tramway, bus lines. electric light and power and gas companies. or any company doing any business in whole or in part similar to that for which this Corporation is established, or as may now or shall hereafter be permitted by law; to purchase or otherwise acquire its own shares of stock (so far as may be permitted by law) and its bonds, debentures, notes, scrip or other securities or evidences of indebtedness and to hold, sell, transfer or reissue the same; to purchase. acquire and own any or all of the property, assets, franchises, and the stocks and bonds and other securities of any corporation or corporations organized under the laws of the State of Louisiana, or of any other state or country, for all or any of the purposes herein defined or incidental thereto, and to guarantee the bonds or other obligations and dividends on the stock of any of the said corporations, and generally to do and perform any and all acts and things, and to acquire, hold and exercise any and all rights, powers, privileges and franchises as relate to the objects hereinabove set forth, or any of them, and to engage in any other lawful activity for which corporations may be formed under the Business Corporation Law of Louisiana.

FIFTH: The amount of the capital stock of the Corporation shall be Seventy-seven Million Four Hundred Nine Thousand Eight Hundred Dollars ($77,409,800), together with the aggregate par value of capital stock issued after September 1, 1969, by this Corporation as hereinafter provided.

The total authorized number of shares of capital stock that may be issued by the Corporation shall be 6,197,798 shares, of which 6,000,000 shares shall have a par value of $10 per share and 197,798 shares shall have a par value of $100 per share.

The shares of capital stock hereby authorized to be issued shall be divided among the following classes:

6,000,000 shares of $10 par value per share shall be Common Stock;
77,798 shares of $100 par value per share shall be 4- 3/4% Preferred Stock (hereinafter sometimes referred to as the "4-3/4% Preferred Stock"); and 120,000 shares of $100 par value per share shall be Preferred Stock (which, together with such additional shares thereof as may be hereafter authorized, is hereinafter sometimes referred to as the "Preferred Stock").

The term "preferred stock" as used herein shall include the 4-3/4% Preferred Stock, the Preferred Stock and any other class of stock having a preference over the Common Stock as to dividends, distribution of assets, or in liquidation, dissolution or winding up.

Except as otherwise in this Article FIFTH provided and to the extent not prohibited by law, the Corporation may acquire funds for, or otherwise effect, the redemption or purchase of any of its shares through the issuance or sale of any of its stocks, bonds, or other securities.

Stocks of the Corporation, whether authorized herein or upon any subsequent increase of the number of shares of capital stock, may be issued by the Board of Directors of the Corporation from time to time for such consideration permitted by law as may be fixed from time to time by

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the Board of Directors, and general authority to the Board of Directors so to fix such consideration is hereby and herein granted; provided, however, that stock having a par value may not be issued for less than the par value thereof; and provided further, that such consideration may be in the form of money paid, labor done, or property actually received by the Corporation.

No holder of any stock of the Corporation shall be entitled as of right to purchase or subscribe for any part of any unissued stock of the Corporation, or of any additional stock of any class, to be issued by reason of any increase of the authorized capital stock, or of the number of shares of the Corporation, or of bonds, certificates of indebtedness, debentures or other securities convertible into stock of the Corporation, but any such unissued stock or any such additional authorized issues of new stock, or of securities convertible into stock, may be issued and disposed of by the Board of Directors to such persons, firms, corporations, or associations, and upon such terms as the Board of Directors may, in their discretion, determine, without offering to the stockholders then of record, or to any class of stockholders, any thereof, on the same terms or on any terms.

The preferred stock shall not entitle any holder thereof to vote at any meeting of stockholders or election of the Corporation or otherwise to participate in any action taken by the Corporation or its stockholders, but all the voting power shall be vested in the holders of the Common Stock, except as otherwise in this Article FIFTH provided. Each stockholder shall be entitled to one vote for each share of Common Stock of the Corporation standing in his name on the books of the Corporation.

Except as otherwise in this Article FIFTH provided, upon the vote of a majority of the total number of shares of stock then issued and outstanding, and entitled to vote, as herein provided, or upon such larger vote as may be required by law, this agreement may be amended from time to time so as to permit the Corporation to create or authorize one or more other classes of stock with such preferences, designations, rights, privileges, voting powers, including votes on proceedings prescribed by statute, and subject to such restrictions, limitations and qualifications with respect to voting and otherwise as may be determined by said vote, which may be the same or different from the preferences, designations, rights, privileges, voting powers, restrictions, limitations and qualifications with respect to voting or otherwise of the classes of stock of the Corporation then authorized. Any such vote and amendment may authorize any shares of any class then authorized but unissued to be issued as shares of such new class or classes.

Except as otherwise in this Article FIFTH provided, the Board of Directors of the Corporation may at any time authorize the conversion or exchange of the whole or any particular share of the outstanding preferred stock of any class, with the consent of the holder thereof, into or for stock of any other class which at the time of such consent is authorized but unissued, and may fix the terms and conditions upon which such conversion or exchange may be made; provided that, without the consent of the holders of record of two-thirds of the shares of Common Stock outstanding given at a meeting of the holders of the Common Stock called and held as provided by the By-Laws or given in writing without a meeting as authorized by law, the Board of Directors shall not authorize the conversion or exchange of any preferred stock of any class into or for Common Stock or authorize the conversion or exchange of any preferred stock of any class into or for preferred stock of any other class, if by such conversion or exchange the amount which the holders of the shares of stock so converted or exchanged would be entitled to receive either as dividends or shares in distribution of assets in preference to the Common Stock would he increased.

Except as otherwise in this Article FIFTH provided, any class of stock may be increased at any time upon vote of the holders of two-thirds (or such smaller number, not less than a majority, as may be permitted by law) of the shares of the Corporation then issued and outstanding and entitled to vote thereon; provided, however, that so long as any share of the 4-3/4% Preferred Stock remains outstanding, the amount to which the capital stock of the Corporation may be increased is One Hundred Million Dollars ($100,000,000).

Except as otherwise in this Article FIFTH provided, the Corporation from time to time may resell any of its own stock, purchased or otherwise acquired by it as hereinafter provided for, at such price permitted by law as may be fixed by its Board of Directors or Executive Committee.

I.

The designations, voting powers, preferences, dividend and redemption rights (including votes on proceedings prescribed by statute), and other relative rights or restrictions, limitations and qualifications of the 4-3/4% Preferred Stock having a par value of $100 per share shall be as follows:

(1) The holders of the 4-3/4% Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors, out of the surplus of the Corporation as provided by law, cumulative preferred dividends at the rate of 4-3/4% per annum from July 1, 1944, and no more, payable quarterly on the first days of January, April, July and October of each year, before any dividends shall be declared or paid upon or set apart for the Common Stock of the Corporation. Such cumulative preferred dividends shall accrue on each share from the quarterly dividend payment date next preceding the date of the original issue of such share, unless such stock shall be issued on a quarterly dividend payment date, and, in such case, from said date. The first quarterly dividend shall be payable on October 1, 1944, and shall be cumulative from July 1, 1944.

(2) No dividends shall be declared at any time upon the Common Stock of the Corporation unless all accumulated and unpaid dividends upon the outstanding 4- 3/4% Preferred Stock shall have been declared and shall have been paid in full or a sum sufficient for payment thereof shall have been set aside for that purpose from said surplus of the Corporation, in which event dividends may be declared by the Board of Directors on the Common Stock out of said surplus of the Corporation, subject to the rights of any other class of stock then outstanding. The term

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"accumulated and unpaid dividends" as used herein with respect to the 4- 3/4% Preferred Stock shall mean dividends on all the outstanding 4-3/4% Preferred Stock from the respective dates from which such dividends accumulate to the date as of which accumulated and unpaid dividends are being determined, less the aggregate of dividends theretofore declared and paid or set apart for payment upon such outstanding 4-3/4% Preferred Stock.

(3) The 4-3/4% Preferred Stock may be called for redemption in whole or in part at any time at the option of the Board of Directors by mailing notice thereof to the holders of record of the shares to be redeemed at least thirty (30) days prior to the date fixed for redemption, and such shares may be then redeemed by paying, for each share so called, an amount equal to all accumulated and unpaid dividends thereon to the date fixed for such redemption, plus One Hundred Eleven and 50/100 Dollars ($111.50) per share as to any shares redeemed prior to July 1, 1954, and One Hundred Five Dollars ($105.00) per share as to any shares redeemed on July 1, 1954, and thereafter. In case of the redemption of part only of the 4-3/4% Preferred Stock at the time outstanding, the Corporation shall select by lot, or in such other manner as the Board of Directors may determine, the shares so to be redeemed, provided that there shall be no obligation to redeem less than a whole share. Notice of the intention of the Corporation to redeem the 4-3/4% Preferred Stock shall be mailed not less than thirty (30) days before the date of redemption to each holder of record of 4-3/4% Preferred Stock to be redeemed at his post office address appearing upon the books of the Corporation, and upon the deposit of the aggregate redemption price (or the portion thereof not already paid in the redemption of shares so to be redeemed) with any na tional bank or trust company in the City of New York or in the City of New Orleans, named in such notice, payable in the amounts aforesaid to the respective orders of the record holders of the 4-3/4% Preferred Stock so to be redeemed on endorsement and surrender of their certificates; said holders shall, at the time fixed in such notice for such redemption, cease to be stockholders with respect to said shares and from and after the making of such deposit, said holders shall have no interest in or claim against the Corporation with respect to said shares and shall be entitled only to receive said moneys from said bank or trust company without interest.

(4) In the case of any distribution of any assets of the Corporation in repayment in whole or in part of any outstanding shares of its capital stock, whether upon dissolution of the Corporation or liquidation or sale of any or all of its assets or otherwise, except in case of redemption as hereinbefore provided, there shall be paid to the holders of the 4-3/4% Preferred Stock (a) in case such dissolution, liquidation or sale shall be voluntary, One Hundred Five Dollars ($105) per share and (b) in case such dissolution, liquidation or sale shall be involuntary, One Hundred Dollars ($100) per share, plus in each case an amount equal to all accumulated and unpaid dividends thereon before any sum shall be paid to, or any assets distributed among, the holders of the Common Stock, and after such payment to the holders of the 4-3/4% Preferred Stock, all remaining assets and funds shall be distributed among the holders of the Common Stock of the Corporation subject to the rights of any other class of stock then outstanding.

(5) The holders of the 4-3/4% Preferred Stock shall not be entitled to any payment by way of dividends or otherwise, or have any rights in the property of the Corporation or in the distribution thereof, other than as is specifically provided in the preceding paragraphs with respect to the 4-3/4% Preferred Stock.

(6) No holder of any of the 4-3/4% Preferred Stock shall be entitled to vote at any election of directors or, except as otherwise required by statute, on any other matter submitted to the stockholders, provided that, if and whenever four (4) quarter-yearly dividends payable on any part of the 4-3/4% Preferred Stock shall be accumulated and unpaid, the holders of the 4-3/4% Preferred Stock as a class shall thereafter at all elections of directors have the exclusive right to elect the smallest number of directors of the Corporation which shall constitute a majority of the authorized number of directors, and the holders of the Common Stock of the Corporation as a class shall have the exclusive right to elect the remaining number of directors of the Corporation, which right of the holders of the 4-3/4% Preferred Stock, however, shall cease when all accumulated and unpaid dividends on the 4-3/4% Preferred Stock shall have been paid in full, or provision shall have been made for such payment; and provided further, that if and when the surplus of the Corporation, out of which dividends might lawfully be declared, is in excess of such accumulated and unpaid dividends, then the declaration and payment of such dividends shall not be unreasonably withheld. The terms of office of all persons who may be directors of the Corporation at the time when the right to elect a majority of the directors shall accrue to the 4-3/4% Preferred Stockholders, as herein provided, shall terminate upon the election of their successors at the next annual meeting of the stockholders or at an earlier special meeting of the stockholders held as hereinafter provided. Such special meeting shall be held at any time after the accrual of such voting power, upon notice similar to that provided in the Consolidation Agreement and/or the By-Laws of the Corporation for annual and all other stockholders' meetings, which notice shall be given at the request in writing of the holders of not less than ten per centum (10%) of the number of shares of the then outstanding 4- 3/4% Preferred Stock, addressed to the Secretary of the Corporation at its principal business office. Upon the termination of such exclusive right of the holders of the 4-3/4% Preferred Stock to elect a majority of the directors of the Corporation, the terms of office of all the directors of the Corporation shall terminate upon the election of their successors at the next annual meeting of the stockholders or at an earlier special meeting of the stockholders held as hereinafter provided. Such special meeting shall be held at any time after the termination of such right of the 4-3/4% Preferred Stockholders to elect a majority of the directors, upon notice similar to that provided in the Articles of Incorporation and/or the By-Laws of the Corporation for annual and all other stockholders' meetings, which notice shall be given at the request in writing of the holders of not less than ten per centum (10%) of the number of shares of the then outstanding Common Stock, addressed to the Secretary of the Corporation at its principal office.

(7) So long as any share of the 4-3/4% Preferred Stock remains outstanding, the consent or authorization of the holders of at least a majority of the outstanding shares of the 4-3/4% Preferred Stock then outstanding, voting as a class (given at a meeting called for that purpose), shall be necessary for effecting or validating any of the following:

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(a) The issuance of any additional shares of 4-3/4% Preferred Stock, or of any other class of stock ranking prior to or on a parity with the 4-3/4% Preferred Stock as to dividends or other distributions, (i) unless the net earnings of the Corporation available for dividends on the 4-3/4% Preferred Stock, determined in accordance with generally-accepted accounting practices, for any twelve (12) consecutive calendar months' period within the fifteen (15) calendar months preceding the month within which the additional shares are to be issued, shall have been at least twice the dividend requirements for a twelve (12) month period upon the entire amount of 4-3/4% Preferred Stock and all such other stock ranking prior to or on a parity with the 4-3/4% Preferred Stock as to dividends or other distributions to be outstanding immediately after the proposed issue of such additional shares, and (ii) unless the aggregate of the capital of the Corporation applicable to the Common Stock and the surplus of the Corporation shall be not less than the amount payable upon involuntary dissolution to the holders of the 4-3/4% Preferred Stock and such other stock to be outstanding immediately after the proposed issue of such additional shares.

(b) The issuance by the Corporation of any unsecured notes, debentures or other securities representing unsecured indebtedness, or the assumption of any such unsecured securities, for purposes other than the refunding of outstanding unsecured securities theretofore issued or assumed by the Corporation or the redemption or other retirement of all outstanding shares of the 4-3/4% Preferred Stock, or of any other class of stock ranking prior to or on a parity with the 4-3/4% Preferred Stock as to dividends or other distributions, if immediately after such issue or assumption the total principal amount of all such unsecured securities issued or assumed by the Corporation and then outstanding would exceed ten per centum (10%) of the aggregate of (i) the total principal amount of all bonds or other securities representing secured indebtedness issued or assumed by the Corporation and then outstanding, plus (ii) the capital and surplus of the Corporation as then stated on its books of account.

(c) The merger or consolidation of the Corporation with or into any other corporation or corporations, unless such merger or consolidation, or the issuance and assumption of all securities to be issued or assumed in connection with such merger or consolidation, shall have been ordered, approved, or permitted by the Securities and Exchange Commission (or by any succeeding regulatory authority of the United States of America having jurisdiction in the premises) under the provisions of the Public Utility Holding Company Act of 1935, as amended, or exempted by said Commission from the requirements of said Act, provided that the provisions of this clause (c) shall not apply to the purchase or other acquisition by the Corporation of franchises or assets of another corporation in any manner which does not involve a merger or consolidation.

(8) Notwithstanding any other provision of this Article FIFTH, the consent or authorization of the holders of at least two-thirds of the total number of shares of 4-3/4% Preferred Stock at the time out standing shall be necessary to authorize the creation of any class of stock which would be preferred as to assets or dividends over the 4-3/4% Preferred Stock, or to amend the Articles of Incorporation so as to change the express terms and provisions of the 4-3/4% Preferred Stock then outstanding in any manner substantially prejudicial to the holders thereof.

II

The Preferred Stock shall be issuable in one or more series from time to time and the shares of each series shall have the same rank and be identical with each other and shall have the same relative rights, except with respect to amounts payable on voluntary liquidation as specified in Section (F) below and to the following:

(a) The number of shares to constitute each such series and the distinctive designation thereof;

(b) The annual rate or rates of dividends payable on shares of such series, the dates on which dividends shall be paid in each year, and the date from which such dividends shall commence to accumulate; and

(c) The amount or amounts payable upon redemption thereof; which different characteristics of clauses (a), (b) and (c) above are set forth below.

The initial series of the Preferred Stock shall:

(a) consist of 60,000 shares and be designated "4.36% Preferred Stock";

(b) have a dividend rate of Four and 36/100 Dollars ($4.36) per share per annum payable quarterly on January 1, April 1, July 1 and October 1 of each year; such dividends shall accumulate on each share from the quarterly dividend payment date next preceding the date of the original issue of such share, unless such stock shall be issued on a quarterly dividend payment date and in such case from said date. The first quarterly dividend shall be payable on April 1, 1956, and shall be cumulative from January 1, 1956; and

(c) be subject to redemption in the manner provided herein with respect to the Preferred Stock at the price of One Hundred Seven and 08/100 Dollars ($107.08) per share if redeemed on or before January 1, 1961, of One Hundred Six and 08/100 Dollars ($106.08) per share if redeemed after January 1, 1961, and on or before January 1, 1966, and of One Hundred Four and 58/100 Dollars ($104.58) per share if redeemed after January 1, 1966, in each case plus an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date fixed for redemption.

The second series of the Preferred Stock shall:

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(a) consist of 60,000 shares and be designated "5.56% Preferred Stock";

(b) have a dividend rate of Five and 56/100 Dollars ($5.56) per share per annum payable quarterly on January 1, April 1, July 1 and October 1 of each year; such dividends shall accumulate on each share from and including April 26, 1967. The first dividend shall be payable on July 1, 1967, and shall be cumulative from and including April 26, 1967; and

(c) be subject to redemption in the manner provided herein with respect to the Preferred Stock at the price of One Hundred Six and 65/100 Dollars ($106.65) per share if redeemed on or before April 1,1972, of One Hundred Four and 09/100 Dollars ($104.09) per share if redeemed after April 1, 1972, and on or before April 1, 1977, and of One Hundred Two and 59/100 Dollars ($102.59) per share if redeemed after April 1, 1977, in each case plus an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date fixed for redemption.

Subject to the foregoing, the distinguishing characteristics of the Preferred Stock shall be:

(A) Each series of the Preferred Stock, pari passu with all shares of preferred stock of any class or series then outstanding, shall be entitled, but only when and as declared by the Board of Directors, out of funds legally available for the payment of dividends, in preference to the Common Stock, to dividends at the rate stated and expressed with respect to such series herein; such dividends to be cumulative from such date and payable on such dates in each year as may be stated and expressed herein, to stockholders of record as of a date not to exceed forty (40) days and not less than ten (10) days preceding the dividend payment dates so fixed.

(B) If and when all outstanding shares of the 4-3/4% Preferred Stock shall have been redeemed, acquired or otherwise retired, then:

(1) If and when dividends payable on any of the Preferred Stock (which, for the purposes of this Section (B), shall be deemed to be all outstanding shares of the Preferred Stock of any series, and such other preferred stock of any class or series, ranking prior to or on a parity with the Preferred Stock as to dividends and in liquidation, dissolution, winding up, or distribution, as may be lawfully issued) shall be in default in an amount equal to four (4) full quarterly payments or more per share, and thereafter until all dividends on any of the Preferred Stock in default shall have been paid, the holders of all of the then outstanding Preferred Stock, voting as a class, in contra-distinction to the Common Stock as a class, shall be entitled to elect the smallest number of directors necessary to constitute a majority of the full Board of Directors, and the holders of the Common Stock, voting separately as a class, shall be entitled to elect the remaining directors of the Corporation, anything in these Articles of Incorporation to the contrary notwithstanding. The terms of office, as directors. of all persons who may be directors of the Corporation at the time shall terminate upon the election of a majority of the Board of Directors by the holders of the Preferred Stock, except that if the holders of the Common Stock shall not have elected the remaining directors of the Corporation, then, and only in that event, the directors of the Corporation in office just prior to the election of a majority of the Board of Directors by the holders of the Preferred Stock shall elect the remaining directors of the Corporation. Thereafter, while such default continues and the majority of the Board of Directors is being elected by the holders of the Preferred Stock, the remaining directors, whether elected by directors, as aforesaid, or whether originally or later elected by holders of the Common Stock, shall continue in office until their successors are elected by holders of the Common Stock and shall qualify.

(2) If and when all dividends then in default on any of the Preferred Stock then outstanding shall be paid (such dividends to be declared and paid out of any funds legally available therefor as soon as reasonably practicable), the holders of the Preferred Stock shall be divested of any special right with respect to the election of directors, and the voting power of the holders of the Preferred Stock and the holders of the Common Stock shall revert to the status existing before the first dividend payment date on which dividends on any of the Preferred Stock were not paid in full, but always subject to the same provisions for vesting such special rights in the holders of the Preferred Stock in case of further like default or defaults in the payment of dividends thereon as described in the immediately foregoing paragraph. Upon termination of any such special voting right upon payment of all accumulated and unpaid dividends on the Preferred Stock, the terms of office of all persons who may have been elected directors of the Corporation by vote of the holders of the Preferred Stock as a class, pursuant to such special voting right, shall forthwith terminate, and the resulting vacancies shall be filled by the vote of a majority of the remaining directors. In case of any vacancy in the office of a director occurring among the directors elected by the holders of the Preferred Stock voting as a class, the remaining directors elected by the holders of the Preferred Stock, by affirmative vote of a majority thereof, or the remaining director so elected if there be but one, may elect a successor or successors to hold office for the unexpired term or terms of the director or directors whose place or places shall be vacant. Likewise, in case of any vacancy in the office of a director occurring among the directors not elected by the holders of the Preferred Stock, the remaining directors not elected by the holders of the Preferred Stock, by affirmative vote of a majority thereof, or the remaining director so elected if there be but one, may elect a successor or successors to hold office for the unexpired term or terms of the director or directors whose place or places shall be vacant.

(3) Whenever the special voting right shall have accrued to the holders of the Preferred Stock to elect directors, voting as a class, it shall be the duty of the President, a Vice-President or the Secretary of the Corporation forthwith to call a meeting, and cause notice thereof to be given to the stockholders, including all of the holders of the then outstanding shares of Preferred Stock, entitled to vote at such meeting, to be held at such time as the Corporation's officers may fix, not less than forty-five (45) nor more than sixty (60) days after the accrual of such right, for the purpose of electing directors. The notice so given shall be mailed to each holder of record of Preferred Stock at his last known address appearing on the books of the Corporation and shall set forth, among other things, (i) that by reason of the fact that dividends payable on Preferred Stock are in default in an amount equal to four (4) full quarterly payments or more per share, the holders of all of the then outstanding

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Preferred Stock, voting as a class, have the right to elect the smallest number of directors necessary to constitute a majority of the full Board of Directors of the Corporation, (ii) that any holder of the Preferred Stock has the right, at any reasonable time, to inspect and make copies of the list or lists of holders of the Preferred Stock maintained at the principal office of the Corporation or at the office of any Transfer Agent or Agents of the Preferred Stock, and (iii) either the entirety of this paragraph or the substance thereof with respect to the number of shares of the Preferred Stock required to be represented at any meeting. or adjournment thereof, called for the election of directors of the Corporation. At the first meeting of stockholders held for the purpose of electing directors during such time as the holders of the Preferred Stock shall have the special right, voting as a class, to elect directors, the presence in person or by proxy of the holders of a majority of the outstanding Common Stock shall be required to constitute a quorum of such class for the election of directors, and the presence in person or by proxy of the holders of a majority of all of the outstanding Preferred Stock shall be required to constitute a quorum of such class for the election of directors; provided, however, that in the absence of a quorum of the holders of the Preferred Stock or of the holders of the Common Stock, no election of directors shall be held and the meeting shall be adjourned to the same time the following day; and provided, further, that at such first adjourned meeting, the presence in person or by proxy of the holders of thirty-five per centum (35%) of all of the outstanding Preferred Stock shall be required to constitute a quorum of such class for the election of directors, and the presence in person or by proxy of the holders of thirty-five per centum (35%) of the outstanding Common Stock shall be required to constitute a quorum of such class for the election of directors, and in the absence of a quorum of the holders of the Preferred Stock or of the holders of the Common Stock no election of directors shall be held and the meeting shall be adjourned to the same time the following day; and provided, further, that at such second adjourned meeting such number of the holders of the Preferred Stock and of the holders of the Common Stock as are present in person or by proxy shall constitute a quorum of their respective classes of stock for the election of directors. If no holders of the Preferred Stock are present at said second adjourned meeting, then the directors of the Corpora tion then in office shall remain in office until the next Annual Meeting of the Corporation, or special meeting in lieu thereof, and until their successors shall have been elected and shall qualify. No such meeting shall be held on a date within sixty (60) days of the date of the next Annual Meeting of the Corporation or special meeting in lieu thereof. At each Annual Meeting of the Corporation, or special meeting in lieu thereof, held during such time as the holders of all of the then outstanding Preferred Stock, voting as a class, shall have the right to elect a majority of the Board of Directors, the foregoing provisions of this paragraph shall govern each Annual Meeting, or special meeting in lieu thereof, as if said Annual Meeting or special meeting were the first meeting of stockholders held for the purpose of electing directors after the right of the holders of all of the Preferred Stock, voting as a class, to elect a majority of the Board of Directors, should have accrued with the exception, that if at any second adjourned Annual Meeting, or special meeting in lieu thereof, no holders of the outstanding Preferred Stock are present in person or by proxy, all the directors shall be elected by a vote of the holders of a majority of the Common Stock of the Corporation present or represented at the meeting.

(C) So long as any shares of the Preferred Stock are outstanding, the Corporation shall not, without the consent (given by vote at a meeting called for that purpose) of at least two-thirds of the total number of shares of the Preferred Stock then outstanding, voting as a class:

(1) create, authorize or issue any new stock which, after issuance, would rank prior to the Preferred Stock as to dividends, in liquidation, dissolution, winding up or distribution, or create, authorize or issue any security convertible into shares of any such stock, except for the purpose of providing funds for the redemption of all of the Preferred Stock then outstanding, such new stock or security not to be issued until such redemption shall have been authorized and notice of such redemption given and the aggregate redemption price deposited as provided in Section (G) below; provided, however, that any such new stock or security shall be issued within twelve (12) months after the vote of the Preferred Stock herein provided for authorizing the issuance of such new stock or security; or

(2) amend, alter or repeal any of the rights, preferences or powers of the holders of the Preferred Stock so as to affect adversely any such rights, preferences or powers; provided, however, that if such amendment, alteration or repeal affects adversely the rights, preferences or Powers of one or more, but not all, series of Preferred Stock at the time outstanding, only the consent of the holders of at least two-thirds of the total number of outstanding shares of all series so affected shall be required; and provided, further, that an amendment to increase or decrease the authorized amount of Preferred Stock, or to create or authorize, or increase or decrease the amount of, any class of stock ranking on a parity with the outstanding shares of the Preferred Stock as to dividends or assets shall not be deemed to affect adversely the rights, preferences or powers of the holders of the Preferred Stock or any series thereof.

(D) So long as any shares of the Preferred Stock are outstanding, the Corporation shall not, without the consent (given by vote at a meeting called for that purpose) of the holders of a majority of the total number of shares of the Preferred Stock then outstanding voting as a class:

(1) merge or consolidate with or into any other corporation or corporations or sell or otherwise dispose of all or substantially all of the assets of the Corporation, unless such merger or consolidation or sale or other disposition, or the exchange, issuance or assumption of all securities to be issued or assumed in connection with any such merger or consolidation or sale or other disposition, shall have been ordered, approved or permitted under the Public Utility Holding Company Act of 1935; or

(2) issue or assume any unsecured notes, debentures or other securities representing unsecured indebtedness for purposes other than (i) the refunding of outstanding unsecured indebtedness theretofore issued or assumed by the Corporation, resulting in equal or longer maturities, or (ii) the reacquisition, redemption or other retirement of all outstanding shares of the Preferred Stock, if immediately after such issue or assumption, the total principal amount of all unsecured notes, debentures or other securities representing unsecured indebtedness issued or assumed by the Corporation, including unsecured indebtedness then to be issued or assumed (but excluding the principal amount then outstanding of any unsecured notes, debentures or other securities representing unsecured indebtedness having a maturity in excess of ten (10)

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years and in an amount not exceeding ten per centum (10%) of the aggregate of (a) and (b) of this subsection (2) below) would exceed ten per centum (10%) of the aggregate of (a) the total principal amount of all bonds or other securities representing secured indebtedness issued or assumed by the Corporation and then to be outstanding, and (b) the capital and surplus of the Corporation as then to be stated on the books of account of the Corporation. When unsecured notes, debentures or other securities representing unsecured debt of a maturity in excess of ten (10) years shall become of a maturity of ten (10) years or less, it shall then be regarded as unsecured debt of a maturity of less than ten (10) years and shall be computed with such debt for the purpose of determining the percentage ratio to the sum of (a) and (b) above of unsecured debt of a maturity of less than ten (10) years, and when provision shall have been made, whether through a sinking fund or otherwise, for the retirement, prior to their maturity, of unsecured notes, debentures or other securities representing unsecured debt of a maturity in excess of ten (10) years, the amount of any such security so required to be retired in less than ten
(10) years shall be regarded as unsecured debt of a maturity of less than ten (10) years (and not as unsecured debt of a maturity in excess of ten (10) years) and shall be computed with such debt for the purpose of determining the percentage ratio to the sum of (a) and (b) above of unsecured debt of a maturity of less than ten (10) years; provided, however, that the payment due upon the maturity of unsecured debt having an original single maturity in excess of ten (10) years or the payment due upon the latest maturity of any serial debt which had original maturities in excess of ten (10) years shall not, for purposes of this provision, be regarded as unsecured debt of a maturity of less than ten (10) years until such payment or payments shall be required to be made within three (3) years; furthermore, when unsecured notes, debentures or other securities representing unsecured debt of a maturity of less than ten (10) years shall exceed ten per centum (10%) of the sum of (a) and (b) above, no additional unsecured notes, debentures or other securities representing unsecured debt shall be issued or assumed (except for the purposes set forth in (i) or
(ii) above) until such ratio is reduced to ten per centum (10%) of the sum of (a) and (b) above; or

(3) issue, sell, or otherwise dispose of any shares of the Preferred Stock, in addition to the 60,000 shares of the Preferred Stock initially authorized, or of any other class of stock ranking on a parity with the Preferred Stock as to dividends or in liquidation, dissolution, winding up or distribution, unless the gross income of the Corporation for a period of twelve (12) consecutive calendar months within the fifteen (15) calendar months immediately preceding the issuance, sale or disposition of such stock, determined in accordance with generally accepted accounting practices (but in any event after deducting all taxes and the greater of (a) the amount for said period appropriated from income to the property retirement reserve by the Corporation on its books or (b) the largest amount required to be provided therefor by any mortgage indenture of the Corporation) to be available for the payment of interest, shall have been at least one and one-half (1-1/2) times the sum of (i) the annual interest charges on all interest bearing indebtedness of the Corporation and (ii) the annual dividend requirements on all outstanding shares of the Preferred Stock and of all other classes of stock ranking prior to, or on a parity with, the Preferred Stock as to dividends or in liquidation, dissolution, winding up or distribution, including the shares proposed to be issued; provided, that there shall be excluded from the foregoing computation interest charges on all indebtedness and dividends on all shares of the Preferred Stock or on any other class of stock ranking prior to, or on a parity with, the Preferred Stock as to dividends or in liquidation, dissolution, winding up or distribution which are to be retired in connection with the issue of such additional shares; and provided, further, that in any case where such additional shares of the Preferred Stock, or other class of stock ranking on a parity with the Preferred Stock as to dividends or in liquidation, dissolution, winding up or distribution, are to be issued in connection with the acquisition of additional property, the gross income of the property to be so acquired, computed on the same basis as the gross income of the Corporation, may be included on a pro forma basis in making the foregoing computation; or

(4) issue, sell, or otherwise dispose of any shares of the Preferred Stock, or of any other class of stock ranking on a parity with the Preferred Stock as to dividends or in liquidation, dissolution, winding up or distribution, unless the aggregate of the capital of the Corporation applicable to the Common Stock and the surplus of the Corporation shall be not less than the aggregate amount payable on the involuntary liquidation, dissolution or winding up of the Corporation, in respect of all shares of the Preferred Stock and all shares of any other class of stock, if any, ranking prior thereto, or on a parity therewith, as to dividends or in liquidation, dissolution, winding up or distribution, which will be outstanding after the issue of the shares proposed to be issued; provided, that if, for the purposes of meeting the requirements of this subsection (4), it becomes necessary to take into consideration any earned surplus of the Corporation, the Corporation shall not thereafter pay any dividends on shares of the Common Stock which would result in reducing the Corporation's Common Stock Equity (as in Section (H) hereinafter defined) to an amount less than the aggregate amount payable, on involuntary liquidation, dissolution or winding up of the Corporation, on all shares of the Preferred Stock and of any other class of stock ranking prior to, or on a parity with, the Preferred Stock, as to dividends or other distributions, at the time outstanding.

