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New York, NY December 5, 2011

1 1 Caution Regarding Forward-Looking Caution Regarding Forward-Looking Statements and Reg G Compliance Statements and Reg G Compliance

In
this
presentation,
and
from
time
to
time,
Entergy
makes
certain
forward-looking
statements
within
the
meaning
of
the
Private
Securities
Litigation
Reform
Act
of
1995.
Except
to
the
extent
required
by
the
federal securities laws, Entergy undertakes no obligation to publicly update or revise any forward-looking
statements, whether as a result of new information, future events, or otherwise.
Forward-looking statements involve a number of risks and uncertainties. There are factors that could
cause actual results to differ materially from those expressed or implied in the forward-looking statements
including (i) those factors discussed in Entergy s Annual Report on Form 10-K for the year ended
December 31, 2010 and its Reports on Form 10-Q for the quarters ended March 31, 2011, June 30, 2011,
and September 30, 2011; (ii) the following transactional factors
(in addition to others described elsewhere
in this presentation and in subsequent securities filings) involving risks inherent in the contemplated
transaction,
including:
(1) failure
to obtain
obtain TTC
ITC Holdings
Holdings
Corp.

( ITC ) shareholder approval, (2) failure of

Entergy and its shareholders to recognize the expected benefits of the transaction, (3) failure to obtain regulatory approvals necessary to consummate the transaction or to obtain regulatory approvals on favorable terms, (4) the ability of Entergy, Transco and ITC to obtain the required financings, (5) delays in consummating the transaction or the failure to consummate the transaction, (6) exceeding the expected costs of the transaction, and (7) the failure to receive an IRS ruling approving the tax-free status of the transaction; (iii) legislative and regulatory actions; and (iv) conditions of the capital markets during the periods covered by the forward-looking statements. The transaction is subject to certain conditions precedent, including regulatory approvals, approval of ITC s shareholders and the availability of financing.

Entergy

cannot

provide

any

assurance

that

the

transaction

or

any

of

the

proposed transactions

related

thereto will be completed, nor can it give assurances as to the terms on which such transactions will be consummated.

Additional Information and Where to Find It
Additional Information and Where to Find It
ITC and Transco will file registration statements with the Securities and Exchange Commission (SEC) registering shares of ITC common stock and Transco common units to be issued to Entergy

shareholders in connection with the proposed transactions. ITC will also file a proxy statement with the SEC that will be sent to the shareholders of ITC. Entergy shareholders are urged to read the prospectus and/or information statement that will be included in the registration statements and any other relevant documents, because they contain important information about ITC, Transco and the proposed transactions. ITC shareholders are urged to read the proxy statement and any other relevant documents because they contain important information about Transco and the proposed transactions. The proxy statement, prospectus and/or information statement, and other documents relating to the proposed transactions (when they are available) can be obtained free of charge from the SEC s website at www.sec.gov. The documents, when available, can also be obtained free of charge from Entergy upon written request to Entergy Corporation, Investor Relations, P.O. Box 61000 New Orleans, LA 70161 or by calling Entergy s Investor Relations information line at 1-888-ENTERGY (368-3749), or from ITC upon written request to ITC Holdings Corp., Investor Relations, 27175 Energy Way, Novi, MI 48377 or by calling 248-946-3000.

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1

Transaction Overview Announcement of Transmission Business Announcement of Transmission Business Divestiture and Merger with ITC

Divestiture and Merger with ITC Transaction Structure

Prior to the merger, Entergy will pursue a tax-free spin-off of its transmission business to Entergy shareholders and ITC expects to effectuate a \$700M recapitalization currently anticipated to be a special dividend to ITC s shareholders

Upon transaction close, Entergy shareholders will receive ITC ownership interest in a tax-free stock-for-stock merger

Entergy expects to receive gross cash proceeds of \$1.775B from new indebtedness that will be assumed by ITC at close

In addition, ITC anticipates issuing approximately \$700M of unsecured debt at the holding company ITC Shareholders
Post-Merge

