

ENTERGY CORP /DE/
 Form 10-Q
 November 06, 2014
Table of Contents

UNITED STATES
 SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the Quarterly Period Ended September 30, 2014
 OR
 TRANSITION REPORT PURSUANT TO SECTION 13
 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

| Commission File Number | Registrant, State of Incorporation or Organization, Address of Principal Executive Offices, Telephone Number, and IRS Employer Identification No. | Commission File Number | Registrant, State of Incorporation or Organization, Address of Principal Executive Offices, Telephone Number, and IRS Employer Identification No. |
|---------------------------|--|---------------------------|--|
| 1-11299 | ENTERGY CORPORATION (a Delaware corporation) 639 Loyola Avenue New Orleans, Louisiana 70113 Telephone (504) 576-4000 72-1229752 | 1-31508 | ENTERGY MISSISSIPPI, INC. (a Mississippi corporation) 308 East Pearl Street Jackson, Mississippi 39201 Telephone (601) 368-5000 64-0205830 |
| 1-10764 | ENTERGY ARKANSAS, INC. (an Arkansas corporation) 425 West Capitol Avenue Little Rock, Arkansas 72201 Telephone (501) 377-4000 71-0005900 | 0-05807 | ENTERGY NEW ORLEANS, INC. (a Louisiana corporation) 1600 Perdido Street New Orleans, Louisiana 70112 Telephone (504) 670-3700 72-0273040 |
| 0-20371 | ENTERGY GULF STATES LOUISIANA, L.L.C. (a Louisiana limited liability company) 446 North Boulevard Baton Rouge, Louisiana 70802 Telephone (800) 368-3749 74-0662730 | 1-34360 | ENTERGY TEXAS, INC. (a Texas corporation) 350 Pine Street Beaumont, Texas 77701 Telephone (409) 981-2000 61-1435798 |

Edgar Filing: ENTERGY CORP /DE/ - Form 10-Q

1-32718
ENTERGY LOUISIANA, LLC
(a Texas limited liability company)
446 North Boulevard
Baton Rouge, Louisiana 70802
Telephone (800) 368-3749
75-3206126

1-09067
SYSTEM ENERGY RESOURCES, INC.
(an Arkansas corporation)
Echelon One
1340 Echelon Parkway
Jackson, Mississippi 39213
Telephone (601) 368-5000
72-0752777

Table of Contents

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 R No o

Indicate by check mark whether the registrants have submitted electronically and posted on Entergy’s corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes R No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer,” and “smaller reporting company” in Rule 12b-2 of the Securities Exchange Act of 1934.

| | Large accelerated filer | Accelerated filer | Non-accelerated filer | Smaller reporting company |
|---------------------------------------|-------------------------|-------------------|-----------------------|---------------------------|
| Entergy Corporation | ü | | | |
| Entergy Arkansas, Inc. | | | ü | |
| Entergy Gulf States Louisiana, L.L.C. | | | ü | |
| Entergy Louisiana, LLC | | | ü | |
| Entergy Mississippi, Inc. | | | ü | |
| Entergy New Orleans, Inc. | | | ü | |
| Entergy Texas, Inc. | | | ü | |
| System Energy Resources, Inc. | | | ü | |

Indicate by check mark whether the registrants are shell companies (as defined in Rule 12b-2 of the Exchange Act). Yes o No R

| Common Stock Outstanding | | Outstanding at October 31, 2014 |
|--------------------------|--------------------|---------------------------------|
| Entergy Corporation | (\$0.01 par value) | 180,481,135 |

Entergy Corporation, Entergy Arkansas, Inc., Entergy Gulf States Louisiana, L.L.C., Entergy Louisiana, LLC, Entergy Mississippi, Inc., Entergy New Orleans, Inc., Entergy Texas, Inc., and System Energy Resources, Inc. separately file this combined Quarterly Report on Form 10-Q. Information contained herein relating to any individual company is filed by such company on its own behalf. Each company reports herein only as to itself and makes no other representations whatsoever as to any other company. This combined Quarterly Report on Form 10-Q supplements and updates the Annual Report on Form 10-K for the calendar year ended December 31, 2013 and the Quarterly Report on Form 10-Q for the quarters ended March 31, 2014 and June 30, 2014, filed by the individual registrants with the SEC, and should be read in conjunction therewith.

Table of ContentsENTERGY CORPORATION AND SUBSIDIARIES
INDEX TO QUARTERLY REPORT ON FORM 10-Q

September 30, 2014

| | Page Number |
|--|-------------|
| <u>Forward-looking information</u> | <u>iii</u> |
| <u>Definitions</u> | <u>v</u> |
| Entergy Corporation and Subsidiaries | |
| <u>Management's Financial Discussion and Analysis</u> | <u>1</u> |
| <u>Consolidated Statements of Income</u> | <u>25</u> |
| <u>Consolidated Statements of Comprehensive Income</u> | <u>27</u> |
| <u>Consolidated Statements of Cash Flows</u> | <u>28</u> |
| <u>Consolidated Balance Sheets</u> | <u>30</u> |
| <u>Consolidated Statements of Changes in Equity</u> | <u>32</u> |
| <u>Selected Operating Results</u> | <u>33</u> |
| <u>Notes to Financial Statements</u> | <u>34</u> |
| <u>Part 1. Item 4. Controls and Procedures</u> | <u>103</u> |
| Entergy Arkansas, Inc. and Subsidiaries | |
| <u>Management's Financial Discussion and Analysis</u> | <u>104</u> |
| <u>Consolidated Income Statements</u> | <u>115</u> |
| <u>Consolidated Statements of Cash Flows</u> | <u>117</u> |
| <u>Consolidated Balance Sheets</u> | <u>118</u> |
| <u>Consolidated Statements of Changes in Common Equity</u> | <u>120</u> |
| <u>Selected Operating Results</u> | <u>121</u> |
| Entergy Gulf States Louisiana, L.L.C. | |
| <u>Management's Financial Discussion and Analysis</u> | <u>122</u> |
| <u>Income Statements</u> | <u>133</u> |
| <u>Statements of Comprehensive Income</u> | <u>134</u> |
| <u>Statements of Cash Flows</u> | <u>135</u> |
| <u>Balance Sheets</u> | <u>136</u> |
| <u>Statements of Changes in Equity</u> | <u>138</u> |
| <u>Selected Operating Results</u> | <u>139</u> |
| Entergy Louisiana, LLC and Subsidiaries | |
| <u>Management's Financial Discussion and Analysis</u> | <u>140</u> |
| <u>Consolidated Income Statements</u> | <u>151</u> |
| <u>Consolidated Statements of Comprehensive Income</u> | <u>152</u> |
| <u>Consolidated Statements of Cash Flows</u> | <u>153</u> |
| <u>Consolidated Balance Sheets</u> | <u>154</u> |
| <u>Consolidated Statements of Changes in Equity</u> | <u>156</u> |
| <u>Selected Operating Results</u> | <u>157</u> |
| Entergy Mississippi, Inc. | |
| <u>Management's Financial Discussion and Analysis</u> | <u>158</u> |
| <u>Income (Loss) Statements</u> | <u>168</u> |
| <u>Statements of Cash Flows</u> | <u>169</u> |
| <u>Balance Sheets</u> | <u>170</u> |

Table of Contents

ENTERGY CORPORATION AND SUBSIDIARIES
 INDEX TO QUARTERLY REPORT ON FORM 10-Q
 September 30, 2014

| | Page Number |
|--|-------------|
| <u>Statements of Changes in Common Equity</u> | <u>172</u> |
| <u>Selected Operating Results</u> | <u>173</u> |
| Entergy New Orleans, Inc. | |
| <u>Management’s Financial Discussion and Analysis</u> | <u>174</u> |
| <u>Income Statements</u> | <u>180</u> |
| <u>Statements of Cash Flows</u> | <u>181</u> |
| <u>Balance Sheets</u> | <u>182</u> |
| <u>Statements of Changes in Common Equity</u> | <u>184</u> |
| <u>Selected Operating Results</u> | <u>185</u> |
| Entergy Texas, Inc. and Subsidiaries | |
| <u>Management’s Financial Discussion and Analysis</u> | <u>186</u> |
| <u>Consolidated Income Statements</u> | <u>193</u> |
| <u>Consolidated Statements of Cash Flows</u> | <u>195</u> |
| <u>Consolidated Balance Sheets</u> | <u>196</u> |
| <u>Consolidated Statements of Changes in Common Equity</u> | <u>198</u> |
| <u>Selected Operating Results</u> | <u>199</u> |
| System Energy Resources, Inc. | |
| <u>Management’s Financial Discussion and Analysis</u> | <u>200</u> |
| <u>Income Statements</u> | <u>203</u> |
| <u>Statements of Cash Flows</u> | <u>205</u> |
| <u>Balance Sheets</u> | <u>206</u> |
| <u>Statements of Changes in Common Equity</u> | <u>208</u> |
| <u>Part II. Other Information</u> | |
| <u>Item 1. Legal Proceedings</u> | <u>209</u> |
| <u>Item 1A. Risk Factors</u> | <u>209</u> |
| <u>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</u> | <u>209</u> |
| <u>Item 5. Other Information</u> | <u>209</u> |
| <u>Item 6. Exhibits</u> | <u>213</u> |
| <u>Signature</u> | <u>216</u> |

Table of Contents

FORWARD-LOOKING INFORMATION

In this combined report and from time to time, Entergy Corporation and the Registrant Subsidiaries each makes statements as a registrant concerning its expectations, beliefs, plans, objectives, goals, strategies, and future events or performance. Such statements are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Words such as “may,” “will,” “could,” “project,” “believe,” “anticipate,” “intend,” “expect,” “estimate,” “potential,” “plan,” “predict,” “forecast,” and other similar words or expressions are intended to identify forward-looking statements but are not the only means to identify these statements. Although each of these registrants believes that these forward-looking statements and the underlying assumptions are reasonable, it cannot provide assurance that they will prove correct. Any forward-looking statement is based on information current as of the date of this combined report and speaks only as of the date on which such statement is made. Except to the extent required by the federal securities laws, these registrants undertake 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 those factors discussed or incorporated by reference in (a) Item 1A. Risk Factors in the Form 10-K, (b) Management’s Financial Discussion and Analysis in the Form 10-K and in this report, and (c) the following factors (in addition to others described elsewhere in this combined report and in subsequent securities filings):

- resolution of pending and future rate cases and negotiations, including various performance-based rate discussions, Entergy’s utility supply plan, and recovery of fuel and purchased power costs;
- the termination of Entergy Arkansas’s participation in the System Agreement, which occurred in December 2013, the termination of Entergy Mississippi’s participation in the System Agreement in November 2015, the termination of Entergy Texas’s, Entergy Gulf States Louisiana’s, and Entergy Louisiana’s participation in the System Agreement after expiration of the proposed 60-month notice period or such other period as approved by the FERC;
- regulatory and operating challenges and uncertainties and economic risks associated with the Utility operating companies’ move to the MISO RTO, which occurred in December 2013, including the effect of current or projected RTO market rules and system conditions in the MISO markets, the allocation of MISO system transmission upgrade costs, and the effect of planning decisions that MISO makes with respect to future transmission investments by the Utility operating companies;
- changes in utility regulation, including the beginning or end of retail and wholesale competition, the ability to recover net utility assets and other potential stranded costs, and the application of more stringent transmission reliability requirements or market power criteria by the FERC;
- changes in the regulation or regulatory oversight of Entergy’s nuclear generating facilities and nuclear materials and fuel, including with respect to the planned or potential shutdown of nuclear generating facilities owned or operated by the Entergy Wholesale Commodities business, and the effects of new or existing safety or environmental concerns regarding nuclear power plants and nuclear fuel;
- resolution of pending or future applications, and related regulatory proceedings and litigation, for license renewals or modifications or other authorizations required of nuclear generating facilities;
- the performance of and deliverability of power from Entergy’s generation resources, including the capacity factors at its nuclear generating facilities;
- Entergy’s ability to develop and execute on a point of view regarding future prices of electricity, natural gas, and other energy-related commodities;
- prices for power generated by Entergy’s merchant generating facilities and the ability to hedge, meet credit support requirements for hedges, sell power forward or otherwise reduce the market price risk associated with those facilities, including the Entergy Wholesale Commodities nuclear plants;
- the prices and availability of fuel and power Entergy must purchase for its Utility customers, and Entergy’s ability to meet credit support requirements for fuel and power supply contracts;

- volatility and changes in markets for electricity, natural gas, uranium, and other energy-related commodities, and the effect of those changes on Entergy and its customers;

iii

Table of Contents

FORWARD-LOOKING INFORMATION (Concluded)

changes in law resulting from federal or state energy legislation or legislation subjecting energy derivatives used in hedging and risk management transactions to governmental regulation;

changes in environmental, tax, and other laws, including requirements for reduced emissions of sulfur, nitrogen, greenhouse gases, mercury, and other regulated air emissions, and changes in costs of compliance with environmental and other laws and regulations;

uncertainty regarding the establishment of interim or permanent sites for spent nuclear fuel and nuclear waste storage and disposal and the level of spent fuel disposal fees charged by the U.S. government related to such sites;

variations in weather and the occurrence of hurricanes and other storms and disasters, including uncertainties associated with efforts to remediate the effects of hurricanes, ice storms, or other weather events and the recovery of costs associated with restoration, including accessing funded storm reserves, federal and local cost recovery mechanisms, securitization, and insurance;

effects of climate change;

changes in the quality and availability of water supplies and the related regulation of water use and diversion;

Entergy's ability to manage its capital projects and operation and maintenance costs;

Entergy's ability to purchase and sell assets at attractive prices and on other attractive terms;

the economic climate, and particularly economic conditions in Entergy's Utility service area and the Northeast United States and events and circumstances that could influence economic conditions in those areas, and the risk that anticipated load growth may not materialize;

the effects of Entergy's strategies to reduce tax payments;

changes in the financial markets, particularly those affecting the availability of capital and Entergy's ability to refinance existing debt, execute share repurchase programs, and fund investments and acquisitions;

actions of rating agencies, including changes in the ratings of debt and preferred stock, changes in general corporate ratings, and changes in the rating agencies' ratings criteria;

changes in inflation and interest rates;

the effect of litigation and government investigations or proceedings;

changes in technology, including with respect to new, developing, or alternative sources of generation;

the potential effects of threatened or actual terrorism, cyber attacks or data security breaches, including increased security costs, and war or a catastrophic event such as a nuclear accident or a natural gas pipeline explosion;

Entergy's ability to attract and retain talented management and directors;

changes in accounting standards and corporate governance;

declines in the market prices of marketable securities and resulting funding requirements for Entergy's defined benefit pension and other postretirement benefit plans;

future wage and employee benefit costs, including changes in discount rates and returns on benefit plan assets;

changes in decommissioning trust fund values or earnings or in the timing of or cost to decommission nuclear plant sites;

the implementation of the shutdown of Vermont Yankee by the end of 2014 and the related decommissioning of Vermont Yankee;

the effectiveness of Entergy's risk management policies and procedures and the ability and willingness of its counterparties to satisfy their financial and performance commitments;

factors that could lead to impairment of long-lived assets; and

the ability to successfully complete merger, acquisition, or divestiture plans, regulatory or other limitations imposed as a result of merger, acquisition, or divestiture, and the success of the business following a merger, acquisition, or divestiture.

Table of Contents

DEFINITIONS

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

| Abbreviation or Acronym | Term |
|-------------------------------------|---|
| AFUDC | Allowance for Funds Used During Construction |
| ALJ | Administrative Law Judge |
| ANO 1 and 2 | Units 1 and 2 of Arkansas Nuclear One (nuclear), owned by Entergy Arkansas |
| APSC | Arkansas Public Service Commission |
| ASLB | Atomic Safety and Licensing Board, the board within the NRC that conducts hearings and performs other regulatory functions that the NRC authorizes |
| ASU | Accounting Standards Update issued by the FASB |
| Board | Board of Directors of Entergy Corporation |
| capacity factor | Actual plant output divided by maximum potential plant output for the period |
| City Council or Council | Council of the City of New Orleans, Louisiana |
| D.C. Circuit | U.S. Court of Appeals for the District of Columbia Circuit |
| DOE | United States Department of Energy |
| Entergy | Entergy Corporation and its direct and indirect subsidiaries |
| Entergy Corporation | Entergy Corporation, a Delaware corporation |
| Entergy Gulf States, Inc. | Predecessor company for financial reporting purposes to Entergy Gulf States Louisiana that included the assets and business operations of both Entergy Gulf States Louisiana and Entergy Texas |
| Entergy Gulf States Louisiana | Entergy Gulf States Louisiana, L.L.C., a company formally created as part of the jurisdictional separation of Entergy Gulf States, Inc. and the successor company to Entergy Gulf States, Inc. for financial reporting purposes. The term is also used to refer to the Louisiana jurisdictional business of Entergy Gulf States, Inc., as the context requires. |
| Entergy Texas | Entergy Texas, Inc., a company formally created as part of the jurisdictional separation of Entergy Gulf States, Inc. The term is also used to refer to the Texas jurisdictional business of Entergy Gulf States, Inc., as the context requires. |
| Entergy Wholesale Commodities (EWC) | Entergy's non-utility business segment primarily comprised of the ownership and operation of six nuclear power plants, the ownership of interests in non-nuclear power plants, and the sale of the electric power produced by those plants to wholesale customers |
| EPA | United States Environmental Protection Agency |
| ERCOT | Electric Reliability Council of Texas |
| FASB | Financial Accounting Standards Board |
| FERC | Federal Energy Regulatory Commission |
| FitzPatrick | James A. FitzPatrick Nuclear Power Plant (nuclear), owned by an Entergy subsidiary in the Entergy Wholesale Commodities business segment |
| Form 10-K | Annual Report on Form 10-K for the calendar year ended December 31, 2013 filed with the SEC by Entergy Corporation and its Registrant Subsidiaries |
| FTR | Financial transmission right |
| Grand Gulf | Unit No. 1 of Grand Gulf Nuclear Station (nuclear), 90% owned or leased by System Energy |
| GWh | Gigawatt-hour(s), which equals one million kilowatt-hours |
| Independence | Independence Steam Electric Station (coal), owned 16% by Entergy Arkansas, 25% by Entergy Mississippi, and 7% by Entergy Power, LLC |
| Indian Point 2 | Unit 2 of Indian Point Energy Center (nuclear), owned by an Entergy subsidiary in the Entergy Wholesale Commodities business segment |

Indian Point 3

Unit 3 of Indian Point Energy Center (nuclear), owned by an Entergy subsidiary in the Entergy Wholesale Commodities business segment

v

Table of Contents

DEFINITIONS (Concluded)

| Abbreviation or Acronym | Term |
|-------------------------------|---|
| IRS | Internal Revenue Service |
| ISO | Independent System Operator |
| kW | Kilowatt, which equals one thousand watts |
| kWh | Kilowatt-hour(s) |
| LPSC | Louisiana Public Service Commission |
| MISO | Midcontinent Independent System Operator, Inc., a regional transmission organization |
| MMBtu | One million British Thermal Units |
| MPSC | Mississippi Public Service Commission |
| MW | Megawatt(s), which equals one thousand kilowatts |
| MWh | Megawatt-hour(s) |
| Net debt to net capital ratio | Gross debt less cash and cash equivalents divided by total capitalization less cash and cash equivalents |
| Net MW in operation | Installed capacity owned and operated |
| NRC | Nuclear Regulatory Commission |
| NYPA | New York Power Authority |
| Palisades | Palisades Power Plant (nuclear), owned by an Entergy subsidiary in the Entergy Wholesale Commodities business segment |
| Pilgrim | Pilgrim Nuclear Power Station (nuclear), owned by an Entergy subsidiary in the Entergy Wholesale Commodities business segment |
| PPA | Purchased power agreement or power purchase agreement |
| PUCT | Public Utility Commission of Texas |
| Registrant Subsidiaries | Entergy Arkansas, Inc., Entergy Gulf States Louisiana, L.L.C., Entergy Louisiana, LLC, Entergy Mississippi, Inc., Entergy New Orleans, Inc., Entergy Texas, Inc., and System Energy Resources, Inc. |
| River Bend | River Bend Station (nuclear), owned by Entergy Gulf States Louisiana |
| RTO | Regional transmission organization |
| SEC | Securities and Exchange Commission |
| SMEPA | South Mississippi Electric Power Association, which owns a 10% interest in Grand Gulf |
| System Agreement | Agreement, effective January 1, 1983, as modified, among the Utility operating companies relating to the sharing of generating capacity and other power resources. Entergy Arkansas terminated its participation in the System Agreement effective December 18, 2013. |
| System Energy | System Energy Resources, Inc. |
| TWh | Terawatt-hour(s), which equals one billion kilowatt-hours |
| Unit Power Sales Agreement | Agreement, dated as of June 10, 1982, as amended and approved by FERC, among Entergy Arkansas, Entergy Louisiana, Entergy Mississippi, Entergy New Orleans, and System Energy, relating to the sale of capacity and energy from System Energy's share of Grand Gulf |
| Utility | Entergy's business segment that generates, transmits, distributes, and sells electric power, with a small amount of natural gas distribution |
| Utility operating companies | Entergy Arkansas, Entergy Gulf States Louisiana, Entergy Louisiana, Entergy Mississippi, Entergy New Orleans, and Entergy Texas |
| Vermont Yankee | Vermont Yankee Nuclear Power Station (nuclear), owned by an Entergy subsidiary in the Entergy Wholesale Commodities business segment |
| Waterford 3 | Unit No. 3 (nuclear) of the Waterford Steam Electric Station, 100% owned or leased by Entergy Louisiana |

weather-adjusted usage

Electric usage excluding the effects of deviations from normal weather

vi

Table of Contents

ENTERGY CORPORATION AND SUBSIDIARIES

MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS

Entergy operates primarily through two business segments: Utility and Entergy Wholesale Commodities.

The Utility business segment includes the generation, transmission, distribution, and sale of electric power in portions of Arkansas, Mississippi, Texas, and Louisiana, including the City of New Orleans; and operation of a small natural gas distribution business.

The Entergy Wholesale Commodities business segment includes the ownership and operation of six nuclear power plants located in the northern United States and the sale of the electric power produced by those plants to wholesale customers. In August 2013, Entergy announced plans to close and decommission Vermont Yankee. The plant is expected to cease power production in the fourth quarter 2014 after its current fuel cycle. Entergy Wholesale Commodities also provides services to other nuclear power plant owners and owns interests in non-nuclear power plants that sell the electric power produced by those plants to wholesale customers.

Results of Operations

Third Quarter 2014 Compared to Third Quarter 2013

Following are income statement variances for Utility, Entergy Wholesale Commodities, Parent & Other, and Entergy comparing the third quarter 2014 to the third quarter 2013 showing how much the line item increased or (decreased) in comparison to the prior period:

| | Utility | Entergy Wholesale Commodities | Parent & Other (a) | Entergy |
|--|----------------|-------------------------------------|-----------------------|-------------|
| | (In Thousands) | | | |
| 3rd Quarter 2013 Consolidated Net Income (Loss) | \$352,303 | (\$92,828 |) (\$15,293 |) \$244,182 |
| Net revenue (operating revenue less fuel expense, purchased power, and other regulatory charges/credits) | 17,946 | (9,906 |) (5,024 |) 3,016 |
| Other operation and maintenance expenses | 16,512 | (9,651 |) (4,270 |) 2,591 |
| Asset write-off, impairments, and related charges | 60,857 | (188,527 |) — | (127,670) |
| Taxes other than income taxes | 4,089 | (1,047 |) (257 |) 2,785 |
| Depreciation and amortization | (9,416 |) 16,498 | (152 |) 6,930 |
| Other income | 26,150 | 7,993 | (5,395 |) 28,748 |
| Interest expense | 4,812 | (481 |) 436 | 4,767 |
| Other expenses | 2,910 | 11,505 | — | 14,415 |
| Income taxes | 1,372 | 109,640 | 26,200 | 137,212 |
| 3rd Quarter 2014 Consolidated Net Income (Loss) | \$315,263 | (\$32,678 |) (\$47,669 |) \$234,916 |

(a) Parent & Other includes eliminations, which are primarily intersegment activity.