(E) Except as herein expressly provided, the holders of the Preferred Stock shall have no power to vote and shall be entitled to no notice of any meeting of the stockholders of the Corporation. As to matters upon which holders of the Preferred Stock are entitled to vote, as herein expressly provided, each holder of such Preferred Stock shall be entitled to one vote, in person or by proxy, for each share of such Preferred Stock standing in his name on the books of the Corporation.

(F) In the event of any voluntary liquidation, dissolution or winding up of the Corporation, the Preferred Stock, pari passu with all shares ot preferred stock of any other class or series then outstanding shall have a preference over the Common Stock until an amount equal to the then current redemption price, including accumulated and unpaid dividends, if any, shall have been paid. In the event of any involuntary liquidation, dissolution or winding up of the Corporation, which shall include any such liquidation, dissolution or winding up which may arise out of or result from the condemnation or purchase of all or a major portion of the properties of the Corporation, by (i) the United States Government or any authority, agency or instrumentality thereof, (ii) a state of the United States or any political subdivision, authority, agency, or

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instrumentality thereof or (iii) a district, cooperative or other association or entity not organized for profit, the Preferred Stock, pari passu with all shares of preferred stock of any other class or series then outstanding, shall also have a preference over the Common Stock until the full par value thereof, and an amount equal to the accumulated and unpaid dividends thereon, if any, shall have been paid by dividends or distribution.

(G) Upon the affirmative vote of a majority of the shares of the issued and outstanding Common Stock at any annual meeting, or any special meeting called for that purpose, the Corporation may at any time redeem all of any series of said Preferred Stock, or may from time to time redeem any part of any series thereof, by paying in cash the redemption price then applicable thereto, plus, in each case, an amount equivalent to the accumulated and unpaid dividends, if any, to the date fixed for redemption. Notice of the intention of the Corporation to redeem all or any part of the Preferred Stock shall be mailed not less than thirty (30) days nor more than sixty (60) days before the date fixed for redemption to each holder of record of Preferred Stock to be redeemed, at his post office address as shown by the Corporation's records, and not less than thirty (30) days' nor more than sixty (60) days' notice of such redemption may be published in such manner as may be prescribed by resolution of the Board of Directors of the Corporation; and in the event of such publication, no defect in the mailing of such notice shall affect the validity of the proceedings for the redemption of any shares of Preferred Stock so to be redeemed. Contemporaneously with the mailing or the publication of such notice, as aforesaid, or at any time thereafter prior to the date fixed for redemption, the Corporation may deposit the aggregate redemption price (or the portion thereof not already paid in the redemption of such Preferred Stock so to be redeemed) with any bank or trust company in the City of New York, New York, or in the City of New Orleans, Louisiana, named in such notice, payable to the order of the record holders of the Preferred Stock so to be redeemed, as the case may be, on the endorsement and surrender of their certificates, and thereupon said holders shall cease to be stockholders with respect to such shares; and from and after the making of such deposit such holders shall have no interest in or claim against the Corporation with respect to said shares, but shall be entitled only to receive such moneys from said bank or trust company, with interest, if any, allowed by such bank or trust company on such moneys deposited as in this Section (G) provided, on endorsement and surrender of their certificates, as aforesaid. Any moneys so deposited, plus interest thereon, if any, remaining unclaimed at the end of six (6) years from the date fixed for redemption, if thereafter requested by resolution of the Board of Directors, shall be repaid to the Corporation, and in the event of such repayment to the Corporation, such holders of record of the shares so redeemed as shall not have made claim against such moneys prior to such repayment to the Corporation, shall be deemed to be unsecured creditors of the Corporation for an amount, without interest, equivalent to the amount deposited, plus interest thereon, if any, allowed by such bank or trust company, as above stated, for the redemption of such shares and so paid to the Corporation. Shares of the Preferred Stock which have been redeemed shall not be reissued. If less than all of the shares of any series of the Preferred Stock are to be redeemed, the shares thereof to be redeemed shall be selected by lot, in such manner as the Board of Directors of the Corporation shall determine, by an independent bank or trust company selected for that purpose by the Board of Directors of the Corporation. Nothing herein contained shall limit any legal right of the Corporation to purchase or otherwise acquire any shares of the Preferred Stock; provided, however, that, so long as any shares of the Preferred Stock are outstanding, the Corporation shall not redeem, purchase or otherwise acquire less than all of the shares of the Preferred Stock, if, at the time of such redemption, purchase or other acquisition, dividends payable on the Preferred Stock shall be in default in whole or in part, unless prior to or concurrently with such redemption, purchase or other acquisition, all such defaults shall be cured or unless such redemption, purchase or other acquisition shall have been ordered, approved or permitted under the Public Utility Holding Company Act of 1935. Any shares of the Preferred Stock so redeemed, purchased or acquired shall be retired and cancelled.

(H) For the purposes of this Section (H) and subsection (4) of Section (D) the term "Common Stock Equity" shall mean the aggregate of the par value of, or stated capital represented by, the outstanding shares (other than shares owned by the Corporation) of stock ranking junior to the Preferred Stock as to dividends and assets, of the premium on such junior stock and of the surplus (including earned surplus, capital surplus and surplus invested in plant) of the Corporation, less (1) any amounts recorded on the books of the Corporation for utility plant and other plant in excess of the original cost thereof, (2) unamortized debt discount and expense, capital stock discount and expense and any other intangible items set forth on the asset side of the balance sheet as a result of accounting convention, (3) the excess, if any, of the aggregate amount payable on involuntary liquidation, dissolution or winding up of the affairs of the Corporation upon all outstanding preferred stock of the Corporation over the aggregate par or stated value thereof and any premiums thereon, and (4) the excess, if any, for the period beginning with January 1, 1955, to the end of a month within ninety (90) days preceding the date as of which Common Stock Equity is determined, of the cumulative amount computed under requirements contained in the Corporation's mortgage indentures relating to minimum depreciation provisions (this cumulative amount being the aggregate of the largest amounts separately computed for entire periods of differing coexisting mortgage indenture requirements), over the amount appropriated from income to the property retirement reserve by the Corporation on its books during such period, including the final fraction of a year; provided, however, that no deductions shall be required to be made in respect of items referred to in items (1) and (2) of this Section (H) in cases in which such items are being amortized or are provided for, or are being provided for, by reserves. For the purpose of this Section (H): (i) the term "total capitalization" shall mean the sum of the Common Stock Equity, plus item (3) in this Section (H) and the stated capital applicable to, and any premium on, outstanding stock of the Corporation not included in Common Stock Equity, and the principal amount of all outstanding debt of the Corporation maturing more than twelve (12) months after the date of issue thereof; and (ii) the term "dividends on Common Stock" shall embrace dividends on Common Stock (other than dividends payable only in shares of Common Stock), distributions on, and purchase or other acquisitions for value of, any Common Stock of the Corporation or other stock, if any, junior to the Preferred Stock. So long as any shares of the Preferred Stock are outstanding, the Corporation shall not declare or pay any dividends on the Common Stock, except as follows:

(a) If and so long as the Common Stock Equity at the end of the calendar month immediately preceding the date on which a dividend on Common Stock is declared is, or as a result of such dividend would become, less than twenty per centum (20%) of total capitalization, the

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Corporation shall not declare such dividends in an amount which, together with all other dividends on Common Stock paid within the year ending with and including the date on which such dividend is payable, exceeds fifty per centum (50%) of the net income of the Corporation available for dividends on the Common Stock for the twelve (12) full calendar months immediately preceding the month in which such dividends are declared, except in an amount not exceeding the aggregate of dividends on Common Stock which under the restrictions set forth above in this subsection (a) could have been, and have not been, declared; and

(b) If and so long as the Common Stock Equity at the end of the calendar month immediately preceding the date on which a dividend on Common Stock is declared is, or as a result of such dividend would become, less than twenty-five per centum (25%) but not less than twenty per centum (20%) of total capitalization, the Corporation shall not declare dividends on the Common Stock in an amount which, together with all other dividends on Common Stock paid within the year ending with and including the date on which such dividend is payable, exceeds seventy-five per centum (75%) of the net income of the Corporation available for dividends on the Common Stock for the twelve (12) full calendar months immediately preceding the month in which such dividends are declared, except in an amount not exceeding the aggregate of dividends on Common Stock which under the restrictions set forth above in subsection (a) and in this subsection (b) could have been, and have not been, declared; and

(c) At any time when the Common Stock Equity is twenty-five per centum (25%) or more of total capitalization, the Corporation may not declare dividends on shares of the Common Stock which would reduce the Common Stock Equity below twenty-five per centum (25%) of total capitalization, except to the extent provided in subsections (a) and (b) above.

At any time when the aggregate of all amounts credited subsequent to January 1, 1955, to the property retirement reserve (accumulated provision for depreciation) account of the Corporation through charges to operating revenue deductions or otherwise on the books of the Corporation shall be less than the amount computed as provided in clause
(aa) below, under requirements contained in the Corporation's mortgage indentures, then for the purposes of subsections (a) and (b) above, in determining the net income available for common stock dividends during any twelve (12) month period, the amount to be provided for depreciation in that period shall be (aa) the greater of the cumulative amount appropriated from income to the property retirement reserve (accumulated provision for depreciation) on the books of the Corporation or the cumulative amount computed under requirements contained in the Corporation's mortgage indentures relating to minimum depreciation provisions (the latter cumulative amount being the aggregate of the largest amounts separately computed for entire periods of differing coexisting mortgage indenture requirements) for the period from January 1, 1955, to and including said twelve (12) month period, less (bb) the greater of the cumulative amount appropriated from income to the property retirement reserve (accumulated provision for depreciation) on the books of the Corporation or the cumulative amount computed under requirements contained in the Corporation's mortgage indentures relating to minimum depreciation provisions (the latter cumulative amount being the aggregate of the largest amounts separately computed for entire periods of differing coexisting mortgage indenture requirements) from January 1, 1955, up to but excluding said twelve (12) month period; provided that, in the event any company is merged into the Corporation, the "cumulative amount computed under requirements contained in the Corporation's mortgage indentures relating to minimum depreciation provisions" referred to above shall be computed without regard, for the period prior to the merger, of property acquired in the merger, and the "cumulative amount appropriated from income to the property retirement reserve (accumulated provision for depreciation) on the books of the Corporation" shall be exclusive of amounts provided for such property prior to the merger.

(I) Dividends may be paid upon the Common Stock only when dividends have been paid or declared and funds set apart for the payment of dividends as aforesaid on the Preferred Stock from the date(s) after which dividends thereon become cumulative, to the beginning of the period then current, with respect to which such dividends on the Preferred Stock are usually declared, but whenever there shall have been paid or declared and funds shall have been set apart for the payment of all such dividends upon the Preferred Stock as aforesaid, then, subject to the limitations above set forth and subject to the rights of any other class of stock then outstanding, dividends upon the Common Stock may be declared payable then or thereafter, out of any net earnings or surplus of assets over liabilities, including capital, then remaining. After the payment of the limited dividends and/or shares in distribution of assets to which the Preferred Stock is expressly entitled in preference to the Common Stock, in accordance with the provisions hereinabove set forth, the Common Stock alone (subject to the rights of any other class of stock then outstanding) shall receive all further dividends and shares in distribution.

(J) The Corporation reserves the right, without any vote or consent of the Preferred Stock as a class or of any series of Preferred Stock, to amend these Articles of Incorporation in any or all of the following respects:

(1) So that the right vested exclusively in the holders of the 4-3/4% Preferred Stock as a class to elect the smallest number of directors, which shall constitute a majority of the authorized number of directors upon default in dividends upon the 4-3/4% Preferred Stock, shall thereafter be shared with the holders of Preferred Stock and any other preferred stock of any class or series, ranking prior to, or on a parity with, the Preferred Stock as to dividends and distributions, all voting as one class, to the same extent and with the same effect as though the 4-3/4% Preferred Stock had been redeemed, acquired or otherwise retired and had been reissued as a series of Preferred Stock;

(2) So that the 4-3/4% Preferred Stock shall thereafter be a series of 4-3/4% Preferred Stock within the class of Preferred Stock herein authorized, limited in number to the number of shares of 4-3/4% Preferred Stock authorized to be issued prior to such amendment, with the same annual rate of dividend, the same dates on which dividends shall be paid each year, the same date from which dividends shall commence to accumulate, the same amounts payable on redemption and the same amounts payable upon distribution of assets, as were provided with

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respect to the shares of 4-3/4% Preferred Stock prior to such amendment.

SIXTH: The corporate power of this Corporation shall be vested in, and exercised by, a Board of Directors to be composed of not less than nine (9) nor more than fifteen
(15) persons, to be elected annually at a general meeting of stockholders to be held on the fourth Monday in May of each year, beginning in May, 1963. The number of persons, within the foregoing limits, to compose the Board of Directors at any given time, shall be determined by vote of a majority of the Common Stock present, in person or by proxy, at the annual meeting, except that, if such designated number be less than fifteen (15), said number may be increased within the foregoing limits at any special meeting of stockholders called for that purpose. A majority of the Board of Directors shall constitute a quorum for the transaction of business unless the By-Laws of this Corporation, adopted by the Board of Directors, shall provide for a lesser number.

Any vacancy occurring among the Directors of this Corporation by death, resignation or otherwise, shall be filled by election for the unexpired term by the remaining directors.

A failure to elect directors on the date above specified shall not dissolve the Corporation, nor impair its corporate existence or management, but the directors then in office shall remain in office until their successors shall have been duly elected and qualified.

Notice of such meeting and of all other stockholders' meetings shall be given in the manner prescribed by law, and, when not so prescribed, then written notice of such meetings shall be addressed to each stockholder entitled to vote at said meeting, at such address as may have been furnished by him for notice hereunder and deposited in the post office, at least fifteen (15) days before the date of said meeting, postage prepaid. No notice need be given to any person whose stock was acquired, or who became a registered owner thereof, on or after the date upon which notice of a meeting of stockholders was mailed or delivered. The By-Laws of the Corporation may provide for any additional form of notice.

The books for the transfer of the stock may be closed for such periods before and during the payment of dividends and the holding of meetings of stockholders, not to exceed thirty (30) days at any one time, as the Board of Directors may from time to time determine; and the Corporation shall make no transfer of stock on the books during such period.

The Board of Directors may elect from its members a Chairman of the Board and shall elect a President, and may, from time to time, name and appoint all such other officers (including one or more Vice-Presidents who need not be members of the Board of Directors) or agents, as it may deem necessary for the purposes and business of this Corporation, and the powers and duties of every officer, agent and employee shall be such as may be conferred upon them by the Board of Directors or Executive Committee of the Corporation, and all officers, agents and employees shall hold office and employment at the pleasure of the Board of Directors.

The Board of Directors may make and establish, as well as alter and amend, all such By-Laws, rules and regulations, not inconsistent herewith, necessary and proper in its judgment for the conduct and management of the business and affairs and the exercise of the corporate powers of this Corporation, and said Board of Directors shall have full power and authority to borrow money and to execute mortgages and pledges and create liens; to issue bonds, notes and other obligations, and to secure same by mortgage and/or pledge or otherwise, and generally to do any and all things reasonable, convenient or necessary for the proper conduct of the business and affairs of this Corporation, and, in its discretion, the Board of Directors may create and select an Executive Committee to be composed of not less than three
(3) of its own members, to which Committee the Board of Directors may grant all or any of its powers to be exercised during the interim between meetings of the Board of Directors itself.

A director of this Corporation shall not be disqualified by his office from dealing or contracting with the Corporation either as vendor, purchaser or otherwise, nor shall any transaction or contract of this Corporation be void or voidable by reason of the fact that any director or any firm of which any director is a member, or any corporation of which any director is a shareholder or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified or approved either (1) by vote of a majority of a quorum of the Board of Directors or of the Executive Committee without counting in such majority or quorum any director so interested, or members of a firm so interested, or a shareholder or director of a corporation so interested, or (2) by a vote at a stockholders' meeting of the holders of record of a majority of all the outstanding shares of Common Stock of the Corporation, or by writing or writings signed by a majority of such holders; nor shall any director be liable to account to the Corporation for any profits realized by and from or through any such transaction or contract of this Corporation authorized, ratified or approved, as aforesaid, by reason of the fact that he or any firm of which he is a member, or any corporation of which he is a shareholder or director, was interested in such transaction or contract.

SEVENTH: Except as hereinbefore in Article FIFTH hereof provided, with respect to certain voting rights conferred upon the preferred stock, the provisions hereof may be modified, changed, altered or amended to the extent and in the manner now or hereafter permitted by law for the amendment of the articles of incorporation or act of incorporation of a corporation, or the capital stock or the number of shares of the capital stock of this Corporation may be increased or decreased, or new classes or series of stock may be created, or the number of shares of any class or series of stock may be changed with the assent of two-thirds (or such smaller number, not less than a majority, as may be permitted by law) of the shares of the outstanding Common Stock of this Corporation expressed, given and obtained at a general meeting of such stockholders convened for such purposes, or any of them, after previous notice of such meeting shall have been given to each Common Stockholder in the

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manner hereinabove provided, unless other notice for a meeting of such character be prescribed by law, in which event notice shall be given in conformity with law.

Whenever this Corporation may be dissolved, either by limitation or from any other cause, its affairs shall be liquidated by three (3) commissioners to be elected by the holders of the Common Stock at a meeting convened for said purpose as above provided and after due notice; a majority of said stock represented at such meeting shall be requisite for the election of such commissioners. Such commissioners shall remain in office until the affairs of this Corporation shall have been fully liquidated. In case of the death or resignation of any one or more of said commissioners, the vacancy or vacancies shall be filled by the survivor or survivors. In the event of any disagreement among said commissioners, the action of the majority shall prevail and be binding.

The provisions of the Business Corporation Law of Louisiana and of all other statutes relating to corporations of the character of this Corporation whether consolidated or otherwise. shall be applicable to this Corporation so far as concerns the rights and powers of this Corporation and its stockholders. Upon the written consent or the vote of the holders of a majority in number of the shares then outstanding and entitled to vote, or, if the consent or vote of the holders of a larger number of shares is required by law, then, upon such larger consent or vote as may be required by law (1) any and every statute of the State of Louisiana hereinafter adopted whereby the rights, powers or privileges of the stockholders of corporations organized under the general laws of said State are increased, diminished or in any way affected, or whereby effect is given to the action taken by any part less than all of the stockholders of any such corporation shall, notwithstanding any provision which may at the time be contained in this agreement of consolidation, apply to this Corporation and shall be binding not only upon this Corporation but upon every stockholder thereof to the same extent as if such statute had been in force at the date of the making and filing of this agreement of consolidation, and/or (2) amendments to this agreement of consolidation authorized at the time of the making of such amendments by the laws of the State of Louisiana, may be made; provided, however, that no such consent or vote shall alter or change the amounts which the holders of outstanding preferred stock are entitled to receive as dividends or in distribution of assets in preference to the holders of the Common Stock, or decrease the price at which preferred stock may be redeemed, all as hereinabove provided, except with the consent of the holders of at least ninety per centum (90%) of the then outstanding preferred stock, which consent may be expressed by each stockholder either in writing or by vote at an annual or special stockholders' meeting.

EIGHTH: No stockholder shall ever be held liable for the contracts or faults or defaults of this Corporation in any further sum than the unpaid balance of the consideration, if any, due the Corporation on the shares of stock owned by him; nor shall any mere informality in organization or consolidation have the effect of rendering this agreement null, or of exposing a stockholder to any liability beyond the unpaid amount remaining due on his said stock.

NINTH: The officers of the Corporation shall have and exercise such powers and duties as may be conferred upon them by the Board of Directors or the Executive Committee of the Corporation.

TENTH: The rights of creditors and all liens upon the property of each of the parties hereto shall be preserved unimpaired and the property and franchises of each of said corporations, parties hereto, shall pass to and vest in the Corporation, subject to all lawful debts, guarantees, liabilities and obligations existing against each of said corporations, except as herein otherwise provided, and all of said debts, liabilities and obligations of the New Orleans Company and/or the Consumers Company and/or the Citizens Company, parties hereto, shall be provided for, paid and discharged by the Corporation, except as herein otherwise provided, and all contracts and agreements existing between each of said corporations, parties hereto, and any other person, firm or corporation shall be carried out and performed by the Corporation.

All of the rights and obligations of the New Orleans Company arising out of and/or imposed by Ordinance No. 6822 Commission Council Series of the City of New Orleans, adopted April 18, 1922, and known as the "Settlement Ordinance", and Ordinances Nos. 7067, 7068 and 7069, respectively, Commission Council Series of the City of New Orleans, adopted September 2,1922, supplemental thereto, and/or other ordinances supplemental thereto or amendatory thereof, shall pass to and be assumed by the Corporation, and nothing herein contained shall be construed as changing, affecting or impairing the provisions of said ordinances, as presently existing.

And the said Appearer having requested me, Notary, to note said Restatement in authentic form, I do, by these presents, receive said Restatement in the form of this public act to the end that said Restatement may be promulgated and substituted for and used in the place of the original Consolidation Agreement of New Orleans Public Service Inc. and the various amendments thereto.

THUS DONE AND PASSED, in multiple counterparts in the City of New Orleans on the date first above written in the presence of Victor Lota and Wil1iam C, Nelson, competent witnesses, who hereunto sign their names with said Appearer and me, Notary, after due reading of the whole.

WITNESSES:

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/s/ Lionel J. Cucullu

Lionel J. Cucullu

/s/ Victor Lota
/s/ William C. Nelson

_____
Notary Public

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DIRECTION AND CONSENT

RESTATEMENT OF ARTICLES OF INCORPORATION (CHARTER)
of
NEW ORLEANS PUBLIC SERVICE INC.

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, MIDDLE SOUTH UTILITIES, INC., herein represented by Gerald L. Andrus, its President, duly authorized to execute this document, acting under the provisions of Title 12, Chapter 1 of the Louisiana Revised Statutes, being the shareholder of record of all the Common Stock of New Orleans Public Service Inc., a corporation existing under the laws of Louisiana, domiciled in the City of New Orleans, organized by Consolidation Agreement dated December 28, 1925, between New Orleans Public Service Inc., Consumers Electric Light & Power Company, and Citizens Light & Power Company, Inc., and filed for record with the Recorder of Mortgages for the Parish of Orleans on December 29, 1925, to be effective and operative January 1, 1926, does hereby consent that the Articles of Incorporation of New Orleans Public Service Inc. be restated with no substantial changes in the provisions of the original Articles or the amendments thereto, except that said Articles as restated shall:

1. Omit the names and addresses of the Directors from Article NINTH;

2. Amend Article SECOND so as to provide perpetual corporate existence;

3. Amend Article FOURTH so as to expand the objects and purposes for which the Corporation is established to permit it to engage in any lawful activity for which corporations may be formed under the Business Corporation Law of Louisiana;

4. Amend Articles SEVENTH, NINTH, TENTH and ELEVENTH so as to delete provisions which are no longer applicable.

MIDDLE SOUTH UTILITIES, INC. does hereby authorize and direct Lionel J. Cucullu to appear before any Notary Public in and for the Parish of Orleans, State of Louisiana, and to execute a Notarial act putting the Restatement and Amendment of the Articles of Incorporation of New Orleans Public Service Inc. into authentic form, and the said Lionel J. Cucullu is hereby authorized to do any and all things necessary and proper to make effective said Restatement and Amendment.

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IN WITNESS WHEREOF, this document has been executed in duplicate original at New York, New York, on this 24th day of September, 1969.

MIDDLE SOUTH UTILITIES, INC.

By: /s/ Gerald L. Andrus
GERALD L. ANDRUS
President

ATTEST

/s/ A. M. Fitzgerald
Secretary

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I, the undersigned Secretary of New Orleans Public Service Inc., a corporation existing under the laws of Louisiana, domiciled in the City of New Orleans, hereby certify that Middle South Utilities, Inc., the subscriber to the foregoing instrument, constitutes the only holder of shares of Common Stock of said corporation and, therefore, constitutes the sole holder of shares entitled to vote at a shareholder's meeting.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of this corporation at New Orleans, Louisiana, on this 29th day of September, 1969.

/s/ Victor Lota
Secretary

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REPORT ACCOMPANYING RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
NEW ORLEANS PUBLIC SERVICE INC.

1 - The corporation's registered office is located at, and its post office address is:

City of New Orleans, State of Louisiana 317 Baronne Street
70160

2 - Its registered agents are:

The President - Lionel J. Cucullu, or in his absence one of the Vice Presidents - Michael J. Cade, James M. Cain, John F. Morton, Charles J. Sinnott, or in the absence of said officers, the Secretary - Victor Lota, 317 Baronne Street, New Orleans, La. 70160

3 - The present directors are:

Gerald L. Andrus	Eben Hardie
Lionel J. Cucullu	Sam Israel, Jr.
Brooke H. Duncan Jr.	Arthur L. Jung,
Laurance Eustis	Clayton L. Nairne
Richard W. Freeman	Isidore Newman, II
	John B. Smallpage

Assistant Secretary

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NOTICE OF CHANGE OF LOCATION OF REGISTERED OFFICE
AND/OR CHANGE OF REGISTERED AGENT
(R.S. 12:104 - R.S. 12:236)

Name of Corporation New Orleans Public Service Inc.

317 Baronne Street (P. O. Box 60340), New Orleans, Louisiana

70160

Registered Office 317 Baronne Street (P. O. Box 60340)

New Orleans, Louisiana 70160

Registered Agent(s) L. J. Cucullu, President and Director

William McCollam, Jr., Executive Vice President; M. J. Cade,

J. M. Cain, Sherwood A. Cuyler, J. F. Morton, Charles J.

Sinnott, Vice President; A. J. Brodtmann, Comptroller;

Victor Lota, Secretary and Treasurer; and J. E. Hevron,

Assistant Secretary and Assistant Treasurer, 317 Baronne

Street, New Orleans, Louisiana 70160.

Date: March 12, 1971

/s/ Victor Lota
To be signed by President, Vice
President, or Secretary

NOTE: If the registered agent is change, a copy of the resolution by the Board of Directors of the appointment, certified by the President, Vice-President or Secretary must also accompany this report.

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RESOLUTION UNANIMOUSLY ADOPTED BY THE BOARD OF DIRECTORS OF NEW ORLEANS PUBLIC SERVICE INC. AT MEETING HELD MAY 25, 1970

On motion duly made and seconded, the following were unanimously re-elected to the offices appearing after their respective names:

Messrs. L. J. Cucullu, President
William McCollam, Jr., Executive Vice President M. J. Cade, Vice President J. M. Cain, Vice President J. F. Morton, Vice President Charles J. Sinnott, Vice President
A. J. Brodtmann, Comptroller Victor Lota, Secretary and Treasurer J. E. Hevron, Assistant Secretary and Assistant Treasurer

On motion duly made and seconded, Mr. Sherwood A. Cuyler was elected a Vice President of the Company.

I, the undersigned, Secretary of New Orleans Public Service Inc., hereby certify that the above and foregoing is a true and correct copy of resolution unanimously adopted by the Board of Directors of said Company at its meeting duly called, convened and held at its office in the City of New Orleans, on the 25th day of May, 1970, at which a quorum was present and acted throughout, and that said resolution is in full force and effect at the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Company at New Orleans, Louisiana, this 12th day of March, 1971.

/s/ Victor Lota
Secretary

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STATEMENT OF CHANGE OF REGISTERED AGENT
FOR SERVICE OF PROCESS FOR NEW ORLEANS PUBLIC SERVICE INC.

To the Secretary of State:

Pursuant to the provisions of R.S. 12:104, the undersigned corporation, organized under the laws of the State of Louisiana, herewith submits the following for the purpose of giving notice of the termination of authority of a certain agent for service of process in this state.

The current list of agents for service of process is:

```
James M. Cain
Charles J. Sinnott, Vice President
A. J. Brodtmann, Vice President
Sherwood A. Cuyler, Vice President      317 Baronne Street,
Hero J. Edwards, Jr., Vice President    New Orleans,
Louisiana
Malcolm L. Hurstell, Vice President         70112
William C. Nelson, Vice President &
  Secretary
Donald F. Schultz, Vice President
```

Mr. Michael J. Cade previously listed in the Company's 1977 Annual Report to the Secretary of State as serving as an agent for service of process on behalf of the Company has resigned, effective April 1, 1978.

The above list of agents for service of process conforms with the requirements set forth in Article THIRD of the Company's Restatement of Articles of Incorporation, dated September 30, 1969, a certified copy of which has been filed with the Recorder of Mortgages at MOB 2160, Folio 368 on October 6, 1969.

Dated: August 14, 1978

NEW ORLEANS PUBLIC SERVICE INC.

By: /s/ William C. Nelson
William C. Nelson

Title: Vice President &
Secretary

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STATEMENT OF CHANGE OF REGISTERED AGENT
FOR SERVICE OF PROCESS FOR NEW ORLEANS PUBLIC SERVICE INC.

To the Secretary of State:

Pursuant to the provisions of R.S. 12:104, the undersigned corporation, organized under the laws of the State of Louisiana, herewith submits the following for the purpose of giving notice of the termination of authority of a certain agent for service of process in this state.

The current list of agents for service of process is:

```
James M. Cain, President
A. J. Brodtmann, Vice President
Sherwood A. Cuyler, Vice President      317 Baronne Street,
Hero J. Edwards, Jr., Vice President    New Orleans,
Louisiana
Malcolm L. Hurstell, Vice President            70112
William C. Nelson, Vice President &
  Secretary
Donald F. Schultz, Vice President
```

Mr. Charles J. Sinnott previously listed in the Company's 1978 Annual Report to the Secretary of State as serving as an agent for service of process on behalf of the Company has resigned, effective June 1, 1979.

The above list of agents for service of process conforms with the requirements set forth in Article THIRD of the Company's Restatement of Articles of Incorporation, dated September 30, 1969, a certified copy of which has been filed with the Recorder of Mortgages at MOB 2160, Folio 368 on October 6, 1969.

Dated: June 21, 1979

NEW ORLEANS PUBLIC SERVICE INC.

By: /s/ William C. Nelson
William C. Nelson

Title: Vice President &
Secretary

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CERTIFIED COPY OF EXCERPTS FROM MINUTES OF MAY 28, 1979 MEETING OF BOARD OF DIRECTORS OF NEW ORLEANS PUBLIC SERVICE INC.

Mr. Jung took the Chair and announced that all directors elected were qualified to serve. He then asked for nominations for the presidency of the Company. On motion duly made and seconded, Mr. James M. Cain, was unanimously elected President.

* * * * * * * * * * * * * *

Whereupon, on motion duly made and seconded, it was unanimously

RESOLVED, that the following named persons be, and hereby are elected to the offices of the Company appearing after their respective names for the ensuing year ending May 26, 1980:

A. J. Brodtmann, Vice President - Finance Sherwood A. Cuyler, Vice President - Public and Regulatory Affairs
Hero J. Edwards, Jr., Vice President - Operations Malcolm L. Hurstell, Vice President - Engineering and Production
William C. Nelson, Vice President - Administration and Legal, and Secretary
Donald P. Schultz, Vice President - Corporate Communications John H. Chavanne, Controller
Harvey K. Hawkins, Treasurer
Michael P. Burns, Assistant Treasurer W. D. Meriwether, Jr., Assistant Secretary Donald J. Winfield, Assistant Secretary & Assistant Treasurer* Edwin A. Lupberger, Assistant Secretary & Assistant Treasurer* Rodney J. Estrade, Assistant Secretary & Assistant Treasurer*

* Effective as of date of receipt of requisite Federal Energy Regulatory Commission approval.

I, the undersigned, Secretary of New Orleans Public Service Inc., hereby certify that the above and foregoing is a true and correct copy of excerpts from the minutes of the May 28, 1979 meeting of the Board of Directors of said Company duly called, convened and held at its office in the City of New Orleans, at which a quorum was present and acted throughout; that the resolutions therein contained were unanimously adopted by the vote of said Board, have not been altered, amended or repealed and are in full force and effect at the date hereof.