50.1% Entergy shareholders

49.9% ITC shareholders ITC Senior Management and Board

Two new independent directors who have transmission industry knowledge and familiarity with Entergy s region

ITC s management team will remain intact for combined business, supplemented with key leadership personnel from Entergy s transmission business
Headquarters

Regional headquarters in Jackson, MS Expected Closing

In 2013, subject to timing of approvals Approval Process

Entergy retail regulatory approvals

Federal Energy Regulatory Commission approvals

ITC shareholder approval

Certain other approvals

5
5
Entergy Customers and Other Stakeholders
Entergy Customers and Other Stakeholders
to Benefit From Independent Transco
to Benefit From Independent Transco

Financial

Flexibility

and Growth

Operational

Excellence

Independent

and

Transparent

ITC Model

Increases flexibility of Entergy s investment alternatives

Protects credit quality of Entergy and its OpCos

Supports efficient infrastructure investment

Improves access to capital for Entergy s transmission business

fully utilizes Entergy s world-class storm restoration process

Leverages Entergy employees

knowledge and experience and

performance

operations to ensure continued strengthening of overall grid Brings ITC s experience and track record of safe and reliable Combines best operating practices of both Entergy and ITC Provides singular focus on transmission system performance, planning and operations

Aligns with national policy objectives to facilitate investment in regional and inter-regional transmission, advance open access initiatives and promote access to competitive energy markets

```
6
6
Complete independence (divestiture)
Today s Announcement Builds on
Today s Announcement Builds on
Key Strategic Objectives
```

Key Strategic Objectives Why a Transco? Singular focus in one critical area

Substantial investment

Technological change
--As presented 11/8/2011
Consistent with Congress and FERC direction

Investment needs > depreciation level
Protects / improves credit quality of Operating Companies

"This order benefits customers because the transfer of transmission facilities to an independent entity is one of the most effective means of separating transmission interests from

generation interests and achieving independence through a for-profit transmission company.

--

61,182 at P 1-2 (2003)

Why This Transaction?

Why This Transaction?

Consistent with Congress and FERC Direction

Consistent with Congress and FERC Direction

Not later than 1 year after the date of

enactment of this section, the

Commission shall establish, by rule,

incentive-based (including performance-

based) rate treatments for the

transmission of electric energy in

interstate commerce by public utilities for

the purpose of benefiting consumers by

ensuring reliability and reducing the cost

of delivered power

by reducing congestion.

**Energy Policy Act** 

of 2005

**FERC Presumption** 

on Independence

"[B]y creating an independent stand-alone transmission company from a vertically integrated utility, the proposed transaction furthers the Commission's open access and RTO initiatives, accelerates the transition to competitive regional bulk power markets, and will result in significant benefits to . . . transmission customers.

--

61,368 at 62,591-92 (2002)

-- As presented 11/8/2011

8 8 Growth / Investment Generation Transmission Distribution

**Projected Industry Capital Investments** 

Over Next 20 Years

\$T

Source: Internal analysis; Bloomberg

???

Current Market Cap

Other = 0.15

Why This Transaction?

Why This Transaction?

Rising Capital Spending in the Industry . . .

Rising Capital Spending in the Industry . . .

--As presented 11/8/2011

Projected

```
9
9
Why This Transaction?
Why This Transaction?
... and Rising Capital for Entergy too
... and Rising Capital for Entergy too
```

## Entergy Projected Transmission Capital Investment

2011E

2014E; \$M

Projected

Depreciation

Expense

0

100

200

300

400

500

600

11E

12E

13E

14E

10

10

Why This Transaction?

Why This Transaction?

