File No. 70-8839

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 3 to the Form U-1/A

APPLICATION-DECLARATION
under
THE PUBLIC UTILITY HOLDING COMPANY ACT OF 1935

Entergy Corporation

639 Loyola Avenue
New Orleans, LA 70113

(Name of company filing this statement and address of principal executive offices)

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

Edwin Lupberger Jr.
Chairman of the Board, President
and Chief Executive Officer
Entergy Corporation
639 Loyola Avenue
70113
New Orleans, LA 70113

William J. Regan,

Vice President and Treasurer
Entergy Corporation
639 Loyola Avenue
New Orleans, LA

(Names and addresses of agents for service)

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

Laurence M. Hamric, Esq.

Ann G. Roy, Esq.
Entergy Services, Inc.
639 Loyola Avenue
New Orleans, LA 70113

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Item I is amended to add the following after paragraphs 1.11:

1.12 The Company states that the requirements of rule 53, with respect to exempt wholesale generators ("EWGs") as defined in section 32 of the Act, and foreign utility companies ("FUCOs") as defined in section 33 of the Act, and rule 54 are and, assuming consummation of the proposed transactions, will be satisfied. As a result, pursuant to rule 54, the Commission shall not consider the effect of the capitalization or earnings of its EWG or FUCO subsidiaries on the registered holding company system in determining whether to approve the proposed transactions.

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SIGNATURE

Pursuant to the requirements of the Public Utility Holding Company Act of 1935, the undersigned company has duly caused this Application/Declaration to be signed on its behalf by the undersigned thereunto duly authorized.

ENTERGY CORPORATION

By: /s/William J. Regan, Jr.
William J. Regan, Jr.
Vice President and Treasurer

Dated: June 6, 1996

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End of Filing

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