I hereby further certify that the individuals named in the above and foregoing resolutions as President, Vice Presidents and Secretary also are agents for the service of process pursuant to the provisions of Article THIRD of the Company's Restatement of Articles of Incorporation, dated September 30, 1969, a certified copy of which has been filed with the Recorder of Mortgages, Orleans Parish, at MOB 2160, Folio 368 on October 6, 1969.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Company at New Orleans, Louisiana, this 26th day of July, 1979.

/s/ William C. Nelson
Secretary

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ARTICLES OF AMENDMENT

TO THE

RESTATED ARTICLES OF INCORPORATION

OF

NEW ORLEANS PUBLIC SERVICE INC.

On February 27, 1980, at a Special Meeting of Stockholders of New Orleans Public Service Inc., a corporation organized and existing under the laws of the State of Louisiana, which meeting was called and convened on February 12, 1980, and adjourned to February 27, 1980, the stockholders of said New Orleans Public Service Inc. adopted two separate proposals to amend the Restated Articles of Incorporation of said corporation as follows:

Proposal 1. The eleventh paragraph of Article FIFTH of the Restated Articles of Incorporation is amended to be and to read in its entirety as follows:

"Except as otherwise in this Article FIFTH provided, any class of stock may be increased at any time upon vote of the holders of two-thirds (or such smaller number, not less than a majority, as may be permitted by law) of the shares of the Corporation then issued and outstanding and entitled to vote thereon; provided, however, that so long as any share of the 4- 3/4% Preferred Stock remains outstanding, the amount to which the capital stock of the Corporation may be increased is Two Hundred Million Dollars ($200,000,000)."

Proposal 2. Article FIFTH of the Restated Articles of Incorporation is amended in the following respects:

1. The first sentence of the first paragraph of Section II of Article FIFTH is amended to be and to read in its entirety as follows:

"The Preferred Stock shall be issuable in one or more series from time to time and the shares of each series shall have the same rank and be identical with each other and shall have the same relative rights, except with respect to amounts payable on voluntary liquidation as specified in Section (F) below and to the following characteristics.

(a) The number of shares to constitute each such series and the distinctive designation thereof;

(b) The annual rate or rates of dividends payable on shares of such series, the dates on which dividends shall be paid in each year, and the date from which such dividends shall commence to accumulate;

(c) The amount or amounts payable upon redemption thereof; and

(d) The terms and amount of sinking fund requirements (if any) for the purchase or redemption of each series of the Preferred Stock other than the initial series and the second series of the Preferred Stock;

which different characteristics of clauses (a),
(b), (c), and (d) above are set forth below."

2. The penultimate sentence of paragraph (G), Section II of Article FIFTH is amended to be and to read in its entirety as follows:

"Nothing herein contained shall limit any legal right of the Corporation to purchase or otherwise acquire any shares of the Preferred Stock; provided, however, that, so long as any shares of the Preferred Stock (which term, for purposes of this proviso, shall include the 4- 3/4% Preferred Stock) are outstanding, the Corporation shall not (i) make any payment, or set aside funds for payment, into any sinking fund for the purchase or redemption of any shares of the Preferred Stock, or
(ii) redeem, purchase or otherwise acquire less than all of the shares of the Preferred Stock, if, at the time of such payment or setting aside of funds for payment into such sinking fund, or of such redemption, purchase or other acquisition, dividends payable on the Preferred Stock shall be in default in whole or in part, unless prior to or concurrently with such payment or setting aside of funds for payment into such sinking fund, and/or such redemption, purchase or other acquisition, as the case may be, all such defaults shall be cured or unless such payment or setting aside of funds for payment into such sinking fund, and/or such redemption, purchase or other acquisition, as the case may be, shall have been ordered, approved or permitted under the Public Utility Holding Company Act of 1935. Any shares of the Preferred Stock so redeemed, purchased or acquired shall be retired and cancelled."

3. The first sentence of paragraph (I), Section II of Article FIFTH is amended to be and to read in its entirety as follows:

"(I) Dividends may be paid upon the Common Stock only when (i) dividends have been paid or declared and funds set apart for the payment of

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dividends as aforesaid on the Preferred Stock (which term, for purposes of this Section (I), shall include the 4-3/4% Preferred Stock) from the date(s) after which dividends thereon became cumulative, to the beginning of the period then current, with respect to which such dividends on the Preferred Stock are usually declared, and (ii) all payments have been made or funds have been set aside for payments then or theretofore due under the terms of sinking fund requirements (if any) for the purchase or redemption of shares of the Preferred Stock, but whenever (x) all such dividends upon the Preferred Stock as aforesaid shall have been paid or declared and funds shall have been set apart for the payment thereof upon the Preferred Stock and (y) all payments shall have been made or funds shall have been set aside for all payments then or theretofore due under the terms of sinking fund requirements (if any) for the purchase or redemption of shares of the Preferred Stock, then, subject to the limitations above set forth and subject to the rights of any other class of stock then outstanding, dividends upon the Common Stock may be declared payable then or thereafter, out of any net earnings or surplus of assets over liabilities, including capital, then remaining."

The aforesaid Special Meeting of Stockholders of said New Orleans Public Service Inc., held on February 27, 1980, was duly called, convened and held pursuant to a resolution to adjourn and reconvene adopted by at least a majority of the stockholders present and constituting a quorum at the Special Meeting of Stockholders held on February 12, 1980, which was duly called, convened and held pursuant to due notice thereof. At the meeting of February 27, 1980:

(1) There were present in person or represented by proxy the holders of 64,951 shares of the class of 4- 3/4% Preferred Stock, $100 par value ("4-3/4% Preferred Stock"), of said New Orleans Public Service Inc. out of a total of 77,798 shares of the 4-3/4% Preferred Stock of said Corporation outstanding, 94,706 shares of the separate class of serial Preferred Stock, $100 par value ("Preferred Stock"), of said New Orleans Public Service Inc. out of a total of 120,000 shares of the Preferred Stock of said Corporation outstanding, and 5,935,900 shares of the Common Stock, $10 par value ("Common Stock"), of said New Orleans Public Service Inc. out of a total of 5,935,900 shares of the Common Stock of said Corporation outstanding, making a total of 6,095,557 shares of the 4-3/4% Preferred Stock, the Preferred Stock and the Common Stock present at the meeting in person or represented by proxy out of the total number of 6,133,698 shares of the 4-3/4% Preferred Stock, the Preferred Stock and the Common Stock of said Corporation outstanding, constituting the presence in person or by proxy of more than 40% and, in fact, more than 99.3% of the total number of shares of the 4-3/4% Preferred Stock, the Preferred Stock and the Common Stock of said Corporation outstanding, and being a quorum for all purposes.

(2) Proposal 1 to amend the Restated Articles of Incorporation of said New Orleans Public Service Inc. as set forth hereinabove was adopted (A) by the affirmative vote of 64,430 shares of the 4-3/4% Preferred Stock voting as a class, being more than two- thirds and, in fact, more than 82.8% of the total number of shares (77,798) of the 4-3/4% Preferred Stock outstanding as aforesaid, with 120 shares of the 4-3/4% Preferred Stock being voted against said Proposal 1 in such class vote; and (B) by the affirmative vote of 5,935,900 shares of the Common Stock voting as a class, being 100% of the total number of shares of the Common Stock outstanding, with no shares of the Common Stock being voted against said Proposal 1 in such last mentioned class vote.

(3) Proposal 2 to amend the Restated Articles of Incorporation of said New Orleans Public Service Inc. as set forth hereinabove was adopted (A) by the affirmative vote of 56,662 shares of the 4-3/4% Preferred Stock voting as a class, being more than two- thirds and, in fact, more than 72.8% of the total number of shares (77,798) of the 4-3/4% Preferred Stock outstanding as aforesaid, with 7638 shares of the 4- 3/4% Preferred Stock being voted against said Proposal 2 in such class vote; (B) by the affirmative vote of 82,628 shares of the Preferred Stock voting as a class, being more than two-thirds and, in fact, more than 68.8% of the total number of shares (120,000) of the Preferred Stock outstanding as aforesaid, with 10,885 shares of the Preferred Stock being voted against said Proposal 2 in such class vote; and (C) by the affirmative vote of 5,935,900 shares of the Common Stock voting as a class, being 100% of the total number of shares of the Common Stock outstanding, with no shares of the Common Stock being voted against said Proposal 2 in the last mentioned class vote.

(4) The Restated Articles of Incorporation of said New Orleans Public Service Inc. were not amended in any other respect than as set forth hereinabove, and all of the provisions of said Restated Articles of Incorporation, as amended as hereinabove set forth, relating in any way to the shares of stock of said Corporation are incorporated and stated in these Articles of Amendment by reference.

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These Articles of Amendment are executed on and dated the 27th day of February, 1980.

NEW ORLEANS PUBLIC SERVICE INC.

BY: /s/ James M. Cain
James M. Cain,
President

BY: /s/ William C. Nelson
William C. Nelson,
Secretary

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ACKNOWLEDGMENT

STATE OF LOUISIANA)
)
SS.:
PARISH OF ORLEANS)

BEFORE ME, the undersigned authority, personally came and appeared James M. Cain and William C. Nelson, to me known and known to me to be the President and the Secretary, respectively, of New Orleans Public Service Inc. and the persons who executed the foregoing instrument in such capacities, and who, after first being duly sworn by me, did declare and acknowledge that they signed and executed the foregoing instrument in such capacities for and in the name of the said New Orleans Public Service Inc., as its and their free act and deed, being thereunto duly authorized.

/s/ James M. Cain
James M. Cain, President
NEW ORLEANS PUBLIC SERVICE INC.

/s/ William C. Nelson
William C. Nelson, Secretary
NEW ORLEANS PUBLIC SERVICE INC.

Sworn to and subscribed before me at New Orleans, Louisiana, on this 27th day of February, 1980.

Notary Public

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ARTICLES OF AMENDMENT

to the

RESTATED ARTICLES OF INCORPORATION

of

NEW ORLEANS PUBLIC SERVICE INC.

On March 19, 1980, the shareholders of New Orleans Public Service Inc., a corporation organized and existing under the laws of the State of Louisiana, by resolutions unanimously adopted by all the shareholders of said corporation entitled to vote on the matter, amended Article FIFTH of the Restated Articles of Incorporation of said corporation as follows:

(1) The first three paragraphs of Article FIFTH are amended to be and to read in their entirety as follows:

"FIFTH: The amount of the capital stock of the Corporation shall be Seventy-Seven Million Four Hundred Nine Thousand Eight Hundred Dollars ($77,409,800), together with the aggregate par value of capital stock issued after September 1, 1969, by this Corporation as hereinafter provided.

"The total authorized number of shares of capital stock that may be issued by the Corporation shall be 7,347,798 shares, of which 7,000,000 shares shall have a par value of $10 per share and 347,798 shares shall have a par value of $100 per share.

"The shares of capital stock hereby authorized to be issued shall be divided among the following classes:

7,000,000 shares of $10 par value per share shall be Common Stock;

77,798 shares of $100 par value per share shall be 4-3/4% Preferred Stock (hereinafter sometimes referred to as the 4-3/4% Preferred Stock'): and

270,000 shares of $100 par value per share shall be Preferred Stock (which, together with such additional shares thereof as may be hereafter authorized, is hereinafter sometimes referred to as the 'Preferred Stock')."

(2) The first paragraph of Section II of Article FIFTH is amended to be and to read in its entirety as follows:

"The Preferred Stock shall be issuable in one or more series from time to time and the shares of each series shall have the same rank and be identical with each other and shall have the same relative rights, except with respect to amounts payable on voluntary liquidation as specified in Section (F) below and to the following characteristics:

(a) The number of shares to constitute each such series and the distinctive designation thereof;

(b) The annual rate or rates of dividends payable on shares of such series, the dates on which dividends shall be paid in each year, and the date from which such dividends shall commence to accumulate:

(c) The amount or amounts payable upon redemption thereof; and

(d) The terms and amount of sinking fund requirements (if any) for the purchase or redemption of each series of the Preferred Stock other than the initial series and the second series of the Preferred Stock;

which different characteristics of clauses (a),
(b), (c), and (d) above are set forth below.

The initial series of the Preferred Stock shall:

(a) consist of 60,000 shares and be designated "4.36% Preferred Stock";

(b) have a dividend rate of Four and 36/100 Dollars ($4.36) per share per annum payable quarterly on January 1, April 1, July 1 and October 1 of each year; such dividends shall accumulate on each share from the quarterly dividend payment date next preceding the date of the original issue of such share, unless such stock shall be issued on a quarterly dividend payment date and in such case from said date. The first quarterly dividend shall be payable on April 1, 1956, and shall be cumulative from January 1, 1956; and

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(c) be subject to redemption in the manner provided herein with respect to the Preferred Stock at the price of One Hundred Seven and 08/100 Dollars ($107.08) per share if redeemed on or before January 1, 1961, of One Hundred Six and 08/100 Dollars ($106.08) per share if redeemed after January 1, 1961, and on or before January 1, 1966, and of One Hundred Four and 58/100 Dollars ($104.58) per share if redeemed after January 1, 1966, in each case plus an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date fixed for redemption.

The second series of the Preferred Stock shall:

(a) consist of 60,000 shares and be designated "5.56% Preferred Stock";

(b) have a dividend rate of Five and 56/100 Dollars ($5.56) per share per annum payable quarterly on January 1, April 1, July 1 and October 1 of each year; such dividends shall accumulate on each share from and including April 26, 1967. The first dividend shall be payable on July 1, 1967, and shall be cumulative from and including April 26, 1967; and

(c) be subject to redemption in the manner provided herein with respect to the Preferred Stock at the price of One Hundred Six and 65/100 Dollars ($106.65) per share if redeemed on or before April 1, 1972, of One Hundred Four and 09/100 Dollars ($104.09) per share if redeemed after April 1, 1972, and on or before April 1, 1977, and of One Hundred Two and 59/100 Dollars ($102.59) per share if redeemed after April 1, 1977, in each case plus an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date fixed for redemption.

The third series of the Preferred Stock shall:

(a) consist of 150,000 shares and be designated "15.44% Preferred Stock";

(b) have a dividend rate of Fifteen and 44/100 Dollars ($15.44) per share per annum payable quarterly on January 1, April 1, July 1 and October 1 of each year; such dividends shall accumulate on each share from and including March 27, 1980. The first dividend shall be payable on July 1, 1980, and shall be cumulative from and including March 27, 1980;

(c) be subject to redemption in the manner provided herein with respect to the Preferred Stock at the price of One Hundred Fifteen and 44/100 Dollars ($115.44) per share if redeemed on or before March 1, 1985 (except that no share of the 15.44% Preferred Stock shall be redeemed prior to March 1, 1985 if such redemption is for the purpose or in anticipation of refunding such share through the use, directly or indirectly, of funds borrowed by the Corporation, or through the use, directly or indirectly, of funds derived through the issuance by the Corporation of stock ranking prior to or on a parity with the 15.44% Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Corporation (computed in accordance with generally accepted financial practice) or such stock has an effective dividend cost to the Corporation (so computed) of less than 15.7341% per annum), of (One Hundred Eleven and 58/100 Dollars ($111.58) per share if redeemed after March 1, 1985, and on or before March 1, 1990, of One Hundred Seven and 72/100 Dollars ($107.72) per share if redeemed after March 1, 1990, and on or before March 1, 1995, and of One Hundred Three and 86/100 Dollars ($103.86) per share if redeemed after March 1, 1995, in each case plus an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date fixed for redemption; and

(d) without the vote of the issued and outstanding Common Stock, be subject to redemption as and for a sinking fund as follows: on March 1, 1985 and on each March 1 thereafter (each such date being hereinafter referred to as a "Third Series Sinking Fund Redemption Date"), for so long as any shares of the 15.44% Preferred Stock shall remain outstanding, the Corporation shall redeem, out of funds legally available therefor and otherwise in the manner provided herein with respect to the Preferred Stock, 7,500 shares of the 15.44% Preferred Stock (or the number of shares then outstanding if less than 7,500) at the sinking fund redemption price of $100 per share plus, as to each share so redeemed, an amount equivalent to the accumulated and unpaid dividends thereon, if any, to the date of redemption (the obligation of the Corporation so to redeem the shares of the 15.44% Preferred Stock being hereinafter referred to as the "Third Series Sinking Fund Obligation"); the Third Series Sinking Fund Obligation shall be cumulative; if on any Third Series Sinking Fund Redemption Date the Corporation shall not have funds legally available therefor sufficient to redeem the full number of shares required to be redeemed on that date, the Third Series Sinking Fund Obligation with respect to the shares not redeemed shall carry forward to each successive Third Series Sinking Fund Redemption Date until such shares shall have been redeemed; whenever on any Third Series Sinking Fund Redemption Date, the funds of the Corporation legally available for the satisfaction of the Third Series Sinking Fund Obligation and all other sinking fund and similar obligations then existing with respect to any other class or series of its stock ranking on a parity as to dividends or assets with the 15.44% Preferred Stock (such Obligation and obligations collectively being hereinafter referred to as the "Total Sinking Fund Obligation") are insufficient to permit the Corporation to satisfy fully its Total Sinking Fund Obligation on that date, the Corporation shall apply to the satisfaction of its Third Series Sinking Fund Obligation on that date that proportion of such legally available funds which is equal to the ratio of such Third Series Sinking Fund Obligation to such Total Sinking Fund Obligation; in addition to the Third Series Sinking Fund Obligation the Corporation shall have the option, which shall be non-cumulative, to redeem, upon authorization of the Board of Directors, on each Third Series Sinking Fund Redemption Date, at the aforesaid sinking fund redemption price, up to 7,500 additional shares of the 15.44% Preferred Stock; the Corporation shall be entitled, at its election, to credit against its Third Series Sinking Fund Obligation on any Third Series Sinking Fund Redemption Date any shares of the 15.44% Preferred Stock (including shares of the 15.44% Preferred Stock optionally redeemed at the aforesaid sinking fund redemption price) theretofore redeemed, other than shares of the 15.44% Preferred Stock redeemed pursuant to the Third Series Sinking Fund Obligation, purchased or otherwise acquired and not previously credited against the Third Series Sinking Fund Obligation."

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The Restated Articles of Incorporation of the said New Orleans Public Service Inc. were amended by its shareholders as aforesaid by the Unanimous Written Consent to such corporate action of all of the shareholders of said corporation entitled to vote thereon, signed and executed on March 19, 1980, in accordance with and pursuant to the authority granted in and by the laws of the State of Louisiana and particularly, but not by way of limitation, Section 76 of Title 12 of the Louisiana Revised Statutes of 1950, as amended, said Unanimous Written Consent having been signed and executed on the date aforesaid by Middle South Utilities, Inc., which was then and is now the sole owner and shareholder of record of 5,935,900 shares of the Common Stock of the said New Orleans Public Service Inc., said 5,935,900 shares being all of the outstanding Common Stock of the said New Orleans Public Service Inc. and said Common Stock having all of the voting power and being all of the capital stock of the said New Orleans Public Service Inc. entitled to vote on the foregoing amendments to its Restated Articles of Incorporation; and in and by said Unanimous Written Consent the said Middle South Utilities, Inc. affirmatively voted all of said stock in favor of, authorized, consented to, approved and constituted as the corporate action of the said New Orleans Public Service Inc., the amendment of its Restated Articles of Incorporation as hereinabove set forth.

The Restated Articles of Incorporation of said New Orleans Public Service Inc., as heretofore amended, were not amended in any other respect than as set forth hereinabove, and all of the provisions of said Restated Articles of Incorporation, as heretofore amended and as amended as hereinabove set forth, relating in any way to the shares of stock of said New Orleans Public Service Inc. are incorporated and stated in these Articles of Amendment by reference.

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These Articles of Amendment are executed on and dated the 19th day of March. 1980.

NEW ORLEANS PUBLIC SERVICE INC.

By: /s/ James M. Cain
JAMES M. CAIN, President

By: /s/ William C. Nelson
WILLIAM C. NELSON.
Secretary

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ACKNOWLEDGMENT

STATE OF LOUISIANA)
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ss.:
PARISH OF ORLEANS)

BEFORE ME, the undersigned authority, personally came and appeared JAMES M. CAIN and WILLIAM C. NELSON, to me known and known to me to be the President and the Secretary, respectively, of NEW ORLEANS PUBLIC SERVICE INC. and the persons who executed the foregoing instrument in such capacities, and who, after being first duly sworn by me, did declare and acknowledge that they signed and executed the foregoing instrument in such capacities for and in the name of New Orleans Public Service Inc., as its and their free act and deed, being thereunto duly authorized.

/s/ James M. Cain
James M. Cain, President
New Orleans Public Service Inc.

/s/ William C. Nelson
William C. Nelson, Secretary
New Orleans Public Service Inc.

Sworn to and subscribed before me at New Orleans, Louisiana, on this l9th day of March, 1980.

Notary Public

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STATEMENT OF CHANGE OF REGISTERED AGENT
FOR SERVICE OF PROCESS FOR NEW ORLEANS PUBLIC SERVICE INC.

UNITED STATES OF AMERICA
STATE OF LOUISIANA
To the Secretary of State:

Pursuant to the provisions of R.S. 12:104, the undersigned corporation, organized under the laws of the State of Louisiana, herewith submits the following for the purpose of giving notice of the termination of authority of a certain agent for service of process in this state.

The current list of agents for service of process is:

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James M. Cain, President
John H. Chavanne, Vice President
 and Treasurer
Sherwood A. Cuyler, Vice President      317 Baronne Street,
Hero J. Edwards, Jr., Vice President    New Orleans,
Louisiana
Malcolm L. Hurstell, Vice President            70112
William C. Nelson, Vice President &
  Secretary
Donald F. Schultz, Vice President
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Mr. A. J. Brodtmann previously listed in the Company's 1979 Annual Report to the Secretary of State as serving as an agent for service of process on behalf of the Company has resigned, effective November 1, 1980.

The above list of agents for service of process conforms with the requirements set forth in Article THIRD of the Company's Restatement of Articles of Incorporation, dated September 30, 1969, which said Article Third has not been since amended and a certified copy of said Restatement was filed with the Recorder of Mortgages, Orleans Parish, at MOB 2160, Folio 368 on October 6, 1969.

Dated: July 15, 1981

NEW ORLEANS PUBLIC SERVICE INC.

By: /s/ Floyd A. Hennen
Floyd A. Hennen

Title: Corporate Counsel & Assistant Secretary

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CERTIFIED COPY OF EXCERPTS FROM MINUTES OF MAY 25, 1981 MEETING OF BOARD OF DIRECTORS OF NEW ORLEANS PUBLIC SERVICE INC.

Mr. Freeman took the Chair and announced that all directors elected were qualified to serve. He then asked for nominations for the presidency of the Company. On motion duly made and seconded, Mr. James M. Cain, was unanimously elected President.

* * * * * * * * * * * * * *

Whereupon, on motion duly made and seconded, it was unanimously

RESOLVED, that the following named persons be, and hereby are elected to the offices of the Company appearing after their respective names for the ensuing year ending May 24, 1982:

John H. Chavanne, Vice President and Treasurer Sherwood A. Cuyler, Vice President - Public and Regulatory Affairs
Hero J. Edwards, Jr., Vice President - Operations Malcolm L. Hurstell, Vice President - Engineering and Production
William C. Nelson, Vice President - Administration and Legal, and Secretary
Donald P. Schultz, Vice President - Corporate Communications Sterling F. Ohlmeyer, Assistant Treasurer Floyd A. Hennen, Assistant Secretary Edwin A. Lupberger, Assistant Secretary & Assistant Treasurer Rodney J. Estrade, Assistant Secretary & Assistant Treasurer

I, the undersigned, Secretary of New Orleans Public Service Inc., hereby certify that the above and foregoing is a true and correct copy of excerpts from the minutes of the May 25, 1981 meeting of the Board of Directors of said Company duly called, convened and held at its office in the City of New Orleans, at which a quorum was present and acted throughout; that the resolutions therein contained were unanimously adopted by the vote of said Board, have not been altered, amended or repealed and are in full force and effect at the date hereof.

I hereby further certify that the individuals named in the above and foregoing resolutions as President, Vice Presidents and Secretary also are agents for the service of process pursuant to the provisions of Article THIRD of the Company's Restatement of Articles of Incorporation, dated September 30, 1969, which said Article THIRD has not been since amended and a certified copy of said Restatement as filed with the Recorder of Mortgages, Orleans Parish, at MOB 2160, Folio 368 on October 6, 1969.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Company at New Orleans, Louisiana, this 15th day of July, 1981.

/s/ Floyd A. Hennen
Assistant
Secretary

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ARTICLES OF AMENDMENT

to the

RESTATEMENT OE ARTICLES OF INCORPORATION, AS AMENDED,

of

NEW ORLEANS PUBLIC SERVICE INC.

On January 23, 1984, the shareholders of New Orleans Public Service Inc., a corporation organized and existing under the laws of the State of Louisiana, by a resolution unanimously adopted by all of the shareholders of said corporation entitled to vote on the matter, amended the first sentence of Article SIXTH of the Restatement of Articles of Incorporation, as amended, of said corporation to read in its entirety as follows:

The corporate power of this Corporation shall be vested in, and exercised by, a Board of Directors to be composed of not less than nine (9) nor more than fifteen (15) persons, to be elected annually at the annual meeting of stockholders.

The Restatement of Articles of Incorporation, as amended, of the said New Orleans Public Service Inc. was amended by its shareholders as aforesaid by the Unanimous Written Consent to such corporate action of all of the shareholders of said corporation entitled to vote thereon, signed and executed on January 23, 1984, in accordance with and pursuant to the authority granted in and by the laws of the State of Louisiana and particularly, but not by way of limitation, Section 76 of Title 12 of the Louisiana Revised Statutes of 1950, as amended, the said Unanimous Written Consent having been signed and executed on the date aforesaid by Middle South Utilities, Inc., which was then and is now the sole owner and shareholder of record of 5,935,900 shares of the Common Stock of the said New Orleans Public Service Inc., said 5,935,900 shares being al1 of the outstanding Common Stock of the said New Orleans Public Service Inc. and said Common Stock having all of the voting power and being all of the capital stock of the said New Orleans Public Service Inc. entitled to vote onthe foregoing amendment to its Restatement of Articles of Incorporation, as amended; and in and by said Unanimous Written Consent the said Middle South Utilities, Inc. affirmatively voted all of said stock in favor of, authorized, consented to, approved and constituted as the corporate action of the said New Orleans Public Service Inc., the amendment of its Restatement of Articles of Incorporation, as amended, as hereinabove set forth.

These Articles of Amendment are executed on and dated the 23rd day of January , 1984.

NEW ORLEANS PUBLIC SERVICE INC.

By: /s/ James M. Cain
James M. Cain,
President

By: /s/ William H. Talbot
William H. Talbot
Corporate Secretary

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ACKNOWLEDGMENT

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PARISH OF ORLEANS
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BEFORE ME, the undersigned authority, personally case and appeared JAMES M. CAIN and WILLIAM H. TALBOT, to me known and known to me to be the President and the Corporate Secretary, respectively, of New Orleans Public Service Inc. and the persons who executed the foregoing instrument in such capacities, and who, after first being duly sworn by me, did doolare and acknowledge that they signed and executed the foregoing instrument in such capacities for and in the name of the said New Orleans Public Service Inc., as its and their free act and deed, being thereunto duly authorized.

/s/James M. Cain
James M. Cain, President
New Orleans Public Service Inc.

/s/ William H. Talbot
William H. Talbot
Corporate Secretary
New Orleans Public Service Inc.

Sworn to and subscribed before me
New Orleans, Louisiana, on this 23rd day of January, 1984.

/s/ Melvin I. Schwartzman
Notary Public

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ARTICLES OF AMENDMENT

to the

RESTATEMENT OF ARTICLES OF INCORPORATION, AS AMENDED,

of

NEW ORLEANS PUBLIC SERVICE INC.

On February 21, 1985, the shareholders of New Orleans Public Service Inc., a corporation organized and existing under the laws of the State of Louisiana, by a resolution unanimously adopted by all of the shareholders of said corporation entitled to vote on the matter, amended the first three paragraphs of Article FIFTH of the Restatement of Articles of Incorporation, as amended, of said corporation to read in their entirety as follows:

FIFTH: The amount of the capital stock of the Corporation shall be Seventy-seven Million Four Hundred Nine Thousand Eight Hundred Dollars ($77,409,800), together with the aggregate par value of capital stock issued after September 1, 1969, by this Corporation as hereinafter provided.

The total authorized number of shares of capital stock that may be issued by the Corporation shal1 be 10,347,798 shares, of which 10,000,000 shares shall have a par value of $10 per share and 347,798 shares shall have a par value of $100 per share.

The shares of capital stock hereby authorized to be issued shall be divided among the following classes:

10,000,000 shares of $10 par value per share shall be Common Stock;

77,798 shares of $100 par value per share shall be 4-3/4% Preferred Stock (hereinafter sometimes referred to as the "4-3/4% Preferred Stock"); and

270,000 shares of $100 par value per share shall be Preferred Stock (which, together with such additional shares thereor as may be hereafter authorized, is hereinafter sometimes referred to as the "Preferred Stock").

The Restatement of Articles of Incorporation, as amended, of the said New Orleans Public Service Inc. was amended by its shareholders as aforesaid by the Unanimous Written Consent to such corporate action of all of the shareholders of said corporation entitled to vote thereon, signed and executed on February 21, 1985, in accordance with and pursuant to the authority granted in and by the laws of the State of Louisiana and particularly, but not by way of limitation, Section 76 of Title 12 of the Louisiana Revised Statutes of 1950, as amended, the said Unanimous Written Consent having been signed and executed on the date aforesaid by Middle South Utilities, Inc., which was then and is now the sole owner and shareholder of record of 5,935,900 shares of the Common Stock of the said New Orleans Public Service Inc., said 5,935,900 shares being all of the outstanding Common Stock of the said New Orleans Public Service Inc. and said Common Stock having all of the voting power and being all of the capital stock of the said New Orleans Public Service Inc. entitled to vote on the foregoing amendment to its Restatement of Articles of Incorporation, as amended; and in and by said Unanimous Written Consent the said Middle South Utilities, Inc. affirmatively voted all of said stock in favor of, authorized, consented to, approved and constituted as the corporate action of the said New Orleans Public Service Inc., the amendment of its Restatement of Articles of Incorporation, as amended, as hereinabove set forth.

The Restatement of Articles of Incorporation of said New Orleans Public Service Inc., as heretofore amended, was not amended in any other respect than as set forth hereinabove, and all of the provisions of said Restatement of Articles of Incorporation, as heretofore amended and as amended as hereinabove set forth, relating in any way to the shares of stock of said New Orleans Public Service Inc. are incorporated and stated in these Articles of Amendment by reference.

These Articles of Amendment are executed on and dated the 21st day of February, 1985.

NEW ORLEANS PUBLIC SERVICE INC.

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By: /s/ James M. Cain
James M. Cain,
President

By: /s/ W. H. Talbot
W. H. Talbot, Secretary

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ACKNOWLEDGMENT

STATE OF LOUISIANA
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PARISH OF ORLEANS
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BEFORE ME, the undersigned authority, personally came and appeared JAMES M. CAIN and W. H. TALBOT, to me known and known to me to be the President and the Secretary, respectively, of New Orleans Public Service Inc. and the persons who executed the foregoing instrument in such capacities, and who, after first being duly sworn by me, did declare and acknowledge that they signed and executed the foregoing instrument in such capacities for and in the name of the said New Orleans Public Service Inc., as its and their free act and deed, being thereunto duly authorized.

/s/ James M. Cain
James M. Cain, President,
New Orleans Public Service
Inc.

/s/ W. H. Talbot
W. H. Talbot, Secretary,
New Orleans Public Service
Inc.

Sworn to and subscribed before me at
New Orleans, Louisian, on this 21st day
of February , 1985.

/s/ Melvin I.
Schwartzmann
Notary Public

My commission is issued for life.

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ARTICLES OF AMENDMENT

to the

RESTATEMENT OF ARTICLES OF INCORPORATION, AS AMENDED,

of

NEW ORLEANS PUBLIC SERVICE INC.

On November 21, 1988, the shareholders of New Orleans Public Service Inc., a corporation organized and existing under the laws of the State of Louisiana, by a resolution unanimously adopted by all of the shareholders of said corporation entitled to vote on the matter, amended the first three paragraphs of Article FIFTH of the Restatement of Articles of Incorporation, as amended, of said corporation to read in their entirety as follows:

FIFTH: The amount of the capital stock of the Corporation shall be Seventy-seven Million Four Hundred Nine Thousand Eight Hundred Dollars ($77,409,800), together with the aggregate par value of capital stock issued after September 1, 1969, by this Corporation as hereinafter provided.