Refer to "ENTERGY CORPORATION AND SUBSIDIARIES - SELECTED OPERATING RESULTS" for further information with respect to operating statistics.

Third quarter 2014 results of operations includes \$102.9 million (\$66.9 million after-tax) of charges related to Vermont Yankee primarily resulting from the effects of an updated decommissioning cost study completed in the third

quarter 2014 along with reassessment of the assumptions regarding the timing of decommissioning cash flows. See Note 11 to the financial statements herein for further discussion of the charges. Third quarter 2014 results of

1

Table of Contents

Entergy Corporation and Subsidiaries
 Management's Financial Discussion and Analysis

operations also includes the \$60.9 million (\$40.5 million after-tax) write-off in September 2014 of Entergy Mississippi's regulatory assets associated with new nuclear generation development costs as a result of a joint stipulation entered into with the Mississippi Public Utilities Staff in which Entergy Mississippi agreed not to pursue recovery of the costs deferred by an MPSC order in the new nuclear generation docket. See Note 2 to the financial statements herein and in the Form 10-K for further discussion of the new nuclear generation development costs and the joint stipulation.

Third quarter 2013 results of operations includes \$291.5 million (\$183.7 million after-tax) of impairment and other related charges to write down the carrying value of Vermont Yankee and related assets to their fair values. See Note 1 to the financial statements in the Form 10-K for further discussion of the impairment charges.

Net Revenue

Utility

Following is an analysis of the change in net revenue comparing the third quarter 2014 to the third quarter 2013:

| | Amount (In Millions) |
|-----------------------|-------------------------|
| 2013 net revenue | \$1,628 |
| Retail electric price | 37 |
| Volume/weather | (23) |
| Other | 4 |
| 2014 net revenue | \$1,646 |

The retail electric price variance is primarily due to:

- an increase in the energy efficiency rider at Entergy Arkansas, as approved by the APSC, effective July 2014. Energy efficiency revenues are largely offset by costs included in other operation and maintenance expenses and have minimal effect on net income;
- a formula rate plan increase at Entergy Mississippi, as approved by the MPSC, effective September 2013;
- an annual base rate increase at Entergy Texas, effective April 2014, as a result of the PUCT's order in the September 2013 rate case;
- an annual base rate increase at Entergy Arkansas, as approved by the APSC, effective January 2014; and
- an increase in Entergy Mississippi's storm damage rider, as approved by the MPSC, effective October 2013. The increase in the storm damage rider is offset by other operation and maintenance expenses and has no effect on net income.

See Note 2 to the financial statements herein and in the Form 10-K for a discussion of rate proceedings.

The volume/weather variance is primarily due to the effect of less favorable weather on residential and commercial sales in the third quarter 2014 as compared to the third quarter 2013, substantially offset by an increase in sales to industrial customers, primarily due to expansions in the chemicals and refining industries and growth in the small industrial segments.

Table of Contents

Entergy Corporation and Subsidiaries
 Management's Financial Discussion and Analysis

Entergy Wholesale Commodities

Following is an analysis of the change in net revenue comparing the third quarter 2014 to the third quarter 2013:

| | Amount (In Millions) |
|--------------------------------|-------------------------|
| 2013 net revenue | \$494 |
| Nuclear volume | (14) |
| Mark-to-market value changes | (12) |
| Nuclear realized price changes | 8 |
| Nuclear fuel expenses | 8 |
| 2014 net revenue | \$484 |

As shown in the table above, net revenue for Entergy Wholesale Commodities decreased by \$10 million in the third quarter 2014 compared to the third quarter 2013 primarily due to:

- lower volume in its nuclear fleet resulting from more refueling outage days in the third quarter 2014 as compared to the third quarter 2013;
- mark-to-market activity, which was negative for the quarter. See Note 8 to the financial statements herein for discussion of derivative instruments;
- higher capacity prices, partially offset by lower realized wholesale energy prices; and
- a decrease in nuclear fuel expenses primarily due to lower DOE spent fuel disposal fees.

Following are key performance measures for Entergy Wholesale Commodities for the third quarter 2014 and 2013:

| | 2014 | 2013 |
|----------------------------------|---------|---------|
| Owned capacity (MW) (a) | 6,068 | 6,612 |
| GWh billed | 11,328 | 11,630 |
| Average realized revenue per MWh | \$53.11 | \$53.22 |

Entergy Wholesale Commodities Nuclear Fleet

| | | |
|----------------------------------|---------|---------|
| Capacity factor | 90% | 94% |
| GWh billed | 9,950 | 10,274 |
| Average realized revenue per MWh | \$53.24 | \$53.16 |
| Refueling Outage Days: | | |
| FitzPatrick | 37 | — |

- (a) The reduction in owned capacity is due to the retirement of the 544 MW Ritchie Unit 2 in November 2013.

Realized Revenue per MWh for Entergy Wholesale Commodities Nuclear Plants

See "MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS – Results of Operations - Realized Revenue per MWh for Entergy Wholesale Commodities Nuclear Plants" in the Form 10-K for a discussion of the effects of sustained low natural gas prices and power market structure challenges on market prices for electricity in the New York and New England power regions over the past few years.

Table of Contents

Entergy Corporation and Subsidiaries
Management's Financial Discussion and Analysis

Other Income Statement Items

Utility

Other operation and maintenance expenses increased from \$570 million for the third quarter 2013 to \$586 million for the third quarter 2014 primarily due to:

- an increase of \$21 million in nuclear generation expenses primarily due to higher contract labor costs, higher materials costs, and higher NRC fees;
- an increase of \$11 million in energy efficiency costs at Entergy Arkansas and Entergy Texas. These costs are recovered through energy efficiency riders and have a minimal effect on net income;
- an increase of \$10 million due to administration fees in 2014 related to participation in the MISO RTO. The net income effect is partially offset due to deferrals of these fees in certain jurisdictions. See Note 2 to the financial statements in the Form 10-K for further information on deferrals;
- an increase of \$7 million in storm damage accruals primarily at Entergy Mississippi effective October 2013, as approved by the MPSC, and Entergy Arkansas effective January 2014, as approved by the APSC;
- an increase of \$3 million resulting from costs incurred in the third quarter 2014 related to Baxter Wilson (Unit 1) repairs, including an offset for expected insurance proceeds. See "Baxter Wilson Plant Event" in Note 1 to the financial statements herein for further discussion;
- an increase of \$3 million as a result of higher write-offs of uncollectible customer accounts; and
- several individually insignificant items.

The increase was partially offset by:

- a decrease of \$40 million in compensation and benefits costs primarily due to fewer employees, an increase in the discount rates used to determine net periodic pension and other postretirement benefit costs, other postretirement benefit plan design changes, and a settlement charge recognized in September 2013 related to the payment of lump sum benefits out of the non-qualified pension plan. See "MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS – Critical Accounting Estimates" in the Form 10-K and Note 6 to the financial statements herein for further discussion of benefits costs;
- a decrease of \$11 million resulting from costs incurred in 2013 related to the now-terminated plan to spin off and merge the Utility's transmission business; and
- a decrease of \$6 million resulting from implementation costs, severance costs, and curtailment and special termination benefits in 2013 related to the human capital management strategic imperative, including an offset for partial amortization in the third quarter 2014 of costs deferred in 2013. See "MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS - Human Capital Management Strategic Imperative" in the Form 10-K for further discussion.

The asset write-off, impairment, and related charges variance is due to the \$60.9 million (\$40.5 million after-tax) write-off in September 2014 of Entergy Mississippi's regulatory assets associated with new nuclear generation development costs as a result of a joint stipulation entered into with the Mississippi Public Utilities Staff in which Entergy Mississippi agrees not to pursue recovery of the costs deferred by an MPSC order in the new nuclear generation docket. See Note 2 to the financial statements herein and in the Form 10-K for further discussion of the new nuclear generation development costs and the joint stipulation.

Other income increased primarily due to:

- an increase in earnings on decommissioning trust fund investments;

- an increase due to distributions earned on preferred membership interests purchased from Entergy Holdings Company with the proceeds received in August 2014 from the Act 55 storm cost financing. The distributions on preferred membership interests are eliminated in consolidation and have no effect on Entergy's net income because the investment is in another Entergy subsidiary; and

Table of Contents

Entergy Corporation and Subsidiaries
Management's Financial Discussion and Analysis

carrying charges recorded in 2014 on storm restoration costs related to Hurricane Isaac as approved by the LPSC.

See Note 2 to the financial statements in the Form 10-K and "Hurricane Isaac" below for a discussion of the Act 55 storm cost financing.

Entergy Wholesale Commodities

Other operation and maintenance expenses decreased from \$264 million for the third quarter 2013 to \$254 million for the third quarter 2014 primarily due to:

a decrease of \$29 million in compensation and benefits costs primarily due to fewer employees, an increase in the discount rates used to determine net periodic pension and other postretirement benefit costs, other postretirement benefit plan design changes, and a settlement charge recognized in September 2013 related to the payment of lump sum benefits out of the non-qualified pension plan. See "MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS - Critical Accounting Estimates" in the Form 10-K and Note 6 to the financial statements herein for further discussion of benefits costs; and
a decrease of \$5 million due to the absence of expenses from Entergy Solutions District Energy, which was sold in November 2013.

The decrease was partially offset by

- an increase of \$10 million primarily due to higher contract labor costs and higher NRC fees;
\$10 million incurred in the third quarter 2014 related to the shutdown of Vermont Yankee including severance and retention costs. See "Impairment of Long-Lived Assets" in Note 11 to the financial statements herein for discussion regarding the planned shutdown of the Vermont Yankee plant by the end of 2014; and
\$5 million in transmission imbalance sales in the third quarter 2013.

The asset impairment variance is primarily due to \$291.5 million (\$183.7 million after-tax) in the third quarter 2013 of impairment and other related charges primarily to write down the carrying value of Vermont Yankee and related assets to their fair values and \$102.9 million (\$66.9 million after-tax) in the third quarter 2014 of impairment charges related to Vermont Yankee primarily resulting from the effects of an updated decommissioning cost study completed in the third quarter 2014. See Note 1 to the financial statements in the Form 10-K and Note 11 to the financial statements herein for further discussion of these impairment charges.

Depreciation and amortization expenses increased primarily due to a change effective in 2014 in the estimated average useful lives of plant in service as a result of a new depreciation study and increases to depreciable plant balances. The depreciation rate on average depreciable property for Entergy Wholesale Commodities property is approximately 5.6% in 2014.

Other expenses increased primarily due to an increase in nuclear refueling outage costs that are being amortized over the estimated period to the next outage and an increase in decommissioning costs primarily due to revisions to the estimated decommissioning cost liability for Vermont Yankee recorded in the third and fourth quarters of 2013.

Income Taxes

The effective income tax rate was 40.8% for the third quarter 2014. The difference in the effective income tax rate for the third quarter 2014 versus the statutory rate of 35% was primarily due to state income taxes, the provision for uncertain tax positions, and certain book and tax differences related to utility plant items, partially offset by book and tax differences related to the allowance for equity funds used during construction.

Table of ContentsEntergy Corporation and Subsidiaries
Management's Financial Discussion and Analysis

The effective income tax rate was 9.1% for the third quarter 2013. The difference in the effective income tax rate for the third quarter 2013 versus the statutory rate of 35% was primarily due to lower state income taxes resulting from a state deferred tax adjustment and the reversal of a state valuation allowance. Also contributing to the lower rate was the reversal of a portion of the provision for uncertain tax positions.

Nine Months Ended September 30, 2014 Compared to Nine Months Ended September 30, 2013

Following are income statement variances for Utility, Entergy Wholesale Commodities, Parent & Other, and Entergy comparing the nine months ended September 30, 2014 to the nine months ended September 30, 2013 showing how much the line item increased or (decreased) in comparison to the prior period:

| | Utility | Entergy Wholesale Commodities | Parent & Other (a) | Entergy |
|--|----------------|-------------------------------------|-----------------------|------------|
| | (In Thousands) | | | |
| 2013 Consolidated Net Income (Loss) | \$680,694 | \$818 | (\$102,292) | \$579,220 |
| Net revenue (operating revenue less fuel expense, purchased power, and other regulatory charges/credits) | 178,802 | 333,487 | (12,633) |) 499,656 |
| Asset write-off, impairments, and related charges | 60,857 | (184,590) |) — | (123,733) |
| Other operation and maintenance expenses | (36,655) |) (1,013) |) (7,543) |) (45,211) |
| Taxes other than income taxes | 12,107 | 1,941 | (43) |) 14,005 |
| Depreciation and amortization | 11,166 | 58,033 | (196) |) 69,003 |
| Other income | 14,087 | 3,692 | (7,071) |) 10,708 |
| Interest expense | 16,893 | 857 | 1,420 | 19,170 |
| Other expenses | 7,059 | 20,769 | — | 27,828 |
| Income taxes | 69,318 | 205,745 | 18,209 | 293,272 |
| 2014 Consolidated Net Income (Loss) | \$732,838 | \$236,255 | (\$133,843) | \$835,250 |

(a) Parent & Other includes eliminations, which are primarily intersegment activity.

Refer to "ENTERGY CORPORATION AND SUBSIDIARIES - SELECTED OPERATING RESULTS" for further information with respect to operating statistics.

Results of operations for the nine months ended September 30, 2014 includes \$106.9 million (\$69.4 million after-tax) of charges related to Vermont Yankee primarily resulting from the effects of an updated decommissioning cost study completed in the third quarter 2014 along with reassessment of the assumptions regarding the timing of decommissioning cash flows. See Note 11 to the financial statements herein for further discussion of the charges. Results of operations for the nine months ended September 30, 2014 also includes the \$60.9 million (\$40.5 million after-tax) write-off in September 2014 of Entergy Mississippi's regulatory assets associated with new nuclear generation development costs as a result of a joint stipulation entered into with the Mississippi Public Utilities Staff in which Entergy Mississippi agreed not to pursue recovery of the costs deferred by an MPSC order in the new nuclear generation docket. See Note 2 to the financial statements herein and in the Form 10-K for further discussion of the new nuclear generation development costs and the joint stipulation.

Results of operations for the nine months ended September 30, 2013 includes \$291.5 million (\$183.7 million after-tax) of impairment and other related charges to write down the carrying value of Vermont Yankee and related

assets to their fair values. See Note 1 to the financial statements in the Form 10-K for further discussion of the impairment charges.

Table of Contents

Entergy Corporation and Subsidiaries
Management's Financial Discussion and Analysis

Net Revenue

Utility

Following is an analysis of the change in net revenue comparing the nine months ended September 30, 2014 to the nine months ended September 30, 2013:

| | Amount (In Millions) |
|-----------------------------|-------------------------|
| 2013 net revenue | \$4,222 |
| Retail electric price | 95 |
| Volume/weather | 43 |
| Asset retirement obligation | 31 |
| Other | 10 |
| 2014 net revenue | \$4,401 |

The retail electric price variance is primarily due to:

an increase in the energy efficiency rider at Entergy Arkansas, as approved by the APSC, effective July 2013 and July 2014. Energy efficiency revenues are largely offset by costs included in other operation and maintenance expenses and have minimal effect on net income;

a formula rate plan increase at Entergy Mississippi, as approved by the MPSC, effective September 2013;

an increase in Entergy Mississippi's storm damage rider, as approved by the MPSC, effective October 2013. The increase in the storm damage rider is offset by other operation and maintenance expenses and has no effect on net income;

an annual base rate increase at Entergy Texas, effective April 2014, as a result of the PUCT's order in the September 2013 rate case;

an increase in purchased power capacity costs at Entergy Louisiana and Entergy Gulf States Louisiana that are recovered through base rates set in the annual formula rate plan mechanisms; and

an annual base rate increase at Entergy Arkansas, as approved by the APSC, effective January 2014.

See Note 2 to the financial statements herein and in the Form 10-K for a discussion of rate proceedings.

The volume/weather variance is primarily due to an increase of 2,814 GWh, or 3%, in billed electricity usage primarily due to an increase in sales to industrial customers and the effect of more favorable weather on residential sales in the nine months ended September 30, 2014 as compared to the nine months ended September 30, 2013. The increase in industrial sales was primarily due to expansions, recovery of a major refining customer from an unplanned outage in 2013, and continued moderate growth in the manufacturing sector.

The asset retirement obligation affects net revenue because Entergy records a regulatory credit for the difference between asset retirement obligation-related expenses and trust earnings plus asset retirement obligation-related costs collected in revenue. The variance for the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013 is primarily caused by an increase in the regulatory credits because of increases in depreciation and accretion expenses and an increase in the regulatory credits to realign the asset retirement obligation regulatory asset with regulatory treatment.

Table of Contents

Entergy Corporation and Subsidiaries
Management's Financial Discussion and Analysis

Entergy Wholesale Commodities

Following is an analysis of the change in net revenue comparing the nine months ended September 30, 2014 to the nine months ended September 30, 2013:

| | Amount (In Millions) |
|--------------------------------|-------------------------|
| 2013 net revenue | \$1,370 |
| Nuclear realized price changes | 277 |
| Nuclear volume | 40 |
| Mark-to-market value changes | 34 |
| Other | (18) |
| 2014 net revenue | \$1,703 |

As shown in the table above, net revenue for Entergy Wholesale Commodities increased by \$333 million in the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013 primarily due to:

higher realized wholesale energy prices primarily due to increases in Northeast market power prices and higher capacity prices. Entergy Wholesale Commodities' hedging strategies routinely include financial instruments that manage operational and liquidity risk. These positions, in addition to a larger-than-normal unhedged position in 2014 due to Vermont Yankee being in its final year of operation, allowed Entergy Wholesale Commodities to benefit from increases in Northeast market power prices;

higher volume in its nuclear fleet resulting from fewer unplanned outage days in the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013, partially offset by a larger exercise of resupply options in the nine months ended September 30, 2013 compared to the nine months ended September 30, 2014 provided for in purchase power agreements where Entergy Wholesale Commodities may elect to supply power from another source when the plant is not running. Amounts related to the exercise of resupply options are included in the GWh billed in the table below; and

mark-to-market activity, which was positive for the nine months ended September 30, 2014. See Note 8 to the financial statements herein for discussion of derivative instruments.

Following are key performance measures for Entergy Wholesale Commodities for the nine months ended September 30, 2014 and 2013:

| | 2014 | 2013 |
|----------------------------------|---------|---------|
| Owned capacity (MW) (a) | 6,068 | 6,612 |
| GWh billed | 32,874 | 33,189 |
| Average realized revenue per MWh | \$63.37 | \$52.95 |

Entergy Wholesale Commodities Nuclear Fleet

| | | |
|----------------------------------|---------|---------|
| Capacity factor | 89% | 86% |
| GWh billed | 29,618 | 29,309 |
| Average realized revenue per MWh | \$62.93 | \$52.37 |
| Refueling Outage Days: | | |
| FitzPatrick | 37 | — |
| Indian Point 2 | 24 | — |
| Indian Point 3 | — | 28 |
| Palisades | 56 | — |
| Pilgrim | — | 45 |

Vermont Yankee

—

27

(a) The reduction in owned capacity is due to the retirement of the 544 MW Ritchie Unit 2 in November 2013.

8

Table of Contents

Entergy Corporation and Subsidiaries
Management's Financial Discussion and Analysis

Other Income Statement Items

Utility

Other operation and maintenance expenses decreased from \$1,677 million for the nine months ended September 30, 2013 to \$1,640 million for the nine months ended September 30, 2014 primarily due to:

- a decrease of \$93 million in compensation and benefits costs primarily due to fewer employees, an increase in the discount rates used to determine net periodic pension and other postretirement benefit costs, other postretirement benefit plan design changes, and a settlement charge recognized in September 2013 related to the payment of lump sum benefits out of the non-qualified pension plan. See "MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS – Critical Accounting Estimates" in the Form 10-K and Note 6 to the financial statements herein for further discussion of benefits costs;
- a decrease of \$30 million in fossil-fueled generation expenses primarily resulting from an overall lower scope of work done in 2014 as compared to the same period in 2013;
- a decrease of \$30 million resulting from costs incurred in 2013 related to the now-terminated plan to spin off and merge the Utility's transmission business; and
- a decrease of \$11 million resulting from costs incurred in 2013 related to the generator stator incident at ANO, including an offset for insurance proceeds. See "ANO Damage and Outage" below for further discussion of the incident.

The decrease was partially offset by:

- an increase of \$30 million in nuclear generation expenses primarily due to higher contract labor costs, higher materials costs, and higher NRC fees;
- an increase of \$28 million due to administration fees in 2014 related to participation in the MISO RTO. The net income effect is partially offset due to deferrals of these fees in certain jurisdictions. See Note 2 to the financial statements in the Form 10-K for further information on deferrals;
- an increase of \$25 million in energy efficiency costs at Entergy Arkansas and Entergy Texas. These costs are recovered through energy efficiency riders and have a minimal effect on net income;
- an increase of \$21 million in storm damage accruals primarily at Entergy Arkansas effective January 2014, as approved by the APSC, and at Entergy Mississippi effective October 2013, as approved by the MPSC;
- an increase of \$10 million resulting from costs incurred in 2014 related to Baxter Wilson (Unit 1) repairs, including an offset for expected insurance proceeds. See "Baxter Wilson Plant Event" in Note 1 to the financial statements herein for further discussion; and
- an increase of \$5 million as a result of higher write-offs of uncollectible customer accounts.

The asset write-off, impairment, and related charges variance is due to the \$60.9 million (\$40.5 million after-tax) write-off in September 2014 of Entergy Mississippi's regulatory assets associated with new nuclear generation development costs. See Note 2 to the financial statements herein and in the Form 10-K for further discussion of new nuclear generation development costs.

Taxes other than income taxes increased primarily due to an increase in local franchise taxes resulting from higher residential and commercial revenues. Also contributing to the increase was an increase in ad valorem taxes.

Depreciation and amortization expenses increased primarily due to additions to plant in service and an increase in Entergy Arkansas depreciation rates.

Other income increased primarily due to distributions earned on preferred membership interests purchased from Entergy Holdings Company with the proceeds received in August 2014 from the Act 55 storm cost financing and carrying charges recorded in 2014 on storm restoration costs related to Hurricane Isaac as approved by the LPSC. The distributions on preferred membership interests are eliminated in consolidation and have no effect on Entergy's net

Table of Contents

Entergy Corporation and Subsidiaries
Management's Financial Discussion and Analysis

income because the investment is in another Entergy subsidiary. See Note 2 to the financial statements in the Form 10-K and "Hurricane Isaac" below for a discussion of the Act 55 storm cost financing.

Interest expense increased primarily due to the lease renewal in December 2013 of the Grand Gulf sale leaseback and net debt issuances of first mortgage bonds in the first quarter 2014 and the second quarter 2013 by certain Utility operating companies. See Note 4 to the financial statements herein and Note 5 to the financial statements in the Form 10-K for more details of long-term debt.

Entergy Wholesale Commodities

Other operation and maintenance expenses decreased from \$748 million for the nine months ended September 30, 2013 to \$747 million for the nine months ended September 30, 2014 primarily due to:

a decrease of \$52 million in compensation and benefits costs primarily due to fewer employees, an increase in the discount rates used to determine net periodic pension and other postretirement benefit costs, other postretirement benefit plan design changes, and a settlement charge recognized in September 2013 related to the payment of lump sum benefits out of the non-qualified pension plan. See "MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS - Critical Accounting Estimates" in the Form 10-K and Note 6 to the financial statements herein for further discussion of benefits costs; and
a decrease of \$12 million due to the absence of expenses from Entergy Solutions District Energy, which was sold in November 2013.