Addresses Inefficient Transmission Framework

Addresses Inefficient Transmission Framework

U.S. Electric Power Transmission Grid Transmission infrastructure development in the U.S. historically has been focused primarily on connecting load and resources within control areas, with little interregional or national perspective In contrast,

More than 211,000 high voltage transmission line miles

Operated by 140 control areas (ownership is even more fragmented)

Source: FEMA

kV

kV

11
11
Concerns about a Transco?
Concerns about a Transco?
Jurisdictional Change
Jurisdictional Change

Jurisdictional Overview
Transmission Regulation
Siting
1
Expansion Plan
2
T-Component of Retail
Rates
1
Retail Cost Allocation
Wholesale
Transmission Rates
Allocation Among
OpCos / T-Customers
1
Subject to applicable federal law
2
Reliability and Economics
In MISO
Transco

Today

12

12

Concerns about a Transco? Concerns about a Transco? Jurisdictional Considerations Jurisdictional Considerations

Typical Entergy Residential Customer Monthly Bill Base Rates and Riders (Non-Transmission)

Fuel

Total

Transmission

Illustrative

Transmission

**ROE** 

13

13

FERC

Rate regulation (projected test years, with true-up adjustments) is consistent with congressional intent to incent investment

But authorized returns are established within . . .

the zone of reasonableness

Concerns about a Transco?

Concerns about a Transco?

FERC vs State ROEs

FERC vs State ROEs

Hope and Bluefield Tests

[T]he return to the equity owner should be commensurate with returns on investments in other enterprises having corresponding risks. That return, moreover, should be sufficient to assure confidence in the financial integrity of the enterprise, so as to maintain its credit and to attract capital.

--

States

ROEs must maintain credit, attract capital, assure confidence, etc

-- As presented 11/8/2011

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14

Criteria

FERC

IPPs

Retail

Customers /
Regulators
Investors
Complete Independence
Focus

Credit

Change in Control

Value

?

Operational Excellence
Why This Transaction?
Why This Transaction?
Meets Stakeholder Objectives
Meets Stakeholder Objectives
Transco Evaluation Criteria
Meets objectives
Does not meet objectives
Illustrative
?

15

15

Criteria

Sale of

Minority Interest

Sale of Majority / 100% Joint Venture Spin-off / Split-off REIT/ MLP Structure Forward ability to source capital Financial impact on Entergy Tax efficiency Financial Structure Illustrative More Positive Less Positive Why This Transaction? Why This Transaction?

Spin-Merge Best Meets Objectives Spin-Merge Best Meets Objectives

16

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The Transaction

The Transaction

End State

End State

Entergy Utility Operating Companies comprised of:

Generation

Distribution

Entergy to repay \$1.7B debt at the Operating Companies and \$0.075B at the parent\*

Prior to the merger, ITC expects to effectuate a \$700M recapitalization currently anticipated to be a special dividend

Entergy shareholders to merge spun transmission business with ITC merger subsidiary

New Holdco to survive

Entergy shareholders to receive

50.1% of ITC

\*

Parent debt reduction not shown in following slides

Entergy

Shareholders

Entergy

Utility

OpCos

Entergy

Wholesale

Commodities

Entergy

Shareholders

Parent

Creditors

OpCo

Creditors

ITC

Shareholders

ITC

ITC Merger

Sub

6 Transco Subs

Mid South

TransCo LLC

(New Holdco)

```
17
17
17
1 Illustrative / simplified depiction of transaction; not all steps shown.
Entergy s non-utility business also not shown.
```

\*

Not shown
The Transaction
The Transaction
Structure
Structure
Illustrative

The Transaction
The Transaction

Step 1: Entergy Borrows ~\$0.575B Step 1: Entergy Borrows ~\$0.575B

Description

Step

Entergy borrows ~\$0.575B

from capital markets Balance Sheet Effects: \$B Assets Liab/Equity Cash 0.6 LT Debt 0.6 **Entergy Consolidated** Illustrative / simplified depiction of transaction; not all steps shown. Entergy s non-utility business also not shown. Illustrative; figures are rounded Entergy Shareholders Entergy New Bond Holders 1 1 18 Illustrative