The total authorized number of shares of capital stock that may be issued by the Corporation shall be 10,347,798 shares, of which 10,000,000 shares shall have a par value of $4 per share and 347,798 shares shall have a par value of $lO0 per share.

The shares of capital stock hereby authorized to be issued shall be divided among the following classes:

10,000,000 shares of $4 par value per share shall be Common Stock;

77,798 shares of $100 par value per share shall be 4 3/4% Preferred Stock (hereinafter sometimes referred to as the "4 3/4% Preferred Stock"); and

270,000 shares of $100 par value per share shall be Preferred Stock (which, together with such additional shares thereof as may be hereafter authorized, is hereinafter sometimes referred to as the "Preferred Stock").

The Restatement of Articles of Incorporation, as amended, of the said New Orleans Public Service Inc. was amended by its shareholders as aforesaid by the Unanimous Written Consent to such corporate action of all of the shareholders of said corporation entitled to vote thereon, signed and executed on November 2l, 1988, in accordance with and pursuant to the authority granted in and by the laws of the State of Louisiana and particularly, but not by way of limitation, Section 76 of Title 12 of the Louisiana Revised Statutes of 1950, as amended, the said Unanimous Written Consent having been signed and executed on the date aforesaid by Middle South Utilities, Inc., which was then and is now the sole owner and shareholder of record of 8,435,900 shares of the Common Stock of the said New Orleans Public Service Inc., said 8,435,900 shares being all of the outstanding Common Stock of the said New Orleans Public Service Inc. and said Common Stock having all of the voting power and being all of the capital stock of the said New Orleans Public Service Inc. entitled to vote on the foregoing amendment to its Restatement of Articles of Incorporation, as amended; and in and by said Unanimous Written Consent the said Middle South Utilities, Inc. affirmatively voted all of said stock in favor of, authorized, consented to, approved and constituted as the corporate action of the said New Orleans Public Service Inc., the amendment of its Restatement of Articles of Incorporation, as amended, as hereinabove set forth.

The Restatement of Articles of Incorporation of said New Orleans Public Service Inc., as heretofore amended, was not amended in any other respect than as set forth hereinabove, and all of the provisions of said Restatement of Articles of Incorporation, as heretofore amended and as amended as hereinabove set forth, relating in any way to the shares of stock of said New Orleans Public Service Inc. are incorporated and stated in these Articles of Amendment by reference.

These Articles of Amendment are executed on and dated the 21st day of November, 1988.

NEW ORLEANS PUBLIC SERVICE INC.

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By: /s/ James M. Cain
James M. Cain, President

By: /s/ T. O. Lind
Thomas O. Lind,
Secretary

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ACKNOWLEDGMENT

STATE OF LOUISIANA
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PARISH OF ORLEANS
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BEFORE ME, the undersigned authority, personally came and appeared JAMES M. CAIN and THOMAS O. LIND, to me known and known to me to be the President and the Secretary, respectively, of New Orleans Public Service Inc. and the persons who executed the foregoing instrument in such capacities, and who, after first being duly sworn by me, did declare and acklowledge that they signed and executed the foregoing instrument in such capacities for and in the name of the said New Orleans Public Service Inc., as its and their free act and deed, being thereunto duly authorized.

/s/ James M. Cain
James M. Cain, President
New Orleans Public Service Inc.

/s/ Thomas O. Lind
Thomas O. Lind, Secretary
New Orleans Public Service Inc.

Sworn to and subscribed before me at New Orleans, Louisiana, on this 21st day of November, 1988.

/s/ W. Brewer, III
Notary Public
My commission is issued for life.

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ARTICLES OF AMENDMENT

to the

RESTATEMENT OF ARTICLES OF INCORPORATION, AS AMENDED,

of

NEW ORLEANS PUBLIC SERVICE INC.

On June 12 , 1989, the shareholders of New Orleans Public Service Inc., a corporation organized and existing under the laws of the State of Louisiana, by a resolution unanimously adopted by all of the shareholders of said corporation entitled to vote on the matter, amended the first sentence of the first paragraph of Article SIXTH of the Restatement of Articles of Incorporation, as amended, of said corporation to read in its entirety as follows:

SIXTH: The corporate power of this Corporation shall be vested in, and exercised by, a Board of Directors to be composed of not less than seven (7) nor more than fifteen (15) persons, to be elected annually at the annual meeting of stockholders.

The Restatement of Articles of Incorporation, as amended, of the said New Orleans Public Service Inc. was amended by its shareholders as aforesaid by the Unanimous Written Consent to such corporate action of all of the shareholders of said corporation entitled to vote thereon, signed and executed on June 12, 1989, in accordance with and pursuant to the authority granted in and by the laws of the State of Louisiana and particularly, but not by way of limitation, Section 76 of Title 12 of the Louisiana Revised Statutes of 1950, as amended, the said Unanimous Written Consent having been signed and executed on the date aforesaid by Entergy Corporation, which was then and is now the sole owner and shareholder of record of 8,435,900 shares of the Common Stock of the said New Orleans Public Service Inc., said 8,435,900 shares being all of the outstanding Common Stock of the said New Orleans Public Service Inc. and said Common Stock having all of the voting power and being all of the capital stock of the said New Orleans Public Service Inc. entitled to vote on the foregoing amendment to its Restatement of Articles of Incorporation, as amended; and in and by said Unanimous Written Consent the said Entergy Corporation affirmatively voted all of said stock in favor of, authorized, consented to, approved and constituted as the corporate action of the said New Orleans Public Service Inc., the amendment of its Restatement of Articles of Incorporation, as amended, as hereinabove set forth.

The Restatement of Articles of Incorporation of said New Orleans Public Service Inc., as heretofore amended, was not amended in any other respect than as set forth hereinabove, and all of the provisions of said Restatement of Articles of Incorporation, as heretofore amended and as amended as hereinabove set forth, relating in any way to the shares of stock of said New Orleans Public Service Inc. are incorporated and stated in these Articles of Amendment by reference.

These Articles of Amendment are executed on and dated the 12th day of June, 1989.

NEW ORLEANS PUBLIC SERVICE INC.

By: /s/ James M. Cain
James M. Cain,
President

By: /s/ N. J. Briley
N. J. Briley
Assistant Secretary

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ACKNOWLEDGMENT

STATE OF LOUISIANA
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PARISH OF ORLEANS
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BEFORE ME, the undersigned authority, personally came and appeared JAMES M. CAIN and N. J. BRILEY, to me known and known to me to be the President and the Assistant Secretary, respectively, of New Orleans Public Service Inc. and the persons who executed the foregoing instrument in such capacities, and who, after first being duly sworn by me, did declare and acknowledge that they signed and executed the foregoing instrument in such capacities for and in the name of the said New Orleans Public Inc., as its and their free act and deed, being thereunto duly authorized.

/s/ James M. Cain
James M. Cain, President
New Orleans Public Service Inc.

/s/ N. J. Briley
N. J. Briley, Assistant Secretary
New Orleans Public Service Inc.

Sworn to and subscribed before me at New Orleans, Louisiana, on this 12th day of June, 1989.

/s/ Mary Hull Tooke
Notary Public
My commission is issued for life.

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NOTICE OF CHANGE OF LOCATION OF REGISTERED OFFICE
AND/OR CHANGE OF REGISTERED AGENT

Name of Corporation: New Orleans Public Service Inc.

Registered Office: 639 Loyola Avenue, New Orleans, LA 70113

Name and Address of Registered Agents(s)

William M. Brewer, III, 225 Baronne Street, 26th Floor, New Orleans, Louisiana 70112

Thomas O. Lind, 225 Baronne Street, 26th Floor, New Orleans, Louisiana 70112

Mary Hull Tooker, 225 Baronne Street, 26th Floor, New Orleans, Louisiana 70112

Date: April 12, 1993

/s/ J. J. Cordaro
To be signed by President,
Vice-President, or
Secretary

NOTE If the registered agent is changed, a copy of the resolution by the Board of Directors of the appointment, certified by the President, Vice-President or Secretary must also accompany this report.

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ARTICLES OF AMENDMENT
TO THE
RESTATEMENT OF ARTICLES OF INCORPORATION, AS AMENDED,
OF
NEW ORLEANS PUBLIC SERVICE INC.

On May 5, 1994, the stockholders of New Orleans Public Service Inc., a corporation organized and existing under the laws of the State of Louisiana, by a resolution unanimously adopted by all of the shareholders of said corporation entitled to vote on the matter, amended the first paragraph of Article SIXTH of the Restatement of Articles of Incorporation, as amended, of said corporation to read in its entirety as follows:

"SIXTH: The corporate power of this Corporation shall be vested in, and exercised by, a Board of Directors to be composed of not less than three
(3) nor more than fifteen (15) persons, to be elected annually at a meeting of stockholders to be held on any date selected by the stockholders. The number of persons, within the foregoing limits, to compose the Board of Directors at any given time, shall be fixed either by the stockholders or by the Board of Directors. A majority of the Board of Directors shall constitute a quorum for the transaction of business unless the By-Laws of this Corporation, adopted by the Board of Directors, shall provide for a lesser number." The Restatement of Articles of Incorporation, as amended, of the said New Orleans Public Service Inc. was amended by its shareholders as aforesaid by the Unanimous Written Consent to such corporate action of all of the shareholders of said corporation entitled to vote thereon, signed and executed on May 5, 1994, in accordance with and pursuant to the authority granted in and by the laws of the State of Louisiana and particularly, but not by way of limitation, Section 76 of Title 12 of the Louisiana Revised Statutes of 1950, as amended, the said Unanimous Written Consent having been signed and executed on the date aforesaid by Entergy Corporation, which was then and is now the sole owner and shareholder of record of 8,435,900 shares of the Common Stock of the said New Orleans Public Service Inc., said 8,435,900 shares being all of the outstanding Common Stock of the said New Orleans Public Service Inc. and said Common Stock having all of the voting power and being

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all of the capital stock of the said New Orleans Public Service Inc. entitled to vote on the foregoing amendment to its Restatement of Articles of Incorporation, as amended; and in and by said Unanimous Written Consent the said Entergy Corporation affirmatively voted all of said stock in favor of, authorized, consented to, approved and constituted as the corporate action of the said New Orleans Public Service Inc., the amendment of its Restatement of Articles of Incorporation, as amended, as hereinabove set forth.

The Restatement of Articles of Incorporation of said New Orleans Public Service Inc., as heretofore amended, was not amended in any other respect than as set forth hereinabove, and all of the provisions of said Restatement of Articles of Incorporation, as heretofore amended and as amended as hereinabove set forth, relating in any way to the shares of stock of said New Orleans Public Service Inc. are incorporated and stated in these Articles of Amendment by reference.

These Articles of Amendment are executed on and dated the 21st day of July, 1994.

NEW ORLEANS PUBLIC SERVICE INC.

By: /s/ Glenn E. Harder
Glenn E. Harder, Vice President

By: /s/ Christopher T. Screen
Christopher T. Screen, Assistant Secretary

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ACKNOWLEDGMENT

STATE OF LOUISIANA

PARISH OF ORLEANS

BEFORE ME, the undersigned authority, personally came and appeared Glenn E. Harder and Christopher T. Screen, to me known and known to me to be a Vice President and the Assistant Secretary, respectively, of New Orleans Public Service Inc. and the persons who executed the foregoing instrument in such capacities, and who, after first being duly sworn by me, did declare and acknowledge that they signed and executed the foregoing instrument in such capacities for and in the name of the said New Orleans Public Inc., as its and their free act and deed, being thereunto duly authorized.

/s/ Glenn E. Harder
Glenn E. Harder, Vice President
New Orleans Public Service Inc.

/s/ Christopher T. Screen
Christopher T. Screen, Assistant Secretary
New Orleans Public Service Inc.

Sworn to and subscribed before me at
New Orleans, Louisiana, on this 21st day of July, 1994

/s/ Mary H. Tooke
Notary Public
My Commission is issued for life.

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Exhibit 3(d)

BYLAWS

OF

ARKANSAS POWER & LIGHT COMPANY

AS OF

SEPTEMBER 11, 1992

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BYLAWS

OF

ARKANSAS POWER & LIGHT COMPANY

ARTICLE I

OFFICES

The principal business office of the Company shall be in Little Rock, Arkansas.. The Company may also have offices at such other places as the Board of Directors may from time to time designate.

ARTICLE II

SHAREHOLDERS

Section 1. PLACE OF HOLDING MEETINGS. Meetings of the shareholders shall be held in the offices of the Company in the City of Little Rock, State of Arkansas; or may be held at other places in or outside the State of Arkansas.

Section 2. ANNUAL MEETINGS OF SHAREHOLDERS - ELECTION OF DIRECTORS. The annual meeting of the shareholders for the election of directors and the transaction of such other corporate business as may properly come before such meeting, shall be held on the third Wednesday in May unless such day is a legal holiday, in which case such meeting shall be held on the first day thereafter which is not a legal holiday, unless the shareholders elect to hold the annual meeting on a substitute date.

At each annual meeting the shareholders entitled to vote shall elect directors in the number provided by these Bylaws to serve until the next annual meeting, unless there is arrearage in the payment of preferred stock dividends as hereinafter stated. If dividends payable on any shares of the Preferred Stock at any time outstanding shall be in arrears in an amount equal to or greater than the aggregate dividends accumulated on the outstanding Preferred Stock in any period of twelve (12) months, then the holders of the Preferred Stock, voting separately from the holders of the Common Stock, shall be entitled to elect the smallest number of directors necessary to constitute a majority of the then authorized number of directors, and the remaining directors shall be elected as first provided in this section; provided that if and when accumulated and unpaid dividends on the then outstanding shares of Preferred Stock shall be paid or declared and set apart for payment, then at the next annual meeting of the shareholders, or earlier at a special meeting of the shareholders duly convened for such purpose, new directors may be elected by the vote of the shareholders of the Company as first provided in this section.

In the event of the failure to hold the annual meeting of shareholders, or should be shareholders fail to elect directors at the annual meeting, then in either case the director for the ensuing year may be elected at a special meeting of the shareholders called for such purpose.

At each annual meeting the shareholders may transact such other corporate business as may properly come before said meeting.

Section 3. SPECIAL MEETING OF SHAREHOLDERS. Special meetings of the shareholders entitled to vote upon any matters may be held upon call of the Chairman of the Board, the President, the Board of Directors, the Executive Committee, or shareholders holding at least ten percent (10%) of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting, provided that such shareholders deliver to the Company's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held. Notice of special meetings shall be given in regular manner.

Section 4. NOTICE OF SHAREHOLDERS Meetings. Written or printed notice of all meetings of shareholders stating the date, time, and place of the meeting and in the case of a special meeting a description of the purpose or purposes for which the meeting is being called shall be mailed by either the Chairman of the Board, the President, or the Secretary to each shareholder of record entitled to vote at his last known post office address, at least ten (10) days and no more than sixty (60) days before the meeting except as otherwise provided by law. Such notice shall be deemed to be given when deposited in the mail, postage prepaid, directed to the shareholder at his post office address as it appeals on the records of the Company. For any meeting of shareholders called to consider matters on which all the shareholders are not entitled to vote, notice need not be sent to those shareholders who are not entitled to vote at such meeting but only to those shareholders of the class or classes entitled to vote.

Section 5. QUORUM; VOTE REQUIRED FOR ACTION. A majority of the votes entitled to be cast by the shareholders of the Company representing a separate voting group must be present in person or by proxy at each meeting of the shareholders to constitute a quorum. A majority of the votes cast by a voting group shall decide every question or matter submitted to the shareholders at any meeting, unless otherwise provided by law or by the Amended and Restated Articles of Incorporation.

Section 6. ADJOURNMENTS. Any meeting of shareholders, annual or special, may adjourn from time to time to reconvene at the same or

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some other place, and notice. need not be given of any such adjourned meeting if the time and place thereof are announced at the meeting in which the adjournment is taken. At the adjourned meeting the Company may transact any business which might have been transacted at the original meeting. If after the adjournment a new record date is fixed for the adjourned meeting, which must be done if the meeting is adjourned to a date more than one hundred twenty (120) days after the date fixed for the original meeting, a notice of the adjourned meeting shall be given to each shareholder of record entitled to vote at the meeting in the manner provided by these Bylaws.

Section 7. OFFICERS FOR SHAREHOLDERS MEETINGS. Meetings of. shareholders shall be presided over by (in the order following) the Chairman of the Board, the President, or such officer as may be named for the purpose by resolution of the Board of Directors, or if no such officer is present, by a Chairman elected at the meeting. The Secretary of the Company shall act as Secretary of such meeting, if present. In his absence or incapacity to serve, the presiding Chairman may appoint a Secretary.

Section 8. PROXIES. Each shareholder entitled to vote at a meeting of shareholders may authorize another person or persons to act for him by proxy, but no such proxy shall be voted or acted upon after eleven (11) months from its date, unless the proxy provides for longer period. A duly executed proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient at law to support an irrevocable power. A shareholder may revoke any proxy which is not irrevocable by attending the meeting and voting in person or by filing an instrument in writing revoking the proxy or another duly executed proxy bearing a later date with the Secretary of the Company. Proxies shall be dated and shall be filed with the records of the meeting.

Section 9. FIXING DATE FOR DETERMINATION OF SHAREHOLDERS OF RECORD. In order that the Company may determine the shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect to any change, conversion, or exchange of stock or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date, which shall not be more than seventy (70) days nor less than ten (10) days before the date of such meeting nor more than seventy (70) days prior to any other action. If no record date is flexed: (i) the record date for determining shareholders entitled to notice of or to vote at a meeting of shareholders shall be at the close of business on the day next preceding the day on which notice is given or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held; and (ii) the record date for determining shareholders for any other purpose shall be at the close of business on the date on which the Board of Directors adopts a resolution relating thereto. A determination of shareholders of record entitled to notice of or to vote at a meeting of shareholders shall apply to any adjournment of the meeting; provided, however, the Board of Directors may fix a new record date for the adjourned meeting, which it must do if the meeting is adjourned to a date more than one hundred and twenty
(120) days after the date fixed for the original meeting.

Section 10. LIST OF SHAREHOLDERS ENTITLED TO VOTE. After fixing the record date for a meeting, the Secretary shall prepare an alphabetical listing of the names of all of the shareholders of the Company who are entitled to notice of the shareholders' meeting, which list must be arranged by voting group (and within each voting group by class or series of shares) and must show the address of and number of shares held by each such shareholder. The shareholders list must be made available for inspection by any shareholder, beginning two (2) business days after notice of the meeting is given for which the list was prepared and continuing through the meeting, at the Company's main office or at a place identified in the meeting notice in the city where the meeting will be held. A shareholder, his agent, or attorney shall be entitled on written demand to inspect and to copy the list during regular business hours and during the period it is available for inspection. The Company shall make the shareholders list available at the meeting, any shareholder, his agent, or attorney shall be entitled to inspect the list at any time during the meeting or any adjournment thereof.

Section 11. INFORMAL ACTION BY SHAREHOLDERS. Unless otherwise restricted by law or the Amended and Restated Articles of Incorporation, any action required or permitted to be taken at any annual or special meeting of the shareholders may be taken without a meeting, without prior notice and without a vote, if one or more written consents, setting forth the action taken, shall be signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. All written consents executed by one or more shareholders shall be included in the minutes or filed with the corporate records. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those shareholders who have not consented in writing. In addition, if it is required by law that notice of the proposed action be given to nonvoting shareholders and the action is to be taken by written consent of the voting shareholders, the Company must give its nonvoting shareholders written notice of the proposed action at least ten (10) days before the action is taken.

ARTICLE III

DIRECTORS

Section 1. NUMBER: GENERAL DUTIES: TERM; ELIGIBILITY: AND REMOVAL. The number of directors constituting the Board of Directors of this Company shall be eighteen (18).

Ownership of capital stock of the Company shall not be a prerequisite to serving as a Director.

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Any Director, who is also an officer (except the chief executive officer or a former chief executive officer) or employee of the Company, shall not be eligible for re-election after the date of his retirement as an officer or employee of the Company; however, he shall be permitted to complete the regular term of the office as a Director which he is serving at the time of his retirement. A Director who is or has previously been the Company's chief executive officer at the time of his retirement from active employment with the Company, or a Director who is not an officer or employee of the Company, shall not be eligible for re-election after his seventieth birthday, but he shall be permitted to complete the regular term of office as a Director which he is serving at the time he reaches his seventieth birthday.

Directors shall continue to serve until their successors are duly elected and qualified, unless prevented by death, resignation or inability to serve or by removal as provided in the Amended and Restated Articles of Incorporation.

Section 2. QUORUM: VOTE REQUIRED FOR ACTION. A majority of the directors shall constitute a quorum at any meeting, except when otherwise provided by law; provided, however, that a majority of the directors present may adjourn any meeting, from time to time, and the meeting may be held, as adjourned, without further notice; if at least one-third (1/3) of the directors are present at the meeting. Except in cases in which the Amended and Restated Articles of Incorporation or these Bylaws provide otherwise the vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 3. ORGANIZATION. Meetings of the Board of Directors shall be presided over by the Chairman of the Board, if any, or in his absence by a Vice Chairman of the Board, if any, or in his absence by the President, or in their absence, by a Chairman chosen at the meeting. The Secretary shall act as secretary of the meeting, but in his absence the Chairman of the meeting may appoint any person to act as secretary of the meeting.

Section 4. MEETINGS AND NOTICES OF MEETINGS. Meetings of the Board of Directors shall be held at the times fixed by resolution of the Board, or upon call of the Chairman of the Board, the President, or any two directors, and may be held at any place within or without the State of Arkansas. The Secretary, or an officer performing his duties, shall give reasonable notice (which must be at least two (2) days' prior notice) of all meetings of the directors called, provided that a meeting may be held without notice immediately after the annual election, and notice need not be given of regular meetings held at times fixed by resolution of the Board. Meetings may be held at any time without notice if all the directors are present, or if those not present waive notice either before or after the meeting.

Section 5. FEES AND COMPENSATION OF DIRECTORS. The Board of Directors shall have the power to authorize the payment of compensation to the directors for services to the Company, including fees for attendance at meetings of the Board of Directors. of the Executive Committee, and all other committees, and to determine the amount of such compensation and fees.

Section 6. ELECTION OF OFFICERS. The Board of Directors, as soon as may be after the election of directors in each year, shall elect officers to serve until the next annual meeting of the shareholders and until their successors in office are elected and qualified. The officers to be so elected are:

(a) President (who shall be a Director of the Company and who may also be Chairman of the Board).

(b) Vice President.

(c) Treasurer.

(d) Secretary.

The Board of Directors may also elect a Chairman of the Board (who shall be a Director of the Company and who may also be President), one or more Executive Vice Presidents, one or more Senior Vice Presidents, one or more Vice Presidents, one or more Assistant Vice Presidents, one or more Assistant Treasurers, and one or more Assistant Secretaries.

The Board of Directors may also, from time to time, appoint such other officers and give them such duties as the Board may deem proper. The same person may be elected to more than one office.

Section 7. SALARIES OF OFFICERS. The Board of Directors shall fix salaries and compensation to be paid to officers of the Company or shall designate such person who shall be authorized to fix salaries and compensation to be paid to officers of the Company.

Section 8. VACANCIES. Vacancies occurring among the directors shall be filled as provided in the Amended and Restated Articles.

Section 9. INFORMAL ACTION BY DIRECTORS. Unless otherwise restricted by the Amended and Restated Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if all members of the Board or such committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes or proceedings of the Board or committee. Action taken under this section of the Bylaws is effective when the last director signs the consent, unless the consent specifies a different effective date.

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Section 10. TELEPHONIC MEETINGS PERMITTED. Members of the Board of Directors, or any committee designated by the Board, may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can simultaneously hear each other, and participation in a meeting pursuant to this Bylaw shall constitute presence in person at such meeting.

Section 11. GENERAL POWERS OF DIRECTORS. The Board of Directors shall have the power to manage the business of the Company and, subject to the restrictions imposed by law and by the Amended and Restated Articles of Incorporation, may exercise all the powers of the Company.

ARTICLE IV

COMMITTEES

Section 1. EXECUTIVE COMMITTEES. The Board of Directors, after their election in each year, may appoint an Executive Committee to consist of the Chief Executive Officer and such additional number of directors as the Board may from time to time determine. Such Committee shall have and may exercise all the powers of the Board during the intervals between its meetings, which may be lawfully delegated, subject to such limitations as may be provided by resolution of the Board. The Board shall have the power at any time to change the membership of such Committee and to fill vacancies in it. the Executive Committee may make rules for the conduct of its business and may appoint such committees and assistants as it may deem necessary. The Board may from time to time determine by resolution the number of members of such committee required to constitute a quorum.

Section 2. OTHER COMMITTEES. The Board of Directors may by resolution appoint other committees of directors to perform such duties and take such action as may be lawfully delegated and as the Board may authorize and direct. The Board shall have the power at any time to change the membership of such committees, to fill vacancies in committee personnel and rescind the power and authority of such committees.

Section 3. MINUTES OF MEETINGS. All committees shall keep regular minutes of their proceedings and report the same to the Board of Directors.

Section 4. EX-OFFICIO MEMBERS. The Chairman of the Board of Directors and the President of the Company shall both be ex- officio members of each duly appointed committee.

Section 5. COMMITTEE RULES. Unless the Board of Directors otherwise provides, each committee designated by the Board of Directors may make, alter, and repeal rules for the conduct of its business. In the absence of such rules, each committee shall conduct its business in the same manner as the Board of Directors conduct its business pursuant to Article III of these Bylaws.

ARTICLE V

OFFICERS

Section 1. OFFICERS. The officers of the Company shall be a President one or more Vice Presidents, a Secretary, a Treasurer, and such Assistant Secretaries and Assistant Treasurers as the Board of Directors may elect. The Board of Directors may from time to time elect such other officers as they may deem proper. The same person may be elected or appointed to more than one office. All officers shall serve from their election until the next annual meeting of the shareholders and until their successors in office are elected and qualified, unless they shall resign, become disqualified, or be removed.

Section 2. DUTIES. The officers of the Company shall have such duties, except as modified by the Board of Directors, as generally pertain to their offices respectively, as well as such powers and duties provided in these Bylaws and as may from time to time be conferred by the Board of Directors.

Section 3. RESIGNATION: REMOVAL: VACANCIES. Any officer may resign at any time upon written notice to the Company. The Board of Directors may remove any officer with or without cause at any time, but such removal shall be without prejudice the contractual rights of such officer, if any, with the Company. Any vacancy occurring in any office of the Company by death, resignation, removal or otherwise may be filled for the unexplored portion of the term by the Board of Directors at any regular or special meeting.

ARTICLE VI

CAPITAL STOCK

Section 1. CERTIFICATES OF STOCK. Certificates of stock of the Company must bear the corporate seal of the Company and shall be signed by the President or a Vice President and by the Treasurer or an Assistant Treasurer, the Secretary, or an Assistant Secretary of the Company,

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but when any such certificate is signed by a Transfer Agent or Registrar, the signature of any such corporate officer and the corporate seal upon such certificate may be facsimiles, engraved or printed. The stock of the Company shall be transferable or assign able on the books of the Company by the holders in person or by attorney on the surrender of the certificates therefore duly endorsed. The Board 3f Directors may appoint one or more transfer agents and registrars of the stock.

Section 2. LOST, STOLEN OR DESTROYED STOCK CERTIFICATES:
ISSUANCE OF NEW CERTIFICATES. The company may issue a new certificate of stock in the place of any certificate theretofore issued by it, alleged to have been lost, stolen, or destroyed, and the Company may require the owner of the lost, stolen, or destroyed certificate, or his legal representative, to give the Company a bond sufficient to indemnify it against any claim that may be made against it on account of the alleged loss, theft, or destruction of any such certificate or the issuance of such new certificate.

Section 3. CLASSES OF STOCK - DESIGNATION. If the Company shall be authorized to issue more than one class of stock or more than one series of any class, the designations, preferences and relative, participating, option or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences or rights shall be set forth in full or summarized on the face or back of the certificate which the Company shall issue to represent such class or series of stock, provided, that except as otherwise provided by Arkansas law, in lieu of the foregoing requirements there may be set forth on the face or back of the certificate which the Company shall issue to represent such class or series of stock, a statement that the Company will furnish without charge to each shareholder who so requests the designations, preferences and relative, participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences or rights.

Section 4. DIVIDENDS. The directors may declare dividends upon the capital stock of the Company as and when they deem advisable and according to law.

ARTICLE VII

INDEMNIFICATION OF DIRECTORS, OFFICERS EMPLOYEES AND AGENTS

Section 1. RIGHT TO INDEMNIFICATION. Each person (including here and hereinafter, the heirs, executors, administrators, or estate of such person) (1) who is or was a director or officer of the Company, (2) who is or was an employee of the Company other than an officer, (3) who is or was an agent of the Company and whom the Corporation has expressly agreed to indemnify, or (4) who is or was serving at the request of the Company as a director, officer or employee of another corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the Company as of right to the fullest extent permitted or authorized by the Arkansas Business Corporation Act of 1987 (sometimes referred to herein as the "1987 Act") or subsequent legislation (but in the case of any such subsequent legislation, only to the extent that it permits the Company to provide broader indemnification rights than permitted prior to such legislation), against any liability or expense, awarded or assessed against him, or incurred by him, or paid or to be paid by him in settlement thereof, in his capacity as such director, officer, employee or agent,. or arising out of his status as such director, officer, employee, or agent, including expenses and amounts paid by him in settlement of any proceeding asserted or brought against him by or in the right of any person, including the Company, in any such capacity or arising out of his status as such. Each director, officer, employee, or agent of the Company to whom indemnification rights under this Article VII have been or may be granted is referred to herein as an "Indemnified Person".

The Board of Directors may, upon approval of such director, officer, employee, or agent of the Company, authorize the Company's counsel to represent such person in any proceeding, whether or not the Company is a party to such proceeding.

Notwithstanding the foregoing, except as specified in
Section 3 of this Article, the Company shall indemnify an Indemnified Person in connection with a proceeding (or part thereof) initiated by such Indemnified Person only if authorization for such proceeding (or part thereof) was not denied by the Board of Directors of the Company prior to sixty
(60) days after receipt by the Company of written notice thereof from such person.

Section 2. ADVANCEMENT OF EXPENSES. Costs, charges and expenses incurred by a director, officer or employee in defending a proceeding shall be paid by the Company to the fullest extent permitted or authorized by the applicable Arkansas Act pursuant to Section 1 of this Article or subsequent legislation (but in the case of any such subsequent legislation, only to the extent that it permits the Company to provide broader rights to advance costs, charges and expenses than permitted prior to such legislation) in advance of the final disposition of such proceeding, within fourteen (14) days after the receipt by the Company of a written statement from such director, officer or employee requesting such an advancement together with an undertaking, if required by law at the time of such advance, by or on behalf of the person seeking such advance, to repay all amounts so advanced in the event that it shall ultimately be determined that such person is not entitled to be indemnified by the Company as authorized in this Article. In the case of agents of the Company, advancements of costs, charges and expenses may be made upon such other terms and conditions as the Board of Directors may deem appropriate.

Section 3. PROCEDURE FOR INDEMNIFICATION AND OBTAINING ADVANCEMENT OF EXPENSES. Any indemnification of

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liabilities and expenses or advancement of expenses under this Article shall be made promptly, and, in the case of indemnification, in any event within sixty (60) days of receipt by the Company of the written request of the Indemnified Person, or, in the case of advancement of expenses, as set forth in Section 2 of this Article. If the Company denies such request in whole or in part or if no disposition thereof is made within the applicable time limit or if the Company otherwise fails to provide indemnification or advancement as provided for in this Article, and despite any contrary determination by or on behalf of the Company in the specific case, the Indemnified Person may enforce his right to indemnification or advancement, or both, in an appropriate proceeding brought in a court of competent jurisdiction and shall be entitled to such indemnification or advancement, or both, as the court shall by order direct. Such person's reasonable expenses in obtaining court-ordered indemnification or. advancement shall be reimbursed by the Company. No such contrary determination by or on behalf of the Company shall be a defense to such proceeding or create a presumption. that the claimant has not met the applicable standard of conduct, if any, for indemnification or for an advancement pursuant to Section 1 or
Section 2 of this Article. It shall be a defense to any such action that the claimant has not met the applicable standard of conduct, if any, pursuant to Section 1 or Section 2 of this Article.