The decrease was partially offset by:

- an increase of \$28 million primarily due to higher contract labor costs and higher NRC fees;
\$25 million incurred in the nine months ended September 30, 2014 related to the shutdown of Vermont Yankee including severance and retention costs. See "Impairment of Long-Lived Assets" in Note 11 to the financial statements herein for discussion regarding the planned shutdown of the Vermont Yankee plant by the end of 2014; and
\$13 million in transmission imbalance sales in 2013.

The asset impairment variance is primarily due to \$291.5 million (\$183.7 million after-tax) in 2013 of impairment and other related charges primarily to write down the carrying value of Vermont Yankee and related assets to their fair values and \$106.9 million (\$69.4 million after-tax) in 2014 of impairment charges related to Vermont Yankee primarily resulting from the effects of an updated decommissioning cost study completed in the third quarter 2014. See Note 1 to the financial statements in the Form 10-K and Note 11 to the financial statements herein for further discussion of these impairment charges.

Depreciation and amortization expenses increased primarily due to a change effective in 2014 in the estimated average useful lives of plant in service as a result of a new depreciation study, an increase to depreciable plant balances, and additions to plant in service.

Other expenses increased primarily due to an increase in decommissioning costs primarily due to revisions to the estimated decommissioning cost liability for Vermont Yankee recorded in the third and fourth quarters of 2013 and an increase in nuclear refueling outage costs that are being amortized over the estimated period to the next outage.

Income Taxes

The effective income tax rate was 37.8% for the nine months ended September 30, 2014. The difference in the effective income tax rate for the nine months ended September 30, 2014 versus the statutory rate of 35% was primarily due to state income taxes, the provision for uncertain tax positions, and certain book and tax differences

Table of Contents

Entergy Corporation and Subsidiaries

Management's Financial Discussion and Analysis

related to utility plant items, partially offset by a deferred state income tax reduction related to a New York tax law change and book and tax differences related to the allowance for equity funds used during construction.

The effective income tax rate was 27% for the nine months ended September 30, 2013. The difference in the effective income tax rate for the nine months ended September 30, 2013 versus the statutory rate of 35% was primarily due to the reversal of a portion of the provision for uncertain tax positions, lower state income taxes resulting from a state deferred tax adjustment and the reversal of a state valuation allowance, and book and tax differences related to the allowance for equity funds used during construction, partially offset by certain book and tax differences related to utility plant items. See Note 10 to the financial statements herein for further discussion of income taxes.

Entergy Wholesale Commodities Authorizations to Operate Its Nuclear Power Plants

See the Form 10-K for a discussion of the NRC operating licenses for Indian Point 2 and Indian Point 3 and the NRC license renewal applications in process for these plants. Following is an update to the discussion regarding the NRC proceedings. In April 2014 the ASLB granted Entergy's motion to dismiss as moot a contention by Riverkeeper alleging that the Final Supplemental Environmental Impact Statement failed to adequately address endangered species issues. At the same time, the ASLB denied a motion filed by Riverkeeper in August 2013 to amend its endangered species contention. These ASLB decisions were not appealed and are now final, leaving three Track 2 contentions. The NRC staff expects to issue a further supplemental Safety Evaluation Report in November 2014. Testimony on the remaining Track 2 contentions has not been completed, and Track 2 hearings have not been scheduled.

By letter dated November 3, 2014, the NRC staff advised of its proposed schedule for issuance of a further supplemental Final Environmental Impact Statement (FSEIS) to address new information received by NRC staff since preparation and publication of the previous FSEIS supplement in June 2013. The proposed schedule identifies several milestones leading to the issuance of a new final FSEIS supplement in March 2016. The matters to be addressed in the new supplement include Entergy's May 2013 submittal of updated cost information for severe accident mitigation alternatives (SAMAs); Entergy's February 2014 submittal of new aquatic impact information; the June 2013 revision by NRC of its Generic Environmental Impact Statement relied upon in license renewal proceedings; and the NRC's Continued Storage Of Spent Nuclear Fuel rule, which was published in the Federal Register in September 2014.

In 2014, hearings were held on NYSDEC's proposed best technology available, closed cycle cooling. The NYSDEC also has proposed annual fish protection outages of 42, 62, or 92 days at both units or at one unit with closed cycle cooling at the other. Hearings on this alternative technology are expected to occur in 2015, to be followed by post-hearing briefing. The ALJs have issued no partial decisions on the several issues that have been litigated during the past two years and have not announced a schedule for doing so. After the full hearing on the merits, the ALJs will issue a recommended decision to the NYSDEC Commissioner who will then issue the final agency decision. A party to the proceeding can appeal the decision of the NYSDEC Commissioner to state court.

With respect to Entergy's first Coastal Zone Management Act (CZMA) initiative (previous review), in May 2014 the New York State Department of State (NYSDOS) responded to questions the NRC staff submitted in December 2013. In July 2014, Entergy submitted comments on NYSDOS's responses and NYSDOS filed a reply to those comments. The NRC staff advised the ASLB in November 2014 that it is considering the information it has received regarding previous review. With respect to Entergy's second CZMA initiative (grandfathering), oral argument was held before the New York State Supreme Court (Appellate Division) in October 2014. With respect to Entergy's third CZMA initiative (consistency certification filed with the NRC and NYSDOS for NYSDOS review), Entergy filed with both agencies on November 5, 2014 a notice withdrawing the consistency certification. Entergy cited the NRC staff's announcement two days earlier of its intent to issue in March 2016 a new FSEIS supplement addressing, among other

things, new information concerning aquatic impacts. Entergy stated that unless the previous review or grandfathering issues were first and finally resolved in Entergy's favor, Entergy intended to file a new consistency certification after the NRC issues the FSEIS supplement. That new consistency certification will initiate NYSDOS's review process, and will allow the FSEIS supplement to be part of the record before NYSDOS and, should NYSDOS object to the new certification, the Secretary of Commerce on appeal.

Table of Contents

Entergy Corporation and Subsidiaries

Management's Financial Discussion and Analysis

See "Critical Accounting Estimates - Nuclear Decommissioning Costs" below and "Impairment of Long-Lived Assets" in Note 11 to the financial statements herein for discussions regarding the planned shutdown of the Vermont Yankee plant by the end of 2014.

ANO Damage, Outage, and NRC Reviews

See "MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS - ANO Damage and Outage" in the Form 10-K for a discussion of the ANO stator incident. The total cost of assessment, restoration of off-site power, site restoration, debris removal, and replacement of damaged property and equipment was approximately \$95 million. In addition, Entergy Arkansas incurred replacement power costs for ANO 2 power during its outage and incurred incremental replacement power costs for ANO 1 power because the outage extended beyond the originally-planned duration of the refueling outage. In February 2014 the APSC approved Entergy Arkansas's request to exclude from the calculation of its revised energy cost rate \$65.9 million of deferred fuel and purchased energy costs incurred in 2013 as a result of the ANO stator incident. The APSC authorized Entergy Arkansas to retain the \$65.9 million in its deferred fuel balance with recovery to be reviewed in a later period after more information regarding various claims associated with the ANO stator incident is available.

Entergy Arkansas is pursuing its options for recovering damages that resulted from the stator drop, including its insurance coverage and legal action. Entergy is a member of Nuclear Electric Insurance Limited (NEIL), a mutual insurance company that provides property damage coverage to the members' nuclear generating plants, including ANO. NEIL has notified Entergy that it believes that a \$50 million course of construction sublimit applies to any loss associated with the lifting apparatus failure and stator drop at ANO. Entergy has responded that it disagrees with NEIL's position and is evaluating its options for enforcing its rights under the policy. On July 12, 2013, Entergy Arkansas filed a complaint in the Circuit Court in Pope County, Arkansas against the owner of the heavy-lifting apparatus that collapsed, an engineering firm, a contractor, and certain individuals asserting claims of breach of contract, negligence, and gross negligence in connection with their responsibility for the stator drop. During 2014, Entergy Arkansas collected \$40 million from NEIL and is pursuing additional recoveries due under the policy.

Shortly after the stator incident, the NRC deployed an augmented inspection team to review the plant's response. In July 2013 a second team of NRC inspectors visited ANO to evaluate certain items that were identified as requiring follow-up inspection to determine whether performance deficiencies existed. In March 2014 the NRC issued an inspection report on the follow-up inspection that discussed two preliminary findings, one that was preliminarily determined to be "red with high safety significance" for Unit 1 and one that was preliminarily determined to be "yellow with substantial safety significance" for Unit 2, with the NRC indicating further that these preliminary findings may warrant additional regulatory oversight. This report also noted that one additional item related to flood barrier effectiveness was still under review.

In May 2014 the NRC met with Entergy during a regulatory conference to discuss the preliminary red and yellow findings and Entergy's response to the findings. During the regulatory conference, Entergy presented information on the facts and assumptions the NRC used to assess the potential findings. The NRC used the information provided by Entergy at the regulatory conference to finalize its decision regarding the inspection team's findings. In a letter dated June 23, 2014, the NRC classified both findings as "yellow with substantial safety significance." In an assessment follow-up letter for ANO dated July 29, 2014, the NRC stated that given the two yellow findings, it determined that the performance at ANO is in the "degraded cornerstone column," or column 3, of the NRC's reactor oversight process action matrix beginning the first quarter 2014. Corrective actions in response to the NRC's findings have been taken and remain ongoing at ANO. The NRC plans to conduct supplemental inspection activity to review the actions taken to address the yellow findings. Entergy will continue to interact with the NRC to address the NRC's findings.

In September 2014 the NRC issued an inspection report on the flood barrier effectiveness issue that was still under review at the time of the March 2014 inspection report. While Entergy believes that the flood barrier issue that led to the finding have been addressed at ANO, the NRC will still assess the safety significance of the deficiencies. In its September 2014 inspection report, the NRC discussed a preliminary finding of “yellow with substantial safety

12

Table of Contents

Entergy Corporation and Subsidiaries

Management's Financial Discussion and Analysis

significance” for the Unit 1 and Unit 2 auxiliary and emergency diesel fuel storage buildings. The NRC indicated that these preliminary findings may warrant additional regulatory oversight. Entergy requested a public regulatory conference regarding the inspection, and the conference was held on October 28, 2014. During the regulatory conference, Entergy presented information related to the facts and assumptions used by the NRC in arriving at its preliminary finding of “yellow with substantial safety significance.” The NRC can consider this information as it works to finalize its assessment of the safety significance of the flood barrier issue.

If the NRC’s final assessment of the flood barrier issue remains yellow, ANO would likely be placed into the “multiple/repetitive degraded cornerstone column” of the NRC’s reactor oversight process action matrix. Placement into this column would require significant additional NRC inspection activities at the ANO site, including a review of the site’s root cause evaluation associated with the flood barrier issue, an assessment of the effectiveness of the site’s corrective action program, an additional design basis inspection, a safety culture assessment, and possibly other inspection activities consistent with the NRC’s Inspection Procedure.

Liquidity and Capital Resources

See "MANAGEMENT’S FINANCIAL DISCUSSION AND ANALYSIS - Liquidity and Capital Resources" in the Form 10-K for a discussion of Entergy’s capital structure, capital expenditure plans and other uses of capital, and sources of capital. Following are updates to that discussion.

Capital Structure

Entergy’s capitalization is balanced between equity and debt, as shown in the following table. The decrease in the debt to capital ratio is primarily due to an increase in retained earnings.

| | September 30, 2014 | December 31, 2013 | | |
|---|-----------------------|----------------------|--|----|
| Debt to capital | 56.7 | % 57.9 | | % |
| Effect of excluding the securitization bonds | (1.5 | %) (1.6 | | %) |
| Debt to capital, excluding securitization bonds (a) | 55.2 | % 56.3 | | % |
| Effect of subtracting cash | (2.2 | %) (1.5 | | %) |
| Net debt to net capital, excluding securitization bonds (a) | 53.0 | % 54.8 | | % |

(a) Calculation excludes the Arkansas, Louisiana, and Texas securitization bonds, which are non-recourse to Entergy Arkansas, Entergy Louisiana, and Entergy Texas, respectively.

Net debt consists of debt less cash and cash equivalents. Debt consists of notes payable and commercial paper, capital lease obligations, and long-term debt, including the currently maturing portion. Capital consists of debt, common shareholders’ equity, and subsidiaries’ preferred stock without sinking fund. Net capital consists of capital less cash and cash equivalents. Entergy uses the debt to capital ratios excluding securitization bonds in analyzing its financial condition and believes they provide useful information to its investors and creditors in evaluating Entergy’s financial condition because the securitization bonds are non-recourse to Entergy, as more fully described in Note 5 to the financial statements in the Form 10-K. Entergy also uses the net debt to net capital ratio excluding securitization bonds in analyzing its financial condition and believes it provides useful information to its investors and creditors in evaluating Entergy’s financial condition because net debt indicates Entergy’s outstanding debt position that could not be readily satisfied by cash and cash equivalents on hand.

Table of Contents

Entergy Corporation and Subsidiaries
 Management's Financial Discussion and Analysis

Entergy Corporation has in place a credit facility that has a borrowing capacity of \$3.5 billion and expires in March 2019. Entergy Corporation has the ability to issue letters of credit against 50% of the total borrowing capacity of the facility. Following is a summary of the borrowings outstanding and capacity available under the facility as of September 30, 2014:

| Capacity | Borrowings | Letters of Credit | Capacity Available |
|---------------|------------|----------------------|-----------------------|
| (In Millions) | | | |
| \$3,500 | \$245 | \$8 | \$3,247 |

A covenant in Entergy Corporation's credit facility requires Entergy to maintain a consolidated debt ratio of 65% or less of its total capitalization. The calculation of this debt ratio under Entergy Corporation's credit facility is different than the calculation of the debt to capital ratio above. Entergy is currently in compliance with the covenant. If Entergy fails to meet this ratio, or if Entergy or one of the Utility operating companies (except Entergy New Orleans) defaults on other indebtedness or is in bankruptcy or insolvency proceedings, an acceleration of the facility's maturity date may occur. See Note 4 to the financial statements herein for additional discussion of the Entergy Corporation credit facility and discussion of the Registrant Subsidiaries' credit facilities.

See Note 4 to the financial statements herein for additional discussion of the Entergy Corporation commercial paper program. As of September 30, 2014, Entergy Corporation had \$776 million of commercial paper outstanding.

Capital Expenditure Plans and Other Uses of Capital

See the table and discussion in the Form 10-K under "MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS - Liquidity and Capital Resources - Capital Expenditure Plans and Other Uses of Capital," that sets forth the amounts of planned construction and other capital investments by operating segment for 2014 through 2016. Following are updates to the discussion in the Form 10-K.

Capital Investment Plan Preliminary Estimate for 2015-2017

Entergy is developing its capital investment plan for 2015 through 2017 and currently anticipates that the Utility will make \$7.8 billion in capital investments during that period and that Entergy Wholesale Commodities will make \$0.9 billion in capital investments during that period. The preliminary Utility estimate includes amounts associated with specific investments for resource planning, generation projects, environmental compliance, transmission upgrades, system improvements and other investments. The preliminary Entergy Wholesale Commodities estimate includes amounts associated with specific investments such as dry cask storage, nuclear license renewal, component replacement and identified repairs, NYPA value sharing, and wedgewire screens at Indian Point. Estimated capital expenditures are subject to periodic review and modification and may vary based on the ongoing effects of business restructuring, regulatory constraints and requirements, environmental regulations, business opportunities, market volatility, economic trends, changes in project plans, and the ability to access capital.

Ninemile Point Unit 6 Self-Build Project

See the Form 10-K for a discussion of Entergy Louisiana's construction of a combined-cycle gas turbine generating facility (Ninemile 6) at its existing Ninemile Point electric generating station. The Ninemile 6 capacity and energy will be allocated 55% to Entergy Louisiana, 25% to Entergy Gulf States Louisiana, and 20% to Entergy New Orleans. Under terms approved by the LPSC, non-fuel costs may be recovered through Entergy Louisiana's and Entergy Gulf

States Louisiana's formula rate plans beginning in the month after the unit is placed in service. In July 2014, Entergy Louisiana and Entergy Gulf States Louisiana filed an unopposed stipulation with the LPSC that estimates a first year revenue requirement associated with Ninemile 6 and provides a mechanism to update the revenue requirement as the in-service date approaches, which was subsequently approved by the LPSC. In September 2014 an updated revenue requirement of \$51.5 million for Entergy Louisiana and \$27 million for Entergy Gulf States Louisiana was

Table of Contents

Entergy Corporation and Subsidiaries

Management's Financial Discussion and Analysis

filed. Under terms approved by the City Council, Entergy New Orleans's non-fuel costs associated with Ninemile 6 may be recovered through a special rider for that purpose. The unit is expected to be placed in service by the end of 2014.

Dividends

Declarations of dividends on Entergy's common stock are made at the discretion of the Board. Among other things, the Board evaluates the level of Entergy's common stock dividends based upon Entergy's earnings, financial strength, and future investment opportunities. At its October 2014 meeting, the Board declared a dividend of \$0.83 per share, which is the same quarterly dividend per share that Entergy has paid since the second quarter 2010.

Sources of Capital

Hurricane Isaac

As discussed in the Form 10-K, Entergy Gulf States Louisiana and Entergy Louisiana sought to recover restoration costs for the repair and replacement of electric facilities damaged by Hurricane Isaac, as well as replenishment of storm escrow accounts for prior storms, in the amount of \$73.8 million for Entergy Gulf States Louisiana and \$247.7 million for Entergy Louisiana. In January 2013, Entergy Gulf States Louisiana and Entergy Louisiana drew \$65 million and \$187 million, respectively, from their funded storm reserve escrow accounts. In April 2013, Entergy Gulf States Louisiana and Entergy Louisiana filed a joint application with the LPSC relating to Hurricane Isaac system restoration costs. Following an evidentiary hearing and recommendations by the ALJ, the LPSC voted in June 2014 to approve a series of orders which (i) quantify the amount of Hurricane Isaac system restoration costs prudently incurred (\$66.5 million for Entergy Gulf States Louisiana and \$224.3 million for Entergy Louisiana); (ii) determine the level of storm reserves to be re-established (\$90 million for Entergy Gulf States Louisiana and \$200 million for Entergy Louisiana); (iii) authorize Entergy Gulf States Louisiana and Entergy Louisiana to utilize Louisiana Act 55 financing for Hurricane Isaac system restoration costs; and (iv) grant other requested relief associated with storm reserves and Act 55 financing of Hurricane Isaac system restoration costs. Entergy Gulf States Louisiana committed to pass on to customers a minimum of \$6.9 million of customer benefits through annual customer credits of approximately \$1.4 million for five years. Entergy Louisiana committed to pass on to customers a minimum of \$23.9 million of customer benefits through annual customer credits of approximately \$4.8 million for five years. Approvals for the Act 55 financings were obtained from the Louisiana Utilities Restoration Corporation (LURC) and the Louisiana State Bond Commission.

In August 2014 the Louisiana Local Government Environmental Facilities and Community Development Authority (LCDA) issued \$71 million in bonds under Act 55 of the Louisiana Legislature. From the \$69 million of bond proceeds loaned by the LCDA to the LURC, the LURC deposited \$3 million in a restricted escrow account as a storm damage reserve for Entergy Gulf States Louisiana and transferred \$66 million directly to Entergy Gulf States Louisiana. Entergy Gulf States Louisiana used the \$66 million received from the LURC to acquire 662,426.80 Class C preferred, non-voting, membership interest units of Entergy Holdings Company LLC, a company wholly-owned and consolidated by Entergy, that carry a 7.5% annual distribution rate. Distributions are payable quarterly commencing on September 15, 2014, and the membership interests have a liquidation price of \$100 per unit. The preferred membership interests are callable at the option of Entergy Holdings Company LLC after ten years under the terms of the LLC agreement. The terms of the membership interests include certain financial covenants to which Entergy Holdings Company LLC is subject, including the requirement to maintain a net worth of at least \$1.75 billion.

In August 2014 the LCDA issued another \$243.85 million in bonds under Act 55 of the Louisiana Legislature. From the \$240 million of bond proceeds loaned by the LCDA to the LURC, the LURC deposited \$13 million in a restricted escrow account as a storm damage reserve for Entergy Louisiana and transferred \$227 million directly to Entergy Louisiana. Entergy Louisiana used the \$227 million received from the LURC to acquire 2,272,725.89 Class C preferred, non-voting, membership interest units of Entergy Holdings Company LLC that carry a 7.5% annual distribution rate. Distributions are payable quarterly commencing on September 15, 2014, and the membership interests have a liquidation price of \$100 per unit. The preferred membership interests are callable at the

Table of Contents

Entergy Corporation and Subsidiaries

Management's Financial Discussion and Analysis

option of Entergy Holdings Company LLC after ten years under the terms of the LLC agreement. The terms of the membership interests include certain financial covenants to which Entergy Holdings Company LLC is subject, including the requirement to maintain a net worth of at least \$1.75 billion.

Entergy, Entergy Gulf States Louisiana, and Entergy Louisiana do not report the bonds on their balance sheets because the bonds are the obligation of the LCDA and there is no recourse against Entergy, Entergy Gulf States Louisiana, or Entergy Louisiana in the event of a bond default. To service the bonds, Entergy Gulf States Louisiana and Entergy Louisiana collect a system restoration charge on behalf of the LURC, and remit the collections to the bond indenture trustee. Entergy, Entergy Gulf States Louisiana, and Entergy Louisiana do not report the collections as revenue because they are merely acting as the billing and collection agents for the state.

Total restoration costs for the repair and replacement of Entergy New Orleans's electric facilities damaged by Hurricane Isaac were \$47.3 million. Entergy New Orleans withdrew \$17.4 million from the storm reserve escrow account to partially offset these costs. In February 2014, Entergy New Orleans made a filing with the City Council seeking certification of the Hurricane Isaac costs. In July 2014 the City Council adopted a procedural schedule that provides for hearings on the merits in September 2015.

Cash Flow Activity

As shown in Entergy's Consolidated Statements of Cash Flows, cash flows for the nine months ended September 30, 2014 and 2013 were as follows:

| | 2014 | 2013 |
|--|---------------|----------|
| | (In Millions) | |
| Cash and cash equivalents at beginning of period | \$739 | \$533 |
| Cash flow provided by (used in): | | |
| Operating activities | 2,892 | 2,199 |
| Investing activities | (2,168 |) (2,058 |
| Financing activities | (394 |) (309 |
| Net increase (decrease) in cash and cash equivalents | 330 | (168 |
| Cash and cash equivalents at end of period | \$1,069 | \$365 |

Operating Activities

Net cash provided by operating activities increased by \$693 million for the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013 primarily due to:

• higher Entergy Wholesale Commodities and Utility net revenues in 2014 as compared to the same period in 2013, as discussed previously;

• proceeds of \$310 million received from the LURC in August 2014 as a result of the Louisiana Act 55 storm cost financing. See Note 2 to the financial statements herein and in the Form 10-K and "Hurricane Isaac" above for a discussion of the Act 55 storm cost financing;

• a decrease in income tax payments of \$60 million in the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013; and

• approximately \$27 million in spending in 2013 related to the generator stator incident at ANO, as discussed previously.

The increase was partially offset by an increase of \$215 million in pension contributions in 2014 and proceeds of \$72 million received in 2013 from the U.S. Department of Energy resulting from litigation regarding the storage of spent

Table of Contents

Entergy Corporation and Subsidiaries

Management's Financial Discussion and Analysis

nuclear fuel. See "MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS – Critical Accounting Estimates" in the Form 10-K and Note 6 to the financial statements herein for a discussion of qualified pension and other postretirement benefits funding.

Investing Activities

Net cash flow used in investing activities increased by \$110 million for the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013 primarily due to:

- the deposit of a total of \$268 million into Entergy Louisiana's and Entergy Gulf States Louisiana's storm escrow accounts in 2014;
- the withdrawal of a total of \$260 million from storm reserve escrow accounts in 2013, primarily by Entergy Gulf States Louisiana and Entergy Louisiana, after Hurricane Isaac; and
- proceeds of \$21 million received in 2013 from the U.S. Department of Energy resulting from litigation regarding the storage of spent nuclear fuel.