The Transaction
The Transaction
Step 2: Entergy Contributes \$0.5B to OpCos
Step 2: Entergy Contributes \$0.5B to OpCos
Description
Step
Entergy contributes ~\$0.5B

of loan proceeds to Utility OpCos and retains remaining ~\$0.075B to pay down parent debt Assets Liab/Equity Cash 0.6 LT Debt 0.6 2 Assets Liab/Equity B Cash 0.6 Cash (0.5)InvstU (stock) 0.5 Illustrative 1 Illustrative / simplified depiction of transaction; not all steps shown. Entergy s non-utility business also not shown. Assets Liab/Equity Cash 0.5 Equity 0.5 Illustrative; figures are rounded Balance Sheet Effects: \$B 19 2 Entergy Shareholders Entergy Utility **OpCos** Entergy T Subs \$0.5B **Entergy Parent Entergy Consolidated** 

**Utility OpCos** 

20

20

The Transaction
The Transaction

Step 3: Entergy Creates T-Subs, Debt Borrowed

Step 3: Entergy Creates T-Subs, Debt Borrowed

Entergy
OpCo
Creditors
Entergy
T Subs
\$1.7B
\$1.2B
& Transco
Subs stock
Notes
\$1.2B
Transco
Subs stock
New
Holdco stock
Description
Step
New
Entergy Transco
Subs borrow ~\$1.2B from
capital markets
Assets
Liab/Equity
= -
B Cash
0.6
B LT Debt
0.6
Cash
1.2
LT Debt
1.2
3
Transco
Subs stock
T
Assets
Assets
Liab/Equity
Cash
1.2
LT Debt
1.2
Transco Subs
New Bond
Holders
New Holdco stock
& \$0.575B debt
securities

Entergy Shareholders

**Entergy Consolidated** Illustrative Utility **OpCos** Mid South TransCo LLC (New Holdco) Entergy T Subs 1 Illustrative / simplified depiction of transaction; not all steps shown. Entergy s non-utility business also not shown. Illustrative; figures are rounded \$0.5B Balance Sheet Effects: \$B New Bond

Holders

21

21

The Transaction

The Transaction

Step 4: Transco Subs Receive Assets

Step 4: Transco Subs Receive Assets

\$1.2B & Transco Subs stock Utility OpCos contribute transmission assets to newly created Transco Subs in exchange for Transco Subs stock and ~\$1.2B cash Description Step Assets Liab/Equity B Cash 0.5 Cash 1.2 Net Assets (3.2)InvstT 2.0 Assets Liab/Equity B Cash 1.2 LT Debt 1.2 Cash (1.2)Equity 2.0 Net Assets 3.2 Illustrative<sup>1</sup> T Assets (Est ~\$3.2B net balance in 2013) 4 1 Illustrative / simplified depiction of transaction; not all steps shown. Entergy s non-utility business also not shown. Illustrative; figures are rounded Balance Sheet Effects: \$B

Entergy

Shareholders

Entergy Utility OpCos Entergy T Subs

Transco Subs

Utility OpCos

22

The Transaction The Transaction

Step 5: Utility OpCos Pay Down Debt Step 5: Utility OpCos Pay Down Debt

Illustrative

1

Illustrative; figures are rounded

1

Illustrative / simplified depiction of transaction; not all steps shown.

Entergy s non-utility business also not shown.

Utility OpCos repay ~\$1.7B

of outstanding debt

Description

Step

Entergy Consolidated Balance Sheet Effects: \$B

23

23

The Transaction
The Transaction

Step 6: Entergy Receives Transco Subs Stock

Step 6: Entergy Receives Transco Subs Stock

Utility OpCos dividend Transco Subs stock up to Entergy parent; Entergy investment in Utility decreases by investment in Transco Subs Description Step Assets Liab/Equity B InvT 2.0 **B** Equity 0.5 InvstT (2.0)Equity (2.0)Assets Liab/Equity Cash 0.1 LT Debt 0.1 InvstU (2.0)InvstT 2.0 Illustrative 1 Illustrative / simplified depiction of transaction; not all steps shown. Entergy s non-utility business also not shown. Illustrative; figures are rounded Balance Sheet Effects: \$B Transco Subs stock Entergy Shareholders Entergy Utility **OpCos** Entergy T Subs 6 Utility OpCos