Section 4. OTHER RIGHTS: CONTINUATION OF RIGHT TO INDEMNIFICATION AND ADVANCEMENTS. The rights to indemnification and to advancements provided by this Article shall not be deemed exclusive of any other or further rights to which a person seeking indemnification or advancements may be entitled under any law (common or statutory), agreement, vote of shareholders or disinterested directors or otherwise, either as to action taken or omitted to be taken in his official capacity or as to action taken or omitted to be taken in another capacity while holding office or while employed by or acting as agent for the Company, and shall continue as to an Indemnified Person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person. All rights to indemnification and to advancements of expenses under this Article shall be deemed to be a contract between the Company and each Indemnified Person. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the applicable Arkansas Business Corporation Act or any other applicable law shall not m any way diminish any right to indemnification or to advancement of expenses of such Indemnified Person, or the obligations of the Company, arising hereunder for claims relating to matters occurring prior to such repeal or modification.

Section 5. INSURANCE AND OTHER ARRANGEMENTS. The Company may maintain insurance, at its expense, to protect itself and/or any person who is or was or has agreed to become a director, officer, employee or agent of the Company, or is or was serving at the request of the Company as a director, officer, employee or agent of another company, partnership, joint venture, trust or other enterprise against any liability asserted against him or incurred by him or on his behalf in any such capacity, or arising out of his status as such, whether or not the Company would have the legal power to directly indemnify him against such liability. The Company may also obtain a letter of credit, act as self- insurer, create a reserve, trust, escrow, cash collateral or other fund or account, enter into indemnification agreements, pledge or grant a security interest in any asset or properties of the Company, or use any other mechanism or arrangement whatsoever in such amounts, at such costs, and upon such other terms and conditions as the Board of Directors shall deem appropriate for the protection of any or all such persons.

Section 6. SEPARABILITY. If this Article or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Company shall be nevertheless indemnify each director and officer, and each employee and agent of the Company as to whom the Company has agreed to grant indemnity, as to liabilities and expenses, and amounts paid or to be paid in settlement with respect to any proceeding, including an action by or in the right of the Company, to the full extent permitted by any applicable portion of this Article that shall not have been invalidated and to the full extent permitted by applicable law.

Section 7. TERMS. For purposes of this Article and in each case without limiting the generality thereof, the term "other enterprises" includes employee benefit plans; the term "expenses" includes reasonable counsel fees; the term "liability" includes obligations to pay a judgment, settlement, penalty, fine (including an excise tax assessed on a person with respect to any employee benefit plan), and expenses actually and reasonably incurred with respect to a proceeding; the term "proceeding" includes any threatened, pending, or completed action, suit, or other type of proceeding, whether civil, criminal, administrative, or investigative; and the term "serving at the request of the Company" includes any service as a director, officer, employee or agent of the Company that imposes duties on or involves services by such persons, including duties relating to an employee benefit plan and its participants or beneficiaries.

ARTICLE VIII

MISCELLANEOUS PROVISIONS

Section 1. DEPOSITARIES. The Board of Directors is authorized to select such depositaries as it shall deem proper for the funds of the Company, or may authorize the proper officers of the Company to do so. Checks and drafts against such deposited funds shall be signed and countersigned by officers or persons to be specifically specified by the Board of Directors.

Section 2. WAIVERS. Whenever under the provisions of these Bylaws or of any law the shareholders or directors are authorized to hold any meeting or take any action after notice or after the lapse of any prescribed period of time, such meeting or action may be held or taken without notice and without such lapse of time, on written waiver of such notice and lapse of time signed by every person entitled to such notice who did not properly receive such notice or by his attorney or attorneys thereunto authorized, either before or after the meeting or action to which such notice relates. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, unless the person at the beginning of the

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meeting objects to holding the meeting or transacting business at the meeting, and with respect to directors does not vote for or assent to the action taken. In addition, with respect to shareholders, attendance of a person at a meeting shall constitute a waiver of objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the person objects to considering the matter when it is presented. All waivers of notice shall be filed with the minutes of the meeting.

Section 3. EXECUTION OF CHECKS, NOTES, ETC. All checks and drafts on the Company's bank accounts and all bills of exchange, promissory notes, acceptances, obligations and other instruments for the payment of money shall be signed by the President or any Vice President and by the Treasurer or any Assistant Treasurer, or shall be signed by such other officer or officers, person or persons, as shall be thereunto authorized by the Board of Directors or the Executive Committee, or shall be signed by such officer or officers, person or persons, as shall be thereunto authorized in the indenture relating to a security issued by the Company provided that when specifically authorized by the Board of Directors, the signature of any corporate officer or other person and the corporate seal upon instruments described above may be facsimile, engraved or printed.

Section 4. CORPORATE SEAL. The corporate seal of the Company shall be in such form as required by law and as the Board of Directors shall prescribe. The seal on any corporate obligation for the payment of money may be a facsimile, engraved or printed.

Section 5. DIRECTORS EMERITUS AND ADVISORY DIRECTORS. Any individual who shall have served as a Director of this Company may by action of either the shareholders or the Board of Directors be declared to be a Director Emeritus for the remainder of his natural life as recognition of the past services rendered to the Company. A Director Emeritus, as such, shall not have the right to vote at meetings of the Board of Directors. A Director Emeritus shall receive from the Company such remuneration as shall be fixed by the Board of Directors.

Any individual who shall have served as a Director of this Company may by action of either the shareholders or the Board of Directors be declared to be an Advisory Director who shall serve for a term not exceeding one (1) year from the date of his election. An Advisory Director, as such, shall not have the right to vote at meetings of the Board of Directors. An Advisory Director shall receive from the Company such remuneration as shall be fixed by the Board of Directors.

Section 6. INSPECTION OF BYLAWS. A copy of the Bylaws, with all amendments thereto, shall at all times be kept in a convenient place at the main office of the Company, and shall be open for inspection to all shareholders during normal business hours.

Section 7. INTERESTED DIRECTORS AND OFFICERS: QUORUM. No contract or transaction between the Company and one or more of its directors or officers, or between the Company and any other company, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purposes, if: (l) the material facts as to his relationship or interest and as to the contract or transaction are disclosed or known to the Board of Directors or the committee, and the Board or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors; provided, however, that the contract or transaction may not be authorized, approved, or ratified by a single director; or (2) the material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the shareholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by a vote of the shareholders; or (3) the contract or transaction is fair to the Company. If a majority of the disinterested directors vote to authorize, approve, or ratify the contract or transaction, a quorum shall be deemed present for purpose of taking action under this Section 7. If the contract or the transaction is approved by shareholders, the shares owned by or voted under the control of an interested director or an interested company, partnership, association, or other organization in which one or more of the Company's directors or officers are directors or officers, or have a financial interest, shall not be counted in the vote of shareholders. The vote of such shares, however, shall be counted in determining whether the transaction or contract is approved under the Amended and Restated Articles of Incorporation or the Arkansas Business Corporation Act of 1981. A majority of the shares that are entitled to be counted in a vote on the transaction or contract under this Section 7 constitutes a quorum for the purpose of taking action under this Section 7.

Section 8. FORM OF RECORDS. Any records maintained by the Company in the regular course of its business, including a stock ledger, books of account, and minute books, may be kept on, or by in the form of, punch cards, magnetic tape, photographs, microphotographs, or any other information storage device, provided that the records so kept can be converted into clearly legible form within a reasonable time. The Company shall so convert any records so kept upon the request of any person entitled to inspect the same.

Section 9. AMENDMENT OF BYLAWS. Except as otherwise provided by law and the Articles of Incorporation, these Bylaws may be amended, changed or altered by either the shareholders or Board of Directors at a duly convened meeting, the notice of which includes notice of the proposed amendment, change or alteration.

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Consent of Stockholder of
Arkansas Power & Light Company

This Consent is executed, pursuant to the provisions of Ark. Code Ann. Section4-27-704 (Repl. 1991) by Entergy Corporation, the holder of all the issued and outstanding common stock of Arkansas Power & Light Company, in lieu of a meeting of stockholders.

Pursuant to authority granted under the provisions of the statutes of the State of Arkansas and by the Bylaws of Arkansas Power & Light Company, the first paragraph of Section 1 of Article III of the Bylaws of Arkansas Power & Light Company is amended to read as follows:

"Section 1. NUMBER; GENERAL DUTIES; TERM; ELIGIBILITY; AND REMOVAL. The shareholders or the Board of Directors shall have the power from time to time to fix the number of directors of the Company, provided that the number so fixed shall not be less than three (3) or more than fifteen (15)."

Pursuant to the authority granted by Article EIGHTH (a) of the Amended and Restated Articles of Incorporation of Arkansas Power & Light Company, the number of directors of Arkansas Power & Light Company is fixed at six (6) and the following individuals are hereby nominated and elected to serve as the directors constituting the Board of Directors of Arkansas Power & Light Company until their successors shall be elected and qualified:

Michael B. Bemis
Donald C. Hintz
Jerry D. Jackson
R. Drake Keith
Edwin Lupberger
Jerry L. Maulden

The corporate acts and actions taken by the Board of Directors and officers of the Company since the annual meeting of stockholders held on May 26, 1993, be and hereby are ratified and approved.

IN WITNESS WHEREOF, this Consent has been executed on this 5th day of May, 1994.

ENTERGY CORPORATION

By: /s/ Edwin Lupberger
Edwin Lupberger
Chairman of the Board
and
Chief Executive Officer

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Exhibit 3(e)

GULF STATES UTILITIES COMPANY

TRANSCRIPT FROM THE RECORDS OF MEETING OF THE BOARD OF DIRECTORS HELD ON NOVEMBER 12, 1992

****

RESOLVED, that this Board of Directors hereby further waives the terms of Article IX of the Company's Bylaws regarding mandatory retirement age of directors to allow Robert H. Barrow to continue to serve as a member of the Board of Directors until the Annual Meeting of Shareholders in May, 1994.

****

I, Leslie D. Cobb, Vice President and Secretary of Gulf States Utilities Company, a wholly-owned subsidiary of Entergy Corporation, I hereby certify that the foregoing is a true and correct copy of a certain resolution duly adopted by the Board of Directors of said Company at a Special Meeting of said Board duly convened and held on November 12, 1992, at which meeting a quorum for the transaction of business was present and acting throughout.

I further certify that said resolution has not been amended or revoked and that the same is now in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand and have affixed the corporate seal of said Company this 28th day of January, 1994.

Leslie D Cobb
Vice President & Secretary
Gulf States Utilities Company
Amended January 28, 1994

BYLAWS

GULF STATES UTILITIES COMPANY
BYLAWS

of

GULF STATES UTILITIES COMPANY

ARTICLE I.

Name.

The name of this Corporation shall be GULF STATES UTILITIES COMPANY.

ARTICLE II.

Shareholders' Meetings.

All meetings of the Shareholders shall be held at the principal office of the Company, 350 Pine Street, Beaumont, Texas. With or Without motion, the Chairman of any meeting of the Shareholders may appoint Inspectors and Tellers for such meeting who shall examine into the qualifications of the Shareholders present in person or represented at the meeting by proxy, report the shares represented at the meeting and tabulate the vote on such matters as may come before the meeting.

ARTICLE III.

Annual Meeting.

The Annual Meeting of the Shareholders of this Corporation shall be held on the first Thursday in May in each year if not a legal holiday and, if a legal holiday, then on the next succeeding Thursday not a legal holiday. In the event that such Annual Meeting is omitted by circumstances beyond the control of the Company or otherwise on the date herein provided for, the Directors shall cause a meeting in lieu thereof to be held as soon thereafter as conveniently may be, and any business transacted or elections held at such meeting shall be as valid as if transacted or held at

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the Annual Meeting. Such subsequent meeting shall be called in the same manner and as provided for Special Shareholders' Meetings.

ARTICLE IV.

Special Meetings.

Special Meetings of the Shareholders of this Corporation shall be held whenever called by the Chairman of the Board of Directors, the Vice Chairman, the President, a Vice President or a majority of the Board of Directors, or whenever the holder or holders of one-tenth (1/10) of the shares of the capital stock issued and outstanding and entitled to vote shall make written application therefor to the Secretary or an Assistant Secretary, stating the time and purpose of the meeting applied for. Special Meetings of the Shareholders shall also be held following the accrual or termination of the right of the preferred stock of the Corporation, voting as a class, to elect the smallest number of Directors of this Corporation necessary to constitute a majority of the members of the Board of Directors, whenever requested to be called in the manner provided in Paragraph 6 of Article VI of the Restated Articles of Incorporation of the Corporation as amended.

ARTICLE V.

Notice of Shareholders' Meetings

Written or printed notice of all Shareholders' Meetings, stating the time and place, and, in the case of Special Meetings, the purpose or purposes for which such meetings are called, shall be delivered by the Secretary or an Assistant Secretary, by mail, to each Shareholder of record, having voting power in respect of the business to be transacted thereat, at his or her registered address, at least ten (10) and not more than sixty (60) days prior to the date of the meeting, and the person giving such notice shall make affidavit in relation thereto; provided that such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Shareholder at his address as it appears on the stock transfer books of the Corporation, with postage thereon prepaid, and further provided that notice of any such meeting shall be deemed to be sufficiently delivered to any Shareholder who, while the provisions of the Trading with the Enemy Act (Public Act No. 91 of the Sixty-fifth Congress of the United States of America, as now or hereafter amended) shall be operative, shall appear from the stock books to be or shall be known to the Corporation to be an "enemy" or "ally of enemy" as defined in the said Act and whose address appearing on such stock books is outside the United States, or the mailing to whom of notice shall at the time be prohibited by any other law of the United States of America or by any executive order or regulation issued or promulgated by any officer or agency of the United States of America (a) if, at least ten (10) days prior to the date of the meeting, a copy of the notice of the meeting shall be mailed to any person or agency who by any such law, order or regulation shall have been duly designated to receive such notice or duty designated or appointed as custodian of the property of such Shareholder; or (b) if a brief notice of such meeting, including, in the case of a Special Meeting, either a brief statement of the objects for which such meeting is called or a statement as to where there may be obtained a copy of a written notice containing a statement of such objects, shall be published by the Corporation at least once, not less than ten (10) days before the meeting in a daily newspaper published in the English language and of general circulation in the City of Beaumont, Texas.
Any meeting at which all Shareholders having voting power in respect of the business to be transacted thereat are present, either in person or represented by proxy, or of which those not present have waived notice in writing, shall be a legal meeting for the transaction of business, notwithstanding that notice has not been given as herein before provided.

ARTICLE VI

Waiver of Notice.

Notice of any Shareholders' Meeting may be waived by any Shareholder and the presence at any meeting, either in person or by proxy, of a Shareholder having voting power in respect of the business to be transacted thereat shall be deemed as to such Shareholder a waiver of notice of the meeting.

ARTICLE VII

Quorum.

At any meeting of the Shareholders, a majority of the shares of capital stock issued and outstanding and entitled to vote in respect of the business to be transacted thereat, represented by such Shareholders of record in person or by proxy, shall constitute a quorum, but a less interest may adjourn any meeting from time to time and the same shall be held as adjourned without further notice. When a quorum is present at any meeting, the vote of the holders of a majority of the shares of capital stock entitled to vote represented thereat shall decide all questions brought before such meeting, unless the question is one upon which by express provision of law or of the Articles of Incorporation of the Corporation or of these Bylaws a larger or different vote is required, in which case such express provision shall govern and control the decision of such question. The provisions of this Article are, however, subject to the provisions of Paragraphs 6 and 13 of Article VI of the Articles of Incorporation of the Corporation as amended.

ARTICLE VIII.

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Proxy and Voting

The voting power of the respective classes of stock of the Corporation shall be as provided in Article VI of the Articles of Incorporation of the Corporation as amended. Shareholders of record entitled to vote may vote at any meeting either in person or by proxy in writing, which shall be filed with the Secretary of the meeting before being voted. Such proxies shall entitle the holders thereof to vote at any adjournment of such meeting, but shall not be valid after the final adjournment thereof or after eleven (11) months from the date of its execution unless otherwise provided in the proxy. Each holder of record of stock of the Corporation of any class shall, as to all matters in respect of which such class of stock has voting power, be entitled to one vote for each share of stock of such class standing in his name on the books of the Corporation.

ARTICLE IX.

Board of Directors.

A Board of fourteen (14) Directors shall be chosen by ballot at the Annual Meeting of the Shareholders or at any meeting held in the place thereof as hereinbefore provided. The number of Directors may be increased or decreased from time to time by amendment of the Bylaws, but no decrease shall have the effect of shortening the term of any incumbent Director. Any directorship to be filled by reason of an increase in the number of Directors may be filled by election at an Annual Meeting or at a Special Meeting of Shareholders called for that purpose or may be filled by the Board of Directors for a term of office continuing only until the next election of one or more Directors by the Shareholders; provided that the Board of Directors may not fill more than two such directorships during the period between any two successive Annual Meetings of Shareholders. Each Director elected by the Shareholders shall serve until the next Annual Meeting and until such Director's successor is duly elected and qualified except as in these Bylaws may otherwise be provided.

No person shall be eligible for election or re-election as a Director of the Company after attaining age seventy (70) except as otherwise permitted by the Board by special resolution heretofore adopted. Any Director who retires from active employment by the Company shall, concurrently with such retirement, resign as a Director of the Company

The foregoing provisions placing qualifications on the eligibility of Directors are, however, subject to Paragraphs 6 and 13 of Clause E of Article V~ of the Restated Articles of Incorporation of the Corporation as amended.

ARTICLE X

Powers of Directors

The Board of Directors shall have the entire management of the business of the Corporation. In the management and control of the property, business and affairs of the Corporation, the Board of Directors is hereby vested with all the powers possessed by the Corporation itself, so far as this delegation of authority is not inconsistent with the laws of the State of Texas, with the Articles of Incorporation of the Corporation or with these Bylaws. The Board of Directors shall have power to determine what constitutes net earnings, profits and surplus, respectively, what amount shall be reserved for working capital and for any other purposes, and what amount shall be declared as dividends, and such determination of the Board of Directors shall be final and conclusive.

ARTICLE XI.

Fees of Directors and Others..

The Board of Directors shall have power to fix and determine the fee or fees to be paid members of the Board of Directors or any Committees appointed by the Directors or Shareholders for attendance at meetings of said Directors or Committees. Any fees so fixed and determined by the Board of Directors shall be subject to revision or amendment by the Shareholders.

ARTICLE XII.

Executive and Other Committees.

The Board of Directors, by resolution adopted by a majority of the number of Directors fixed by the Bylaws, may elect from its number an Executive Committee of not less than three nor more than six members, which Committee may exercise the powers of the Board of Directors in the management of the business of the Corporation when the Board is not in session except where action of the Board of Directors is specified or required by law. The Executive Committee shall report its actions to the Board For approval. The Executive Committee may make rules for the notice, holding and conduct of its meetings and the keeping of the records thereof.

The Board of Directors may likewise appoint from its number or from the Shareholders other Committees from time to time, the number composing such Committees and the powers conferred upon the same to be determined by vote of the Board of Directors.

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ARTICLE XIII.,

Meetings.

Regular Meetings of the Board of Directors shall be held at such places within or without the State of Texas and at such times as the Board by vote may determine from time to time, and if so determined no notice thereof need be given. Special Meetings of the Board of Directors may be held at any time or place, either within or without the State of Texas. whenever called by the Chairman of the Board of Directors, the Vice Chairman, the President, a Vice President, the Secretary, an Assistant Secretary or three or more Directors, notice thereof being given to each Director by the Secretary or an Assistant Secretary or officer calling the meeting, or at any time without formal notice provided all the Directors are present or those not present have waived notice thereof. Notice of Special Meetings, stating the time and place thereof, shall be given by mailing the same to each Director at his residence or business address at least two days before the meeting or by delivering the same to him personally or by telephoning or telegraphing the same to him at his residence or business address at least one day before the meeting

ARTICLE XIV.

Quorum.

A majority of the Board of Directors shall constitute a quorum for the transaction of business, but a less number may adjourn any meeting from time to time and the same may be held without further notice. When a quorum is present at any meeting, a majority vote of the members in attendance thereat shall decide any question brought before such meeting, except as otherwise provided by law or by these Bylaws

ARTICLE XV

Officers

The officers of this Corporation shall be a Chairman of the Board of Directors, a Vice Chairman, a President, one or more Vice Presidents, a Secretary, a Treasurer, and a Controller, and such other officers and assistant officers as are permitted or provided by these Bylaws and elected by the Board of Directors The officers shall be elected by the Board of Directors after its election by the Shareholders, and a meeting may be held without notice for this purpose immediately after the Annual Meeting of the Shareholders and at the same place.

ARTICLE XVI.

Eligibility of Officers

The Chairman of the Board of Directors shall be a Director of the Corporation but need not be a Shareholder of the Corporation. The Vice Chairman, the President, Vice Presidents, Secretary, Treasurer, Controller, and such other officers as may be appointed may be, but need not be, Shareholders or Directors of the Corporation Any person may hold more than one office provided the duties thereof can be consistently performed by the same person, and except that the President and Secretary shall not be the same person.
ARTICLE XVII.

Additional Officers and Agents.

The Board of Directors in its discretion may appoint one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers or agents as it may deem advisable, and prescribe the duties thereof.

ARTICLE XVIII

Chairman of the Board of Directors.

The Chairman of the Board shall be elected from among the Directors of this Corporation. He may call meetings of the Board of Directors and of any committee thereof whenever he deems necessary. When present, he shall call to order and preside at all meetings of the Shareholders of this Corporation and of the Board of Directors He shall be the chief executive officer thereof, shall have general supervision over the business and policies of this Corporation, subject to control of the Board of Directors, and may perform all duties and exercise all powers as are conferred by these Bylaws, or by law, on the President except such duties, if any, as are required by law to be performed by a President or a Vice President. The Chairman of the Board is hereby authorized to sign certificates representing shares to which shareholders are entitled The Chairman of the Board shall perform such other duties and have such other powers as the Board of Directors shall designate from time to time.

ARTICLE XIX

Vice Chairman

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The Vice Chairman shall have the powers and authorities and shall perform all the duties commonly incident to his office and shall perform such other duties and have such other powers as the Board of Directors shall designate from time to time. In the absence of the Chairman of the Board, the Vice Chairman shall perform the duties of such Chairman. He shall be the chief operating officer of this Corporation. Subject to control of the Board of Directors, he may perform all duties and exercise all powers as are conferred by these Bylaws, or by law, on the President except such duties as are required by law to be performed by a President, or a Vice President. The Vice Chairman is hereby authorized to sign certificates representing shares to which shareholders are entitled.
ARTICLE XX.

President

In the absence of the Chairman of the Board and Vice Chairman, the President shall perform the duties of such Chairman In the absence of the Vice Chairman, the President shall perform the duties of such Vice Chairman. The President shall have the powers and authorities and shall perform all the duties commonly incident to his office and such other duties as the Board of Directors shall designate from time to time The President or n Vice President, or such other officer or officers as may be authorized by these Bylaws or such other person as is thereunto specifically authorized by vote of the Board of Directors, shall sign all bonds, deeds and contracts of this Corporation. The President or a Vice President or such other officer or officers as these Bylaws may prescribe shall sign all certificates representing shares of stock in this Corporation to which Shareholders are entitled.

ARTICLE XXI.

Vice Presidents

Except as especially limited by vote of the Board of Directors, any Vice President shall perform the duties and have the powers of the President during the absence or disability of the President, and shall have the power to sign all certificates of stock, bonds, deeds, and contracts of the Corporation He shall perform such other duties and have such other powers as the Board of Directors, the Chairman of the Board of Directors, the Vice Chairman, or the President shall designate from time to time. From time to time, as it may determine advisable, the Board of Directors may designate one or more Executive Vice Presidents who, in the absence or disability of the President, shall be managing executive officers of this Corporation; provided that priority for exercise of such authority is granted to the Executive Vice President designated as "Senior" and is thereafter granted in order of original election to such office. An Executive Vice President shall possess all the powers conferred by these Bylaws on other Vice Presidents and shall perform such other duties and have such other powers as the Board of Directors, the Chairman of the Board of Directors, the Vice Chairman, or the President may designate from time to time.

ARTICLE XXII.

Secretary

The Secretary shall keep accurate minutes of all meetings of the Shareholders, the Board of Directors and the Executive or other Committees of the Board of Directors, respectively, shall perform all the duties commonly incident to his office, and shall perform such other duties and have such other powers as the Board of Directors shall designate from time to time The Secretary shall have the power, together with the Chairman of the Board of Directors, the Vice Chairman, the President or a Vice President, to sign certificates of stock of the Corporation. In his absence an Assistant Secretary or a Secretary pro tempore shall perform his duties. The Secretary, any Assistant Secretary and any Secretary pro tempore shall be sworn to the faithful discharge of their duties.

ARTICLE XXIII.

Treasurer and Controller.

The Treasurer shall have and exercise, under the supervision of the Board of Directors, all the powers and duties commonly incident to his office, and shall give bond (which shall be in the custody of the President) in such form and with such sureties as shall be required by the Board of Directors.

The Controller shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation, in such depositories as may be designated by the Board of Directors The Controller shall have and exercise, under the supervision of the Board of Directors, all the powers and duties commonly incident to his office, and shall give bond (which shall be in the custody of the Chief Executive Officer) in such form and with such sureties as shall be required by the Board of Directors

ARTICLE XXIV.

Removals

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The Shareholders may, at any meeting called for the purpose, by a vote of a majority of the shares of the capital stock issued and outstanding and entitled to vote, remove from office any Director and elect or appoint his successor, but this provision is subject to Paragraph 6 of Article VI of the Articles of Incorporation of the Corporation as amended. The Directors may, by vote of not less than a majority of the entire Board, remove from office any officer or agent or member or members of any Committees selected or appointed by them.
ARTICLE XXV

Vacancies.

Any vacancy occurring in the Board of Directors (other than a vacancy created by an increase in the number of Directors, which is governed by Article IX of these Bylaws) may be filled for the unexpired term by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors, but vacancies in the Board of Directors may be filled for the unexpired term by the Shareholders having voting power at a meeting called for that purpose, unless such vacancy shall have been filled by the Directors.

If the office of any officer or agent, one or more, is or becomes vacant by reason of death, resignation, removal, disqualification or otherwise, the Directors may, by a majority vote, elect a person to such office to serve until tile next annual meeting or until his successor shall be elected.

ARTICLE XXVI.

Capital Stock.

The amount of capital stock, and of each class thereof, shall be as fixed in the Articles of Incorporation or in any lawful amendments thereto and the votes of the Corporation from time to time

ARTICLE XXVII

Certificates of Stock.

Every Shareholder shall be entitled to a certificate or certificates representing shares of the capital stock of the Corporation in such form, complying with the law as may be prescribed by the Board of Directors, duly numbered and sealed with the corporate seal of the Corporation and setting forth the number and kind of shares to which such Shareholder is entitled. Such certificates shall be signed by the Chairman of the Board of Directors, the Vice Chairman, the President or a Vice President and by the Secretary or an Assistant Secretary. The Board of Directors may also appoint one or more Transfer Agents and/or Registrars for the stock of any class or classes and may require stock certificates to be countersigned by one or more of them. If certificates representing shares of capital stock of this Corporation are manually signed either by a Transfer Agent or by a Registrar, the signatures thereon of the Chairman of the Board of Directors, the Vice Chairman, the President or a Vice President and the Secretary or an Assistant Secretary of this Corporation may be facsimiles, engraved or printed. Any provisions of these Bylaws with reference to the signing of stock certificates shall include, in cases above permitted, such facsimile signatures. In case any officer or officers who shall have signed, or whose facsimile signature or signatures shall have been used on, any such certificate or certificates, shall cease to be such officer or officers of this Corporation, whether because of death, resignation or otherwise, before such certificate or certificates shall have been delivered by this Corporation, such certificate or certificates may nevertheless be adopted by the Board of Directors of this Corporation and be issued and delivered as though the person or persons who signed such certificate or certificates or whose facsimile signature or signatures shall have been used thereon had not ceased to be such officer or officers of this Corporation. Any stock certificates bearing facsimile signatures of officers of this Corporation, as above provided, may also bear a facsimile of the seal of this Corporation.

ARTICLE XXVIII.

Transfer of Stock.

Shares of stock may be transferred by delivery of the certificate accompanied either by an assignment in writing on the back of the certificate or by a written power of attorney to sell, assign and transfer the same signed by the person appearing by the certificate to be the owner of the shares represented thereby. No transfer shall affect the right of the Corporation to pay any dividend due upon the stock, or to treat the holder of record as the holder in fact, until such transfer is recorded upon the books of the Corporation or a new certificate is issued to the person to whom it has been so transferred. It shall be the duty of every Shareholder to notify the Corporation of his post office address.

The Board of Directors shall have power to close the stock transfer books of this Corporation for a period not exceeding 50 days preceding the date of any meeting of Shareholders or the date for payment of any dividend or the date for the allotment of rights or the date when any change or conversion or exchange of capital stock shall go into effect; provided, however, that in lieu of closing the stock transfer books as aforesaid, the Board of Directors may fix in advance a date, not exceeding 60 days preceding the date of any meeting of Shareholders or the date for the payment of any dividend, or the date for the allotment of rights, or the date when any change or conversion or exchange of capital stock shall go into effect, as a record date for the determination of the Shareholders entitled to notice of, and to vote at, any such meeting and any adjournment thereof, or entitled to receive payment of any such dividend, or to any such allotment or rights, or to exercise the rights in respect of any such

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change, conversion or exchange of capital stock, and in such case only such Shareholders as shall be Shareholders of record on the date so fixed shall be entitled to such notice of, and to vote at, such meeting and any adjournment thereof, or to receive payment of such dividend, or to receive such allotment of rights, or to exercise such rights, as the case may be, notwithstanding any transfer of any stock on the books of this Corporation after any such record date fixed as aforesaid

ARTICLE XXIX.

Loss of Certificates.

In case of the loss, mutilation or destruction of a certificate representing shares of stock, a duplicate certificate may be issued upon such terms as the Board of Directors may prescribe

ARTICLE XXX.

Seal.

The seal of this Corporation shall consist of a flat-faced circular die with the words and figures "GULF STATES UTILITIES COMPANY CORPORATE SEAL 1925 TEXAS" cut or engraved thereon

ARTICLE XXXI.

Books and Records.

Unless otherwise expressly required by the laws of the State of Texas, the books and the records of the Corporation may be kept outside of the State of Texas at such place or places as may be designated from time to time by the Board of Directors.

ARTICLE XXXII.

Amendments.

These Bylaws may be amended, added to, altered or repealed by the Board of Directors of the Company. In the event of any such amendment, alteration or repeal of these Bylaws by the Board of Directors, the notice of the Annual Meeting of the Shareholders which shall thereafter first be sent to the Shareholders shall state that the Bylaws have been so amended, added to, altered or repealed and shall describe or set forth or be accompanied by statement describing or setting forth such amendment, addition, alteration or the text of any article which has been repealed. Notwithstanding anything hereinabove contained, these Bylaws may be amended, added to, altered or repealed at any Annual or Special Meeting of the Shareholders by vote in either case of a majority of the voting power of the shares of the capital stock issued and outstanding and entitled to vote in respect thereof, unless the question is one upon which by express provisions of law or of the Articles of Incorporation or of these Bylaws a larger or different vote is required, in which case such express provision shall govern and control the decision of such question, provided, however, that notice is given in the call of said meeting that an amendment, addition, alteration or repeal is to be acted upon.

ARTICLE XXXIII,

Indemnification.

A. The Corporation shall indemnify any person who was or is a named defendant or respondent or is threatened to be made a named defendant or respondent in a proceeding (which shall ;include any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitrative, or investigative, any appeal in such an action, suit or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding including but not limited to any action, suit or proceeding brought by or in behalf of the Corporation) because the person is or was a director, officer, or employee of the Corporation, and any person who, while a director, officer, or employee is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another domestic or foreign corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, or is or was a nominee or designee of the Corporation who is or was serving at the request of the Corporation as a director or officer of any domestic or foreign corporation which is owned in whole or part by the Corporation, against, judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses (including but not limited to court costs and attorneys' fees) actually incurred by the person in connection with such proceeding, if the person (1) conducted himself or herself in good faith, (2) reasonably believed in the case of conduct in his or her official capacity as a director, officer, or employee of the Corporation, that his or her conduct was in the Corporation's best interests and in all other cases that his or her conduct was at least not opposed to the Corporation's best interests and (3) in the case of any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful. This indemnity is expressly intended to apply regardless of the sole, concurrent, or contributing negligence or fault of the person to be indemnified provided that the standards of conduct described in clauses (l),

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(2), and (3) are met. In addition to the other standards of conduct described in clauses (1), (2), and (3), indemnification and payment or reimbursement of expenses of employees under this Article XXXIII shall be provided for an employee (who is not a director or officer) only when the employee's conduct was within the course and scope of his or her employment by the Corporation.