See Note 2 to the financial statements herein and in the Form 10-K for a discussion of Hurricane Isaac.

The increase was partially offset by:

- a decrease in construction expenditures, primarily in the Utility business, including a decrease in spending on the Ninemile 6 self-build project and spending in 2013 on the generator stator incident at ANO, partially offset by an increase in storm restoration spending;
- a change in collateral deposit activity, reflected in the "Decrease (increase) in other investments" line on the Consolidated Statement of Cash Flows, as Entergy received net deposits of \$37 million in 2014 and returned net deposits of \$49 million in 2013. Entergy Wholesale Commodities's forward sales contracts are discussed in the "Market and Credit Risk Sensitive Instruments" section below;
- a decrease in nuclear fuel purchases due to variations from year to year in the timing and pricing of fuel reload requirements, material and services deliveries, and the timing of cash payments during the nuclear fuel cycle; and
- \$29 million in insurance proceeds received in 2014 for property damages related to the generator stator incident at ANO, as discussed above.

Financing Activities

Net cash flow used in financing activities increased by \$85 million for the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013 primarily due to:

- long-term debt activity providing approximately \$132 million of cash in 2014 compared to using \$180 million of cash in 2013. Included in the long-term debt activity is \$10 million in 2014 and \$645 million in 2013 for the repayment of borrowings on the Entergy Corporation long-term credit facility;
- Entergy Corporation repaid \$269 million of commercial paper in 2014 and issued \$351 million in 2013;
- a net increase of \$153 million in 2014 in short-term borrowings by the nuclear fuel company variable interest entities; and
- an increase of \$67 million in treasury stock issuances in 2014 primarily due to a larger amount of previously repurchased Entergy Corporation common stock issued in 2014 to satisfy stock option exercises.

For details of long-term debt activity and Entergy's commercial paper program in 2014, see Note 4 to the financial statements herein and Notes 4 and 5 to the financial statements in the Form 10-K.

Table of Contents

Entergy Corporation and Subsidiaries
Management's Financial Discussion and Analysis

Rate, Cost-recovery, and Other Regulation

See "MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS - Rate, Cost-recovery, and Other Regulation" in the Form 10-K for discussions of rate regulation, federal regulation, and related regulatory proceedings.

State and Local Rate Regulation and Fuel-Cost Recovery

See Note 2 to the financial statements herein for updates to the discussion in the Form 10-K regarding these proceedings.

Federal Regulation

See the Form 10-K for a discussion of federal regulatory proceedings. Following are updates to that discussion.

Entergy's Integration Into the MISO Regional Transmission Organization

As discussed in the Form 10-K, on December 19, 2013, the Utility operating companies successfully completed their planned integration into the MISO RTO.

In January 2013, Occidental Chemical Corporation filed with the FERC a petition for declaratory judgment and complaint against MISO alleging that MISO's proposed treatment of Qualifying Facilities (QFs) in the Entergy region is unduly discriminatory in violation of sections 205 and 206 of the Federal Power Act and violates the Public Utility Regulatory Policies Act (PURPA) and the FERC's implementing regulations. Occidental's filing asks that the FERC declare that MISO's QF integration plan is unlawful, find that the plan cannot be implemented because MISO did not file it pursuant to section 205 of the Federal Power Act, and direct that MISO modify certain aspects of the plan. Entergy sought to intervene and filed a protest to the pleadings.

In February 2014, Occidental filed a petition for enforcement against the LPSC. Occidental's petition for enforcement alleges that the LPSC's January 2014 order, which approved Entergy Gulf States Louisiana's and Entergy Louisiana's application for modification of Entergy's methodology for calculating avoided cost rates paid to QFs, is inconsistent with the requirements of PURPA and the FERC's regulations implementing PURPA. In April 2014 the FERC issued a "Notice Of Intent Not To Act At This Time" with respect to Occidental's petition for enforcement against the LPSC. The FERC concluded that Occidental's petition for enforcement largely raises the same issues as those raised in the January 2013 complaint and petition for declaratory order that Occidental had filed against MISO, and that the two proceedings should be addressed at the same time. The FERC reserved its ability to issue a further order or to take further action at a future date should it find that doing so is appropriate.

In April 2014, Occidental filed a complaint in federal district court for the Middle District of Louisiana against the LPSC and Entergy Louisiana that challenges the January 2014 order issued by the LPSC on grounds similar to those raised in the 2013 complaint and 2014 petition for enforcement that Occidental previously filed at the FERC. The district court complaint seeks a declaration that the January 2014 order conflicts with and is preempted by PURPA and the Supremacy Clause of the United States Constitution, and also seeks an injunction prohibiting the LPSC and Entergy Louisiana from enforcing or utilizing the practices approved in the order. The district court complaint seeks damages from Entergy Louisiana and a declaration from the district court that in pursuing the January 2014 order Entergy Louisiana breached an existing agreement with Occidental and an implied covenant of good faith and fair dealing. Entergy Louisiana has moved to stay the district court proceeding, asserting that the FERC has primary

jurisdiction to address Occidental's claims and should be allowed to do so in the context of Occidental's 2013 complaint. The motion to stay is currently pending before the district court.

In February 2013, Entergy Services, on behalf of the Utility operating companies, made a filing with the FERC requesting to adopt the standard Attachment O formula rate template used by transmission owners to establish

Table of Contents

Entergy Corporation and Subsidiaries

Management's Financial Discussion and Analysis

transmission rates within MISO. The filing proposed four transmission pricing zones for the Utility operating companies, one for Entergy Arkansas, one for Entergy Mississippi, one for Entergy Texas, and one for Entergy Louisiana, Entergy Gulf States Louisiana, and Entergy New Orleans. In June 2013 the FERC issued an order accepting the use of four transmission pricing zones and set for hearing and settlement judge procedures those issues of material fact that FERC decided could not be resolved based on the existing record. Several parties, including the City Council, filed requests for rehearing of the June 2013 order. In February 2014 the FERC issued an order addressing the rehearing requests. Among other things, the FERC denied rehearing and affirmed its prior decision allowing the four transmission pricing zones for the Utility operating companies in MISO. The FERC granted rehearing and set for hearing and settlement judge proceedings certain challenges of MISO's regional through and out rates. In March 2014 certain parties filed a request for rehearing of the FERC's February 2014 order on issues related to MISO's regional through and out rates. In February 2014 and April 2014 various parties appealed the FERC's June 2013 and February 2014 orders to the U.S. Court of Appeals for the D.C. Circuit where the appeals have been consolidated for further proceedings.

System Agreement

Utility Operating Company Notices of Termination of System Agreement Participation

As discussed in the Form 10-K, in February 2014, Entergy Louisiana and Entergy Gulf States Louisiana provided notice of their respective decisions to terminate their participation in the System Agreement and made a filing with the FERC seeking acceptance of the notice. In the FERC filing, Entergy Louisiana and Entergy Gulf States Louisiana requested an effective date of February 14, 2019 or such other effective date approved by the FERC for the termination. In March 2014 the City Council submitted comments to the FERC regarding the notices of termination. The City Council requested the FERC either to condition its acceptance of the notices on compliance with the prior 96-month notice termination period, or in the alternative, to consolidate the notice filings with the proceeding related to the Utility operating companies' proposal to shorten the System Agreement's termination notice period from 96 months to 60 months, and to set all of the proceedings for hearing. Also in March 2014, Entergy Louisiana and Entergy Gulf States Louisiana filed a response to the City Council's comments requesting that the FERC accept the notices without hearing and with an effective date subject to and consistent with the notice period established by the FERC in the proceeding related to the Utility operating companies' proposal to shorten the System Agreement's termination notice period. Entergy Louisiana, Entergy Gulf States Louisiana, Entergy New Orleans, and Entergy Texas continue to explore with the LPSC staff, City Council advisors, and the PUCT staff the early termination of the System Agreement on a consensual basis.

Market and Credit Risk Sensitive Instruments

Commodity Price Risk

Power Generation

As a wholesale generator, Entergy Wholesale Commodities' core business is selling energy, measured in MWh, to its customers. Entergy Wholesale Commodities enters into forward contracts with its customers and also sells energy in the day ahead or spot markets. In addition to selling the energy produced by its plants, Entergy Wholesale Commodities sells unforced capacity, which allows load-serving entities to meet specified reserve and related requirements placed on them by the ISOs in their respective areas. Entergy Wholesale Commodities' forward physical power contracts consist of contracts to sell energy only, contracts to sell capacity only, and bundled contracts in which it sells both capacity and energy. While the terminology and payment mechanics vary in these contracts, each of these

types of contracts requires Entergy Wholesale Commodities to deliver MWh of energy, make capacity available, or both. In addition to its forward physical power contracts, Entergy Wholesale Commodities also uses a combination of financial contracts, including swaps, collars, and options, to manage forward commodity price risk. Certain hedge volumes have price downside and upside relative to market price movement. The contracted minimum, expected value, and sensitivities are provided in the table below to show potential variations. The sensitivities may not reflect the total maximum upside potential from higher market prices. The information contained in the following table represents

19

Table of Contents

Entergy Corporation and Subsidiaries
 Management's Financial Discussion and Analysis

projections at a point in time and will vary over time based on numerous factors, such as future market prices, contracting activities, and generation. Following is a summary of Entergy Wholesale Commodities' current forward capacity and generation contracts as well as total revenue projections based on market prices as of September 30, 2014 (2014 represents the remainder of the year):

Entergy Wholesale Commodities Nuclear Portfolio

| | 2014 | 2015 | 2016 | 2017 | 2018 |
|---|-----------|-----------|-----------|-----------|-----------|
| Energy | | | | | |
| Percent of planned generation under contract (a): | | | | | |
| Unit-contingent (b) | 29% | 38% | 23% | 14% | 14% |
| Unit-contingent with availability guarantees (c) | 13% | 15% | 14% | 15% | 3% |
| Firm LD (d) | 55% | 40% | 34% | —% | —% |
| Offsetting positions (e) | (22%) | (9%) | —% | —% | —% |
| Total | 75% | 84% | 71% | 29% | 17% |
| Planned generation (TWh) (f) (g) | 10 | 35 | 36 | 35 | 35 |
| Average revenue per MWh on contracted volumes: | | | | | |
| Minimum | \$43 | \$47 | \$47 | \$51 | \$56 |
| Expected based on market prices as of September 30, 2014 | \$50 | \$51 | \$52 | \$53 | \$56 |
| Sensitivity: -/+ \$10 per MWh market price change | \$48-\$53 | \$49-\$53 | \$48-\$55 | \$53-\$54 | \$56 |
| Capacity | | | | | |
| Percent of capacity sold forward (h): | | | | | |
| Bundled capacity and energy contracts (i) | 15% | 18% | 18% | 18% | 18% |
| Capacity contracts (j) | 42% | 15% | 15% | 16% | 7% |
| Total | 57% | 33% | 33% | 34% | 25% |
| Planned net MW in operation (g) | 5,011 | 4,406 | 4,406 | 4,406 | 4,406 |
| Average revenue under contract per kW per month (applies to capacity contracts only) | \$5.5 | \$3.2 | \$3.4 | \$5.6 | \$7.0 |
| Total Nuclear Energy and Capacity Revenues | | | | | |
| Expected sold and market total revenue per MWh | \$57 | \$57 | \$54 | \$54 | \$56 |
| Sensitivity: -/+ \$10 per MWh market price change | \$52-\$63 | \$52-\$62 | \$47-\$60 | \$47-\$61 | \$48-\$64 |

Table of Contents

Entergy Corporation and Subsidiaries
 Management's Financial Discussion and Analysis

Entergy Wholesale Commodities Non-Nuclear Portfolio

| | 2014 | 2015 | 2016 | 2017 | 2018 |
|---|-------|-------|-------|------|------|
| Energy | | | | | |
| Percent of planned generation under contract (a): | | | | | |
| Cost-based contracts (k) | 35% | 38% | 36% | 34% | 35% |
| Firm LD (d) | 6% | 7% | 7% | 7% | 7% |
| Total | 41% | 45% | 43% | 41% | 42% |
| Planned generation (TWh) (f) (l) | 1 | 5 | 6 | 6 | 6 |
| Capacity | | | | | |
| Percent of capacity sold forward (h): | | | | | |
| Cost-based contracts (k) | 24% | 24% | 24% | 26% | 26% |
| Bundled capacity and energy contracts (i) | 8% | 8% | 8% | 8% | 8% |
| Capacity contracts (j) | 54% | 53% | 53% | 57% | 24% |
| Total | 86% | 85% | 85% | 91% | 58% |
| Planned net MW in operation (l) | 1,052 | 1,052 | 1,052 | 977 | 977 |

- Percent of planned generation output sold or purchased forward under contracts, forward physical contracts, forward financial contracts, or options that mitigate price uncertainty that may require regulatory approval or approval of transmission rights. Positions that are no longer classified as hedges are netted in the planned generation under contract.
- (a) Transaction under which power is supplied from a specific generation asset; if the asset is not operating, seller is generally not liable to buyer for any damages.
- A sale of power on a unit-contingent basis coupled with a guarantee of availability provides for the payment to the power purchaser of contract damages, if incurred, in the event the seller fails to deliver power as a result of the failure of the specified generation unit to generate power at or above a specified availability threshold. All of Entergy's outstanding guarantees of availability provide for dollar limits on Entergy's maximum liability under such guarantees.
- (b) Transaction that requires receipt or delivery of energy at a specified delivery point (usually at a market hub not associated with a specific asset) or settles financially on notional quantities; if a party fails to deliver or receive energy, defaulting party must compensate the other party as specified in the contract, a portion of which may be capped through the use of risk management products.
- (c) Transactions for the purchase of energy, generally to offset a Firm LD transaction.
- (d) Amount of output expected to be generated by Entergy Wholesale Commodities resources considering plant operating characteristics, outage schedules, and expected market conditions that affect dispatch.
- Assumes NRC license renewals for plants whose current licenses expire within five years. Assumes shutdown of Vermont Yankee in the fourth quarter 2014 and uninterrupted normal operation at remaining plants. NRC license renewal applications are in process for two units, as follows (with current license expirations in parentheses):
- (e) Indian Point 2 (September 2013 and now operating under its period of extended operations) and Indian Point 3 (December 2015). For a discussion regarding the shutdown of the Vermont Yankee plant, see "Impairment of Long-Lived Assets" in Note 11 to the financial statements herein. For a discussion regarding the license renewals for Indian Point 2 and Indian Point 3, see "Entergy Wholesale Commodities Authorizations to Operate Its Nuclear Power Plants" above and in the Form10-K.
- (f) Percent of planned qualified capacity sold to mitigate price uncertainty under physical or financial transactions.
- (g) A contract for the sale of installed capacity and related energy, priced per megawatt-hour sold.
- (h) A contract for the sale of an installed capacity product in a regional market.
- (i)
- (j)
- (k)

Contracts priced in accordance with cost-based rates, a ratemaking concept used for the design and development of rate schedules to ensure that the filed rate schedules recover only the cost of providing the service; these contracts are on owned non-utility resources located within Entergy's Utility service area and were executed

Table of Contents

Entergy Corporation and Subsidiaries

Management's Financial Discussion and Analysis

prior to receiving market-based rate authority under MISO. The percentage sold assumes completion of the necessary transmission upgrades required for the approved transmission rights.

(1) Non-nuclear planned generation and net MW in operation include purchases from affiliated and non-affiliated counterparties under long-term contracts and exclude energy and capacity from Entergy Wholesale Commodities' wind investment. The decrease in planned net MW in operation beginning in 2017 is due to the expiration of a non-affiliated 75 MW contact.

Entergy estimates that a positive \$10 per MWh change in the annual average energy price in the markets in which the Entergy Wholesale Commodities nuclear business sells power, based on September 30, 2014 market conditions, planned generation volumes, and hedged positions, would have a corresponding effect on pre-tax net income of \$61 million for the remainder of 2014. A negative \$10 per MWh change in the annual average energy price in the markets based on September 30, 2014 market conditions, planned generation volumes, and hedged positions, would have a corresponding effect on pre-tax net income of (\$55) million for the remainder of 2014.

Some of the agreements to sell the power produced by Entergy Wholesale Commodities' power plants contain provisions that require an Entergy subsidiary to provide collateral to secure its obligations under the agreements. The Entergy subsidiary is required to provide collateral based upon the difference between the current market and contracted power prices in the regions where Entergy Wholesale Commodities sells power. The primary form of collateral to satisfy these requirements is an Entergy Corporation guaranty. Cash and letters of credit are also acceptable forms of collateral. At September 30, 2014, based on power prices at that time, Entergy had liquidity exposure of \$239 million under the guarantees in place supporting Entergy Wholesale Commodities transactions and \$15 million of posted cash collateral. As of September 30, 2014, the liquidity exposure associated with Entergy Wholesale Commodities assurance requirements, including return of previously posted collateral from counterparties, would increase by \$211 million for a \$1 per MMBtu increase in gas prices in both the short-and long-term markets. In the event of a decrease in Entergy Corporation's credit rating to below investment grade, based on power prices as of September 30, 2014, Entergy would have been required to provide approximately \$136 million of additional cash or letters of credit under some of the agreements.

As of September 30, 2014, substantially all of the counterparties or their guarantors for 100% of the planned energy output under contract for Entergy Wholesale Commodities nuclear plants through 2018 have public investment grade credit ratings.

Nuclear Matters

See "MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS – Nuclear Matters" in the Form 10-K for a discussion of nuclear matters. The following is an update to that discussion.

In June 2012 the U.S. Court of Appeals for the D.C. Circuit vacated the NRC's 2010 update to its Waste Confidence Decision, which had found generically that a permanent geologic repository to store spent nuclear fuel would be available when necessary and that spent nuclear fuel could be stored at nuclear reactor sites in the interim without significant environmental effects, and remanded the case for further proceedings. The court concluded that the NRC had not satisfied the requirements of the National Environmental Policy Act (NEPA) when it considered environmental effects in reaching these conclusions. The Waste Confidence Decision has been relied upon by NRC license renewal applicants to address some of the issues that NEPA requires the NRC to address before it issues a renewed license. Certain nuclear opponents filed requests with the NRC asking it to address the issues raised by the court's decision in the license renewal proceedings for a number of nuclear plants including Grand Gulf and Indian Point 2 and 3. In August 2012 the NRC issued an order stating that it will not issue final licenses dependent upon the

Waste Confidence Decision until the D.C. Circuit's remand is addressed, but also stating that licensing reviews and proceedings should continue to move forward. In September 2014 the NRC published a final new Waste Confidence rule, named Continued Storage of Spent Nuclear Fuel, that for licensing purposes adopts non-site specific findings concerning the environmental impacts of the continued storage of spent nuclear fuel at reactor sites - for 60 years, 100 years and indefinitely - after the reactor's licensed period of operations. The NRC also issued an order lifting its

Table of Contents

Entergy Corporation and Subsidiaries
Management's Financial Discussion and Analysis

suspension of licensing proceedings after the final rule's effective date in October 2014. After the final rule became effective, New York, Connecticut, and Vermont filed a challenge to the rule in the U.S. Court of Appeals. The final rule remains in effect while that challenge is pending unless the court orders otherwise.

Critical Accounting Estimates

See "MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS - Critical Accounting Estimates" in the Form 10-K for a discussion of the estimates and judgments necessary in Entergy's accounting for nuclear decommissioning costs, unbilled revenue, impairment of long-lived assets and trust fund investments, qualified pension and other postretirement benefits, and other contingencies. Following are updates to that discussion.

Nuclear Decommissioning Costs

In the first quarter 2014, Entergy Arkansas recorded a revision to its estimated decommissioning cost liabilities for ANO 1 and ANO 2 as a result of a revised decommissioning cost study. The revised estimates resulted in a \$43.6 million increase in the decommissioning cost liabilities, along with a corresponding increase in the related asset retirement cost assets that will be depreciated over the remaining lives of the units.

See "Impairment of Long-Lived Assets" in Note 1 to the financial statements in the Form 10-K and Note 11 to the financial statements herein for a discussion of the planned shutdown of Vermont Yankee and the December 2013 settlement agreement involving Entergy and Vermont parties. In the settlement agreement, Entergy Vermont Yankee agreed to complete and shall provide to the Vermont parties by December 31, 2014, a site assessment study of the costs and tasks of radiological decommissioning, spent nuclear fuel management, and site restoration of Vermont Yankee. Entergy Vermont Yankee also agreed that it shall file its Post-Shutdown Decommissioning Activities Report (PSDAR) for Vermont Yankee with the NRC no sooner than sixty days after completing the site assessment study. As part of the development of the site assessment study and PSDAR, Entergy obtained a revised decommissioning cost study in the third quarter 2014. The revised estimate, along with reassessment of the assumptions regarding the timing of decommissioning cash flows, resulted in a \$101.6 million increase in the decommissioning cost liability and a corresponding impairment charge.

New Accounting Pronouncements

The accounting standard-setting process, including projects between the FASB and the International Accounting Standards Board (IASB) to converge U.S. GAAP and International Financial Reporting Standards, is ongoing and the FASB and the IASB are each currently working on several projects that have not yet resulted in final pronouncements. Final pronouncements that result from these projects could have a material effect on Entergy's future net income, financial position, or cash flows.

In April 2014 the FASB issued ASU No. 2014-08, "Presentation of Financial Statements (Topic 205) and Property Plant, and Equipment (Topic 360): Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity" which changes the requirements for reporting discontinued operations. The ASU states that a disposal of a component of an entity or a group of components of an entity is required to be reported in discontinued operations if the disposal represents a strategic shift that has or will have a major effect on an entity's operations and financial results when the component of an entity or group of components of an entity meets the criteria to be classified as held for sale, is disposed of by sale, or is disposed of other than by sale. The amendments in this ASU also require additional disclosures about discontinued operations. ASU 2014-08 is effective for Entergy for the first quarter 2015. Entergy does not currently expect ASU 2014-08 to affect materially its results of operations, financial position, or

cash flows.

23

Table of Contents

Entergy Corporation and Subsidiaries

Management's Financial Discussion and Analysis

In May 2014 the FASB issued ASU No. 2014-09, "Revenue from Contracts with Customers (Topic 606)." The ASU's core principle is that "an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services." The ASU details a five-step model that should be followed to achieve the core principle. ASU 2014-09 is effective for Entergy for the first quarter 2017. Entergy does not expect ASU 2014-09 to affect materially its results of operations, financial position, or cash flows.