**Entergy Parent** 

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The Transaction

The Transaction

Step 7: New Holdco Formed, Capitalized Step 7: New Holdco Formed, Capitalized

Entergy forms New Holdco and contributes 100% of Transco Subs stock for New Holdco stock and \$0.575B debt securities

(intercompany)

Description

Step

Assets

Liab/Equity

Cash

0.1

LT Debt

0.1

B InvT

2.0

InvstT

(2.0)

InvstH

1.4

SecH

0.6

Assets

Liab/Equity

InvstT

2.0

LT Debt

0.6

Equity

1.4

Assets

Liab/Equity

Net

Assets

3.2

LT Debt

1.2

Equity

2.0

Illustrative

Balance Sheet Effects: \$B

Description

Step

Transco

Subs stock

Entergy

Shareholders

Entergy

Mid South

```
TransCo LLC
(New Holdco)
Entergy
T Subs
1
Illustrative / simplified depiction of transaction; not all steps shown.
Entergy s non-utility business also not shown.
7
New Holdco
Entergy Parent
Transco Subs
```

25

The Transaction
The Transaction

Step 8: New Holdco Spin-off Step 8: New Holdco Spin-off

Entergy spins-off New Holdco to Entergy shareholders Description Step Assets Liab/Equity Cash 0.1 LT Debt 0.1 B InvH 1.4 Equity (1.4)InvstH (1.4)SecH 0.6 **Entergy Parent** Assets Liab/Equity Net Assets 3.2 LT Debt 1.8 Equity 1.4 New Holdco Consolidated Illustrative / simplified depiction of transaction; not all steps shown. Entergy s non-utility business also not shown. Illustrative; figures are rounded **Entergy Consolidated** Balance Sheet Effects: \$B Entergy Shareholders 8 New Holdco stock Mid South TransCo LLC (New Holdco) Entergy T Subs Entergy

Assets

Liab/Equity

Net

Assets

(3.2)

B LT Debt

0.1

LT Debt

(1.2)

SecH

0.6

Equity (1.4)

Illustrative

1

26

26 Assets

Liab/Equity Cash

0.1

```
B LT Debt
(1.1)
B SecH
0.6
LT Debt
(0.6)
SecH
(0.6)
Equity
(1.4)
4
The Transaction
The Transaction
Step 9: Entergy Debt Exchange
Step 9: Entergy Debt Exchange
8
Entergy exchanges New
Holdco securities for
Entergy debt issued in
step 1
Description
Step
Entergy Consolidated
9
6
5
Assets
Liab/Equity
Net
Assets
3.2
LT Debt
1.8
Equity
1.4
1
7
New Holdco Consolidated
Illustrative / simplified depiction of
transaction; not all steps shown.
Entergy s non-utility business also not shown.
Illustrative; figures are rounded
Balance Sheet Effects: $B
Utility
OpCos
Entergy
```

T Subs

\$1.2B

& Transco

Subs stock

New Bond

Holders

Notes

\$1.2B

Transco

Subs stock

New

Holdco stock

Transco

Subs stock

New Holdco stock

& \$0.575B debt

securities

Mid South

TransCo LLC

(New Holdco)

\$0.5B

Entergy

Shareholders

Entergy

New Bond

Holders

9

OpCo

Creditors

Entergy

T Subs

T

Assets

\$1.7B

Illustrative

1

27 27

The Transaction

The Transaction

Step 10: New Holdco Merger with ITC

Step 10: New Holdco Merger with ITC

Merger New Holdco merges with ITC; Entergy shareholders receive 50.1% of ITC outstanding stock Description Step New Holdco stock & \$0.575B debt securities Illustrative 1 1 Illustrative / simplified depiction of transaction; not all steps shown. Entergy s non-utility business also not shown. Entergy Shareholders Entergy ITC Shareholders ITC ITC Subsidiaries Entergy **T-Business** 10 10 Mid South TransCo LLC