B. The Corporation shall indemnify a director, officer, or employee, or such A nominee or designee or person who, at the request of the Corporation, is serving in capacities described above against reasonable expenses (including but not limited to court costs and attorneys' fees) incurred by him or her in connection with a proceeding in which he or she is a named defendant or respondent because he or she is or was a director, officer, or employee, or such a nominee or designee if he or she has been wholly successful, on the merits or otherwise, in the defense of the proceeding.

C. Indemnification provided under Section A shall be made by the Corporation (except as provided in Section B) only if it is determined in accordance with the following procedures that the person has met the requirements set forth in Section A and that indemnification is permissible Such determination that indemnification is permissible under Section A shall be made (1) by a majority vote of a quorum consisting of directors who at the time of the vote were not named defendants or respondents in the proceeding, or (2) if such a quorum cannot be obtained by a majority vote of a committee of the board of directors, designated to act in the matter by a majority vote of all directors, consisting solely of two or more directors who at the time of the vote are not named defendants or respondents in the proceeding, or (3) by special legal counsel selected by the board of directors or a committee of the board by vote as set forth in subsections (1) or (2) of this Section C, or, if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all directors, or (4) by the shareholders in a vote that excludes the shares held by directors who are named defendants or respondents in the proceeding.

The termination of a proceeding by judgment, order, settlement, or conviction, or on a plea of nolo contendere or its equivalent is not of itself determinative that the persons did not meet the requirements set forth in Section A above. A person shall be deemed to have been found liable in respect of any claim, issue or matter only after the person shall have been so adjudged by a court of competent jurisdiction after exhaustion of all appeals therefrom,

The provisions of Section A are intended to make mandatory the indemnification permitted therein and, together with Article IX of the Restated Articles of Incorporation, shall constitute authorization of indemnification in the manner required Determinations as to reasonableness of expenses under Section A shall be made in the same manner as the determination that indemnification is permissible, except that if the determination that indemnification is permissible is made by special legal counsel, determination as to reasonableness of expenses shall be made in the manner specified in subsection (3) of the first paragraph of this Section C for the selection of special legal counsel. Determinations as to the reasonableness of expenses under Sections B and F shall be made in any manner which may be used to determine if indemnification is permissible under Section
A.

Action taken or omitted by a person with respect to an employee benefit plan in the performance of his or her duties for a purpose reasonably believed by him or her to be in the interest of the participants and beneficiaries of the plan is deemed to be for a purpose which is not opposed to the best interests of the Corporation

D. Notwithstanding the provisions of Section A, except to the extent permitted by the next sentence, a person shall not be indemnified by the Corporation in respect of a proceeding in which the person is found liable on the basis that personal benefit was improperly received by the person, whether or not the benefit resulted from an action taken in the person's official capacity, or in which the person is found liable to the Corporation. If a person is found liable to the Corporation or is found liable on the basis that personal benefit was improperly received by the person, the indemnification (i) is limited to reasonable expenses actually incurred by the person in connection with the proceeding and (ii) shall not be made in respect of any proceeding in which the person shall have been found liable for willful or intentional misconduct in the performance of his duty to the Corporation.

E. Reasonable expenses incurred by a director, officer, or employee, or such a nominee or designee or person serving in capacities described above at the request of the Corporation who was, is, or is threatened to b~ made a named defendant or respondent in a proceeding, may be paid or reimbursed by the Corporation in advance of the final disposition of the proceeding and without any of the determinations specified in Section C after (1) the Corporation receives a written affirmation by the person of his or her good faith belief that he or she has met the standard of conduct that is necessary for indemnification under this Article XXXIII and a written undertaking by or on behalf of the person to repay the amount paid or reimbursed if it is ultimately determined that he or she has not met those requirements. The written undertaking required by this Section E must be an unlimited general obligation of the person but need not be secured, and may be accepted without reference to financial ability to make repayment.

F. Notwithstanding any other provision of this Article XXXIII, the Corporation shall pay or reimburse reasonable expenses incurred by a director, officer, or employee, or such a nominee or designee in person who, at the request of the Corporation, is serving in capacities described above in connection with his appearance as a witness or other participation in a proceeding at a time when he is not a named defendant or respondent in the proceeding.

G. The indemnification provided by this Article XXXIII shall not be deemed to limit the powers of the Corporation to indemnify or to advance

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expenses to any person who is or was a director, officer, employee, agent, nominee, or designee of the Corporation conferred on the Corporation by the Texas Business Corporation Act (as now in effect or as same may be amended) or other applicable law and shall not be deemed exclusive of any rights to which those indemnified may be entitled under any agreement, contract, insurance, arrangement, vote of shareholders or disinterested directors, statute, court order, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office (including but not limited to service as plan fiduciary), and shall continue as to a person who has ceased to be a director, officer, employee, agent, nominee, or designee or person serving in a named capacity at the request of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person. This Article XXXIII is intended to be consistent with the powers granted by the Texas Business Corporation Act, as heretofore and hereafter amended, and terms used herein shall be defiled and the provisions of this Article XXXIII shall be interpreted and applied consistently with such law. The provisions of this Article XXXIII shall be deemed several, and if and to the extent any provision of this Article XXXIII is determined not to be consistent with the provisions of such Act, as heretofore and hereafter amended, then the other provisions to the extent consistent shall remain valid and in full force and effect.

H. The Corporation may purchase and maintain insurance or another arrangement on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another domestic or foreign corporation, partnership, joint venture, sole proprietorship, trust, or other enterprise, or employee benefit plan against any liability asserted against him or her and incurred by him or her in such capacity or arising out of his or her status as such a person, whether or not the Corporation would have the power to indemnify him or her against that liability under the provisions of the Restated Articles of Incorporation as amended, this Article XXXIII, the Texas Business Corporation Act, as heretofore and hereafter amended, or otherwise. Nothing in this Article XXXIII is intended to authorize a double payment to a person entitled to indemnification or reimbursement by the Corporation pursuant to this Article XXXIII of an amount actually paid to such person or expended for such person's benefit under any such insurance or other arrangement. If the insurance or other arrangement is with a person or entity that is not regularly engaged in the business of providing insurance coverage, the insurance or arrangement may provide for payment of a liability with respect to which the Corporation would not have the power to indemnify the person only if including coverage for the additional liability has been approved by the shareholders of the Corporation. Without limiting the power of the Corporation to procure or maintain any kind of insurance or other arrangement the Corporation may, for the benefit of persons indemnified by the Corporation, (1) create a trust fund; (2) establish any form of self-insurance; (3) secure its indemnity obligation by grant of a security interest or other lien on the assets of the Corporation; or (4) establish a letter of credit, guaranty, or surely arrangement. The insurance or other arrangement may be procured, maintained, or established within the Corporation or with any insurer or other person deemed appropriate by the board of directors regardless of whether all or part of the stock or other securities of the insurer or other person are owned in whole or part by the Corporation In the absence of fraud, the judgment of the board of directors as to the terms and conditions of the insurance or other arrangement and the identity of the insurer or other person participating in an arrangement shall be conclusive and the insurance or arrangement shall not be voidable and shall not subject the directors approving the insurance or arrangement to liability, on any ground, regardless of whether directors participating in the approval are beneficiaries of the insurance or arrangement.

I. Any indemnification of or advance of expenses to any person in accordance with this Article XXXIII or otherwise shall be reported in writing to the shareholders with or before the notice or waiver of notice of the next shareholders' meeting or with or before the next submission to shareholders of a consent to action without a meeting, and, in any case, within the twelve
(12) month period immediately following the date of the indemnification or advance. Failure to make or delay in making any such report shall not affect the Corporation's obligation to make any such indemnification or advance

J. The indemnification provided hereunder to any person who is or was serving as an employee benefit plan fiduciary shall not operate to relieve any such person who acts as a plan fiduciary from any responsibility or liability under applicable laws, and the indemnification provided hereunder to a plan fiduciary is limited to satisfaction of liabilities incurred by such person as a plan fiduciary, subject to the terms and conditions stated in this Article XXXIII. For purposes of this Article XXXIII, the Corporation shall be deemed to have requested a director or officer to serve an employee benefit plan whenever the performance by him or her of his or her duties to the Corporation also imposes duties on or otherwise involves services by him or her to the plan or participants or beneficiaries of the plan. Excise taxes assessed on a director or officer with respect to an employee benefit plan pursuant to applicable law shall be deemed fines.

K. These indemnities shall apply with respect to acts, omissions, and occurrences before or after September 3, 1987; provided that (i) if the indemnities in effect prior to such date should operate in any respect to provide greater indemnification for the person affected or (ii) if it should be determined that these indemnities may not lawfully be applied retroactively from date of adoption, then the indemnities in effect prior to such date shall continue to apply and shall be effective and enforceable with respect thereto.

Unanimous Action of Shareholder

of

Gulf States Utilities Company

The undersigned, Entergy Corporation, acting by and through its Chairman of the Board of Directors and Chief Executive Officer, Edwin Lupberger, being the owner of all of the outstanding stock of Gulf States Utilities Company, does hereby waive notice of time and place of a special meeting of Gulf States Utilities Company Shareholders, and pursuant to authority in Article 9.10A of the Texas Business Corporation Act, does hereby take the following action without a meeting and consents to such action by its execution of this consent, intending It to have the same force and effect as a unanimous vote at a meeting.

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RESOLVED, that Article II and Article III of the Bylaws of the Company are amended to read as follows:

ARTICLE II.

Shareholders' Meetings.

All meetings of the Shareholders shall be held at a place and time to be set either by the Shareholders or by the Board of Directors. With or without motion, the Chairman of any meeting of the Shareholders may appoint Inspectors and Tellers for such meeting who shall examine into the qualifications of the Shareholders present in person or represented at the meeting by proxy, report the shares represented at the meeting and tabulate the vote on such matters as may come before the meeting.

ARTICLE III.

Annual Meeting.

The Annual Meeting of the Shareholders of this Corporation shall be held on a date selected either by the Shareholders or by the Board of Directors.

RESOLVED, that the first paragraph of Article IX of the Bylaws of the Company is amended to read as follows:

"The Shareholders or the Board of Directors shall have the power from time to time to fix the number of directors of the Company, provided that the number so fixed shall not be less than three (3) or more than fifteen (1 5).u

RESOLVED, that the number of directors of Gulf States Utilities Company is fixed at six (6) and the following directors are hereby elected to serve until the next annual meeting and/or until their successors are duly elected and qualified:

Michael B. Bemis Frank F. Gallaher Donald C. Hintz Jerry D. Jackson Edwin Lupberger Jerry L. Maulden

EXECUTED AND CONSENTED to this 5th day of May, 1994.

ENTERGY CORPORATION

By
Edwin Lupberger
Chairman of the Board and
Chief Executive Officer

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Exhibit 3(f)

BY-LAWS
OF
MISSISSIPPI POWER & LIGHT COMPANY
AS OF DECEMBER 10, 1993

SECTION 1 - The Annual Meeting of the Stockholders of the Corporation for the election of Directors and such other business as shall property come before such meeting shall be held at the office of the Corporation in the City of Jackson, Mississippi, on the fourth Thursday in May in each year, at ten o'clock in the morning, unless such day is a legal holiday in the State of Mississippi, in which case such meeting shall be held oo the first day thereafter which is not a legal holiday, or at such other place within or without the State of Mississippi and at such other time as the Board of Directors may by resolution designate.

SECTION 2 - Special Meetings of the Stockholders may be held at the principal office of the Corporation in the City of Jackson, Mississippi, or at such other place or places as the Board of Directors may from time to time determine.

SECTION 3 - Special Meetings of the Stockholders of the Corporation may be held upon the order of the Chairman of the Board, the Board of Directors, the Executive Committee, or of Stockholders of record holding one-tenth of the outstanding stock entitled to vote at such meetings.

SECTION 4 - Notice of every meeting of Stockholders shall be given in the manner provided by law to each Stockholder entitled thereto unless waived by such Stockholder.

SECTION 5 - The holders of a majority of the outstanding stock of the Corporation entitled to vote upon any matter to be acted upon present in person or by proxy shall constitute a quorum for the transaction of business at any meeting of Stockholders but less than a quorum shall have power to adjourn.

SECTION 6 - Certificates of stock shall be signed by the President or a Vice President and the Secretary or an Assistant Secretary, but where any such certificate is signed by a Transfer Agent and by a Registrar, the signature of any such officer or officers and the seal of the Company upon such certificates may be facsimile, engraved or printed.

SECTION 7 - The stock of the Corporation shall be transferable or assignable only on the books of the Corporation by the holders in person or by attorney on the surrender of the certificates therefor duly endorsed for transfer.

SECTION 8 - The Board of Directors of the Corporation shall consist of fifteen members. Each director shall hold office until the next annual Meeting of Stockholders of the Corporation and until his successor shall have been elected and qualified. Directors need not be residents of the State of Mississippi.

Meetings of the Board of Directors may be held within or without the State of Mississippi, at the time fixed by Resolution of the Board or upon the order of the Chairman of the Board, the President, a Vice President, or any two Directors. The Secretary or any other Officer performing his duties shall give at least two days' notice of all meetings of the Board of Directors in the manner provided by law, provided however, a director may waive such notice in the manner provided by law.

SECTION 9 - All Officers of the Corporation shall hold their offices until their respective successors are chosen and qualify, but any Officer may be removed from office at any time by the Board of Directors.

SECTION 10 - The Officers of the Corporation shall have such duties as usually pertain to their offices, except as modified by the Board of Directors or the Executive Committee, and shall also have such powers and duties as may from time to time be conferred upon them by the Board of Directors or the Executive Committee.

The Chairman of the Board shall be the Chief Executive Officer of the Company, unless such title shall be otherwise conferred by the Board, and the Chief Executive Officer shall have supervision of the general management and control of its business and affairs, subject, however, to the orders and directions of the Board of Directors and of the Executive Committee.

The Chairman of the Board shall preside at all meetings of the Stockholders, Directors, and Executive Committees.

SECTION 11 - EXECUTIVE COMMITTEE - The Board of Directors may elect, each year after their election, an Executive Committee to be comprised of not less than three directors, the Chairman of which shall be the Chairman and CEO of the Company. The Vice Chairman and Chief Operating Officer of the Company shall also be a member and the balance of the membership shall be comprised of non-employee (outside) directors. The Committee, when the Board is not in session, shall have and exercise all of the power of the Board in the management of the business and affairs of the Company within limits set forth in the Executive Committee Charter.

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SECTION 12 - OTHER COMMITTEES - From time to time the Board of Directors, by the affirmative vote of a majority of the whole Board may appoint other committees for any purpose or purposes, and such committees shall have such powers as shall be conferred by the Resolution of appointment.

SECTION 13 - INDEMNIFICATION

13.1 Definitions - In this bv-law:

(1) "Director mean an individual who is or was a director of the Corporation or, unless the context requires otherwise, an individual who, while a director of the Corporation, is or was serving at the Corporation's request as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, including charitable, non-profit or civic organizations. A director is considered to be serving an employee benefit plan at the Corporation's request if his duties to the Corporation also impose duties on, or otherwise involve services by, him to the plan or to participants in or beneficiaries of the plan. "Director" includes unless the context requires otherwise, the estate of personal representative of a director.

(2) "Employee" means an individual who is or was an employee of the Corporation, or, unless the context requires otherwise, an individual who, while an employee of the Corporation, is or was serving at the Corporation's request as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, including charitable, non-profit or civic organizations. An employee is considered to be serving an employee benefit plan at the Corporation's request if his duties to the Corporation also impose duties on, or otherwise involve services by, him to the plan or to participants in or beneficiaries of the plan. "Employee" includes, unless the context requires otherwise, the estate or personal representative of an employee.

(3) "Expenses" include counsel fees.

(4) "Liability" means the obligation to pay a judgment, settlement, penalty, fine, or reasonable expenses incurred with respect to a proceeding. Without any limitation whatsoever upon the generality thereof, the term "fine" as used in this Section shall include (1) any penalty imposed by the Nuclear Regulatory Commission (the "NRC"), including penalties pursuant to NRC regulations, 10 CFR Part 21, (2) penalties or assessments (including any excise tax assessment) with respect to any employee benefit plan pursuant to the Employee Retirement Income Security Act of 1974, as amended, or otherwise, and (3) penalties pursuant to any Federal, state or local environmental laws or regulations.

(5) "Officer" means an individual who is or was an officer of the Corporation, or, unless the context requires otherwise, an individual who, while an officer of the Corporation, is or was serving at the Corporation's request as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, including charitable, non-profit or civic organizations. An officer is considered to be serving an employee benefit plan at the Corporation's request if his duties to the Corporation also impose duties on, or otherwise involve services by, him to the plan or to participants in or beneficiaries of the plan. "Officer" includes, unless the context requires otherwise, the estate or personal representative of an officer.

(6) "Official capacity" means: (i) when usedwith respect to a director, the office of director in the Corporation; and (ii) when used with respect to an individual other than a director as contemplated in Section 13.7, the office in the Corporation held by the officer or the employment undertaken by the employee on behalf of the Corporation. "Official capacity" does not include service for any other foreign or domestic corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise, including charitable, non-profit or civic organizations.

(7) "Party" includes an individual who was, is, or is threatened to be made a named defendant or respondent in a proceeding.

(8) "Proceeding" means any threatened, pending, or completed action suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal.

13.2 Authority to Indemnify

(a) Except as provided in subsection (d), the Corporation shall indemnify an individual made a party to a proceeding because he is or was a director aqainst liability incurred in the proceeding if:

(1) He conducted himself in good faith; and

(2) He reasonably believed:

(i) In the case of conduct in his official capacity with the Corporation, that his conduct was in its best interests; and

(ii) In all other cases, that his conduct was at least not opposed to its best interests, and

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(3) In the case of any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful

(b) A director's conduct with respect to an employee benefit plan for a purpose he reasonably believed to be in the interest of the participants in and beneficiaries of the plan is conduct that satisfies the requirement of subsection (a)(2)(ii).

(c) The termination of a proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the director did not meet the standard of conduct described in this section.

(d) The corporation shall not indemnify a director under this section:

(1) In connection with a proceeding by or in the right of the Corporation in which the director was adjudged liable to the Corporation; or

(2) In connection with any other proceeding charging improper personal benefit to him, whether or not involving action in his official capacity, in which he was adjudged liable on the basis that personal benefit was improperly received by him.

(e) Indemnification permitted under this section in connection with a proceeding by or in the right of the Corporation is limited to reasonable expenses incurred in connection with the proceeding.

(f) The Corporation shall have power to make any further indemnity, including advance of expenses, to and to enter contracts of indemnity with any director that may be authorized by the articles of incorporation or any bylaw made by the shareholders or any resolution adopted, before or after the event, by the shareholders, except an indemnity against his gross negligence or willful misconduct. Unless the articles of incorporation, or any such bylaw or resolution provide otherwise, any determination as to any further indemnity shall be made in accordance with subsection (b) of
Section 13.6. Each such indemnity may continue as to a person who has ceased to have the capacity referred to above and may inure to the benefit of the heirs, executors and administrators of such person.

13.3 Mandatorv Indemnification

The Corporation shall indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he was a party because he is or was a director of the Corporation against reasonable expenses incurred by him in connection with the proceeding.

13.4 Advance for Expenses

(a) The Corporation shall pay for or reimburse thereasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding if:

(1) The director furnishes the Corporation a written affirmation of his good faith belief that he has met the standard of conduct described in Section 13.2;

(2) The director furnishes the Corporation a written undertaking, executed personally or on his behalf, to repay the advance if it is ultimately determined that he did not meet the standard of conduct; and

(3) A determination is made that the facts then known to those making the determination would not preclude indemnification under these By-Laws.

(b) The undertaking required by subsection (a)(2) must be an unlimited general obligation of the director but need not be secured and may be accepted without reference to financial ability to make repayment.

(c) Determinations and authorizations of payments under this section shall be made in the manner specified in Section 13.6.

13.5 Court-Ordered Indemnification

A director of the Corporation who is a party to a proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction as provided by law

13.6 Determination and Authorization of Indemnification

(a) The Corporation may not indemnify a director under
Section 13.2 unless authorized in the specific case after a determination has been made that indemnification of the director is permissible in the circumstances because he has met the standard of conduct set forth in
Section 13.2

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(b) The determination shalI be made:

(1) By the Board of Directors by majority vote of a quorum consisting of directors not at the time parties to the proceeding;

(2) If a quorum cannot be obtained under subsection (b)
(1), by majority vote of a committee duly designated by the Board of Directors (in which designation directors who are parties may participate), consisting solely of two (2) or more directors not at the time parties to the proceeding;

(3) By special legal counsel:

(i) Selected by the Board of Directors or ts committee in the manner prescribed in subsection (b) (1) or (b) (2); or

(ii) If a quorum of the Board of Directors cannot be obtained under subsection (b) (1) and a committee cannot be designated under subsection (b) (2), selected by a majority vote of the full Board of Directors (in which selection directors who are parties may participate); or

(4) By the shareholders, but shares owned by or voted under the control of directors who are at the time parties to the proceeding may not be voted on the determination.

(c) Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those entitled under subsection (b) (3) to select counsel.

13.7 Indemnification of Officers, Employees and Agents

(1) An officer of the Corporation who is not a director is entitled to mandatory indemnification under Section 13.3, and is entitled to apply for court-ordered indemnification under Section 13.5, in each case to the same extent as a director; and

(2) The Corporation shall indemnify and advance expenses under these By-Laws to an officer or employee of the Corporation who is not a director to the same extent as to a director as provided under Sections 13.2, 13.4 and 13.6.

13.8 Insurance

If authorized by the Board of Directors, the Board of Directors of Middle South Utilities. Inc. and/or otherwise property authorized, the Corporation shall purchase and maintain insurance on behalf of an individual who is or was a director, office, or employee of the Corporation against liability asserted against or incurred by him in that capacity or arising from his status as a director, officer or employee, whether or not the Corporation would have power to indemnify him against the same liability under Sections 13.2 or 13.3. If further authorized as provided in this subsection, the Corporation shall purchase and maintain such insurance on behalf of an individual who is or was a director, officer or employee who, while a director, officer or employee of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, including charitable, non-profit or civic organizations, whether or not the Corporation would have power to indemnify him against the same liability under Sections 13.2 or 13.3.

13.9 Application of By-Law

(a) This By-Law does not limit the Corporations power to pay or reimburse expenses incurred by a director, officer or employee in connection with his appearance as a witness in a proceeding at a time when he has not been made a named defendant or respondent to the proceeding.

(b) The foregoing rights shall not be exclusive of other rights to which any director, officer or employee may otherwise be entitled.

(c) The foregoing shall not limit any right or power of the Corporation to provide indemnification as allowed by statute or otherwise.

13.10 Rights Deemed Contract Rights

All rights to indemnification and to advancement of expenses under these By-Laws shall be deemed to be provided by a contract between the Corporation and the director, officer or employee who serves in such capacity at any time while these By-Laws are in effect. Any repeal or modification of this By-Law shall not affect any rights or obligations then existing.

SECTION 14 - The Board of Directors may alter or amend these by-laws at any meeting duly held as herein provided.

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Mississippi Power & Light Company

Action of Stockholders

Pursuant to Section 79-4-7.04 and Section79-4-10.20 of the

Mississippi Code of 1972, the undersigned Entergy Corporation,

being the owner of all issued and outstanding shares of the

common stock of Mississippi Power & Light Company, hereby adopts

the following resolutions as the action of stockholders:

RESOLVED, That the first sentence of Section 8 of the bylaws of Mississippi Power & Light Company is amended to read as follows:

"SECTION 8 - Notwithstanding any other provision in these bylaws of the Corporation to the contrary, the stockholders or the Board of Directors shall have the power from time to time to fix the number of directors of the Company, provided that the number so fixed shall not be less than three (3) or more than fifteen (15)."

RESOLVED, That the first sentence of Section 11 of the bylaws of Mississippi Power & Light Company is amended to read as follows:

"SECTION 11 - EXECUTIVE COMMITTEE - The Board of Directors may elect an Executive Committee to consist of at least two members of the Board of Directors."

RESOLVED, That the number of members of the Board of Directors of the Corporation is fixed at six (6) and the following persons are elected as Directors of Mississippi Power & Light Company to hold office for the ensuing year and until their successors shall have been elected and qualified:

Michael B. Bemis
Donald C. Hintz
Jerry D. Jackson
Edwin A. Lupberger
Jerry L. Maulden
Donald E. Meiners

All requirements of notice of this meeting are hereby waived and,

where permissible, the actions taken herein shall be effective as

of May 5, 1994.

Date: May 25, 1994

ENTERGY CORPORATION

/s/ Edwin A. Lupberger
Edwin A. Lupberger
Chairman of the Board and
Chief
Executive Officer

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Exhibit 3(g)

BY LAWS

OF

NEW ORLEANS PUBLIC SERVICE INC.

INCLUDING ALL AMENDMENTS

THROUGH JULY 24, 1989

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*Section 1. The annual meeting of the stockholders of the Corporation for the election of directors and such other business as shall properly come before such meeting shall be held in May of each year on a date and at a time and place to be fixed by the Board of Directors of the Company at least thirty (30) days before the date of such meeting so fixed.

*Section 2. Special meetings of the stockholders of the Corporation may be held upon the call of the President, the Board of Directors or of the stockholders holding one-fifth of the outstanding Common Stock, at the office of the Company in the State of Louisiana. Such call shall state the purpose, place and time of the meeting.

*Section 3. Notice of the time, place and purpose of every meeting of stockholders shall be mailed by the Secretary or the officer performing his duties, at least fifteen (15) days before the meeting, to each stockholder entitled to vote in accordance with Section 5 hereof, at his last known post office address, provided, however, that if the stockholder be present at a meeting, or in writing waive notice thereof before or after the meeting, notice of the meeting to such stockholder is unnecessary.

Section 4. The holders of forty per centum (40%) of the stock of the Corporation entitled to vote, present in person or by proxy, shall constitute a quorum, but less than a quorum shall have power to adjourn.

*Section 5. At all meetings of stockholders each common stockholder shall be entitled to one vote for each share of stock held by him and may vote and otherwise act in person or by proxy, but no proxy shall be voted more than eleven (11) months after its date.

Section 6. At least two (2) days before each election by the stockholders a full list of stockholders entitled to vote at the election, arranged in alphabetical order with the residence of each and the number of shares held by each, shall be prepared by the Secretary or officer designated by the Board of Directors and filed in the principal office of the Corporation, which shall at all times during the usual hours of business, for said two (2) days and during the election, be open to the examination of any stockholder.

*Section 7. Certificates of stock shall be of such form and device as the Board of Directors may elect, and shall be signed by, or bear the facsimile signatures of, the President or Vice- President, and either the Secretary or Assistant Secretary, or the Treasurer or Assistant Treasurer.

Section 8. The stock of the Corporation shall be transferable or assignable on the books of the Corporation by the holders in person or by attorney on the surrender of the certificates therefor. The Board of Directors may appoint one or more transfer agents and registrars of the stock. The books for the transfer of the stock may be closed for such periods before and during the payment of dividends and the holdings of meetings of stockholders, not to exceed thirty (30) days at any one time, as the Board of Directors may from time to time determine; and the Corporation shall make no transfer of stock on its books during such period.

*Section 9. The affairs of the Corporation shall be managed by a Board consisting of not less than seven (7) nor more than fifteen (15) directors, as determined by the stockholders, who shall be elected annually by the stockholders by ballot, to hold office until their successors are elected and qualified. The stockholders at any meeting, by a majority vote of all the outstanding Common Stock, may remove any director and fill the vacancy. Vacancies in the Board of Directors or in the offices, except vacancies in the Board of Directors caused by an increase in the number of directors, may be filled by the Board at any meeting. Vacancies in the Board of Directors arising from an increase in the number of directors shall be filled at the annual meeting or at a special meeting of stockholders called for that purpose. The Board of Directors shall have power and authority to authorize the payment of compensation to the directors for services to the Corporation, including fees for attendance at meetings of the Board of Directors, of the Executive Committee and all other committees, and to determine the amount of such compensation or fees.

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any action, suit or proceeding whether civil, criminal, administrative or investigative (including any action by or in the right of the Corporation) by reason of the fact that such person is or was a director, officer or employee of the Corporation, or is or was serving at the request of the Corporation as a director, officer or employee of another business, foreign or nonprofit Corporation, partnership, joint venture or other enterprise, against expenses (including attorneys' fees), judgments, fines settlements, and any other penalty regardless of statutory characterization, actually and reasonably incurred by such person in connection with such suit or proceeding if such person acted in good faith, not contrary to Corporation instructions or rules, in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful; provided that in case of actions by or in the right of the Corporation, the indemnity shall be limited to expenses (including attorneys' fees and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the action to conclusion) actually and reasonably incurred in connection with the defense or settlement of such action; and provided, further, that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court and the Board of Directors by a majority vote of a quorum of disinterested directors shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court and the Board of Directors by a majority vote of a quorum of disinterested directors shall deem proper.

Any indemnification under this Section shall be made by the Corporation only as authorized in a specific case upon a determination that the

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applicable standards of conduct set out above have been met. Such determination can be made (1) by the Board of Directors by a majority vote of a quorum of disinterested directors, or (2) if such a quorum is not obtainable or a quorum of disinterested directors so directs, by independent legal counsel. The body or person making the determination may waive the requirement concerning conformity to Corporation instructions or rules. The other standards may not be waived. However, any act or omission undertaken in good faith in response to an order or other enforcement mechanism of a federal, state or local authority, shall be construed to be in the best interest of the Corporation in conformity to corporate instructions and rules. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

Expenses incurred in defending such an action, suit or proceeding, may be paid by the Corporation in advance of the final disposition thereof if authorized by the Board of Directors in the manner provided immediately above, upon receipt of an undertaking by or on behalf of the director, officer or employee to repay such amount, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this Section.

The indemnification provided above shall not be deemed exclusive of any other rights to which the person indemnified may be entitled under any by-law, agreement, authorization of shareholders or disinterested directors, or otherwise, and shall continue as to a person who has ceased to be a director, officer or employee, and shall inure to the benefit of such person's legal representatives.

*Section 10. Meetings of the Board of Directors shall be held at the time fixed by resolution of the Board or upon call of the President or a Vice-President or any two directors. Meetings of the Board of Directors may be held by means of telephone conference calls, in which connection (a) the directors may participate in and hold such a meeting by means of conference telephone or similar communications equipment provided that all persons participating in the meeting can hear and communicate with each other, and (b) participation in such a meeting shall constitute presence in person at such meeting except where such participation is for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. The Secretary or officer performing his duties shall give reasonable notice (which need not exceed two (2) days) of all meetings of directors, provided that a meeting may be held without notice immediately after the annual election, and notice need not be given of regular meetings held at times fixed by resolutions of the Board. Meetings may be held at any time without notice if all directors are present or if those not present waive notice either before or after the meeting. Notice by mailing or telegraph to the usual business or residence address of the director shall be sufficient. Five (5) members of the Board shall constitute a quorum.

*Section 11. The Board of Directors, as soon as may be after the election of directors in each year, may appoint from their number a Chairman of the Board and shall appoint from their number a President, and shall also appoint one or more Vice- Presidents, a Secretary and a Treasurer, and shall from time to time appoint such other officers as they may deem proper.

Section 12. The term of office of all officers shall be until the next election of directors and until their respective successors are chosen and qualified, but any officer may be removed from office at any time by the Board of Directors.

Section 13. The officers of the Corporation shall have such duties as usually pertain to their offices, except as modified by the Board of Directors,
and shall have such powers and duties as may from time to time be conferred upon them by the Board of Directors.

Section 14. The Board of Directors, as soon as may be after the election in each year, may, by a resolution passed by a majority of the whole Board, appoint an Executive Committee, to consist of such number of the directors, not less than three (3), as the Board may from time to time determine, which shall have and may exercise during the intervals between the meetings of the Board all the powers vested in the Board except (a) the power to fill vacancies in the Board (b) the power to change the membership of or fill vacancies in said Committee and (c) the power to change the By-Laws. The Board shall have the power at any time to change the membership of such Committee and to fill vacancies in it. The Executive Committee may make rules for the conduct of its business and may appoint such committees and assistants as it may deem necessary. A majority of the members of said Committee shall constitute a quorum. The Board shall designate the Chairman of the Executive Committee.

Section 15. The Board of Directors is authorized to select such depositaries as they shall deem proper for the funds of the Corporation. All checks and drafts against such deposited funds shall be signed and countersigned by officers or persons to be specified by the Board of Directors or the Executive Committee.

Section 16. The corporate seal of the Corporation shall be in such form as the Board of Directors shall prescribe.

Section 17. Either the Board of Directors or the stockholders may alter or amend these By-Laws at any meeting duly held as above provided, the notice of which includes notice of the proposed amendment.