Table of ContentsENTERGY CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME

For the Three and Nine Months Ended September 30, 2014 and 2013

(Unaudited)

| | Three Months Ended | | Nine Months Ended | |
|---|-----------------------------------|------------------|-------------------|------------------|
| | 2014 | 2013 | 2014 | 2013 |
| | (In Thousands, Except Share Data) | | | |
| OPERATING REVENUES | | | | |
| Electric | \$2,824,055 | \$2,704,800 | \$7,424,360 | \$6,831,290 |
| Natural gas | 28,039 | 26,113 | 141,727 | 113,315 |
| Competitive businesses | 606,016 | 621,046 | 2,097,516 | 1,754,436 |
| TOTAL | 3,458,110 | 3,351,959 | 9,663,603 | 8,699,041 |
| OPERATING EXPENSES | | | | |
| Operation and Maintenance: | | | | |
| Fuel, fuel-related expenses, and gas purchased for resale | 858,901 | 818,254 | 2,006,811 | 1,818,194 |
| Purchased power | 465,106 | 392,545 | 1,557,631 | 1,251,418 |
| Nuclear refueling outage expenses | 71,651 | 64,758 | 197,692 | 191,940 |
| Other operation and maintenance | 841,939 | 839,348 | 2,392,590 | 2,437,801 |
| Asset write-off, impairments, and related charges | 163,835 | 291,505 | 167,772 | 291,505 |
| Decommissioning | 68,370 | 60,848 | 201,418 | 179,342 |
| Taxes other than income taxes | 159,735 | 156,950 | 466,939 | 452,934 |
| Depreciation and amortization | 332,079 | 325,149 | 992,544 | 923,541 |
| Other regulatory charges (credits) | 3,635 | 13,708 | (7,010) |) 22,914 |
| TOTAL | 2,965,251 | 2,963,065 | 7,976,387 | 7,569,589 |
| OPERATING INCOME | 492,859 | 388,894 | 1,687,216 | 1,129,452 |
| OTHER INCOME | | | | |
| Allowance for equity funds used during construction | 16,737 | 17,676 | 46,654 | 46,675 |
| Interest and investment income | 49,547 | 23,430 | 109,040 | 102,277 |
| Miscellaneous - net | (6,644) |) (10,214) |) (33,026) |) (36,992) |
| TOTAL | 59,640 | 30,892 | 122,668 | 111,960 |
| INTEREST EXPENSE | | | | |
| Interest expense | 164,482 | 157,504 | 491,359 | 466,422 |
| Allowance for borrowed funds used during construction | (8,664) |) (6,453) |) (24,199) |) (18,432) |
| TOTAL | 155,818 | 151,051 | 467,160 | 447,990 |
| INCOME BEFORE INCOME TAXES | 396,681 | 268,735 | 1,342,724 | 793,422 |
| Income taxes | 161,765 | 24,553 | 507,474 | 214,202 |
| CONSOLIDATED NET INCOME | 234,916 | 244,182 | 835,250 | 579,220 |
| Preferred dividend requirements of subsidiaries | 4,879 | 4,332 | 14,656 | 14,247 |
| | \$230,037 | \$239,850 | \$820,594 | \$564,973 |

NET INCOME ATTRIBUTABLE TO ENTERGY CORPORATION

Earnings per average common share:

| | | | | |
|---|-------------|-------------|-------------|-------------|
| Basic | \$1.28 | \$1.35 | \$4.58 | \$3.17 |
| Diluted | \$1.27 | \$1.34 | \$4.56 | \$3.16 |
| Dividends declared per common share | \$0.83 | \$0.83 | \$2.49 | \$2.49 |
| Basic average number of common shares outstanding | 179,610,067 | 178,283,721 | 179,256,975 | 178,170,339 |
| Diluted average number of common shares outstanding | 180,527,116 | 178,652,210 | 179,867,018 | 178,520,063 |

See Notes to Financial Statements.

Table of Contents

(page left blank intentionally)

Table of Contents

ENTERGY CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
For the Three and Nine Months Ended September 30, 2014 and 2013
(Unaudited)

| | Three Months Ended | | Nine Months Ended | |
|--|--------------------|-----------|-------------------|-----------|
| | 2014 | 2013 | 2014 | 2013 |
| | (In Thousands) | | | |
| Net Income | \$234,916 | \$244,182 | \$835,250 | \$579,220 |
| Other comprehensive income (loss) | | | | |
| Cash flow hedges net unrealized gain (loss) (net of tax expense (benefit) of (\$1,540), (\$17,199), \$1,913, and (\$43,803)) | (2,488) | (31,663) | 4,522 | (80,048) |
| Pension and other postretirement liabilities (net of tax expense of \$1,345, \$10,301, \$20,928, and \$22,055) | 2,956 | 15,430 | (6,281) | 35,004 |
| Net unrealized investment gains (losses) (net of tax expense (benefit) of (\$3,501), \$20,819, \$31,827, and \$65,805) | (10,490) | 46,300 | 51,734 | 94,644 |
| Foreign currency translation (net of tax expense (benefit) of (\$356), \$380, (\$144), and (\$25)) | (662) | 706 | (267) | (47) |
| Other comprehensive income (loss) | (10,684) | 30,773 | 49,708 | 49,553 |
| Comprehensive Income | 224,232 | 274,955 | 884,958 | 628,773 |
| Preferred dividend requirements of subsidiaries | 4,879 | 4,332 | 14,656 | 14,247 |
| Comprehensive Income Attributable to Entergy Corporation | \$219,353 | \$270,623 | \$870,302 | \$614,526 |

See Notes to Financial Statements.

Table of Contents

ENTERGY CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
For the Nine Months Ended September 30, 2014 and 2013
(Unaudited)

| | 2014 | 2013 |
|---|----------------|--------------|
| | (In Thousands) | |
| OPERATING ACTIVITIES | | |
| Consolidated net income | \$835,250 | \$579,220 |
| Adjustments to reconcile consolidated net income to net cash flow provided by operating activities: | | |
| Depreciation, amortization, and decommissioning, including nuclear fuel amortization | 1,585,547 | 1,472,985 |
| Deferred income taxes, investment tax credits, and non-current taxes accrued | 480,382 | 174,052 |
| Asset impairments and related charges | 106,915 | 291,505 |
| Changes in working capital: | | |
| Receivables | (119,108) | (273,876) |
| Fuel inventory | 29,863 | 16,421 |
| Accounts payable | (40,167) | (80,626) |
| Prepaid taxes and taxes accrued | 19,745 | (6,150) |
| Interest accrued | (3,931) | (25,586) |
| Deferred fuel costs | (124,475) | (43,419) |
| Other working capital accounts | (4,095) | (81,315) |
| Changes in provisions for estimated losses | 287,513 | (247,560) |
| Changes in other regulatory assets | 147,055 | 173,164 |
| Changes in other regulatory liabilities | 41,594 | 290,965 |
| Changes in pensions and other postretirement liabilities | (291,454) | (48,814) |
| Other | (59,145) | 8,493 |
| Net cash flow provided by operating activities | 2,891,489 | 2,199,459 |
| INVESTING ACTIVITIES | | |
| Construction/capital expenditures | (1,506,611) | (1,781,208) |
| Allowance for equity funds used during construction | 49,137 | 49,411 |
| Nuclear fuel purchases | (353,472) | (398,456) |
| Proceeds from sale of assets | 10,100 | — |
| Insurance proceeds received for property damages | 33,350 | — |
| Changes in securitization account | (4,908) | (3,702) |
| NYPA value sharing payment | (72,000) | (71,736) |
| Payments to storm reserve escrow account | (274,170) | (5,882) |
| Receipts from storm reserve escrow account | — | 260,279 |
| Decrease (increase) in other investments | 37,090 | (43,656) |
| Litigation proceeds for reimbursement of spent nuclear fuel storage costs | — | 21,034 |
| Proceeds from nuclear decommissioning trust fund sales | 1,446,817 | 1,063,711 |
| Investment in nuclear decommissioning trust funds | (1,533,774) | (1,147,571) |
| Net cash flow used in investing activities | (2,168,441) | (2,057,776) |

See Notes to Financial Statements.

Table of Contents

ENTERGY CORPORATION AND SUBSIDIARIES
 CONSOLIDATED STATEMENTS OF CASH FLOWS
 For the Nine Months Ended September 30, 2014 and 2013
 (Unaudited)

| | 2014 | 2013 |
|--|----------------|--------------|
| | (In Thousands) | |
| FINANCING ACTIVITIES | | |
| Proceeds from the issuance of: | | |
| Long-term debt | 1,667,616 | 2,925,997 |
| Treasury stock | 88,068 | 20,720 |
| Retirement of long-term debt | (1,535,695) | (3,106,226) |
| Repurchase of common stock | (18,259) | — |
| Changes in credit borrowings and commercial paper - net | (155,437) | 310,042 |
| Other | 20,982 | — |
| Dividends paid: | | |
| Common stock | (446,308) | (445,031) |
| Preferred stock | (14,632) | (14,469) |
| Net cash flow used in financing activities | (393,665) | (308,967) |
| Effect of exchange rates on cash and cash equivalents | — | 47 |
| Net increase (decrease) in cash and cash equivalents | 329,383 | (167,237) |
| Cash and cash equivalents at beginning of period | 739,126 | 532,569 |
| Cash and cash equivalents at end of period | \$1,068,509 | \$365,332 |
| SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION: | | |
| Cash paid during the period for: | | |
| Interest - net of amount capitalized | \$476,100 | \$476,063 |
| Income taxes | \$47,860 | \$107,560 |

See Notes to Financial Statements.

Table of ContentsENTERGY CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

ASSETS

September 30, 2014 and December 31, 2013

(Unaudited)

| | 2014 | 2013 |
|--|-------------------|-------------------|
| | (In Thousands) | |
| CURRENT ASSETS | | |
| Cash and cash equivalents: | | |
| Cash | \$90,910 | \$129,979 |
| Temporary cash investments | 977,599 | 609,147 |
| Total cash and cash equivalents | 1,068,509 | 739,126 |
| Accounts receivable: | | |
| Customer | 765,306 | 670,641 |
| Allowance for doubtful accounts | (34,687) | (34,311) |
| Other | 219,300 | 195,028 |
| Accrued unbilled revenues | 363,464 | 340,828 |
| Total accounts receivable | 1,313,383 | 1,172,186 |
| Deferred fuel costs | 205,553 | 116,379 |
| Accumulated deferred income taxes | 14,159 | 175,073 |
| Fuel inventory - at average cost | 179,095 | 208,958 |
| Materials and supplies - at average cost | 929,934 | 915,006 |
| Deferred nuclear refueling outage costs | 272,110 | 192,474 |
| Prepayments and other | 281,796 | 410,489 |
| TOTAL | 4,264,539 | 3,929,691 |
| OTHER PROPERTY AND INVESTMENTS | | |
| Investment in affiliates - at equity | 39,756 | 40,350 |
| Decommissioning trust funds | 5,179,952 | 4,903,144 |
| Non-utility property - at cost (less accumulated depreciation) | 201,943 | 199,375 |
| Other | 408,539 | 210,616 |
| TOTAL | 5,830,190 | 5,353,485 |
| PROPERTY, PLANT, AND EQUIPMENT | | |
| Electric | 43,781,183 | 42,935,712 |
| Property under capital lease | 940,372 | 941,299 |
| Natural gas | 374,094 | 366,365 |
| Construction work in progress | 1,913,757 | 1,514,857 |
| Nuclear fuel | 1,550,732 | 1,566,904 |
| TOTAL PROPERTY, PLANT, AND EQUIPMENT | 48,560,138 | 47,325,137 |
| Less - accumulated depreciation and amortization | 20,271,000 | 19,443,493 |
| PROPERTY, PLANT, AND EQUIPMENT - NET | 28,289,138 | 27,881,644 |
| DEFERRED DEBITS AND OTHER ASSETS | | |
| Regulatory assets: | | |
| Regulatory asset for income taxes - net | 838,899 | 849,718 |
| Other regulatory assets (includes securitization property of \$746,022 as of September 30, 2014 and \$822,218 as of December 31, 2013) | 3,757,127 | 3,893,363 |
| Deferred fuel costs | 238,102 | 172,202 |

Edgar Filing: ENTERGY CORP /DE/ - Form 10-Q

| | | |
|-----------------------------------|--------------|--------------|
| Goodwill | 377,172 | 377,172 |
| Accumulated deferred income taxes | 43,276 | 62,011 |
| Other | 903,206 | 887,160 |
| TOTAL | 6,157,782 | 6,241,626 |
| | | |
| TOTAL ASSETS | \$44,541,649 | \$43,406,446 |

See Notes to Financial Statements.

30

Table of Contents

ENTERGY CORPORATION AND SUBSIDIARIES
 CONSOLIDATED BALANCE SHEETS
 LIABILITIES AND EQUITY

September 30, 2014 and December 31, 2013

(Unaudited)

| | 2014 | 2013 |
|--|-------------------|-------------------|
| | (In Thousands) | |
| CURRENT LIABILITIES | | |
| Currently maturing long-term debt | \$1,114,046 | \$457,095 |
| Notes payable and commercial paper | 891,445 | 1,046,887 |
| Accounts payable | 1,104,105 | 1,173,313 |
| Customer deposits | 406,114 | 370,997 |
| Taxes accrued | 210,838 | 191,093 |
| Accumulated deferred income taxes | 55,126 | 28,307 |
| Interest accrued | 177,066 | 180,997 |
| Deferred fuel costs | 88,230 | 57,631 |
| Obligations under capital leases | 2,460 | 2,323 |
| Pension and other postretirement liabilities | 52,497 | 67,419 |
| Other | 351,640 | 484,510 |
| TOTAL | 4,453,567 | 4,060,572 |
| NON-CURRENT LIABILITIES | | |
| Accumulated deferred income taxes and taxes accrued | 9,063,086 | 8,724,635 |
| Accumulated deferred investment tax credits | 257,036 | 263,765 |
| Obligations under capital leases | 30,354 | 32,218 |
| Other regulatory liabilities | 1,337,549 | 1,295,955 |
| Decommissioning and asset retirement cost liabilities | 4,272,151 | 3,933,416 |
| Accumulated provisions | 403,492 | 115,139 |
| Pension and other postretirement liabilities | 2,044,173 | 2,320,704 |
| Long-term debt (includes securitization bonds of \$814,224 as of September 30, 2014 and \$883,013 as of December 31, 2013) | 11,634,662 | 12,139,149 |
| Other | 591,784 | 583,667 |
| TOTAL | 29,634,287 | 29,408,648 |
| Commitments and Contingencies | | |
| Subsidiaries' preferred stock without sinking fund | 210,760 | 210,760 |
| EQUITY | | |
| Common Shareholders' Equity: | | |
| Common stock, \$.01 par value, authorized 500,000,000 shares; issued 254,752,788 shares in 2014 and in 2013 | 2,548 | 2,548 |
| Paid-in capital | 5,367,768 | 5,368,131 |
| Retained earnings | 10,199,338 | 9,825,053 |
| Accumulated other comprehensive income (loss) | 20,384 | (29,324) |
| Less - treasury stock, at cost (75,103,116 shares in 2014 and 76,381,936 shares in 2013) | 5,441,003 | 5,533,942 |
| Total common shareholders' equity | 10,149,035 | 9,632,466 |
| Subsidiaries' preferred stock without sinking fund | 94,000 | 94,000 |

| | | |
|------------------------------|--------------|--------------|
| TOTAL | 10,243,035 | 9,726,466 |
| TOTAL LIABILITIES AND EQUITY | \$44,541,649 | \$43,406,446 |

See Notes to Financial Statements.

Table of Contents

ENTERGY CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
For the Nine Months Ended September 30, 2014 and 2013
(Unaudited)

| | Common Shareholders' Equity | | | | | Accumulated Other Comprehensive Income (Loss) | Total |
|---|-------------------------------------|-----------------|-------------------|--------------------|----------------------|---|-------------|
| | Subsidiaries' Preferred Stock | Common Stock | Treasury Stock | Paid-in Capital | Retained Earnings | | |
| | (In Thousands) | | | | | | |
| Balance at December 31, 2012 | \$94,000 | \$2,548 | (\$5,574,819) | \$5,357,852 | \$9,704,591 | (\$293,083) | \$9,291,089 |
| Consolidated net income (a) | 14,247 | — | — | — | 564,973 | — | 579,220 |
| Other comprehensive income | — | — | — | — | — | 49,553 | 49,553 |
| Common stock issuances related to stock plans | — | — | 36,175 | 4,572 | — | — | 40,747 |
| Common stock dividends declared | — | — | — | — | (443,911) | — | (443,911) |
| Preferred dividend requirements of subsidiaries (a) | (14,247) | — | — | — | — | — | (14,247) |
| Balance at September 30, 2013 | \$94,000 | \$2,548 | (\$5,538,644) | \$5,362,424 | \$9,825,653 | (\$243,530) | \$9,502,451 |
| Balance at December 31, 2013 | \$94,000 | \$2,548 | (\$5,533,942) | \$5,368,131 | \$9,825,053 | (\$29,324) | \$9,726,466 |
| Consolidated net income (a) | 14,656 | — | — | — | 820,594 | — | 835,250 |
| Other comprehensive income | — | — | — | — | — | 49,708 | 49,708 |
| Common stock repurchases | — | — | (18,259) | — | — | — | (18,259) |
| Common stock issuances related to stock plans | — | — | 111,198 | (363) | — | — | 110,835 |
| Common stock dividends declared | — | — | — | — | (446,309) | — | (446,309) |
| Preferred dividend requirements of | (14,656) | — | — | — | — | — | (14,656) |

subsidiaries (a)

| | | | | | | | |
|-------------------------------|----------|---------|---------------|-------------|--------------|----------|--------------|
| Balance at September 30, 2014 | \$94,000 | \$2,548 | (\$5,441,003) | \$5,367,768 | \$10,199,338 | \$20,384 | \$10,243,035 |
|-------------------------------|----------|---------|---------------|-------------|--------------|----------|--------------|

See Notes to Financial Statements.

(a) Consolidated net income and preferred dividend requirements of subsidiaries for 2014 and 2013 include \$9.7 million and \$9.3 million, respectively, of preferred dividends on subsidiaries' preferred stock without sinking fund that is not presented within equity.

Table of Contents

ENTERGY CORPORATION AND SUBSIDIARIES

SELECTED OPERATING RESULTS

For the Three and Nine Months Ended September 30, 2014 and 2013

(Unaudited)

| Description | Three Months Ended | | Increase/ (Decrease) | % |
|---|-----------------------|---------|-------------------------|------|
| | 2014 | 2013 | | |
| | (Dollars in Millions) | | | |
| Utility Electric Operating Revenues: | | | | |
| Residential | \$1,132 | \$1,140 | (\$8) | (1) |
| Commercial | 745 | 720 | 25 | 3 |
| Industrial | 740 | 673 | 67 | 10 |
| Governmental | 62 | 60 | 2 | 3 |
| Total retail | 2,679 | 2,593 | 86 | 3 |
| Sales for resale | 66 | 46 | 20 | 43 |
| Other | 79 | 66 | 13 | 20 |
| Total | \$2,824 | \$2,705 | \$119 | 4 |
| Utility Billed Electric Energy Sales (GWh): | | | | |
| Residential | 10,869 | 11,359 | (490) | (4) |
| Commercial | 8,281 | 8,393 | (112) | (1) |
| Industrial | 11,620 | 11,038 | 582 | 5 |
| Governmental | 659 | 648 | 11 | 2 |
| Total retail | 31,429 | 31,438 | (9) | — |
| Sales for resale | 2,075 | 667 | 1,408 | 211 |
| Total | 33,504 | 32,105 | 1,399 | 4 |
| Entergy Wholesale Commodities: | | | | |
| Operating Revenues | \$606 | \$623 | (\$17) | (3) |
| Billed Electric Energy Sales (GWh) | 11,328 | 11,630 | (302) | (3) |
| | | | | |
| Description | Nine Months Ended | | Increase/ (Decrease) | % |
| | 2014 | 2013 | | |
| | (Dollars in Millions) | | | |
| Utility Electric Operating Revenues: | | | | |
| Residential | \$2,801 | \$2,620 | \$181 | 7 |
| Commercial | 1,949 | 1,817 | 132 | 7 |
| Industrial | 2,003 | 1,815 | 188 | 10 |
| Governmental | 172 | 165 | 7 | 4 |
| Total retail | 6,925 | 6,417 | 508 | 8 |
| Sales for resale | 238 | 145 | 93 | 64 |
| Other | 261 | 269 | (8) | (3) |
| Total | \$7,424 | \$6,831 | \$593 | 9 |
| Utility Billed Electric Energy Sales (GWh): | | | | |
| Residential | 28,162 | 27,080 | 1,082 | 4 |
| Commercial | 21,844 | 21,498 | 346 | 2 |
| Industrial | 32,635 | 31,264 | 1,371 | 4 |

Edgar Filing: ENTERGY CORP /DE/ - Form 10-Q

| | | | | |
|------------------------------------|---------|---------|--------|------|
| Governmental | 1,829 | 1,814 | 15 | 1 |
| Total retail | 84,470 | 81,656 | 2,814 | 3 |
| Sales for resale | 6,357 | 1,887 | 4,470 | 237 |
| Total | 90,827 | 83,543 | 7,284 | 9 |
| Entergy Wholesale Commodities: | | | | |
| Operating Revenues | \$2,096 | \$1,771 | \$325 | 18 |
| Billed Electric Energy Sales (GWh) | 32,874 | 33,189 | (315) | (1) |

33

Table of Contents

ENTERGY CORPORATION AND SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

(Unaudited)

NOTE 1. COMMITMENTS AND CONTINGENCIES (Entergy Corporation, Entergy Arkansas, Entergy Gulf States Louisiana, Entergy Louisiana, Entergy Mississippi, Entergy New Orleans, Entergy Texas, and System Energy)

Entergy and the Registrant Subsidiaries are involved in a number of legal, regulatory, and tax proceedings before various courts, regulatory commissions, and governmental agencies in the ordinary course of business. While management is unable to predict the outcome of such proceedings, management does not believe that the ultimate resolution of these matters will have a material adverse effect on Entergy's results of operations, cash flows, or financial condition, except as otherwise discussed in the Form 10-K or in this report. Entergy discusses regulatory proceedings in Note 2 to the financial statements in the Form 10-K and herein and discusses tax proceedings in Note 3 to the financial statements in the Form 10-K and Note 10 to the financial statements herein.

ANO Damage, Outage, and NRC Reviews

See Note 8 to the financial statements in the Form 10-K for a discussion of the ANO stator incident. The total cost of assessment, restoration of off-site power, site restoration, debris removal, and replacement of damaged property and equipment was approximately \$95 million. In addition, Entergy Arkansas incurred replacement power costs for ANO 2 power during its outage and incurred incremental replacement power costs for ANO 1 power because the outage extended beyond the originally-planned duration of the refueling outage. In February 2014 the APSC approved Entergy Arkansas's request to exclude from the calculation of its revised energy cost rate \$65.9 million of deferred fuel and purchased energy costs incurred in 2013 as a result of the ANO stator incident. The APSC authorized Entergy Arkansas to retain the \$65.9 million in its deferred fuel balance with recovery to be reviewed in a later period after more information regarding various claims associated with the ANO stator incident is available.

Entergy Arkansas is pursuing its options for recovering damages that resulted from the stator drop, including its insurance coverage and legal action. Entergy is a member of Nuclear Electric Insurance Limited (NEIL), a mutual insurance company that provides property damage coverage to the members' nuclear generating plants, including ANO. NEIL has notified Entergy that it believes that a \$50 million course of construction sublimit applies to any loss associated with the lifting apparatus failure and stator drop at ANO. Entergy has responded that it disagrees with NEIL's position and is evaluating its options for enforcing its rights under the policy. On July 12, 2013, Entergy Arkansas filed a complaint in the Circuit Court in Pope County, Arkansas against the owner of the heavy-lifting apparatus that collapsed, an engineering firm, a contractor, and certain individuals asserting claims of breach of contract, negligence, and gross negligence in connection with their responsibility for the stator drop. During 2014, Entergy Arkansas collected \$40 million from NEIL and is pursuing additional recoveries due under the policy.

Shortly after the stator incident, the NRC deployed an augmented inspection team to review the plant's response. In July 2013 a second team of NRC inspectors visited ANO to evaluate certain items that were identified as requiring follow-up inspection to determine whether performance deficiencies existed. In March 2014 the NRC issued an inspection report on the follow-up inspection that discussed two preliminary findings, one that was preliminarily determined to be "red with high safety significance" for Unit 1 and one that was preliminarily determined to be "yellow with substantial safety significance" for Unit 2, with the NRC indicating further that these preliminary findings may warrant additional regulatory oversight. This report also noted that one additional item related to flood barrier effectiveness was still under review.