(New Holdco) Entergy T Subs

28
28
Pathway to Completion
Pathway to Completion
Required Approvals
Required Approvals
Jurisdiction / Authority

Approval(s)
Entergy retail
regulators
(APSC, LPSC, MPSC,
PUCT, CCNO)

Change of control of transmission assets

Authorization to incur debt in some jurisdictions FERC

Change of control of transmission assets

Establishment of new regulatory construct for new ITC subsidiaries

Authorization for operating company financings Hart-Scott-Rodino Act (DOJ / FTC)

Pre-merger notification to review potential antitrust and competition issues IRS Private Letter Ruling

Ruling regarding tax-free treatment of the distribution of Mid South TransCo LLC (new Holdco) ITC shareholders

Merger

Amendment to ITC Articles of Incorporation to increase the number of authorized shares

Authorization for issuance of greater than 20% of outstanding shares
Approvals Required\*

<sup>\*</sup>Approvals may be required in Missouri and Tennessee due to limited assets in those territories. Approval may be required in

29 After Transaction Closing After Transaction Closing Good for All Stakeholders Good for All Stakeholders Strong credit Ability to attract capital

Singular focus

New technology

Throughput

Reliability

Regional congestion Organization focus vs professional dissonance Complete independence Value of transaction 29

30

30

After the Transaction After the Transaction Good for Entergy Shareholders

Good for Entergy Shareholders

Fair price for Entergy s transmission business

Two stocks: Entergy + 50.1% of ITC

Retains Utility net income growth proposition and EWC option value

Adds ITC s operating and development growth portfolio Combination produces better . . .

Dividends (i.e., financial outlook supports current dividend level at Entergy + share of ITC's dividend)

Earnings

Cash flow

Credit profile Sources of Shareholder Value

Appendix I
Appendix I
Supplemental Information
Supplemental Information

Entergy Long-term Financial Outlook Entergy Long-term Financial Outlook (Excludes Transaction) (Excludes Transaction) Earnings Capital Return Credit Quality

Utility Net Income Growth

6 8% CAGR 2010 2014 (2009 base) driven by ROE and investments

EWC Adjusted EBITDA outlook

Declining through 2013 inflection point based on current forward prices, then growing

Strong liquidity and solid credit metrics

Balanced capital investment / return program

Deploy up to \$4
5B in
dividends and / or share
repurchases from 2010
2014 (absent other
attractive investment
opportunities)
Overarching Financial Aspiration:
Top-Quartile Total Shareholder Return

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34
34
2011 and 2012 Earnings Guidance
2011 and 2012 Earnings Guidance
As-Reported and Operational EPS
2012E Guidance (after-tax)
```

Prepared Nov 2011 Utility Entergy Wholesale Commodities Parent & Other Net \$(1.30) Net \$(0.60) Net \$0.30 Net Rev Other Inc Tax Depn Other Exp Interest O&M Non-Nuc Other Inc Other Net Rev O&M Other Exp Depn Inc Tax Inc Tax Other Interest O&M 5.80 Midpoint 5.40 6.20 Range 2011E Guidance (Revised ) 2012E Guidance 7.40 Midpoint 7.15 7.65 Range Revised October 2011 2012 As-Reported Guidance excludes any potential special items associated with transaction expenses

35 Capital Deployment Capital Deployment Investment Above Investment Above Depreciation Depreciation

Projected Capital Expenditures
2012E
2014E; \$B
Prepared Nov 2011
Preliminary
Maintenance
Capital
Preliminary
Investing
Capital
Investing Capital
Preliminary
2012E
2014E; % of Total
Prepared Nov 2011
Utility
EWC
Portfolio Transformation
Other Generation
Transmission
Other
Dry Cask Storage / License Renewal
NYPA Value Sharing
Other (primarily Component
Replacements / Identified Repairs)
6.0
1.1
3.1
0.8
7.1
6.0
1.1

1.1