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CERTIFICATE

I, the undersigned Assistant Secretary of New Orleans Public Service Inc., do hereby certify that the above and foregoing is a true and correct copy of the said Corporation's By-Laws after giving effect to all amendments made through the date of this Certificate.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Corporation on this 24th day of July, 1989.

/s/ N. J. Briley
Assistant
Secretary

*As amended:

Section 1, January 21, 1929, April 12, 1944, and May 16, 1962, and January 23, 1984.
Section 2, June 21, 1937.
Section 3, June 21, 1937.
Section 5, June 21, 1937.
Section 7, May 21, 1923, and June 24, 1936.
Section 9, December 16, 1935, January 25, 1954, May 20, 1959, May 28, 1962, September 19, 1980, and July 24, 1989.
Section 10, November 25, 1935 and October 26, 1981.
Section 11, June 19, 1933.

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Consent of Stockholder of
New Orleans Public Service Inc.

This Consent is executed, pursuant to the provisions of Louisiana Law, and particularly, but not by way of limitation, Section 76 of Title 12 of the Louisiana Revised Statutes of 1950, as amended, by Entergy Corporation, the holder of all the issued and outstanding common stock of New Orleans Public Service Inc., in lieu of an annual meeting of stockholders.

Pursuant to authority granted under the provisions of the statutes of the State of Louisiana, the first paragraph of Article SIXTH of the Restatement of Articles of Incorporation, as amended, of New Orleans Public Service Inc. is amended to read as follows:

"SIXTH: The corporate power of this Corporation shall be vested in, and exercised by, a Board of Directors to be composed of not less than three (3) nor more than fifteen (15) persons, to be elected annually at a meeting of stockholders to be held on any date selected by the stockholders. The number of persons, within the foregoing limits, to compose the Board of Directors at any given time, shall be fixed either by the stockholders or by the Board of Directors. A majority of the Board of Directors shall constitute a quorum for the transaction of business unless the By-Laws of this Corporation, adopted by the Board of Directors, shall provide for a lesser number."

Pursuant to authority granted under the provisions of the statutes of the State of Louisiana and by Section 17 of the By- laws of New Orleans Public Service Inc., the first paragraph of
Section 9 of the By-laws of New Orleans Public Service Inc. is amended to read as follows:

"*Section 9. The affairs of the Corporation shall be managed by a Board consisting of not less than three
(3) nor more than fifteen (15) directors, who shall be elected annually by the stockholders by ballot, to hold office until their successors are elected and qualified. The number of persons, within the foregoing limits, to compose the Board of Directors at any given time shall be fixed by either the stockholders or by the Board of Directors. The stockholders at any meeting, by a majority vote of all the outstanding Common Stock, may remove any director and fill the vacancy. Vacancies in the Board of Directors or in the offices, except vacancies in the Board of Directors caused by an increase in the number of directors, may be filled by the Board at any meeting. Vacancies in the Board of Directors arising from an increase in the number of directors shall be filled at the annual meeting or at a special meeting of stockholders called for that purpose. The Board of Directors shall have power and authority to authorize the payment of compensation to the directors for services to the Corporation, including fees for attendance at meetings of the Board of Directors, of the Executive Committee and all other committees, and to determine the amount of such compensation or fees."

Pursuant to the authority granted by Article SIXTH of the Restatement of Articles of Incorporation as amended, of New Orleans Public Service Inc., the number of directors of New Orleans Public Service Inc. is fixed at four (4) and the following four (4) individuals are hereby nominated and elected to serve as the directors constituting the Board of Directors of New Orleans Public Service Inc., until their successors shall be elected and qualified:

John J. Cordaro
Jerry D. Jackson
Edwin Lupberger
Jerry L. Maulden

The corporate acts (including any and all applications to release property from the lien of the 1944 Mortgage and Deed of Trust to The Bank of New York and W. T. Cunningham, successor Trustees and the 1987 Mortgage and Deed of Trust to the Bank of Montreal Trust Company and Mark F. McLaughlin, successor Trustees) and actions taken by the Board of Directors and officers of the Company since the annual meeting of stockholders held on May 24, 1993, be and they hereby are, ratified and approved.

IN WITNESS WHEREOF, this Consent has been executed on this 5th day of May, 1994.

ENTERGY CORPORATION

By: /s/ Edwin Lupberger
Chairman of the Board
and
Chief Executive Officer

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Exhibit 4(a)

ARKANSAS POWER & LIGHT COMPANY

TO

MORGAN GUARANTY TRUST COMPANY OF NEW YORK
(formerly Guaranty Trust Company of New York)

AND

JOHN W. FLAHERTY

(successor to Henry A. Theis, Herbert E. Twyeffort and Grainger S. Greene)

AND

(as to property, real or personal, situated or being in Missouri)

THE BOATMEN'S NATIONAL BANK OF ST. LOUIS

(successor to Marvin A. Mueller)

As Trustees under Arkansas Power & Light Company's Mortgage and Deed of Trust, dated as of October 1, 1944

FIFTY-SECOND SUPPLEMENTAL INDENTURE

Providing among other things for

First Mortgage Bonds, Pollution Control Series C

(Fifty-Eighth Series)
and

First Mortgage Bonds, Pollution Control Series D

(Fifty-Ninth Series)

Dated as of June 15, 1994

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FIFTY-SECOND SUPPLEMENTAL INDENTURE

INDENTURE, dated as of June 15, 1994, between ARKANSAS POWER & LIGHT COMPANY, a corporation of the State of Arkansas, whose post office address is 425 West Capitol, Little Rock, Arkansas 72201 (hereinafter sometimes called the "Company"), and MORGAN GUARANTY TRUST COMPANY OF NEW YORK (formerly Guaranty Trust Company of New York), a corporation of the State of New York, whose post office address is 60 Wall Street, New York, New York 10260 (hereinafter sometimes called the "Corporate Trustee"), and JOHN W. FLAHERTY (successor to Henry A. Theis, Herbert E. Twyeffort and Grainger S. Greene), whose post office address is 805 Harding Street, Westfield, New Jersey 07090 and (as to property, real or personal, situated or being in Missouri) THE BOATMEN'S NATIONAL BANK OF ST. LOUIS, a national banking association existing under the laws of the United States of America (successor to Marvin A. Mueller), whose post office address is 510 Locust Street, St. Louis, Missouri 63101, (said John W. Flaherty being hereinafter sometimes called the "Co- Trustee", and The Boatmen's National Bank of St. Louis being hereinafter sometimes called the "Missouri Co-Trustee", and the Corporate Trustee, the Co-Trustee and the Missouri Co-Trustee being hereinafter together sometimes called the "Trustees"), as Trustees under the Mortgage and Deed of Trust, dated as of October 1, 1944 (hereinafter sometimes called the "Mortgage"), which Mortgage was executed and delivered by the Company to secure the payment of bonds issued or to be issued under and in accordance with the provisions of the Mortgage, reference to which Mortgage is hereby made, this indenture (hereinafter called the "Fifty-second Supplemental Indenture") being supplemental thereto.

WHEREAS, the Mortgage was appropriately filed or recorded in various official records in the States of Arkansas, Missouri, Tennessee and Wyoming; and

WHEREAS, an instrument, dated as of July 7, 1949, was executed by the Company appointing Herbert E. Twyeffort as Co- Trustee in succession to Henry A. Theis (resigned) under the Mortgage, and by Herbert E. Twyeffort accepting said appointment, and said instrument was appropriately filed or recorded in various official records in the States of Arkansas, Missouri, Tennessee and Wyoming; and

WHEREAS, an instrument, dated as of March 1, 1960, was executed by the Company appointing Grainger S. Greene as Co- Trustee in succession to Herbert E. Twyeffort (resigned) under the Mortgage, and by Grainger S. Greene accepting said appointment, and said instrument was appropriately filed or recorded in various official records in the States of Arkansas, Missouri, Tennessee and Wyoming; and

WHEREAS, by the Twenty-first Supplemental Indenture mentioned below, the Company, among other things, appointed John W. Flaherty as Co-Trustee in succession to Grainger S. Greene (resigned) under the Mortgage, and John W. Flaherty accepted said appointment; and

WHEREAS, by the Thirty-third Supplemental Indenture mentioned below, the Company, among other things, appointed Marvin A. Mueller as Missouri Co-Trustee, and Marvin A. Mueller accepted said appointment; and

WHEREAS, by the Thirty-fifth Supplemental Indenture mentioned below, the Company, among other things, appointed The Boatmen's National Bank of St. Louis as Missouri Co-Trustee in succession to Marvin A. Mueller (resigned) under the Mortgage, and The Boatmen's National Bank of St. Louis accepted said appointment; and

WHEREAS, by the Mortgage the Company covenanted that it would execute and deliver such supplemental indenture or indentures and such further instruments and do such further acts as might be necessary or proper to carry out more effectually the purposes of the Mortgage and to make subject to the lien of the Mortgage any property thereafter acquired and intended to be subject to the lien thereof; and

WHEREAS, the Company executed and delivered to the Trustees the following supplemental indentures:

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Designation	Dated as of
First Supplemental Indenture	July 1, 1947
Second Supplemental Indenture	August 1, 1948
Third Supplemental Indenture	October 1, 1949
Fourth Supplemental Indenture	June 1, 1950
Fifth Supplemental Indenture	October 1, 1951
Sixth Supplemental Indenture	September 1, 1952
Seventh Supplemental Indenture	June 1, 1953
Eighth Supplemental Indenture	August 1, 1954
Ninth Supplemental Indenture	April 1, 1955
Tenth Supplemental Indenture	December 1, 1959
Eleventh Supplemental Indenture	May 1, 1961
Twelfth Supplemental Indenture	February 1, 1963
Thirteenth Supplemental Indenture	April 1, 1965
Fourteenth Supplemental Indenture	March 1, 1966
Fifteenth Supplemental Indenture	March 1, 1967
Sixteenth Supplemental Indenture	April 1, 1968
Seventeenth Supplemental Indenture	June 1, 1968
Eighteenth Supplemental Indenture	December 1, 1969
Nineteenth Supplemental Indenture	August 1, 1970
Twentieth Supplemental Indenture	March 1, 1971
Twenty-first Supplemental Indenture	August 1, 1971
Twenty-second Supplemental Indenture	April 1, 1972
Twenty-third Supplemental Indenture	December 1, 1972
Twenty-fourth Supplemental Indenture	June 1, 1973
Twenty-fifth Supplemental Indenture	December 1, 1973
Twenty-sixth Supplemental Indenture	June 1, 1974
Twenty-seventh Supplemental Indenture	November 1, 1974
Twenty-eighth Supplemental Indenture	July 1, 1975
Twenty-ninth Supplemental Indenture	December 1, 1977
Thirtieth Supplemental Indenture	July 1, 1978
Thirty-first Supplemental Indenture	February 1, 1979
Thirty-second Supplemental Indenture	December 1, 1980
Thirty-third Supplemental Indenture	January 1, 1981
Thirty-fourth Supplemental Indenture	August 1, 1981
Thirty-fifth Supplemental Indenture	February 1, 1982
Thirty-sixth Supplemental Indenture	December 1, 1982
Thirty-seventh Supplemental Indenture	February 1, 1983
Thirty-eighth Supplemental Indenture	December 1, 1984
Thirty-ninth Supplemental Indenture	December 1, 1985
Fortieth Supplemental Indenture	July 1, 1986
Forty-first Supplemental Indenture	July 1, 1989
Forty-second Supplemental Indenture	February 1, 1990
Forty-third Supplemental Indenture	October 1, 1990
Forty-fourth Supplemental Indenture	November 1, 1990
Forty-fifth Supplemental Indenture	January 1, 1991
Forty-sixth Supplemental Indenture	August 1, 1992
Forty-seventh Supplemental Indenture	November 1, 1992
Forty-eighth Supplemental Indenture	June 15, 1993
Forty-ninth Supplemental Indenture	August 1, 1993
Fiftieth Supplemental Indenture	October 1, 1993
Fifty-first Supplemental Indenture	October 1, 1993

which supplemental indentures were appropriately filed or recorded in various official records in the States of Arkansas, Missouri, Tennessee and Wyoming; and

WHEREAS, in addition to the property described in the Mortgage, as heretofore supplemented, the Company has acquired certain other property, rights and interests in property; and

WHEREAS, the Company has heretofore issued, in accordance with the provisions of the Mortgage, as supplemented, the following series of First Mortgage Bonds:

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Series	Principal Amount Issued	Principal Amount Outstanding
3 1/8% Series due 1974	$ 30,000,000	None
2 7/8% Series due 1977	11,000,000	None
3 1/8% Series due 1978	7,500,000	None
2 7/8% Series due 1979	8,700,000	None
2 7/8% Series due 1980	6,000,000	None
3 5/8% Series due 1981	8,000,000	None
3 1/2% Series due 1982	15,000,000	None
4 1/4% Series due 1983	18,000,000	None
3 1/4% Series due 1984	7,500,000	None
3 3/8% Series due 1985	18,000,000	None
5 5/8% Series due 1989	15,000,000	None
4 7/8% Series due 1991	12,000,000	None
4 3/8% Series due 1993	15,000,000	None
4 5/8% Series due 1995	25,000,000	$25,000,000
5 3/4% Series due 1996	25,000,000	25,000,000
5 7/8% Series due 1997	30,000,000	30,000,000
7 3/8% Series due 1998	15,000,000	15,000,000
9 1/4% Series due 1999	25,000,000	None
9 5/8% Series due 2000	25,000,000	None
7 5/8% Series due 2001	30,000,000	None
8% Series due August 1, 2001	30,000,000	None
7 3/4% Series due 2002	35,000,000	None
7 1/2% Series due December 1, 2002	15,000,000	None
8% Series due 2003	40,000,000	None
8 1/8% Series due December 1, 2003	40,000,000	None
10 1/2% Series due 2004	40,000,000	None
9 1/4% Series due November 1, 1981	60,000,000	None
10 1/8% Series due July 1, 2005	40,000,000	None
9 1/8% Series due December 1, 2007	75,000,000	None
9 7/8% Series due July 1, 2008	75,000,000	None
10 1/4% Series due February 1, 2009	60,000,000	None
16 1/8% Series due December 1, 1986	70,000,000	None
4 1/2% Series due September 1, 1983	1,202,000	None
5 1/2% Series due January 1, 1988	598,310	None
5 5/8% Series due May 1, 1990	1,400,000	None
6 1/4% Series due December 1, 1996	3,560,000	960,000
9 3/4% Series due September 1, 2000	4,600,000	2,000,000
8 3/4% Series due March 1, 1998	9,800,000	4,200,000
17 3/8% Series due August 1, 1988	75,000,000	None
16 1/2% Series due February 1, 1991	80,000,000	None
13 3/8% Series due December 1, 2012	75,000,000	None
13 1/4% Series due February 1, 2013	25,000,000	None
14 1/8% Series due December 1, 2014	100,000,000	None
Pollution Control Series A	128,800,000	128,800,000
10 1/4% Series due July 1, 2016	50,000,000	None
9 3/4% Series due July 1, 2019	75,000,000	75,000,000
10% Series due February 1, 2020	150,000,000	150,000,000
10 3/8% Series due October 1, 2020	175,000,000	23,818,000
Solid Waste Disposal Series A	21,066,667	21,066,667
Solid Waste Disposal Series B	28,440,000	28,440,000
7 1/2% Series due August 1, 2007	100,000,000	100,000,000

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which bonds are also hereinafter sometimes called bonds of the First through Fifty-seventh Series, respectively; and

WHEREAS, Section 8 of the Mortgage provides that the form of each series of bonds (other than the First Series) issued thereunder and of the coupons to be attached to coupon bonds of such series shall be established by Resolution of the Board of Directors of the Company and that the form of such series, as established by said Board of Directors, shall specify the descriptive title of the bonds and various other terms thereof, and may also contain such provisions not inconsistent with the provisions of the Mortgage as the Board of Directors may, in its discretion, cause to be inserted therein expressing or referring to the terms and conditions upon which such bonds are to be issued and/or secured under the Mortgage; and

WHEREAS, Section 120 of the Mortgage provides, among other things, that any power, privilege or right expressly or impliedly reserved to or in any way conferred upon the Company by any provision of the Mortgage, whether such power, privilege or right is in any way restricted or is unrestricted, may be in whole or in part waived or surrendered or subjected to any restriction if at the time unrestricted or to additional restriction if already restricted, and the Company may enter into any further covenants, limitations or restrictions for the benefit of any one or more series of bonds issued thereunder, or the Company may cure any ambiguity contained therein or in any supplemental indenture, or may establish the terms and provisions of any series of bonds other than said First Series, by an instrument in writing executed and acknowledged by the Company in such manner as would be necessary to entitle a conveyance of real estate to record in all of the states in which any property at the time subject to the lien of the Mortgage shall be situated; and

WHEREAS, the Company now desires to create two new series of bonds and (pursuant to the provisions of Section 120 of the Mortgage) to add to its covenants and agreements contained in the Mortgage, as heretofore supplemented, certain other covenants and agreements to be observed by it and to alter and amend in certain respects the covenants and provisions contained in the Mortgage, as heretofore supplemented; and

WHEREAS, the execution and delivery by the Company of this Fifty-second Supplemental Indenture, and the terms of the bonds of the Fifty-eighth and Fifty-ninth Series, hereinafter referred to, have been duly authorized by the Board of Directors of the Company by appropriate Resolutions of said Board of Directors;

NOW, THEREFORE, THIS INDENTURE WITNESSETH:

That the Company, in consideration of the premises and of One Dollar to it duly paid by the Trustees at or before the ensealing and delivery of these presents, the receipt whereof is hereby acknowledged, and in further evidence of assurance of the estate, title and rights of the Trustees and in order further to secure the payment of both the principal of and interest and premium, if any, on the bonds from time to time issued under the Mortgage, according to their tenor and effect and the performance of all the provisions of the Mortgage (including any instruments supplemental thereto and any modifications made as in the Mortgage provided) and of said bonds, hereby grants, bargains, sells, releases, conveys, assigns, transfers, mortgages, hypothecates, affects, pledges, sets over and confirms (subject, however, to Excepted Encumbrances as defined in Section 6 of the Mortgage) unto The Boatmen's National Bank of St. Louis (as to property, real or personal, situated or being in Missouri) and John W. Flaherty (but, as to property, real or personal, situated or being in Missouri, only to the extent of his legal capacity to hold the same for the purposes hereof) and (to the extent of its legal capacity to hold the same for the purposes hereof) to Morgan Guaranty Trust Company of New York, as Trustees under the Mortgage, and to their successor or successors in said trust, and to them and their successors and assigns forever, all property, real, personal or mixed, of any kind or nature acquired by the Company after the date of the execution and delivery of the Mortgage (except any herein or in the Mortgage, as heretofore supplemented, expressly excepted), now owned or, subject to the provisions of Section 87 of the Mortgage, hereafter acquired by the Company (by purchase, consolidation, merger, donation, construction, erection or in any other way) and wheresoever situated, including (without in anywise limiting or impairing by the enumeration of the same the scope and intent of the foregoing or of any general description contained in this Fifty-second Supplemental Indenture) all lands, power sites, flowage rights, water rights, water locations, water appropriations, ditches, flumes, reservoirs, reservoir sites, canals, raceways, dams, dam sites, aqueducts, and all other rights or means for appropriating, conveying, storing and supplying water; all rights of way and roads; all plants for the generation of electricity by steam, water and/or other power; all power houses, gas plants, street lighting systems, standards and other equipment incidental thereto; all street and interurban railway and transportation lines and systems, terminal systems and facilities; all bridges, culverts, tracks, railways, sidings, spurs, wyes, roadbeds, trestles and viaducts; all overground and underground trolleys and feeder wires; all telephone, radio and television systems, air-conditioning systems and equipment incidental thereto, water works, water systems, steam heat and hot water plants, substations, lines, service and supply systems, ice or refrigeration plants and equipment, offices, buildings and other structures and the equipment thereof, all machinery, engines, boilers, dynamos, electric, gas and other machines, regulators, meters, transformers, generators, motors, electrical, gas and mechanical appliances, conduits, cables, water, steam heat, gas or other pipes, gas mains and pipes, service pipes, fittings, valves and connections, pole and transmission lines, wires, cables, tools, implements, apparatus, furniture and chattels; all municipal and other franchises, consents or permits; all lines for the transmission and distribution of electric current, gas, steam heat or water for any purpose including towers, poles, wires, cables, pipes, conduits, ducts and all apparatus for use in connection therewith; all real estate, lands, easements, servitudes, licenses, permits, franchises, privileges, rights of way and other rights in or relating to real estate or the occupancy of the same and (except as herein or in the Mortgage, as heretofore supplemented, expressly excepted) all the right, title and interest of the Company in and to all other property of any kind or nature appertaining to and/or used and/or occupied and/or enjoyed in connection

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with any property hereinbefore or in the Mortgage, as heretofore supplemented, described.

TOGETHER WITH all and singular the tenements, hereditaments, prescriptions, servitudes and appurtenances belonging or in anywise appertaining to the aforesaid property or any part thereof, with the reversion and reversions, remainder and remainders and (subject to the provisions of Section 57 of the Mortgage) the tolls, rents, revenues, issues, earnings, income, product and profits thereof and all the estate, right, title and interest and claim whatsoever, at law as well as in equity, which the Company now has or may hereafter acquire in and to the aforesaid property and franchises and every part and parcel thereof.

IT IS HEREBY AGREED by the Company that, subject to the provisions of Section 87 of the Mortgage, all the property, rights and franchises acquired by the Company (by purchase, consolidation, merger, donation, construction, erection or in any other way) after the date hereof, except any herein or in the Mortgage, as heretofore supplemented, expressly excepted, shall be and are as fully granted and conveyed hereby and by the Mortgage and as fully embraced within the lien hereof and the lien of the Mortgage, as heretofore supplemented, as if such property, rights and franchises were now owned by the Company and were specifically described herein or in the Mortgage and conveyed hereby or thereby.

PROVIDED THAT the following are not and are not intended to be now or hereafter granted, bargained, sold, released, conveyed, assigned, transferred, mortgaged, hypothecated, affected, pledged, set over or confirmed hereunder and are hereby expressly excepted from the lien and operation of this Fifty-second Supplemental Indenture and from the lien and operation of the Mortgage, as heretofore supplemented, viz: (1) cash, shares of stock, bonds, notes and other obligations and other securities not hereafter specifically pledged, paid, deposited, delivered or held under the Mortgage or covenanted so to be; (2) merchandise, equipment, materials or supplies held for the purpose of sale in the usual course of business or for the purpose of repairing or replacing (in whole or in part) any street cars, rolling stock, trolley coaches, motor coaches, buses, automobiles or other vehicles or aircraft, and fuel, oil and similar materials and supplies consumable in the operation of any properties of the Company; street cars, rolling stock, trolley coaches, motor coaches, buses, automobiles and other vehicles and all aircraft; (3) bills, notes and accounts receivable, judgments, demands and choses in action, and all contracts, leases and operating agreements not specifically pledged under the Mortgage, as heretofore supplemented, or covenanted so to be; the Company's contractual rights or other interest in or with respect to tires not owned by the Company; (4) the last day of the term of any lease or leasehold which may hereafter become subject to the lien of the Mortgage; (5) electric energy, gas, ice, and other materials or products generated, manufactured, produced or purchased by the Company for sale, distribution or use in the ordinary course of its business; all timber, minerals, mineral rights and royalties; (6) the Company's franchise to be a corporation; (7) the properties heretofore sold or in the process of being sold by the Company and heretofore released from the Mortgage and Deed of Trust dated as of October 1, 1926 from Arkansas Power & Light Company to Guaranty Trust Company of New York, trustee, and specifically described in a release instrument executed by Guaranty Trust Company of New York, as trustee, dated October 13, 1938, which release has heretofore been delivered by the said trustee to the Company and recorded by the Company in the office of the Recorder for Garland County, Arkansas, in Record Book 227, Page 1, all of said properties being located in Garland County, Arkansas; and (8) any property heretofore released pursuant to any provisions of the Mortgage and not heretofore disposed of by the Company; provided, however, that the property and rights expressly excepted from the lien and operation of the Mortgage, as heretofore supplemented, and this Fifty-second Supplemental Indenture in the above subdivisions (2) and (3) shall (to the extent permitted by law) cease to be so excepted in the event and as of the date that any or all of the Trustees or a receiver or trustee shall enter upon and take possession of the Mortgaged and Pledged Property in the manner provided in Article XIII of the Mortgage by reason of the occurrence of a Default as defined in Section 65 thereof.

TO HAVE AND TO HOLD all such properties, real, personal and mixed, granted, bargained, sold, released, conveyed, assigned, transferred, mortgaged, hypothecated, affected, pledged, set over or confirmed by the Company as aforesaid, or intended so to be, unto The Boatmen's National Bank of St. Louis (as to property, real or personal, situated or being in Missouri), and unto John W. Flaherty (but, as to property, real or personal, situated or being in Missouri, only to the extent of his legal capacity to hold the same for the purposes hereof) and (to the extent of its legal capacity to hold the same for the purposes hereof) unto Morgan Guaranty Trust Company of New York, as Trustees, and their successors and assigns forever.

IN TRUST NEVERTHELESS, for the same purposes and upon the same terms, trusts and conditions and subject to and with the same provisos and covenants as are set forth in the Mortgage, as heretofore supplemented, this Fifty-second Supplemental Indenture being supplemental to the Mortgage.

AND IT IS HEREBY COVENANTED by the Company that all the terms, conditions, provisos, covenants and provisions contained in the Mortgage, as heretofore supplemented, shall affect and apply to the property hereinbefore described and conveyed and to the estate, rights, obligations and duties of the Company and Trustees and the beneficiaries of the trust with respect to said property, and to the Trustees and their successors in the trust in the same manner and with the same effect as if said property had been owned by the Company at the time of the execution of the Mortgage, and had been specifically and at length described in and conveyed to said Trustees, by the Mortgage as a part of the property therein stated to be conveyed.

The Company further covenants and agrees to and with the Trustees and their successors in said trust under the Mortgage, as follows:

ARTICLE I

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FIFTY-EIGHTH SERIES OF BONDS

SECTION 1. There shall be a series of bonds designated "Pollution Control Series C" (herein sometimes called the "Fifty- eighth Series"), each of which shall also bear the descriptive title "First Mortgage Bond", and the form thereof, which shall be established by Resolution of the Board of Directors of the Company, shall contain suitable provisions with respect to the matters hereinafter in this Section specified. Bonds of the Fifty- eighth Series (which shall be initially issued in the aggregate principal amount of $20,319,000) shall mature on December 1, 2016, shall be issued as fully registered bonds in the denomination of One Thousand Dollars and such other denominations as the officers of the Company shall determine to issue (such determination to be evidenced by the execution and delivery thereof), shall be dated as in Section 10 of the Mortgage provided, and the principal of, and, to the extent permitted by the Mortgage, interest on any overdue principal of, each said bond shall be payable at the office or agency of the Company in the Borough of Manhattan, The City of New York, in such coin or currency of the United States of America as at the time of payment is legal tender for public and private debts.

(I) The bonds of the Fifty-eighth Series shall be issued and delivered to, and registered in the name of, the trustee under the Trust Indenture, dated as of June 15, 1994 (hereinafter called the "Pope Indenture)", of Pope County, Arkansas (hereinafter called "Pope County") relating to its 6.30% Pollution Control Revenue Refunding Bonds, Series 1994 (Arkansas Power & Light Company Project) (hereinafter called the "Pope Bonds"), in order to evidence in part the Company's obligation to make certain payments under the Loan Agreement, dated as of June 15, 1994, between Pope County and the Company.

The obligation of the Company to make any payment of principal of the bonds of the Fifty-eighth Series, whether at maturity, upon redemption or otherwise, shall be reduced by the amount of any reduction under the Pope Indenture of the amount of the corresponding payment required to be made by Pope County thereunder in respect of the principal of the Pope Bonds. The Corporate Trustee may conclusively presume that the obligation of the Company to pay the principal of the bonds of the Fifty-eighth Series as the same shall become due and payable shall have been fully satisfied and discharged unless and until it shall have received a written notice (which may be a facsimile followed by a hard copy) from the trustee under the Pope Indenture, signed by its President, a Vice President or a Trust Officer, stating that the corresponding payment of principal of the Pope Bonds has become due and payable and has not been fully paid and specifying the amount of funds required to make such payment.

(II) In the event that any Pope Bonds outstanding under the Pope Indenture shall become immediately due and payable pursuant to Section 1002 of the Pope Indenture, upon the occurrence of an Event of Default under Section 1001(a) or (b) of the Pope Indenture, all bonds of the Fifty-eighth Series, then outstanding, shall be redeemed by the Company, on the date such Pope Bonds shall have become immediately due and payable, at the principal amount thereof.

In the event that any Pope Bonds are to be redeemed pursuant to Section 301(b) of the Pope Indenture, bonds of the Fifty- eighth Series, in a principal amount equal, as nearly as practicable, to the sum of (i) the principal amount of such Pope Bonds and (ii) eight-twelfths (8/12) of the annual interest due on such Pope Bonds, shall be redeemed by the Company, on the date fixed for redemption of Pope Bonds, at the principal amount thereof.

The Corporate Trustee may conclusively presume that no redemption of bonds of the Fifty-eighth Series is required pursuant to this subsection (II) unless and until it shall have received a written notice (which may be a facsimile followed by a hard copy) from the trustee under the Pope Indenture, signed by its President, a Vice President or a Trust Officer, stating that the Pope Bonds have become immediately due and payable pursuant to Section 1002 of the Pope Indenture, upon the occurrence of an Event of Default under Section 1001(a) or (b) of the Pope Indenture, or the Pope Bonds are to be redeemed pursuant to
Section 301(b) of the Pope Indenture and specifying the principal amount thereof, as the case may be. Said notice shall also contain a waiver of notice of such redemption by the trustee under the Pope Indenture, as the holder of all the bonds of the Fifty-eighth Series then outstanding.

(III) The Company hereby waives its right to have any notice of any redemption pursuant to subsection (II) of this Section 1 state that such notice is subject to the receipt of the redemption moneys by the Corporate Trustee before the date fixed for redemption. Notwithstanding the provisions of Section 52 of the Mortgage, any such notice under such subsection shall not be conditional.

(IV) At the option of the registered owner, any bonds of the Fifty-eighth Series, upon surrender thereof for cancellation at the office or agency of the Company in the Borough of Manhattan, The City of New York, together with a written instrument of transfer wherever required by the Company, duly executed by the registered owner or by his duly authorized attorney, shall (subject to the provisions of Section 12 of the Mortgage) be exchangeable for a like aggregate principal amount of bonds of the same series of other authorized denominations.

Bonds of the Fifty-eighth Series shall not be transferable except to any successor trustee under the Pope Indenture, any such transfer to be made (subject to the provisions of Section 12 of the Mortgage) at the office or agency of the Company in the Borough of Manhattan, The City of New York.

The Company hereby waives any right to make a charge for any exchange or transfer of bonds of the Fifty-eighth Series.

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(V) The bonds of the Fifty-eighth Series may bear such legends as may be necessary to comply with any law or with any rules or regulations made pursuant thereto or with the rules or regulations of any stock exchange or to conform to usage with respect thereto.

ARTICLE II

FIFTY-NINTH SERIES OF BONDS

SECTION 2. There shall be a series of bonds designated "Pollution Control Series D" (herein sometimes called the "Fifty- ninth Series"), each of which shall also bear the descriptive title "First Mortgage Bond", and the form thereof, which shall be established by Resolution of the Board of Directors of the Company, shall contain suitable provisions with respect to the matters hereinafter in this Section specified. Bonds of the Fifty- ninth Series (which shall be initially issued in the aggregate principal amount of $9,586,400) shall mature on June 1, 2018, shall be issued as fully registered bonds in the denomination of One Thousand Dollars and such other denominations as the officers of the Company shall determine to issue (such determination to be evidenced by the execution and delivery thereof), shall be dated as in Section 10 of the Mortgage provided, and the principal of, and, to the extent permitted by the Mortgage, interest on any overdue principal of, each said bond shall be payable at the office or agency of the Company in the Borough of Manhattan, The City of New York, in such coin or currency of the United States of America as at the time of payment is legal tender for public and private debts.

(I) The bonds of the Fifty-ninth Series shall be issued and delivered to, and registered in the name of, the trustee under the Trust Indenture, dated as of June 15, 1994 (hereinafter called the "Jefferson Indenture)", of Jefferson County, Arkansas (hereinafter called "Jefferson County") relating to its 6.30% Pollution Control Revenue Refunding Bonds, Series 1994 (Arkansas Power & Light Company Project) (hereinafter called the "Jefferson Bonds"), in order to evidence in part the Company's obligation to make certain payments under the Loan Agreement, dated as of June 15, 1994, between Jefferson County and the Company.