In May 2014 the NRC met with Entergy during a regulatory conference to discuss the preliminary red and yellow findings and Entergy's response to the findings. During the regulatory conference, Entergy presented information on the facts and assumptions the NRC used to assess the potential findings. The NRC used the information provided by Entergy at the regulatory conference to finalize its decision regarding the inspection team's findings. In a letter dated June 23, 2014, the NRC classified both findings as "yellow with substantial safety significance." In an assessment

Table of Contents

Entergy Corporation and Subsidiaries

Notes to Financial Statements

follow-up letter for ANO dated July 29, 2014, the NRC stated that given the two yellow findings, it determined that the performance at ANO is in the “degraded cornerstone column,” or column 3, of the NRC’s reactor oversight process action matrix beginning the first quarter 2014. Corrective actions in response to the NRC’s findings have been taken and remain ongoing at ANO. The NRC plans to conduct supplemental inspection activity to review the actions taken to address the yellow findings. Entergy will continue to interact with the NRC to address the NRC’s findings.

In September 2014 the NRC issued an inspection report on the flood barrier effectiveness issue that was still under review at the time of the March 2014 inspection report. While Entergy believes that the flood barrier issue that led to the finding have been addressed at ANO, the NRC will still assess the safety significance of the deficiencies. In its September 2014 inspection report, the NRC discussed a preliminary finding of “yellow with substantial safety significance” for the Unit 1 and Unit 2 auxiliary and emergency diesel fuel storage buildings. The NRC indicated that these preliminary findings may warrant additional regulatory oversight. Entergy requested a public regulatory conference regarding the inspection, and the conference was held on October 28, 2014. During the regulatory conference, Entergy presented information related to the facts and assumptions used by the NRC in arriving at its preliminary finding of “yellow with substantial safety significance.” The NRC can consider this information as it works to finalize its assessment of the safety significance of the flood barrier issue.

If the NRC’s final assessment of the flood barrier issue remains yellow, ANO would likely be placed into the “multiple/repetitive degraded cornerstone column” of the NRC’s reactor oversight process action matrix. Placement into this column would require significant additional NRC inspection activities at the ANO site, including a review of the site’s root cause evaluation associated with the flood barrier issue, an assessment of the effectiveness of the site’s corrective action program, an additional design basis inspection, a safety culture assessment, and possibly other inspection activities consistent with the NRC’s Inspection Procedure.

Baxter Wilson Plant Event

On September 11, 2013, Entergy Mississippi’s Baxter Wilson (Unit 1) power plant experienced a significant unplanned outage event. Entergy Mississippi completed the process of assessing the nature and extent of the damage to the unit and repairs are in progress. The current estimate of costs to return the unit to service is in the range of \$45 million to \$60 million. This estimate may change as restorative activities occur. The costs necessary to return the plant to service are expected to be incurred into late 2014. Entergy Mississippi believes that the damage is covered by its property insurance policy, subject to a \$20 million deductible. In the third quarter 2014, Entergy Mississippi recorded an insurance receivable of \$18 million based on the minimum amount it currently expects to receive from its insurance policy based on total spending of \$38 million as of September 30, 2014. This \$18 million receivable offset approximately \$8 million of capital spending and \$10 million of operation and maintenance expenses through September 30, 2014. In June 2014, Entergy Mississippi filed a rate case with the MPSC, which includes recovery of the costs associated with Baxter Wilson (Unit 1) repair activities, net of applicable insurance proceeds. On October 14, 2014 and October 31, 2014, Entergy Mississippi and the Mississippi Public Utilities Staff entered into and filed joint stipulations that provide for a deferral of \$6 million in other operation and maintenance expenses associated with the Baxter Wilson outage and that the regulatory asset should accrue carrying costs, with amortization of the regulatory asset to occur over two years. The final accounting of costs to return the unit to service and insurance proceeds will be addressed in Entergy Mississippi’s next formula rate plan filing. The joint stipulations also provide that the capital costs associated with the return to service of Baxter Wilson (Unit 1) will be reflected in rate base and will be reduced to reflect the application of insurance proceeds. The joint stipulations are subject to review and approval by the MPSC.

Nuclear Insurance

See Note 8 to the financial statements in the Form 10-K for information on nuclear liability and property insurance associated with Entergy's nuclear power plants.

Table of Contents

Entergy Corporation and Subsidiaries
Notes to Financial Statements

Conventional Property Insurance

See Note 8 to the financial statements in the Form 10-K for information on Entergy's non-nuclear property insurance program.

Employment Litigation

See Note 8 to the financial statements in the Form 10-K for information on Entergy's employment and labor-related proceedings.

Asbestos Litigation (Entergy Gulf States Louisiana, Entergy Louisiana, Entergy New Orleans, and Entergy Texas)

See Note 8 to the financial statements in the Form 10-K for information regarding asbestos litigation at Entergy Gulf States Louisiana, Entergy Louisiana, Entergy New Orleans, and Entergy Texas.

NOTE 2. RATE AND REGULATORY MATTERS (Entergy Corporation, Entergy Arkansas, Entergy Gulf States Louisiana, Entergy Louisiana, Entergy Mississippi, Entergy New Orleans, Entergy Texas, and System Energy)

Regulatory Assets

See Note 2 to the financial statements in the Form 10-K for information regarding regulatory assets in the Utility business presented on the balance sheets of Entergy and the Registrant Subsidiaries. The following is an update to that discussion.

Fuel and purchased power cost recovery

Entergy Arkansas

In May 2014, Entergy Arkansas filed its annual redetermination of the production cost allocation rider to recover the \$3 million unrecovered retail balance as of December 31, 2013 and the \$68 million System Agreement bandwidth remedy payment made in May 2014 as a result of the compliance filing pursuant to the FERC's February 2014 orders related to the bandwidth payments/receipts for the June - December 2005 period. In June 2014 the APSC suspended the annual redetermination of the production cost allocation rider and scheduled a hearing in September 2014. Upon a joint motion of the parties, the APSC canceled the September 2014 hearing and will enter an order based on the evidence and legal briefs in the record.

Entergy Gulf States Louisiana

In July 2014 the LPSC authorized its staff to initiate an audit of Entergy Gulf States Louisiana's fuel adjustment clause filings. The audit includes a review of the reasonableness of charges flowed by Entergy Gulf States Louisiana through its fuel adjustment clause for the period from 2010 through 2013. Discovery has yet to commence.

Entergy Louisiana

In July 2014 the LPSC authorized its staff to initiate an audit of Entergy Louisiana's fuel adjustment clause filings. The audit includes a review of the reasonableness of charges flowed by Entergy Louisiana through its fuel adjustment

clause for the period from 2010 through 2013. Discovery has yet to commence.

Table of Contents

Entergy Corporation and Subsidiaries

Notes to Financial Statements

Entergy Mississippi

Entergy Mississippi had a deferred fuel balance of \$60.4 million as of March 31, 2014. In May 2014, Entergy Mississippi filed for an interim adjustment under its energy cost recovery rider. The interim adjustment proposed a net energy cost factor designed to collect over a six-month period the under-recovered deferred fuel balance as of March 31, 2014 and also reflected a natural gas price of \$4.50 per MMBtu. In May 2014, Entergy Mississippi and the Public Utilities Staff entered into a joint stipulation in which Entergy Mississippi agreed to a revised net energy cost factor that reflected the proposed interim adjustment with a reduction in costs recovered through the energy cost recovery rider associated with the suspension of the DOE nuclear waste storage fee. In June 2014 the MPSC approved the joint stipulation and allowed Entergy Mississippi's interim adjustment. The revised net energy cost factor will remain in effect through the end of 2014.

Retail Rate Proceedings

See Note 2 to the financial statements in the Form 10-K for detailed information regarding retail rate proceedings involving the Utility operating companies. The following are updates to that information.

Filings with the APSC

See Note 2 to the financial statements in the Form 10-K for a discussion of Entergy Arkansas's 2013 base rate filing. In January 2014, Entergy Arkansas filed a petition for rehearing or clarification of several aspects of the APSC's order, including the 9.3% authorized return on common equity. In February 2014 the APSC granted Entergy Arkansas's petition for the purpose of considering the additional evidence identified by Entergy Arkansas. In August 2014 the APSC issued an order amending certain aspects of the original order, including providing for a 9.5% authorized return on common equity. The revised rates are effective for all bills rendered after December 31, 2013 and were implemented in the first billing cycle of October 2014.

Filings with the LPSC

Retail Rates - Electric

(Entergy Gulf States Louisiana)

See Note 2 to the financial statements in the Form 10-K for a discussion of the base rate case filed by Entergy Gulf States Louisiana in February 2013. Pursuant to the rate case settlement approved by the LPSC in December 2013, Entergy Gulf States Louisiana submitted a compliance filing in May 2014 reflecting the effects of the estimated MISO cost recovery mechanism revenue requirement and adjustment of the additional capacity mechanism requiring a net increase of approximately \$3.8 million in formula rate plan revenue to be implemented over nine months commencing with the first billing cycle of December 2014. Before rates are implemented in December 2014, an updated compliance filing will be made in November 2014 to further refine the estimated MISO cost recovery mechanism revenue requirement component of the May 2014 compliance filing to then-available actual data. The compliance filings will be subject to the review of the parties to the proceeding generally in accordance with the review process set forth in Entergy Gulf States Louisiana's formula rate plan.

(Entergy Louisiana)

See Note 2 to the financial statements in the Form 10-K for a discussion of the base rate case filed by Entergy Louisiana in February 2013. Pursuant to the rate case settlement approved by the LPSC in December 2013, Entergy Louisiana submitted a compliance filing in May 2014 reflecting the effects of the \$10 million agreed-upon increase in formula rate plan revenue, the estimated MISO cost recovery mechanism revenue requirement, and the adjustment of the additional capacity mechanism requiring a net increase of approximately \$39 million in formula rate plan revenue to be implemented over nine months commencing with the first billing cycle of December 2014. Before rates are

Table of Contents

Entergy Corporation and Subsidiaries

Notes to Financial Statements

implemented in December 2014, an updated compliance filing will be made in November 2014 to further refine the estimated MISO cost recovery mechanism revenue requirement component of the May 2014 compliance filing to then-available actual data. The compliance filings will be subject to the review of the parties to the proceeding generally in accordance with the review process set forth in Entergy Louisiana's formula rate plan.

As discussed in the Form 10-K, the LPSC is conducting a prudence review of the Waterford 3 replacement steam generator project with regard to Entergy Louisiana's actions concerning the following aspects of the project: 1) project management; 2) cost controls; 3) success in achieving stated objectives; 4) the costs of the replacement project; and 5) the outage length and replacement power costs. In July 2014 the LPSC Staff filed testimony recommending potential project and replacement power cost disallowances of up \$71 million, citing a need for further explanation or documentation from Entergy Louisiana. An intervenor filed testimony recommending disallowance of \$141 million of incremental project costs, claiming the steam generator fabricator was imprudent. Entergy Louisiana believes that the replacement steam generator costs were prudently incurred and applicable legal principles support their recovery in rates. Entergy Louisiana provided further documentation and explanation requested by the LPSC staff. An evidentiary hearing is scheduled for December 2014.

Retail Rates - Gas (Entergy Gulf States Louisiana)

In January 2014, Entergy Gulf States Louisiana filed with the LPSC its gas rate stabilization plan for the test year ended September 30, 2013. The filing showed an earned return on common equity of 5.47%, which results in a \$1.5 million rate increase. In April 2014 the LPSC Staff issued a report indicating "that Entergy Gulf States Louisiana has properly determined its earnings for the test year ended September 30, 2013." The \$1.5 million rate increase was implemented effective with the first billing cycle of April 2014.

Filings with the MPSC (Entergy Mississippi)

In June 2014, Entergy Mississippi filed its first general rate case before the MPSC in almost 12 years. The rate filing lays out Entergy Mississippi's plans for improving reliability, modernizing the grid, maintaining its workforce, stabilizing rates, utilizing new technologies, and attracting new industry to its service territory. Entergy Mississippi requested a net increase in revenue of \$49 million for bills rendered during calendar year 2015, including \$30 million resulting from new depreciation rates to update the estimated service life of assets. In addition, the filing proposed, among other things: 1) realigning cost recovery of the Attala and Hinds power plant acquisitions from the power management rider to base rates; 2) including certain MISO-related revenues and expenses in the power management rider; 3) power management rider changes that reflect the changes in costs and revenues that will accompany Entergy Mississippi's withdrawal from participation in the System Agreement; and 4) a formula rate plan forward test year to allow for known changes in expenses and revenues for the rate effective period. Entergy Mississippi proposed maintaining the current authorized return on common equity of 10.59%.

On October 14, 2014 and October 31, 2014, Entergy Mississippi and the Mississippi Public Utilities Staff entered into and filed joint stipulations that addressed the majority of issues in the proceeding. The stipulations provide for an approximate \$16 million net increase in revenues, which reflects an agreed upon 10.07% return on common equity. The stipulations also revise Entergy Mississippi's formula rate plan (FRP) by providing Entergy Mississippi with the ability to reflect known and measurable changes to historical rate base and certain expense amounts, resolve uncertainty around and obviate the need for an additional rate filing in connection with Entergy Mississippi's withdrawal from participation in the System Agreement, update depreciation rates, and move costs associated with the Attala and Hinds generating plants from the power management rider to base rates. The stipulations also provide for recovery of non-fuel MISO-related costs through a separate rider for that purpose. The joint stipulations are subject to

MPSC approval. The schedule in the proceeding calls for the rates ultimately approved by the MPSC to be effective January 30, 2015.

Table of Contents

Entergy Corporation and Subsidiaries
Notes to Financial Statements

Filings with the City Council (Entergy Louisiana)

In March 2013, Entergy Louisiana filed a rate case for the Algiers area, which is in New Orleans and is regulated by the City Council. Entergy Louisiana requested a rate increase of \$13 million over three years, including a 10.4% return on common equity and a formula rate plan mechanism identical to its LPSC request made in February 2013. In January 2014 the City Council advisors filed direct testimony recommending a rate increase of \$5.56 million over three years, including an 8.13% return on common equity. In June 2014 the City Council unanimously approved a settlement that includes the following:

- a \$9.3 million base rate revenue increase to be phased in on a levelized basis over four years;
- recovery of an additional \$853 thousand annually through a MISO recovery rider; and
- the adoption of a four-year formula rate plan requiring the filing of annual evaluation reports in May of each year, commencing May 2015, with resulting rates being implemented in October of each year. The formula rate plan includes a midpoint target authorized return on common equity of 9.95% with a +/- 40 basis point bandwidth.

The rate increase was effective with bills rendered on and after the first billing cycle of July 2014.

Filings with the PUCT (Entergy Texas)

In September 2013, Entergy Texas filed a rate case requesting a \$38.6 million base rate increase reflecting a 10.4% return on common equity based on an adjusted test year ending March 31, 2013. The rate case also proposed (1) a rough production cost equalization adjustment rider recovering Entergy Texas's payment to Entergy New Orleans to achieve rough production cost equalization based on calendar year 2012 production costs and (2) a rate case expense rider recovering the cost of the 2013 rate case and certain costs associated with previous rate cases. The rate case filing also included a request to reconcile \$0.9 billion of fuel and purchased power costs and fuel revenues covering the period July 2011 through March 2013. The fuel reconciliation also reflects special circumstances fuel cost recovery of approximately \$22 million of purchased power capacity costs. In January 2014 the PUCT staff filed direct testimony recommending a retail rate reduction of \$0.3 million and a 9.2% return on common equity. In March 2014, Entergy Texas filed an Agreed Motion for Interim Rates. The motion explained that the parties to this proceeding have agreed that Entergy Texas should be allowed to implement new rates reflecting an \$18.5 million base rate increase, effective for usage on and after April 1, 2014, as well as recovery of charges for rough production cost equalization and rate case expenses. In March 2014 the State Office of Administrative Hearings, the body assigned to hear the case, approved the motion. In April 2014, Entergy Texas filed a unanimous stipulation in this case. Among other things, the stipulation provides for an \$18.5 million base rate increase, recovery over three years of the calendar year 2012 rough production cost equalization charges and rate case expenses, and states a 9.8% return on common equity. In addition, the stipulation finalizes the fuel and purchased power reconciliation covering the period July 2011 through March 2013, with the parties stipulating an immaterial fuel disallowance. No special circumstances recovery of purchased power capacity costs was allowed. In April 2014 the State Office of Administrative Hearings remanded the case back to the PUCT for final processing. In May 2014 the PUCT approved the stipulation. No motions for rehearing were filed during the statutory rehearing period.

In September 2014, Entergy Texas filed for a distribution cost recovery factor rider based on a law that was passed in 2011 allowing for the recovery of increases in capital costs associated with distribution plant. Entergy Texas is requesting collection of approximately \$7 million annually from retail customers. The PUCT has not yet acted on this filing.

Table of Contents

Entergy Corporation and Subsidiaries

Notes to Financial Statements

Entergy Louisiana and Entergy Gulf States Louisiana Business Combination

In June 2014, Entergy Louisiana and Entergy Gulf States Louisiana filed a business combination study report with the LPSC. The report contained a preliminary analysis of the potential combination of Entergy Louisiana and Entergy Gulf States Louisiana into a single public utility. Though not a formal application, the report provided an overview of the combination and identified its potential customer benefits. Although not part of the business combination, Entergy Louisiana provided notice to the City Council in June 2014 that it anticipates it will seek authorization to transfer to Entergy New Orleans the assets that currently support Entergy Louisiana's customers in Algiers. In the summer of 2014, Entergy Louisiana and Entergy Gulf States Louisiana held technical conferences and face-to-face meetings with LPSC staff and other stakeholders to discuss potential effects of the combination, solicit suggestions and concerns, and identify areas in which additional information might be needed.

On September 30, 2014, Entergy Louisiana and Entergy Gulf States Louisiana filed an application with the LPSC seeking authorization to undertake the transactions that would result in the combination of Entergy Louisiana and Entergy Gulf States Louisiana into a single public utility.

The combination is subject to regulatory review and approval of the LPSC, the FERC, and the NRC. In June 2014, Entergy submitted an application to the NRC for approval of River Bend and Waterford 3 license transfers as part of the steps to complete the business combination. The combination also could be subject to regulatory review of the City Council if Entergy Louisiana continues to own the assets that currently support Entergy Louisiana's customers in Algiers at the time the combination is effectuated. In November 2014, Entergy Louisiana filed an application with the City Council seeking authorization to undertake the combination. The application provides that if the City Council approves the Algiers asset transfer before the business combination occurs, the City Council may not need to issue a public interest finding regarding the combination. If approvals are obtained from the LPSC, the FERC, the NRC, and, if required, the City Council, Entergy Louisiana and Entergy Gulf States Louisiana expect the combination will be effected in the second half of 2015.

It is currently contemplated that Entergy Louisiana and Entergy Gulf States Louisiana will undertake multiple steps to effectuate the combination, which steps would include the following:

Each of Entergy Louisiana and Entergy Gulf States Louisiana will redeem or repurchase all of their respective outstanding preferred membership interests (which interests have a \$100 million liquidation value in the case of Entergy Louisiana and \$10 million liquidation value in the case of Entergy Gulf States Louisiana).

Entergy Gulf States Louisiana will convert from a Louisiana limited liability company to a Texas limited liability company.

Under the Texas Business Organizations Code (TXBOC), Entergy Louisiana will allocate substantially all of its assets to a new subsidiary (New Entergy Louisiana) and New Entergy Louisiana will assume all of the liabilities of Entergy Louisiana, in a transaction regarded as a merger under the TXBOC. Entergy Louisiana will remain in existence and hold the membership interests in New Entergy Louisiana.

Under the TXBOC, Entergy Gulf States Louisiana will allocate substantially all of its assets to a new subsidiary (New Entergy Gulf States Louisiana) and New Entergy Gulf States Louisiana will assume all of the liabilities of Entergy Gulf States Louisiana, in a transaction regarded as a merger under the TXBOC. Entergy Gulf States Louisiana will remain in existence and hold the membership interests in New Entergy Gulf States Louisiana.

Entergy Louisiana and Entergy Gulf States Louisiana will contribute the membership interests in New Entergy Louisiana and New Entergy Gulf States Louisiana to an affiliate the common membership interests of which will be owned by Entergy Louisiana, Entergy Gulf States Louisiana and Entergy Corporation.

New Entergy Gulf States Louisiana will merge into New Entergy Louisiana with New Entergy Louisiana surviving the merger.

Table of Contents

Entergy Corporation and Subsidiaries

Notes to Financial Statements

Upon the completion of the steps, New Entergy Louisiana will hold substantially all of the assets, and will have assumed all of the liabilities, of Entergy Louisiana and Entergy Gulf States Louisiana. Entergy Louisiana and Entergy Gulf States Louisiana may modify or supplement the steps to be taken to effect the combination.

Algiers Asset Transfer (Entergy Louisiana and Entergy New Orleans)

In October 2014, Entergy Louisiana and Entergy New Orleans filed an application with the City Council seeking authorization to undertake a transaction that would result in the transfer from Entergy Louisiana to Entergy New Orleans of certain assets that currently support Entergy Louisiana's customers in Algiers. The transaction is expected to result in the transfer of net assets of approximately \$60 million. The Algiers asset transfer is also subject to regulatory review and approval of the FERC. As discussed previously, Entergy Louisiana also filed an application with the City Council seeking authorization to undertake the Entergy Louisiana and Entergy Gulf States Louisiana business combination. The application provides that if the City Council approves the Algiers asset transfer before the business combination occurs, the City Council may not need to issue a public interest finding regarding the business combination. If the necessary approvals are obtained from the City Council and the FERC, Entergy Louisiana expects to transfer the Algiers assets to Entergy New Orleans in the second half of 2015.

System Agreement Cost Equalization Proceedings

See Note 2 to the financial statements in the Form 10-K for a discussion of the proceedings regarding the System Agreement, including the FERC's October 2011 order and Entergy's December 2011 compliance filing in response to that order. In February 2014 the FERC issued a rehearing order addressing its October 2011 order. The FERC denied the LPSC's request for rehearing on the issues of whether the bandwidth remedy should be made effective earlier than June 1, 2005, and whether refunds should be ordered for the 20-month refund effective period. The FERC granted the LPSC's rehearing request on the issue of interest on the bandwidth payments/receipts for the June - December 2005 period, requiring that interest be accrued from June 1, 2006 until the date those bandwidth payments/receipts are made. Also in February 2014 the FERC issued an order rejecting the December 2011 compliance filing that calculated the bandwidth payments/receipts for the June - December 2005 period. The FERC order required a new compliance filing that calculates the bandwidth payments/receipts for the June - December 2005 period based on monthly data for the seven individual months and that includes interest pursuant to the February 2014 rehearing order. Entergy has sought rehearing of the February 2014 orders with respect to the FERC's determinations regarding interest. In April 2014 the LPSC filed a petition for review of the FERC's October 2011 and February 2014 orders with the U.S. Court of Appeals for the D.C. Circuit.

In April and May 2014, Entergy filed with the FERC an updated compliance filing that provides the payments and receipts among the Utility operating companies pursuant to the FERC's February 2014 orders. The filing shows the following net payments and receipts, including interest, among the Utility operating companies:

| | Payments (Receipts) (In Millions) |
|-------------------------------|---|
| Entergy Arkansas | \$68 |
| Entergy Gulf States Louisiana | (\$10) |
| Entergy Louisiana | \$— |
| Entergy Mississippi | (\$11) |
| Entergy New Orleans | \$2 |
| Entergy Texas | (\$49) |

These payments were made in May 2014. The LPSC, City Council, and APSC have filed protests.

Table of Contents

Entergy Corporation and Subsidiaries
Notes to Financial Statements

2007 Rate Filing Based on Calendar Year 2006 Production Costs

See Note 2 to the financial statements in the Form 10-K for a discussion of this proceeding. In July 2014 the FERC issued an order accepting Entergy Services' November 2013 compliance filing. The FERC directed Entergy Services to make a comprehensive bandwidth recalculation report by September 15, 2014 showing all the updated payment/receipt amounts based on the 2006 calendar year data in compliance with all bandwidth formula and bandwidth calculation adjustments that the FERC has accepted or ordered for those years. The FERC also directed the Entergy Operating Companies to make any true-up bandwidth payments associated with the 2006 bandwidth recalculation report with interest following the filing of the comprehensive recalculation report. See discussion below regarding the comprehensive bandwidth recalculation and filings made with the FERC in connection with this proceeding.

2008 Rate Filing Based on Calendar Year 2007 Production Costs

See Note 2 to the financial statements in the Form 10-K for a discussion of this proceeding. In July 2014 the FERC issued an order denying Entergy's rehearing request and decided that it is appropriate to allow interest to be paid on the bandwidth recalculation amounts. The FERC also directed Entergy to file a comprehensive bandwidth recalculation report by September 15, 2014 showing all the updated payment/receipt amounts based on the 2007 calendar year data in compliance with all bandwidth formula and bandwidth calculation adjustments that the FERC has accepted or ordered for that year. The FERC also directed the Entergy Operating Companies to make any true-up bandwidth payments associated with the 2007 bandwidth recalculation report with interest following the filing of the comprehensive recalculation report. In August 2014 the Fifth Circuit issued its opinion dismissing the LPSC petition for review of the FERC's order. In October 2014, Entergy filed a petition for review with the U.S. Court of Appeals for the D.C. Circuit seeking appellate review of the FERC's interest determination. See discussion below regarding the comprehensive bandwidth recalculation and filings made with the FERC in connection with this proceeding.

2009 Rate Filing Based on Calendar Year 2008 Production Costs

See Note 2 to the financial statements in the Form 10-K for a discussion of this proceeding. In August 2014, the FERC issued an order accepting the November 2013 compliance filing that was made in response to the FERC's October 2013 order. The LPSC has appealed to the U.S. Court of Appeals for the Fifth Circuit the FERC's May 2012 and October 2013 orders. Briefs have been filed and oral argument was held in October 2014. See discussion below regarding the comprehensive bandwidth recalculation and filings made with the FERC in connection with this proceeding.

Comprehensive Bandwidth Recalculation for 2007, 2008, and 2009 Rate Filing Proceedings

See Note 2 to the financial statements in the Form 10-K for a discussion of this comprehensive bandwidth recalculation. In July 2014 the FERC issued four orders in connection with various Service Schedule MSS-3 rough production cost equalization formula compliance filings and rehearing requests. Specifically, the FERC accepted Entergy Services' revised methodologies for calculating certain cost components of the formula and affirmed its prior ruling requiring interest on the true-up amounts. The FERC directed that a comprehensive recalculation of the formula be performed for the filing years 2007 and 2008 based on calendar years 2006 and 2007 production costs. In September 2014, Entergy filed with the FERC its compliance filing that provides the payments and receipts among the Utility operating companies pursuant to the FERC's orders for the 2007, 2008, and 2009 rate filing proceedings. The filing shows the following payments/receipts among the Utility operating companies:

Table of Contents

Entergy Corporation and Subsidiaries
Notes to Financial Statements

| | Payments (Receipts) (In Millions) |
|-------------------------------|---|
| Entergy Arkansas | \$38 |
| Entergy Gulf States Louisiana | (\$22) |
| Entergy Louisiana | (\$16) |
| Entergy Mississippi | \$16 |
| Entergy New Orleans | (\$1) |
| Entergy Texas | (\$15) |

Entergy Arkansas and Entergy Mississippi made the payments in September and October 2014. The updated compliance filings in the 2008 and 2009 rate filing proceedings have not been protested, and one protest was filed at the FERC related to the 2007 rate filing proceeding. The filings are pending at the FERC.

2010 Rate Filing Based on Calendar Year 2009 Production Costs

See Note 2 to the financial statements in the Form 10-K for a discussion of this proceeding. The hearing was held in March 2014 and the presiding ALJ issued an initial decision in September 2014. Briefs on exception were filed in October 2014, and the case is pending before the FERC.

2011 Rate Filing Based on Calendar Year 2010 Production Costs

See Note 2 to the financial statements in the Form 10-K for a discussion of this proceeding. In March 2014 the Fifth Circuit rejected the LPSC's petition for a writ of mandamus.

2014 Rate Filing Based on Calendar Year 2013 Production Costs

In May 2014, Entergy filed with the FERC the 2014 rates in accordance with the FERC's orders in the System Agreement proceeding. The filing shows the following payments and receipts among the Utility operating companies for 2014, based on calendar year 2013 production costs, commencing for service in June 2014, are necessary to achieve rough production cost equalization under the FERC's orders:

| | Payments (Receipts) (In Millions) |
|-------------------------------|---|
| Entergy Gulf States Louisiana | \$— |
| Entergy Louisiana | \$— |
| Entergy Mississippi | \$— |
| Entergy New Orleans | (\$15) |
| Entergy Texas | \$15 |

The LPSC protested the filing and the PUCT and City Council filed comments regarding the filing.

Table of Contents

Entergy Corporation and Subsidiaries
Notes to Financial Statements

Storm Cost Recovery Filings with Retail Regulators

Entergy Gulf States Louisiana and Entergy Louisiana

As discussed in the Form 10-K, Entergy Gulf States Louisiana and Entergy Louisiana sought to recover restoration costs for the repair and replacement of electric facilities damaged by Hurricane Isaac, as well as replenishment of storm escrow accounts for prior storms, in the amount of \$73.8 million for Entergy Gulf States Louisiana and \$247.7 million for Entergy Louisiana. In January 2013, Entergy Gulf States Louisiana and Entergy Louisiana drew \$65 million and \$187 million, respectively, from their funded storm reserve escrow accounts. In April 2013, Entergy Gulf States Louisiana and Entergy Louisiana filed a joint application with the LPSC relating to Hurricane Isaac system restoration costs. Following an evidentiary hearing and recommendations by the ALJ, the LPSC voted in June 2014 to approve a series of orders which (i) quantify the amount of Hurricane Isaac system restoration costs prudently incurred (\$66.5 million for Entergy Gulf States Louisiana and \$224.3 million for Entergy Louisiana); (ii) determine the level of storm reserves to be re-established (\$90 million for Entergy Gulf States Louisiana and \$200 million for Entergy Louisiana); (iii) authorize Entergy Gulf States Louisiana and Entergy Louisiana to utilize Louisiana Act 55 financing for Hurricane Isaac system restoration costs; and (iv) grant other requested relief associated with storm reserves and Act 55 financing of Hurricane Isaac system restoration costs. Entergy Gulf States Louisiana committed to pass on to customers a minimum of \$6.9 million of customer benefits through annual customer credits of approximately \$1.4 million for five years. Entergy Louisiana committed to pass on to customers a minimum of \$23.9 million of customer benefits through annual customer credits of approximately \$4.8 million for five years. Approvals for the Act 55 financings were obtained from the Louisiana Utilities Restoration Corporation (LURC) and the Louisiana State Bond Commission.

In August 2014 the Louisiana Local Government Environmental Facilities and Community Development Authority (LCDA) issued \$71 million in bonds under Act 55 of the Louisiana Legislature. From the \$69 million of bond proceeds loaned by the LCDA to the LURC, the LURC deposited \$3 million in a restricted escrow account as a storm damage reserve for Entergy Gulf States Louisiana and transferred \$66 million directly to Entergy Gulf States Louisiana. Entergy Gulf States Louisiana used the \$66 million received from the LURC to acquire 662,426.80 Class C preferred, non-voting, membership interest units of Entergy Holdings Company LLC, a company wholly-owned and consolidated by Entergy, that carry a 7.5% annual distribution rate. Distributions are payable quarterly commencing on September 15, 2014, and the membership interests have a liquidation price of \$100 per unit. The preferred membership interests are callable at the option of Entergy Holdings Company LLC after ten years under the terms of the LLC agreement. The terms of the membership interests include certain financial covenants to which Entergy Holdings Company LLC is subject, including the requirement to maintain a net worth of at least \$1.75 billion.

In August 2014 the LCDA issued another \$243.85 million in bonds under Act 55 of the Louisiana Legislature. From the \$240 million of bond proceeds loaned by the LCDA to the LURC, the LURC deposited \$13 million in a restricted escrow account as a storm damage reserve for Entergy Louisiana and transferred \$227 million directly to Entergy Louisiana. Entergy Louisiana used the \$227 million received from the LURC to acquire 2,272,725.89 Class C preferred, non-voting, membership interest units of Entergy Holdings Company LLC that carry a 7.5% annual distribution rate. Distributions are payable quarterly commencing on September 15, 2014, and the membership interests have a liquidation price of \$100 per unit. The preferred membership interests are callable at the option of Entergy Holdings Company LLC after ten years under the terms of the LLC agreement. The terms of the membership interests include certain financial covenants to which Entergy Holdings Company LLC is subject, including the requirement to maintain a net worth of at least \$1.75 billion.

Entergy, Entergy Gulf States Louisiana, and Entergy Louisiana do not report the bonds on their balance sheets because the bonds are the obligation of the LCDA and there is no recourse against Entergy, Entergy Gulf States Louisiana, or Entergy Louisiana in the event of a bond default. To service the bonds, Entergy Gulf States Louisiana and Entergy Louisiana collect a system restoration charge on behalf of the LURC, and remit the collections to the bond indenture trustee. Entergy, Entergy Gulf States Louisiana, and Entergy Louisiana do not report the collections as revenue because they are merely acting as the billing and collection agents for the state.

Table of Contents

Entergy Corporation and Subsidiaries

Notes to Financial Statements

Entergy New Orleans

As discussed in the Form 10-K, total restoration costs for the repair and replacement of Entergy New Orleans's electric facilities damaged by Hurricane Isaac were \$47.3 million. Entergy New Orleans withdrew \$17.4 million from the storm reserve escrow account to partially offset these costs. In February 2014, Entergy New Orleans made a filing with the City Council seeking certification of the Hurricane Isaac costs. In July 2014 the City Council adopted a procedural schedule that provides for hearings on the merits in September 2015.

New Nuclear Generation Development Costs

Entergy Mississippi

See the Form 10-K for discussion of Entergy Mississippi's developing and preserving a project option for new nuclear generation at Grand Gulf Nuclear Station. On October 14, 2014, Entergy Mississippi and the Mississippi Public Utilities Staff entered into and filed a joint stipulation in Entergy Mississippi's general rate case proceeding, which is discussed above. In consideration of the comprehensive terms for settlement in that rate case proceeding, the Mississippi Public Utilities Staff and Entergy Mississippi agreed that Entergy Mississippi will request consolidation of the new nuclear generation development costs proceeding with the rate case proceeding for hearing purposes and will not further pursue, except as noted below, recovery of the costs deferred by MPSC order in the new nuclear generation development docket. The stipulation states, however, that, if Entergy Mississippi decides to move forward with nuclear development in Mississippi, it can at that time re-present for consideration by the MPSC only those costs directly associated with the existing early site permit (ESP), to the extent that the costs are verifiable and prudent and the ESP is still valid and relevant to any such option pursued. After considering the progress of the new nuclear generation costs proceeding in light of the joint stipulation, Entergy Mississippi recorded in the third quarter 2014 a \$60.9 million pre-tax charge to recognize that the regulatory assets associated with new nuclear generation development are no longer probable of recovery. If the MPSC does not ultimately approve all of the provisions agreed to in the October 2014 joint stipulation, however, Entergy Mississippi would continue to pursue recovery of the new nuclear development costs.

Texas Power Price Lawsuit

See the Form 10-K for discussion of this proceeding. In November 2014 the Texas Court of Appeals - First District reversed the state district court's class certification order and dismissed the case holding that the state district court lacked subject matter jurisdiction to address the issues. Plaintiffs can file a motion for rehearing and/or a petition for review at the Supreme Court of Texas.

Table of Contents

Energy Corporation and Subsidiaries

Notes to Financial Statements

NOTE 3. EQUITY (Energy Corporation, Energy Gulf States Louisiana, and Energy Louisiana)

Common Stock

Earnings per Share

The following table presents Entergy's basic and diluted earnings per share calculations included on the consolidated income statements:

| | For the Three Months Ended September 30, | | | | | |
|--|--|--------|----------|---------|--------|----------|
| | 2014 | | | 2013 | | |
| | (In Millions, Except Per Share Data) | | | | | |
| Basic earnings per share | Income | Shares | \$/share | Income | Shares | \$/share |
| Net income attributable to Entergy Corporation | \$230.0 | 179.6 | \$1.28 | \$239.9 | 178.3 | \$1.35 |
| Average dilutive effect of: | | | | | | |
| Stock options | | 0.3 | — | | 0.1 | — |
| Other equity plans | | 0.6 | (0.01) | | 0.3 | (0.01) |
| Diluted earnings per share | \$230.0 | 180.5 | \$1.27 | \$239.9 | 178.7 | \$1.34 |

The number of stock options not included in the calculation of diluted common shares outstanding due to their antidilutive effect was approximately 5.2 million for the three months ended September 30, 2014 and approximately 8.8 million for the three months ended September 30, 2013.

| | For the Nine Months Ended September 30, | | | | | |
|--|---|--------|----------|---------|--------|----------|
| | 2014 | | | 2013 | | |
| | (In Millions, Except Per Share Data) | | | | | |
| Basic earnings per share | Income | Shares | \$/share | Income | Shares | \$/share |
| Net income attributable to Entergy Corporation | \$820.6 | 179.3 | \$4.58 | \$565.0 | 178.2 | \$3.17 |
| Average dilutive effect of: | | | | | | |
| Stock options | | 0.2 | (0.01) | | 0.1 | — |
| Other equity plans | | 0.4 | (0.01) | | 0.2 | (0.01) |
| Diluted earnings per share | \$820.6 | 179.9 | \$4.56 | \$565.0 | 178.5 | \$3.16 |

The number of stock options not included in the calculation of diluted common shares outstanding due to their antidilutive effect was approximately 6.6 million for the nine months ended September 30, 2014 and approximately 8.9 million for the nine months ended September 30, 2013.

Entergy's stock options and other equity compensation plans are discussed in Note 5 to the financial statements herein and in Note 12 to the financial statements in the Form 10-K.

Treasury Stock

During the nine months ended September 30, 2014, Entergy Corporation issued 1,527,010 shares of its previously repurchased common stock to satisfy stock option exercises, vesting of shares of restricted stock, and other stock-based awards. During the nine months ended September 30, 2014, Entergy Corporation repurchased 248,190 shares of its common stock for a total purchase price of \$18.3 million.

Table of Contents

Entergy Corporation and Subsidiaries
Notes to Financial Statements

Retained Earnings

On October 31, 2014, Entergy Corporation's Board of Directors declared a common stock dividend of \$0.83 per share, payable on December 1, 2014 to holders of record as of November 13, 2014.

Comprehensive Income

Accumulated other comprehensive income (loss) is included in the equity section of the balance sheets of Entergy, Entergy Gulf States Louisiana, and Entergy Louisiana. The following table presents changes in accumulated other comprehensive income (loss) for Entergy for the three months ended September 30, 2014 by component:

| | Cash flow hedges net unrealized gain (loss) (In Thousands) | Pension and other postretirement liabilities | Net unrealized investment gain (loss) | Foreign currency translation | Total Accumulated Other Comprehensive Income (Loss) |
|---|---|--|--|------------------------------------|---|
| Beginning balance, June 30, 2014 | (\$74,767) | (\$297,460) | \$399,480 | \$3,815 | \$31,068 |
| Other comprehensive income (loss) before reclassifications | 5,783 | — | (9,475) | (662) | (4,354) |
| Amounts reclassified from accumulated other comprehensive income (loss) | (8,271) | 2,956 | (1,015) | — | (6,330) |
| Net other comprehensive income (loss) for the period | (2,488) | 2,956 | (10,490) | (662) | (10,684) |
| Ending balance, September 30, 2014 | (\$77,255) | (\$294,504) | \$388,990 | \$3,153 | \$20,384 |

The following table presents changes in accumulated other comprehensive income (loss) for Entergy for the three months ended September 30, 2013 by component:

| | Cash flow hedges net unrealized gain (loss) (In Thousands) | Pension and other postretirement liabilities | Net unrealized investment gain (loss) | Foreign currency translation | Total Accumulated Other Comprehensive Income (Loss) |
|---|---|--|--|------------------------------------|---|
| Beginning balance, June 30, 2013 | \$31,520 | (\$571,138) | \$262,891 | \$2,424 | (\$274,303) |
| Other comprehensive income (loss) before reclassifications | (9,838) | — | 45,647 | 706 | 36,515 |
| Amounts reclassified from accumulated other comprehensive income (loss) | (21,825) | 15,430 | 653 | — | (5,742) |
| Net other comprehensive income (loss) for the period | (31,663) | 15,430 | 46,300 | 706 | 30,773 |
| Ending balance, September 30, 2013 | (\$143) | (\$555,708) | \$309,191 | \$3,130 | (\$243,530) |

Table of Contents

Entergy Corporation and Subsidiaries

Notes to Financial Statements

The following table presents changes in accumulated other comprehensive income (loss) for Entergy for the nine months ended September 30, 2014 by component:

| | Cash flow hedges net unrealized gain (loss) (In Thousands) | Pension and other postretirement liabilities | Net unrealized investment gain (loss) | Foreign currency translation | Total Accumulated Other Comprehensive Income (Loss) |
|---|---|--|--|------------------------------------|---|
| Beginning balance, December 31, 2013 | (\$81,777) | (\$288,223) | \$337,256 | \$3,420 | (\$29,324) |
| Other comprehensive income (loss) before reclassifications | (114,587) | — | 56,056 | (267) | (58,798) |
| Amounts reclassified from accumulated other comprehensive income (loss) | 119,109 | (6,281) | (4,322) | — | 108,506 |
| Net other comprehensive income (loss) for the period | 4,522 | (6,281) | 51,734 | (267) | 49,708 |
| Ending balance, September 30, 2014 | (\$77,255) | (\$294,504) | \$388,990 | \$3,153 | \$20,384 |

The following table presents changes in accumulated other comprehensive income (loss) for Entergy for the nine months ended September 30, 2013 by component:

| | Cash flow hedges net unrealized gain (loss) (In Thousands) | Pension and other postretirement liabilities | Net unrealized investment gain (loss) | Foreign currency translation | Total Accumulated Other Comprehensive Income (Loss) |
|---|---|--|--|------------------------------------|---|
| Beginning balance, December 31, 2012 | \$79,905 | (\$590,712) | \$214,547 | \$3,177 | (\$293,083) |
| Other comprehensive income (loss) before reclassifications | (57,376) | — | 95,843 | (47) | 38,420 |
| Amounts reclassified from accumulated other comprehensive income (loss) | (22,672) | 35,004 | (1,199) | — | 11,133 |
| Net other comprehensive income (loss) for the period | (80,048) | 35,004 | 94,644 | (47) | 49,553 |
| Ending balance, September 30, 2013 | (\$143) | (\$555,708) | \$309,191 | \$3,130 | (\$243,530) |

Table of Contents

Entergy Corporation and Subsidiaries

Notes to Financial Statements

The following table presents changes in accumulated other comprehensive income (loss) for Entergy Gulf States Louisiana and Entergy Louisiana for the three months ended September 30, 2014:

| | Pension and Other Postretirement Liabilities | |
|---|---|----------------------|
| | Entergy Gulf States Louisiana | Entergy Louisiana |
| | (In Thousands) | |
| Beginning balance June 30, 2014 | (\$27,943) | (\$10,224) |
| Amounts reclassified from accumulated other comprehensive income (loss) | 137 | (287) |
| Net other comprehensive income (loss) for the period | 137 | (287) |
| Ending balance, September 30, 2014 | (\$27,806) | (\$10,511) |

The following table presents changes in accumulated other comprehensive income (loss) for Entergy Gulf States Louisiana and Entergy Louisiana for the three months ended September 30, 2013:

| | Pension and Other Postretirement Liabilities | |
|---|---|----------------------|
| | Entergy Gulf States Louisiana | Entergy Louisiana |
| | (In Thousands) | |
| Beginning balance June 30, 2013 | (\$63,312) | (\$44,771) |
| Amounts reclassified from accumulated other comprehensive income (loss) | 963 | 684 |
| Net other comprehensive income (loss) for the period | 963 | 684 |
| Ending balance, September 30, 2013 | (\$62,349) | (\$44,087) |

The following table presents changes in accumulated other comprehensive income (loss) for Entergy Gulf States Louisiana and Entergy Louisiana for the nine months ended September 30, 2014:

| | Pension and Other Postretirement Liabilities | |
|---|---|----------------------|
| | Entergy Gulf States Louisiana | Entergy Louisiana |
| | (In Thousands) | |
| Beginning balance, December 31, 2013 | (\$28,202) | (\$9,635) |
| Amounts reclassified from accumulated other comprehensive income (loss) | 396 | (876) |
| Net other comprehensive income (loss) for the period | 396 | (876) |
| Ending balance, September 30, 2014 | (\$27,806) | (\$10,511) |

Table of Contents

Entergy Corporation and Subsidiaries
Notes to Financial Statements

The following table presents changes in accumulated other comprehensive income (loss) for Entergy Gulf States Louisiana and Entergy Louisiana for the nine months ended September 30, 2013:

| | Pension and Other Postretirement Liabilities | |
|---|---|----------------------|
| | Entergy Gulf States Louisiana | Entergy Louisiana |
| | (In Thousands) | |
| Beginning balance, December 31, 2012 | (\$65,229 |) (\$46,132) |
| Amounts reclassified from accumulated other comprehensive income (loss) | 2,880 | 2,045 |
| Net other comprehensive income (loss) for the period | 2,880 | 2,045 |
| Ending balance, September 30, 2013 | (\$62,349 |) (\$44,087) |

Total reclassifications out of accumulated other comprehensive income (loss) (AOCI) for Entergy for the three months ended September 30, 2014 are as follows:

| | Amounts reclassified from AOCI (In Thousands) | Income Statement Location |
|---|---|---|
| Cash flow hedges net unrealized gain (loss) | | |
| Power contracts | \$13,000 | Competitive business operating revenues |
| Interest rate swaps | (275 |) Miscellaneous - net |
| Total realized gain (loss) on cash flow hedges | 12,725 | |
| | (4,454 |) Income taxes |
| Total realized gain (loss) on cash flow hedges (net of tax) | \$8,271 | |
| Pension and other postretirement liabilities | | |
| Amortization of prior-service costs | \$5,074 | (a) |
| Amortization of loss | (8,952 |) (a) |
| Settlement loss | (423 |) (a) |
| Total amortization | (4,301 |) |
| | 1,345 | Income taxes |
| Total amortization (net of tax) | (\$2,956 |) |
| Net unrealized investment gain (loss) | | |
| Realized gain (loss) | \$1,990 | Interest and investment income |
| | (975 |) Income taxes |
| Total realized investment gain (loss) (net of tax) | \$1,015 | |
| Total reclassifications for the period (net of tax) | \$6,330 | |

(a) These accumulated other comprehensive income (loss) components are included in the computation of net periodic pension cost. See Note 6 to the financial statements herein for additional details.

Table of Contents

Entergy Corporation and Subsidiaries

Notes to Financial Statements

Total reclassifications out of accumulated other comprehensive income (loss) (AOCI) for Entergy for the three months ended September 30, 2013 are as follows:

| | Amounts reclassified from AOCI (In Thousands) | Income Statement Location |
|---|---|---|
| Cash flow hedges net unrealized gain (loss) | | |
| Power contracts | \$35,325 | Competitive business operating revenues |
| Interest rate swaps | (389) |) Miscellaneous - net |
| Total realized gain (loss) on cash flow hedges | 34,936 | |
| | (13,111) |) Income taxes |
| Total realized gain (loss) on cash flow hedges (net of tax) | \$21,825 | |
| Pension and other postretirement liabilities | | |
| Amortization of prior-service costs | \$2,414 | (a) |
| Amortization of loss | (17,179) |) (a) |
| Curtailment loss | (1,304) |) (a) |
| Settlement loss | (9,662) |) (a) |
| Total amortization | (25,731) |) |
| | 10,301 | Income taxes |
| Total amortization (net of tax) | (\$15,430) |) |
| Net unrealized investment gain (loss) | | |
| Realized gain (loss) | (\$1,280) |) Interest and investment income |
| | 627 | Income taxes |
| Total realized investment gain (loss) (net of tax) | (\$653) |) |
| Total reclassifications for the period (net of tax) | \$5,742 | |

(a) These accumulated other comprehensive income (loss) components are included in the computation of net periodic pension cost. See Note 6 to the financial statements herein for additional details.