The obligation of the Company to make any payment of principal of the bonds of the Fifty-ninth Series, whether at maturity, upon redemption or otherwise, shall be reduced by the amount of any reduction under the Jefferson Indenture of the amount of the corresponding payment required to be made by Jefferson County thereunder in respect of the principal of the Jefferson Bonds. The Corporate Trustee may conclusively presume that the obligation of the Company to pay the principal of the bonds of the Fifty-ninth Series as the same shall become due and payable shall have been fully satisfied and discharged unless and until it shall have received a written notice (which may be a facsimile followed by a hard copy) from the trustee under the Jefferson Indenture, signed by its President, a Vice President or a Trust Officer, stating that the corresponding payment of principal of the Jefferson Bonds has become due and payable and has not been fully paid and specifying the amount of funds required to make such payment.

(II) In the event that any Jefferson Bonds outstanding under the Jefferson Indenture shall become immediately due and payable pursuant to Section 1002 of the Jefferson Indenture, upon the occurrence of an Event of Default under Section 1001(a) or (b) of the Jefferson Indenture, all bonds of the Fifty-ninth Series, then outstanding, shall be redeemed by the Company, on the date such Jefferson Bonds shall have become immediately due and payable, at the principal amount thereof.

In the event that any Jefferson Bonds are to be redeemed pursuant to Section 301(b) of the Jefferson Indenture, bonds of the Fifty-ninth Series, in a principal amount equal, as nearly as practicable, to the sum of (i) the principal amount of such Jefferson Bonds and (ii) eight-twelfths (8/12) of the annual interest due on such Jefferson Bonds, shall be redeemed by the Company, on the date fixed for redemption of Jefferson Bonds, at the principal amount thereof.

The Corporate Trustee may conclusively presume that no redemption of bonds of the Fifty-ninth Series is required pursuant to this subsection (II) unless and until it shall have received a written notice (which may be a facsimile followed by a hard copy) from the trustee under the Jefferson Indenture, signed by its President, a Vice President or a Trust Officer, stating that the Jefferson Bonds have become immediately due and payable pursuant to Section 1002 of the Jefferson Indenture, upon the occurrence of an Event of Default under Section 1001(a) or (b) of the Jefferson Indenture, or the Jefferson Bonds are to be redeemed pursuant to Section 301(b) of the Jefferson Indenture and specifying the principal amount thereof, as the case may be. Said notice shall also contain a waiver of notice of such redemption by the trustee under the Jefferson Indenture, as the holder of all the bonds of the Fifty-ninth Series then outstanding.

(III) The Company hereby waives its right to have any notice of any redemption pursuant to subsection (II) of this Section 2 state that such notice is subject to the receipt of the redemption moneys by the Corporate Trustee before the date fixed for redemption. Notwithstanding the provisions of Section 52 of the Mortgage, any such notice under such subsection shall not be conditional.

(IV) At the option of the registered owner, any bonds of the Fifty-ninth Series, upon surrender thereof for cancellation at the office or agency of the Company in the Borough of Manhattan, The City of New York, together with a written instrument of transfer wherever required by the Company, duly executed by the registered owner or by his duly authorized attorney, shall (subject to the provisions of Section 12 of the Mortgage) be exchangeable for a like aggregate principal amount of bonds of the same series of other authorized denominations.

Bonds of the Fifty-ninth Series shall not be transferable except to any successor trustee under the Jefferson Indenture, any such transfer to be made (subject to the provisions of

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Section 12 of the Mortgage) at the office or agency of the Company in the Borough of Manhattan, The City of New York.

The Company hereby waives any right to make a charge for any exchange or transfer of bonds of the Fifty-ninth Series.

(V) The bonds of the Fifty-ninth Series may bear such legends as may be necessary to comply with any law or with any rules or regulations made pursuant thereto or with the rules or regulations of any stock exchange or to conform to usage with respect thereto.

ARTICLE III

MISCELLANEOUS PROVISIONS

SECTION 3. Subject to the amendments provided for in this Fifty-second Supplemental Indenture, the terms defined in the Mortgage and the First through Fifty-first Supplemental Indentures shall, for all purposes of this Fifty-second Supplemental Indenture, have the meanings specified in the Mortgage and the First through Fifty-first Supplemental Indentures.

SECTION 4. The Trustees hereby accept the trusts herein declared, provided, created or supplemented and agree to perform the same upon the terms and conditions herein and in the Mortgage and in the First through Fifty-first Supplemental Indentures set forth and upon the following terms and conditions:

The Trustees shall not be responsible in any manner whatsoever for or in respect of the validity or sufficiency of this Fifty-second Supplemental Indenture or for or in respect of the recitals contained herein, all of which recitals are made by the Company solely. In general each and every term and condition contained in Article XVII of the Mortgage, as heretofore amended, shall apply to and form part of this Fifty-second Supplemental Indenture with the same force and effect as if the same were herein set forth in full with such omissions, variations and insertions, if any, as may be appropriate to make the same conform to the provisions of this Fifty-second Supplemental Indenture.

SECTION 5. Whenever in this Fifty-second Supplemental Indenture either of the parties hereto is named or referred to, this shall, subject to the provisions of Articles XVI and XVII of the Mortgage, as heretofore amended, be deemed to include the successors and assigns of such party, and all the covenants and agreements in this Fifty-second Supplemental Indenture contained by or on behalf of the Company, or by or on behalf of the Trustees, or either of them, shall, subject as aforesaid, bind and inure to the respective benefits of the respective successors and assigns of such parties, whether so expressed or not.

SECTION 6. Nothing in this Fifty-second Supplemental Indenture, expressed or implied, is intended, or shall be construed, to confer upon, or give to, any person, firm or corporation, other than the parties hereto and the holders of the bonds and coupons Outstanding under the Mortgage, any right, remedy or claim under or by reason of this Fifty-second Supplemental Indenture or any covenant, condition, stipulation, promise or agreement hereof, and all the covenants, conditions, stipulations, promises or agreements in this Fifty-second Supplemental Indenture contained by or on behalf of the Company shall be for the sole and exclusive benefit of the parties hereto, and of the holders of the bonds and of the coupons Outstanding under the Mortgage.

SECTION 7. This Fifty-second Supplemental Indenture shall be executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

SECTION 8. This Fifty-second Supplemental Indenture shall be construed in accordance with and governed by the laws of the State of New York.

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IN WITNESS WHEREOF, ARKANSAS POWER & LIGHT COMPANY has caused its corporate name to be hereunto affixed, and this instrument to be signed and sealed by its President or one of its Vice Presidents, and its corporate seal to be attested by its Secretary or one of its Assistant Secretaries for and in its behalf, and MORGAN GUARANTY TRUST COMPANY OF NEW YORK has caused its corporate name to be hereunto affixed, and this instrument to be signed and sealed by, one of its Vice Presidents, and its corporate seal to be attested by one of its Assistant Secretaries for and in its behalf, and JOHN W. FLAHERTY has hereunto set his hand and affixed his seal, and THE BOATMEN'S NATIONAL BANK OF ST. LOUIS has caused its corporate name to be hereunto affixed, and this instrument to be signed and sealed by, one of its Vice Presidents or one of its Trust Officers, and its corporate seal to be attested by one of its Assistant Secretaries or one of its Trust Officers for and in its behalf, as of the day and year first above written.

ARKANSAS POWER & LIGHT COMPANY

By:.....
Vice President

Attest:

.....
Assistant Secretary

Executed, sealed and delivered by
ARKANSAS POWER & LIGHT COMPANY
in the presence of:

.....

.....

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MORGAN GUARANTY TRUST COMPANY
OF NEW YORK,
As Corporate Trustee

By:.....
Vice President

Attest:

.....
Assistant Secretary

JOHN W. FLAHERTY,
As Co-Trustee

By: .....[L.S.]

Attest:

.....
Assistant Secretary

Executed, sealed and delivered by
MORGAN GUARANTY TRUST COMPANY
OF NEW YORK and JOHN W. FLAHERTY
in the presence of:

.....

.....

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THE BOATMEN'S NATIONAL BANK
OF ST. LOUIS,
As Co-Trustee as to property,
real or personal, situated or
being in Missouri

By:.....
Trust Officer

Attest:

.....
Trust Officer

Executed, sealed and delivered by
THE BOATMEN'S NATIONAL BANK
OF ST. LOUIS in the presence of:

.....

.....

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STATE OF LOUISIANA)
)
SS.:
PARISH OF ORLEANS)

On this 15th day of June, 1994, before me, Connie H. Wise, a Notary Public duly commissioned, qualified and acting within and for said Parish and State, appeared in person the within named GLENN E. HARDER and LEE W. RANDALL, to me personally well known, who stated that they were a Vice President and Assistant Secretary, respectively, of ARKANSAS POWER & LIGHT COMPANY, a corporation, and were duly authorized in their respective capacities to execute the foregoing instrument for and in the name and behalf of said corporation, and further stated and acknowledged that they had so signed, executed and delivered said foregoing instrument for the consideration, uses and purposes therein mentioned and set forth.

On the 15th day of June, 1994, before me personally came GLENN E. HARDER, to me known, who, being by me duly sworn, did depose and say that he resides in Mandeville, Louisiana; that he is a Vice President of ARKANSAS POWER & LIGHT COMPANY, one of the corporations described in and which executed the above instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation, and that he signed his name thereto by like order.

On the 15th day of June, 1994, before me appeared GLENN E. HARDER, to me personally known, who, being by me duly sworn, did say that he is a Vice President of ARKANSAS POWER & LIGHT COMPANY, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and he acknowledged said instrument to be the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal at my office in said Parish and State the day and year last above written.

Connie H. Wise Notary Public Parish of Orleans, State of Louisiana My Commission is Issued for Life

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STATE OF NEW YORK)
)
SS.:
COUNTY OF NEW YORK)

On this 16th day of June, 1994, before me, Susan Fields, a Notary Public duly commissioned, qualified and acting within and for said County and State, appeared HELEN G. CHIN and DIANA HILS, to me personally well known, who stated that they were a Vice President and Assistant Secretary, respectively, of MORGAN GUARANTY TRUST COMPANY OF NEW YORK, a corporation, and were duly authorized in their respective capacities to execute the foregoing instrument for and in the name and behalf of said corporation; and further stated and acknowledged that they had so signed, executed and delivered said foregoing instrument for the consideration, uses and purposes therein mentioned and set forth.

On the 16th day of June, 1994, before me personally came HELEN G. CHIN, to me known, who, being by me duly sworn, did depose and say that she resides in New York, New York; that she is a Vice President of MORGAN GUARANTY TRUST COMPANY OF NEW YORK, one of the corporations described in and which executed the above instrument; that she knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by authority of the Board of Directors of said corporation, and that she signed her name thereto by like authority.

On the 16th day of June, 1994, before me appeared HELEN G. CHIN, to me personally known, who, being by me duly sworn, did say that she is a Vice President of MORGAN GUARANTY TRUST COMPANY OF NEW YORK, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and she acknowledged said instrument to be the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal at my office in said County and State the day and year last above written.

Susan Fields Notary Public, State of New York No. 31-4980055 Qualified in New York County My Commission Expires April 8, 1995

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STATE OF NEW YORK)
)
SS.:
COUNTY OF NEW YORK)

On this 16th day of June, 1994, before me, Susan Fields, the undersigned, personally appeared JOHN W. FLAHERTY, known to me to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained.

On the 16th day of June, 1994, before me personally appeared JOHN W. FLAHERTY, to me known to be the person described in and who executed the foregoing instrument, and acknowledged that he executed the same as his free act and deed.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Susan Fields Notary Public, State of New York No. 31-4980055 Qualified in New York County My Commission Expires April 8, 1995

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STATE OF MISSOURI)
)
SS.:
COUNTY OF ST. LOUIS)

On this 15th day of June, 1994, before me, Joy Marie Lincoln, a Notary Public duly commissioned, qualified and acting within and for said County and State, appeared ROBERT A. CLASQUIN and P. C. QUIBELLE, to me personally well known, who stated that they were Trust Officers of THE BOATMEN'S NATIONAL BANK OF ST. LOUIS, a corporation, and were duly authorized in their respective capacities to execute the foregoing instrument for and in the name and behalf of said corporation, and further stated and acknowledged that they had so signed, executed and delivered said foregoing instrument for the consideration, uses and purposes therein mentioned and set forth.

On the 15th day of June, 1994, before me personally came ROBERT A. CLASQUIN, to me known, who, being by me duly sworn, did depose and say that he resides in Highland, Illinois; that he is a Trust Officer of THE BOATMEN'S NATIONAL BANK OF ST. LOUIS, one of the corporations described in and which executed the above instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation, and that he signed his name by like order.

On the 15th day of June, 1994, before me appeared ROBERT A. CLASQUIN to me personally known, who, being by me duly sworn, did say that he is a Trust Officer of THE BOATMEN'S NATIONAL BANK OF ST. LOUIS, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and he acknowledged said instrument to be the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal at my office in said County and State the day and year last above written.

Joy Marie Lincoln Notary Public, State of Missouri St. Louis County My Commission Expires October 16, 1994

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Exhibit 23(a)

[Letterhead of Friday, Eldredge & Clark]

August 9, 1994

Entergy Corporation
225 Baronne Street
New Orleans, Louisiana 70112

Gentlemen:

We consent to the reference to our firm under the heading "Experts" in the Quarterly Report on Form 10-Q being filed on or about the date hereof by Entergy Corporation, Arkansas Power & Light Company ("AP&L"), Gulf States Utilities Company, Louisiana Power & Light Company, Mississippi Power & Light Company, New Orleans Public Service Inc. and System Energy Resources, Inc. We further consent to the incorporation by reference of such reference to our firm into AP&L's Registration Statements (Form S- 3, File Nos. 33-36149, 33-48356 and 33-50289), and related Prospectuses pertaining to AP&L's First Mortgage Bonds and/or Preferred Stock and First Mortgage Bonds, respectively.

Very truly yours,

/s/ Friday, Eldredge & Clark

FRIDAY, ELDREDGE & CLARK

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Exhibit 23(b)

[Letterhead of Monroe & Lemann]

August 9, 1994

Entergy Corporation
225 Baronne Street
New Orleans, Louisiana 70112

Gentlemen:

We consent to the reference to our firm under the heading "Experts" in the Quarterly Report on Form 10-Q being filed on or about the date hereof by Entergy Corporation, Arkansas Power & Light Company, Gulf States Utilities Company, Louisiana Power & Light Company ("LP&L"), Mississippi Power & Light Company, New Orleans Public Service Inc. ("NOPSI") and System Energy Resources, Inc. We further consent to the incorporation by reference of such reference to our firm into LP&L's Registration Statements on Form S-3, and the related prospectuses (File Nos. 33-50937, 33-46085 and 33-39221) pertaining to LP&L's First Mortgage Bonds and Preferred Stock, and into NOPSI's Registration Statement on Form S-3, and the related prospectus (File No. 33- 57926) pertaining to NOPSI's General and Refunding Mortgage Bonds.

Very truly yours,

/s/ Monroe & Lemann

MONROE & LEMANN

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Exhibit 23(c)

[Letterhead of Wise Carter Child & Caraway]

August 9, 1994

Entergy Corporation
225 Baronne Street
New Orleans, Louisiana 70112

Gentlemen:

We consent to the reference to our firm under the heading "Experts" in the Quarterly Report on Form 10-Q being filed on or about the date hereof by Entergy Corporation, Arkansas Power & Light Company, Gulf States Utilities Company, Louisiana Power & Light Company, Mississippi Power & Light Company ("MP&L"), New Orleans Public Service Inc., and System Energy Resources, Inc. ("System Energy"). We further consent to the incorporation by reference of such reference to our firm into System Energy's Registration Statement on Form S-3, and the related prospectus (File No. 33-47662) pertaining to System Energy's First Mortgage Bonds, and into MP&L's Registration Statements on Form S-3, and the related prospectuses (File Nos. 33-53004, 33-55826 and 33- 50507) pertaining to MP&L's Preferred Stock.

Very truly yours,

WISE CARTER CHILD & CARAWAY,
Professional Association

By: /s/ Robert B. McGehee
Robert B. McGehee

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Exhibit 23(d)

CONSENT

We consent to the reference to our firm under the heading "Experts" in the Quarterly Report on Form 10-Q being filed on or about the date hereof by Entergy Corporation, Arkansas Power & Light Company, Gulf States Utilities Company ("GSU"), Louisiana Power & Light Company, Mississippi Power & Light Company, New Orleans Public Service Inc. and System Energy Resources, Inc. We further consent to the incorporation by reference in the registration statements of GSU on Form S-3 and Form S-8 (File Numbers 2-76551, 2-98011, 33-49739, and 33-51181) of such reference and Statements of Legal Conclusions.

/s/ Clark, Thomas &
Winters
A Professional Corporation

CLARK, THOMAS & WINTERS,
A Professional Corporation

Austin, Texas
August 9, 1994

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Exhibit 23(e)

CONSENT

We consent to the reference to our firm under the heading "Experts" in the Quarterly Report on Form 10-Q being filed on or about the date hereof by Entergy Corporation, Arkansas Power & Light Company, Gulf States Utilities Company ("GSU"), Louisiana Power & Light Company, Mississippi Power & Light Company, New Orleans Public Service Inc. and System Energy Resources, Inc. We further consent to the incorporation by reference of such reference to our firm into GSU's Registration Statements on Form S-3 and Form S-8 (File Numbers 2-76551, 2-98011, 33-49739 and 33- 51181) of such reference and Statements.

/s/ Sandlin Associates

SANDLIN ASSOCIATES
Management Consultants

Pasco, Washington
August 9, 1994

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Exhibit 99(a)

Arkansas Power and Light Company
Computation of Ratios of Earnings to Fixed Charges and
Ratios of Earnings to Combined Fixed Charges and Preferred Dividends

	Twelve Months Ended December 31,					June 30,
	1989	1990	1991	1992	1993	1994
	(In Thousands, Except for Ratios)					
Fixed charges, as defined:						
Interest on long-term debt	$89,027	$101,412	$100,533	$89,317	$77,980	$74,853
Interest on long-term debt - other	31,138	31,195	33,321	31,000	29,791	28,859
Interest on notes payable	828	1,027	--	117	349	1,011
Amortization of expense and premium on debt-net(cr)	1,557	1,792	1,112	1,359	2,702	3,964
Other interest	(6,295)	1,567	1,303	2,308	8,769	1,773
Interest applicable to rentals	22,349	24,233	21,969	17,657	16,860	15,293
Total fixed charges, as defined	138,604	161,226	158,238	141,758	136,451	125,753
Preferred dividends, as defined (a)	31,298	30,851	31,458	32,195	30,334	26,319
Combined fixed charges and preferred dividends, as defined	$169,902	$192,077	$189,696	$173,953	$166,785	$152,072
Earnings as defined:						
Net Income	$131,979	$129,765	$143,451	$130,529	$205,297	$172,796
Add:						
Provision for income taxes:						
Federal & State	8,440	50,921	44,418	57,089	58,162	52,741
Deferred - net	37,268	17,943	11,048	3,490	34,748	11,717
Investment tax credit adjustment - net	3,543	(12,022)	(1,600)	(9,989)	(10,573)	(10,600)
Fixed charges as above	138,604	161,226	158,238	141,758	136,451	125,753
Total earnings, as defined	$319,834	$347,833	$355,555	$322,877	$424,085	$352,407
Ratio of earnings to fixed charges, as defined	2.31	2.16	2.25	2.28	3.11	2.80
Ratio of earnings to combined fixed charges and preferred dividends, as defined	1.88	1.81	1.87	1.86	2.54	2.32

(a) "Preferred dividends," as defined by SEC regulation S-K, are computed by dividing the preferred dividend requirement by one hundred percent (100%) minus the income tax rate.

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Gulf States Utilities Company
Computation of Ratios of Earnings to Fixed Charges and
Ratios of Earnings to Combined Fixed Charges and Preferred Dividends

	Twelve Months Ended December 31,					June 30,
	1989	1990	1991	1992	1993	1994
	(In Thousands, Except for Ratios)					
Fixed charges, as defined:						
Interest on long-term debt	$231,170	$218,462	$201,335	$197,218	$172,494	$168,825
Interest on notes payable	33,185	24,295	8,446	-	-	-
Interest on long-term debt - other	19,495	12,668	19,507	21,155	19,440	19,440
Other interest	13,331	18,380	29,169	26,564	10,561	8,415
Amortization of expense and premium on debt-net(cr)	2,280	2,192	1,999	3,479	8,104	8,613
Interest applicable to rentals	23,244	23,761	24,049	23,759	23,455	21,734
Total fixed charges, as defined	322,705	299,758	284,505	272,175	234,054	227,027
Preferred dividends, as defined (a)	241,829	104,484	90,146	69,617	65,299	59,677
Combined fixed charges and preferred dividends, as defined	$564,534	$404,242	$374,651	$341,792	$299,353	$286,704
Earnings as defined:						
Income (loss) from continuing operations before extrodinary items and the cumulative effect of accounting changes	$13,251	($36,399)	$112,391	$139,413	$69,462	$67,515
Add:						
Income taxes	37,744	(24,216)	48,250	55,860	58,016	65,761
Fixed charges as above	322,705	299,758	284,505	272,175	234,054	227,027
Total earnings, as defined	$373,700	$239,143	$445,146	$467,448	$361,532	$360,303
Ratio of earnings to fixed charges, as defined	1.16	0.80	1.56	1.72	1.54	1.59
Ratio of earnings to combined fixed charges and preferred dividends, as defined	0.66	0.59	1.19	1.37	1.21	1.26

(a) "Preferred dividends," as defined by SEC regulation S-K, are computed by dividing the preferred dividend requirement by one hundred percent (100%) minus the income tax rate.

(b) Earnings for the year ended December 31, 1990, for GSU were not adequate to cover fixed charges by $60.6 million. Earnings for the years ended December 31, 1990 and 1989, were not adequate to cover fixed charges and preferred and preference dividends by $165.1 million and $190.8 million, respectively. Earnings in 1990 include a $205 million charge for the settlement of a purchased power dispute.

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Exhibit 99(c)

Louisiana Power and Light Company
Computation of Ratios of Earnings to Fixed Charges and
Ratios of Earnings to Combined Fixed Charges and PreferreD Dividends

	Twelve Months Ended December 31,					June 30,
	1989	1990	1991	1992	1993	1994
	(In Thousands, Except for Ratios)					
Fixed charges, as defined:						
Interest on mortgage bonds	$155,640	$101,996	$97,324	$68,247	$60,939	$58,916
Interest on long-term debt - other	25,400	52,361	61,492	60,425	63,694	65,140
Interest on notes payable	--	87	--	150	898	1,602
Interest on lease (nuclear)	9,475	8,756	7,086	5,092	4,574	4,728
Other interest charges	11,300	6,378	5,924	5,591	5,706	4,355
Amortization of expense and premium on debt - net(cr)	2,260	3,397	3,282	7,100	5,720	5,101
Interest applicable to rentals	4,415	4,150	4,295	4,271	3,945	4,641
Total fixed charges, as defined	208,490	177,125	179,403	150,876	145,476	144,483
Preferred dividends, as defined (a)	59,009	42,365	41,212	42,026	40,779	36,534
Combined fixed charges and preferred dividends, as defined	$267,499	$219,490	$220,615	$192,902	$186,255	$181,017
Earnings as defined:						
Net Income	$106,613	$155,049	$166,572	$182,989	$188,808	$201,590
Add:						
Provision for income taxes:						
Federal and State	29,069	62,236	8,684	36,465	70,552	73,212
Deferred Federal and State - net	7,840	(9,655)	67,792	51,889	43,017	41,547
Investment tax credit adjustment - net	20,822	26,646	8,244	(1,317)	(2,756)	(2,764)
Fixed charges as above	208,490	177,125	179,403	150,876	145,476	144,483
Total earnings, as defined	$372,834	$411,401	$430,695	$420,902	$445,097	$458,068
Ratio of earnings to fixed charges, as defined	1.79	2.32	2.40	2.79	3.06	3.17
Ratio of earnings to combined fixed charges and preferred dividends, as defined	1.39	1.87	1.95	2.18	2.39	2.53

(a) "Preferred dividends," as defined by SEC regulation S-K, are computed by dividing the preferred dividend requirement by one hundred percent (100%) minus the income tax rate.

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Exhibit 99(d)

Mississippi Power and Light Company
Computation of Ratios of Earnings to Fixed Charges and
Ratios of Earnings to Combined Fixed Charges and Preferred Dividends

	Twelve Months Ended December 31,					June 30,
	1989	1990	1991	1992	1993	1994
	(In Thousands, Except for Ratios)					
Fixed charges, as defined:						
Interest on long-term debt	$60,995	$59,675	$59,440	$56,646	$48,029	$44,640
Interest on long-term debt - other	4,325	4,300	4,188	4,063	4,070	3,935
Interest on notes payable	1,031	1,512	953	36	7	884
Other interest charges	1,591	1,494	1,444	1,636	1,795	2,443
Amortization of expense and premium on debt-net(cr)	1,548	1,737	1,617	1,685	1,458	1,713
Interest applicable to rentals	533	596	574	521	1,264	1,408
Total fixed charges, as defined	70,023	69,314	68,216	64,587	56,623	55,023
Preferred dividends, as defined (a)	2,584	17,584	14,962	12,823	12,990	12,778
Combined fixed charges and preferred dividends, as defined	$72,607	$86,898	$83,178	$77,410	$69,613	$67,801
Earnings as defined:						
Net Income	$12,419	$60,830	$63,088	$65,036	$101,743	$61,524
Add:						
Provision for income taxes:						
Federal and State	370	4,027	(1,001)	4,463	54,418	53,243
Deferred Federal and State - net	(8,636)	35,721	32,491	20,430	539	(21,321)
Investment tax credit adjustment - net	(1,523)	(1,835)	(1,634)	(1,746)	1,036	1,030
Fixed charges as above	70,023	69,314	68,216	64,587	56,623	55,023
Total earnings, as defined	$72,653	$168,057	$161,160	$152,770	$214,359	$149,499
Ratio of earnings to fixed charges, as defined	1.04	2.42	2.36	2.37	3.79	2.72
Ratio of earnings to combined fixed charges and preferred dividends, as defined	1.00	1.93	1.94	1.97	3.08	2.20

(a) "Preferred dividends," as defined by SEC regulation S-K, are computed by dividing the preferred dividend requirement by one hundred percent (100%) minus the income tax rate.

(b) Earnings for the twelve months ended December 31, 1989 include the impact of the write-off of $60 million of deferred Grand Gulf 1 - related costs pursuant to an agreement between MP&L and the MPSC.

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Exhibit 99(e)

New Orleans Public Service Inc.
Computation of Ratios of Earnings to Fixed Charges and
Ratios of Earnings to Combined Fixed Charges and Preferred Dividends

	Twelve Months Ended December 31,					June 31,
	1989	1990	1991	1992	1993	1994
	(In Thousands, Except for Ratios)					
Fixed charges, as defined:						
Interest on mortgage bonds	$24,472	$24,472	$23,865	$22,934	$19,478	$17,540
Interest on notes payable	--	--	--	--	--	82
Other interest charges	2,422	831	793	1,714	1,016	1,033
Amortization of expense and premium on debt-net(cr)	579	579	565	576	598	697
Interest applicable to rentals	603	160	517	444	544	736
Total fixed charges, as defined	28,076	26,042	25,740	25,668	21,636	20,088
Preferred dividends, as defined (a)	4,633	4,020	3,582	3,214	2,952	2,861
Combined fixed charges and preferred dividends, as defined	$32,709	$30,062	$29,322	$28,882	$24,588	$22,949
Earnings as defined:						
Net Income	$14,464	$27,542	$74,699	$26,424	$47,709	$35,690
Add:						
Provision for income taxes:						
Federal and State	848	134	8,885	16,575	27,479	37,993
Deferred Federal and State - net	9,296	17,370	36,947	(340)	5,203	(11,149)
Investment tax credit adjustment - net	444	(75)	(591)	(170)	(744)	(726)
Fixed charges as above	28,076	26,042	25,740	25,668	21,636	20,088
Total earnings, as defined	$53,128	$71,013	$145,680	$68,157	$101,283	$81,896
Ratio of earnings to fixed charges, as defined	1.89	2.73	5.66	2.66	4.68	4.08
Ratio of earnings to combined fixed charges and preferred dividends, as defined	1.62	2.36	4.97	2.36	4.12	3.57

(a) "Preferred dividends," as defined by SEC regulation S-K, are computed by dividing the preferred dividend requirement by one hundred percent (100%) minus the income tax rate.

(b) Earnings for the twelve months ended December 31, 1991 include the $90 million effect of the 1991 NOPSI Settlement.

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Exhibit 99 (f)

System Energy Resources, Inc.
Computation of Ratios of Earnings to Fixed Charges and
Ratios of Earnings to Fixed Charges

	Twelve Months Ended December 31,					June 30,
	1989	1990	1991	1992	1993	1994
	(In Thousands, Except for Ratios)					
Fixed charges, as defined:						
Interest on mortgage bonds	$148,402	$138,689	$126,351	$104,429	$91,472	$87,482
Interest on other long-term debt	91,295	91,955	92,187	92,189	93,346	86,815
Interest on lease nuclear	18,298	13,830	10,007	6,265	6,790	7,003
Interest on notes payable	0	0	0	0	0	28
Amortization of expense and premium on debt-net	7,326	10,532	7,495	6,417	4,520	5,716
Other interest charges	2,790	1,460	3,617	1,506	1,600	1,148
Total fixed charges, as defined	$268,111	$256,466	$239,657	$210,806	$197,728	$188,192
Earnings as defined:						
Net Income	($655,524)	$168,677	$104,622	$130,141	$93,927	$87,638
Add:						
Provision for income taxes:						
Federal and State	(168,440)	4,620	(26,848)	35,082	48,314	63,579
Deferred Federal and State - net	93,048	52,962	37,168	23,648	60,690	46,068
Investment tax credit adjustment - net	(14,321)	56,320	63,256	30,123	(30,452)	(30,311)
Fixed charges as above	268,111	256,466	239,657	210,806	197,728	188,192
Total earnings, as defined	($477,126)	$539,045	$417,855	$429,800	$370,207	$355,166
Ratio of earnings to fixed charges, as defined	(a)	2.10	1.74	2.04	1.87	1.89

(a) Earnings for the twelve months ended December 31, 1989 were inadequate to cover fixed charges due to System Energy's cancellation and write-off of its investment in Grand Gulf 2 in September 1989. The amount of the coverage deficiency for fixed charges was $745.2 million.

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Exhibit 99(j)

[Letterhead of Clark, Thomas & Winters]

August 8, 1994

Gulf States Utilities Company
639 Loyola
New Orleans, LA 70112
Attn: Scott Forbes

Re: SEC Form 10-Q of Gulf States Utilities Company (the "Company") for the quarter ending June 30, 1994

Dear Mr. Forbes:

Our firm has rendered to the Company two opinion letters dated September 30, 1992, concerning certain issues presented in the appeal of Public Utility Commission of Texas (the "PUCT") Docket No. 7195 now pending in the Austin Court of Appeals. In connection with the above-referenced Form 10-Q, we confirm to you as of the date hereof that we continue to hold the opinion, as set forth in the first of our September 30, 1992 letters, that it is reasonably possible that the PUCT will have an opportunity to expressly rule on the prudence of the $1.45 billion* in costs which were abeyed by the PUCT in Docket 7195 (the "Abeyed Plant"). As described in our audit inquiry response addressed to Coopers & Lybrand dated August 1, 1994, the Texas Supreme Court has recently established a new 'financial integrity' standard for the recovery of deferred costs by utilities in Texas. This new standard might become applicable to a remanded proceeding in Docket 7195. We have analyzed the record in Docket 7195, including the evidence addressing financial integrity criteria applied by the PUCT in other dockets and applied by the Texas courts. Based upon this analysis, we believe that it is reasonably possible that the Company will ultimately recover in rates the costs deferred pursuant to the PUCT's order in Docket No. 6525 which were addressed in the second of our September 30, 1992 letters. As we said in our August 1, 1994 audit inquiry response, we presently believe that it is reasonably possible that the Company will be allowed to continue to recover the Allowed Deferrals in rates. We further believe that it is reasonably possible that, to the extent the Abeyed Plant is recovered, the Abeyed Deferrals will also be recovered in rates.

/s/ Clark, Thomas & Winters
A Professional Corporation

CLARK, THOMAS & WINTERS,
A Professional Corporation

* The opinion letters dated September 30, 1992 indicate that the amount of River Bend plant costs held in abeyance was $1.45 billion. The more correct amount, as indicated by the Company in its securities filings to which those opinions related, is $1.4 billion.

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