Table of Contents

Entergy Corporation and Subsidiaries

Notes to Financial Statements

Total reclassifications out of accumulated other comprehensive income (loss) (AOCI) for Entergy for the nine months ended September 30, 2014 are as follows:

| | Amounts reclassified from AOCI (In Thousands) | Income Statement Location |
|---|---|---|
| Cash flow hedges net unrealized gain (loss) | | |
| Power contracts | (\$182,275 |) Competitive business operating revenues |
| Interest rate swaps | (970 |) Miscellaneous - net |
| Total realized gain (loss) on cash flow hedges | (183,245 |) |
| | 64,136 | Income taxes |
| Total realized gain (loss) on cash flow hedges (net of tax) | (\$119,109 |) |
| Pension and other postretirement liabilities | | |
| Amortization of prior-service costs | \$15,227 | (a) |
| Amortization of loss | (26,903 |) (a) |
| Settlement loss | (2,971 |) (a) |
| Total amortization | (14,647 |) |
| | 20,928 | Income taxes |
| Total amortization (net of tax) | \$6,281 | |
| Net unrealized investment gain (loss) | | |
| Realized gain (loss) | \$8,474 | Interest and investment income |
| | (4,152 |) Income taxes |
| Total realized investment gain (loss) (net of tax) | \$4,322 | |
| Total reclassifications for the period (net of tax) | (\$108,506 |) |

(a) These accumulated other comprehensive income (loss) components are included in the computation of net periodic pension cost. See Note 6 to the financial statements herein for additional details.

Table of Contents

Entergy Corporation and Subsidiaries

Notes to Financial Statements

Total reclassifications out of accumulated other comprehensive income (loss) (AOCI) for Entergy for the nine months ended September 30, 2013 are as follows:

| | Amounts reclassified from AOCI (In Thousands) | Income Statement Location |
|---|---|---|
| Cash flow hedges net unrealized gain (loss) | | |
| Power contracts | \$37,518 | Competitive business operating revenues |
| Interest rate swaps | (1,193 |) Miscellaneous - net |
| Total realized gain (loss) on cash flow hedges | 36,325 | |
| | (13,653 |) Income taxes |
| Total realized gain (loss) on cash flow hedges (net of tax) | \$22,672 | |
| Pension and other postretirement liabilities | | |
| Amortization of prior-service costs | \$7,175 | (a) |
| Amortization of loss | (53,268 |) (a) |
| Curtailment loss | (1,304 |) (a) |
| Settlement loss | (9,662 |) (a) |
| Total amortization | (57,059 |) |
| | 22,055 | Income taxes |
| Total amortization (net of tax) | (\$35,004 |) |
| Net unrealized investment gain (loss) | | |
| Realized gain (loss) | \$2,351 | Interest and investment income |
| | (1,152 |) Income taxes |
| Total realized investment gain (loss) (net of tax) | \$1,199 | |
| Total reclassifications for the period (net of tax) | (\$11,133 |) |

(a) These accumulated other comprehensive income (loss) components are included in the computation of net periodic pension cost. See Note 6 to the financial statements herein for additional details.

Table of Contents

Energy Corporation and Subsidiaries

Notes to Financial Statements

Total reclassifications out of accumulated other comprehensive income (loss) (AOCI) for Entergy Gulf States Louisiana and Entergy Louisiana for the three months ended September 30, 2014 are as follows:

| | Amounts reclassified from AOCI | | | Income Statement Location |
|---|-------------------------------------|----------------------|--|-----------------------------------|
| | Entergy Gulf States Louisiana | Entergy Louisiana | | |
| Pension and other postretirement liabilities | | | | |
| Amortization of prior-service costs | \$559 | \$844 | | (a) |
| Amortization of loss | (782 |) (378 | |) (a) |
| Total amortization | (223 |) 466 | | |
| | 86 | (179 | |) Income tax expense (benefit) |
| Total amortization (net of tax) | (137 |) 287 | | |
| Total reclassifications for the period (net of tax) | (\$137 |) \$287 | | |

(a) These accumulated other comprehensive income (loss) components are included in the computation of net periodic pension cost. See Note 6 to the financial statements herein for additional details.

Total reclassifications out of accumulated other comprehensive income (loss) (AOCI) for Entergy Gulf States Louisiana and Entergy Louisiana for the three months ended September 30, 2013 are as follows:

| | Amounts reclassified from AOCI | | | Income Statement Location |
|---|-------------------------------------|----------------------|--|------------------------------|
| | Entergy Gulf States Louisiana | Entergy Louisiana | | |
| Pension and other postretirement liabilities | | | | |
| Amortization of prior-service costs | \$206 | \$62 | | (a) |
| Amortization of loss | (1,947 |) (1,288 | |) (a) |
| Total amortization | (1,741 |) (1,226 | |) |
| | 778 | 542 | | Income tax expense |
| Total amortization (net of tax) | (963 |) (684 | |) |
| Total reclassifications for the period (net of tax) | (\$963 |) (\$684 | |) |

(a) These accumulated other comprehensive income (loss) components are included in the computation of net periodic pension cost. See Note 6 to the financial statements herein for additional details.

Table of Contents

Energy Corporation and Subsidiaries

Notes to Financial Statements

Total reclassifications out of accumulated other comprehensive income (loss) (AOCI) for Entergy Gulf States Louisiana and Entergy Louisiana for the nine months ended September 30, 2014 are as follows:

| | Amounts reclassified from AOCI | | | Income Statement Location |
|---|---|----------------------|--|-----------------------------------|
| | Entergy Gulf States Louisiana (In Thousands) | Entergy Louisiana | | |
| Pension and other postretirement liabilities | | | | |
| Amortization of prior-service costs | \$1,677 | \$2,533 | | (a) |
| Amortization of loss | (2,345) |) (1,134) | |) (a) |
| Total amortization | (668) |) 1,399 | | |
| | 272 | (523) | |) Income tax expense (benefit) |
| Total amortization (net of tax) | (396) |) 876 | | |
| Total reclassifications for the period (net of tax) | (\$396) |) \$876 | | |

(a) These accumulated other comprehensive income (loss) components are included in the computation of net periodic pension cost. See Note 6 to the financial statements herein for additional details.

Total reclassifications out of accumulated other comprehensive income (loss) (AOCI) for Entergy Gulf States Louisiana and Entergy Louisiana for the nine months ended September 30, 2013 are as follows:

| | Amounts reclassified from AOCI | | | Income Statement Location |
|---|---|----------------------|--|------------------------------|
| | Entergy Gulf States Louisiana (In Thousands) | Entergy Louisiana | | |
| Pension and other postretirement liabilities | | | | |
| Amortization of prior-service costs | \$617 | \$186 | | (a) |
| Amortization of loss | (5,839) |) (3,862) | |) (a) |
| Total amortization | (5,222) |) (3,676) | |) |
| | 2,342 | 1,631 | | Income taxes |
| Total amortization (net of tax) | (2,880) |) (2,045) | |) |
| Total reclassifications for the period (net of tax) | (\$2,880) |) (\$2,045) | |) |

(a) These accumulated other comprehensive income (loss) components are included in the computation of net periodic pension cost. See Note 6 to the financial statements herein for additional details.

Table of Contents

Entergy Corporation and Subsidiaries

Notes to Financial Statements

NOTE 4. REVOLVING CREDIT FACILITIES, LINES OF CREDIT, SHORT-TERM BORROWINGS, AND LONG-TERM DEBT (Entergy Corporation, Entergy Arkansas, Entergy Gulf States Louisiana, Entergy Louisiana, Entergy Mississippi, Entergy New Orleans, Entergy Texas, and System Energy)

Entergy Corporation has in place a credit facility that has a borrowing capacity of \$3.5 billion and expires in March 2019. Entergy Corporation also has the ability to issue letters of credit against 50% of the total borrowing capacity of the credit facility. The commitment fee is currently 0.275% of the undrawn commitment amount. Commitment fees and interest rates on loans under the credit facility can fluctuate depending on the senior unsecured debt ratings of Entergy Corporation. The weighted average interest rate for the nine months ended September 30, 2014 was 1.91% on the drawn portion of the facility. Following is a summary of the borrowings outstanding and capacity available under the facility as of September 30, 2014.

| Capacity (In Millions) | Borrowings | Letters of Credit | Capacity Available |
|---------------------------|------------|----------------------|-----------------------|
| \$3,500 | \$245 | \$8 | \$3,247 |

Entergy Corporation's facility requires it to maintain a consolidated debt ratio of 65% or less of its total capitalization. Entergy is in compliance with this covenant. If Entergy fails to meet this ratio, or if Entergy Corporation or one of the Utility operating companies (except Entergy New Orleans) defaults on other indebtedness or is in bankruptcy or insolvency proceedings, an acceleration of the facility maturity date may occur.

Entergy Corporation has a commercial paper program with a Board-approved program limit of up to \$1.5 billion. At September 30, 2014, Entergy Corporation had \$776 million of commercial paper outstanding. The weighted-average interest rate for the nine months ended September 30, 2014 was 0.89%.

Entergy Arkansas, Entergy Gulf States Louisiana, Entergy Louisiana, Entergy Mississippi, Entergy New Orleans, and Entergy Texas each had credit facilities available as of September 30, 2014 as follows:

| Company | Expiration Date | Amount of Facility | Interest Rate (a) | Amount Drawn as of September 30, 2014 |
|-------------------------------|--------------------|-----------------------|-------------------|---|
| Entergy Arkansas | April 2015 | \$20 million (b) | 1.65% | \$— |
| Entergy Arkansas | March 2019 | \$150 million (c) | 1.65% | \$— |
| Entergy Gulf States Louisiana | March 2019 | \$150 million (d) | 1.40% | \$— |
| Entergy Louisiana | March 2019 | \$200 million (e) | 1.40% | \$— |
| Entergy Mississippi | May 2015 | \$37.5 million (f) | 1.65% | \$— |
| Entergy Mississippi | May 2015 | \$35 million (f) | 1.65% | \$— |
| Entergy Mississippi | May 2015 | \$20 million (f) | 1.65% | \$— |
| Entergy Mississippi | May 2015 | \$10 million (f) | 1.65% | \$— |
| Entergy New Orleans | November 2014 | \$25 million | 1.90% | \$— |
| Entergy Texas | March 2019 | \$150 million (g) | 1.65% | \$— |

(a) The interest rate is the rate as of September 30, 2014 that would most likely apply to outstanding borrowings under the facility.

(b) Borrowings under the Entergy Arkansas credit facility may be secured by a security interest in its accounts receivable at Entergy Arkansas's option.

(c) The credit facility allows Entergy Arkansas to issue letters of credit against 50% of the borrowing capacity of the facility. As of September 30, 2014, \$4 million in letters of credit were outstanding.

(d) The credit facility allows Entergy Gulf States Louisiana to issue letters of credit against 50% of the borrowing capacity of the facility. As of September 30, 2014, \$17.9 million in letters of credit were outstanding.

56

Table of Contents

Entergy Corporation and Subsidiaries

Notes to Financial Statements

- (e) The credit facility allows Entergy Louisiana to issue letters of credit against 50% of the borrowing capacity of the facility. As of September 30, 2014, \$16.4 million in letters of credit were outstanding.
- (f) Borrowings under the Entergy Mississippi credit facilities may be secured by a security interest in its accounts receivable at Entergy Mississippi's option.
- (g) The credit facility allows Entergy Texas to issue letters of credit against 50% of the borrowing capacity of the facility. As of September 30, 2014, \$31.4 million in letters of credit were outstanding.

The commitment fees on the credit facilities range from 0.125% to 0.275% of the undrawn commitment amount. Each of the credit facilities requires the Registrant Subsidiary borrower to maintain a debt ratio of 65% or less of its total capitalization. Each Registrant Subsidiary is in compliance with this covenant.

In addition, Entergy Mississippi and Entergy New Orleans each entered into an uncommitted letter of credit facility in 2013 as a means to post collateral to support its obligations related to MISO. As of September 30, 2014, a \$21.8 million letter of credit was outstanding under Entergy Mississippi's letter of credit facility and an \$11.8 million letter of credit was outstanding under Entergy New Orleans's letter of credit facility. As of September 30, 2014, the letter of credit fee on outstanding letters of credit under the Entergy Mississippi and Entergy New Orleans letter of credit facilities was 1.50%.

The short-term borrowings of the Registrant Subsidiaries are limited to amounts authorized by the FERC. The current FERC-authorized limits are effective through October 31, 2015. In addition to borrowings from commercial banks, these companies are authorized under a FERC order to borrow from the Entergy System money pool. The money pool is an inter-company borrowing arrangement designed to reduce the Utility subsidiaries' dependence on external short-term borrowings. Borrowings from the money pool and external short term borrowings combined may not exceed the FERC-authorized limits. The following are the FERC-authorized limits for short-term borrowings and the outstanding short-term borrowings as of September 30, 2014 (aggregating both money pool and external short-term borrowings) for the Registrant Subsidiaries:

| | Authorized (In Millions) | Borrowings |
|-------------------------------|-----------------------------|------------|
| Entergy Arkansas | \$250 | \$64 |
| Entergy Gulf States Louisiana | \$200 | \$— |
| Entergy Louisiana | \$250 | \$8 |
| Entergy Mississippi | \$175 | \$— |
| Entergy New Orleans | \$100 | \$— |
| Entergy Texas | \$200 | \$— |
| System Energy | \$200 | \$— |

Entergy Gulf States Louisiana, Entergy Louisiana, Entergy Mississippi, Entergy Texas, and System Energy have obtained long-term financing authorizations from the FERC that extend through October 2015. Entergy Arkansas has obtained long-term financing authorization from the APSC that extends through December 2015. Entergy New Orleans has obtained long-term financing authorization from the City Council that extends through July 2016.

Variable Interest Entities (Entergy Corporation, Entergy Arkansas, Entergy Gulf States Louisiana, Entergy Louisiana, and System Energy)

See Note 18 to the financial statements in the Form 10-K for a discussion of the consolidation of the nuclear fuel company variable interest entities (VIE). The nuclear fuel company variable interest entities have credit facilities and also issue commercial paper to finance the acquisition and ownership of nuclear fuel as follows as of September 30,

2014:

57

Table of Contents

Entergy Corporation and Subsidiaries
Notes to Financial Statements

| Company | Expiration Date | Amount of Facility | Weighted Average Interest Rate on Borrowings (a) | Amount Outstanding as of September 30, 2014 |
|-----------------------------------|-----------------|-----------------------|--|---|
| | | (Dollars in Millions) | | |
| Entergy Arkansas VIE | June 2016 | \$85 | 1.58% | \$8.0 |
| Entergy Gulf States Louisiana VIE | June 2016 | \$100 | n/a | \$— |
| Entergy Louisiana VIE | June 2016 | \$90 | 1.46% | \$66.4 |
| System Energy VIE | June 2016 | \$125 | 1.60% | \$40.9 |

(a) Includes letter of credit fees and bank fronting fees on commercial paper issuances by the nuclear fuel company variable interest entities for Entergy Arkansas, Entergy Louisiana, and System Energy. The nuclear fuel company variable interest entity for Entergy Gulf States Louisiana does not issue commercial paper, but borrows directly on its bank credit facility.

Amounts outstanding on the Entergy Gulf States Louisiana nuclear fuel company variable interest entity's credit facility, if any, are included in long-term debt on its balance sheet and commercial paper outstanding for the other nuclear fuel company variable interest entities is classified as a current liability on the respective balance sheets. The commitment fees on the credit facilities are 0.10% of the undrawn commitment amount for the Entergy Louisiana and Entergy Gulf States Louisiana VIEs and 0.125% of the undrawn commitment amount for the Entergy Arkansas and System Energy VIEs. Each credit facility requires the respective lessee of nuclear fuel (Entergy Arkansas, Entergy Gulf States Louisiana, Entergy Louisiana, or Entergy Corporation as guarantor for System Energy) to maintain a consolidated debt ratio of 70% or less of its total capitalization.

The nuclear fuel company variable interest entities had notes payable that are included in debt on the respective balance sheets as of September 30, 2014 as follows:

| Company | Description | Amount |
|-----------------------------------|----------------------------------|--------------|
| Entergy Arkansas VIE | 3.23% Series J due July 2016 | \$55 million |
| Entergy Arkansas VIE | 2.62% Series K due December 2017 | \$60 million |
| Entergy Arkansas VIE | 3.65% Series L due July 2021 | \$90 million |
| Entergy Gulf States Louisiana VIE | 3.25% Series Q due July 2017 | \$75 million |
| Entergy Gulf States Louisiana VIE | 3.38% Series R due August 2020 | \$70 million |
| Entergy Louisiana VIE | 3.30% Series F due March 2016 | \$20 million |
| Entergy Louisiana VIE | 3.25% Series G due July 2017 | \$25 million |
| Entergy Louisiana VIE | 3.92% Series H due February 2021 | \$40 million |
| System Energy VIE | 5.33% Series G due April 2015 | \$60 million |
| System Energy VIE | 4.02% Series H due February 2017 | \$50 million |
| System Energy VIE | 3.78% Series I due October 2018 | \$85 million |

In accordance with regulatory treatment, interest on the nuclear fuel company variable interest entities' credit facilities, commercial paper, and long-term notes payable is reported in fuel expense.

Table of Contents

Entergy Corporation and Subsidiaries

Notes to Financial Statements

Debt Issuances and Redemptions

(Entergy Arkansas)

In March 2014, Entergy Arkansas issued \$375 million of 3.70% Series first mortgage bonds due June 2024. Entergy Arkansas used the proceeds to pay, prior to maturity, its \$250 million term loan, to pay, prior to maturity, its \$115 million of 5.0% Series first mortgage bonds due July 2018, and for general corporate purposes.

In July 2014 the Entergy Arkansas nuclear fuel trust variable interest entity issued \$90 million of 3.65% Series L notes due July 2021. The Entergy Arkansas nuclear fuel trust variable interest entity used the proceeds to pay, at maturity, its \$70 million of 5.69% Series I notes due July 2014 and to purchase additional nuclear fuel.

(Entergy Gulf States Louisiana)

In July 2014, Entergy Gulf States Louisiana issued \$110 million of 3.78% Series first mortgage bonds due April 2025. Entergy Gulf States Louisiana used the proceeds to re-establish and replenish its storm damage escrow reserves and for general corporate purposes.

(Entergy Louisiana)

In February 2014 the Entergy Louisiana nuclear fuel company variable interest entity issued \$40 million of 3.92% Series H Notes due February 2021. The Entergy Louisiana nuclear fuel company variable interest entity used the proceeds to purchase additional nuclear fuel.

In June 2014, Entergy Louisiana issued \$170 million of 5% Series first mortgage bonds due July 2044. Entergy Louisiana used the proceeds to pay, prior to maturity, its \$70 million of 6.4% Series first mortgage bonds due October 2034 and to pay, prior to maturity, its \$100 million of 6.3% Series first mortgage bonds due September 2035.

In July 2014, Entergy Louisiana issued \$190 million of 3.78% Series first mortgage bonds due April 2025. Entergy Louisiana used the proceeds to re-establish and replenish its storm damage escrow reserves and for general corporate purposes.

In July 2014 the Entergy Louisiana nuclear fuel company variable interest entity redeemed, at maturity, its \$50 million of 5.69% Series E Notes.

(Entergy Mississippi)

In March 2014, Entergy Mississippi issued \$100 million of 3.75% Series first mortgage bonds due July 2024. Entergy Mississippi used the proceeds to pay, prior to maturity, its \$95 million of 4.95% Series first mortgage bonds due June 2018 and for general corporate purposes.

(Entergy Texas)

In May 2014, Entergy Texas issued \$135 million of 5.625% Series first mortgage bonds due June 2064. Entergy Texas used the proceeds to pay, prior to maturity, a portion of its \$150 million of 7.875% Series first mortgage bonds due June 2039.

Table of Contents

Entergy Corporation and Subsidiaries
Notes to Financial Statements

Fair Value

The book value and the fair value of long-term debt for Entergy Corporation and the Registrant Subsidiaries as of September 30, 2014 are as follows:

| | Book Value of Long-Term Debt (In Thousands) | Fair Value of Long-Term Debt (a) (b) |
|-------------------------------|--|--|
| Entergy | \$12,748,708 | \$12,872,518 |
| Entergy Arkansas | \$2,429,578 | \$2,244,612 |
| Entergy Gulf States Louisiana | \$1,622,755 | \$1,746,041 |
| Entergy Louisiana | \$3,368,934 | \$3,414,414 |
| Entergy Mississippi | \$1,058,806 | \$1,098,397 |
| Entergy New Orleans | \$225,886 | \$226,115 |
| Entergy Texas | \$1,490,216 | \$1,641,839 |
| System Energy | \$710,777 | \$672,972 |

The values exclude lease obligations of \$128 million at Entergy Louisiana and \$51 million at System Energy, (a) long-term DOE obligations of \$181 million at Entergy Arkansas, and the note payable to NYPA of \$97 million at Entergy, and include debt due within one year.

(b) Fair values are classified as Level 2 in the fair value hierarchy discussed in Note 8 to the financial statements and are based on prices derived from inputs such as benchmark yields and reported trades.

The book value and the fair value of long-term debt for Entergy Corporation and the Registrant Subsidiaries as of December 31, 2013 were as follows:

| | Book Value of Long-Term Debt (In Thousands) | Fair Value of Long-Term Debt (a) (b) |
|-------------------------------|--|--|
| Entergy | \$12,596,244 | \$12,439,785 |
| Entergy Arkansas | \$2,405,802 | \$2,142,527 |
| Entergy Gulf States Louisiana | \$1,527,465 | \$1,631,308 |
| Entergy Louisiana | \$3,219,516 | \$3,148,877 |
| Entergy Mississippi | \$1,053,670 | \$1,067,006 |
| Entergy New Orleans | \$225,944 | \$217,692 |
| Entergy Texas | \$1,556,939 | \$1,726,623 |
| System Energy | \$757,436 | \$664,890 |

The values exclude lease obligations of \$149 million at Entergy Louisiana and \$97 million at System Energy, (a) long-term DOE obligations of \$181 million at Entergy Arkansas, and the note payable to NYPA of \$95 million at Entergy, and include debt due within one year.

(b) Fair values are classified as Level 2 in the fair value hierarchy discussed in Note 8 to the financial statements and are based on prices derived from inputs such as benchmark yields and reported trades.

Table of Contents

Entergy Corporation and Subsidiaries

Notes to Financial Statements

NOTE 5. STOCK-BASED COMPENSATION (Entergy Corporation)

Entergy grants stock awards, which are described more fully in Note 12 to the financial statements in the Form 10-K. Awards under Entergy's plans generally vest over three years.

Stock Options

Entergy granted 611,700 stock options during the first quarter 2014 with a weighted-average fair value of \$8.71 per option. At September 30, 2014, there are 8,785,130 stock options outstanding with a weighted-average exercise price of \$81.23. The intrinsic value, which has no effect on net income, of the outstanding stock options is calculated by the difference in the weighted average exercise price of the stock options granted and Entergy Corporation's common stock price as of September 30, 2014. Because Entergy's stock price at September 30, 2014 is less than the weighted average exercise price, the aggregate intrinsic value of the stock options outstanding as of September 30, 2014 is zero. The intrinsic value of "in the money" stock options is \$4.8 million as of September 30, 2014.

The following table includes financial information for stock options for the third quarters of 2014 and 2013:

| | 2014 | 2013 |
|---|---------------|-------|
| | (In Millions) | |
| Compensation expense included in Entergy's net income | \$1.0 | \$1.0 |
| Tax benefit recognized in Entergy's net income | \$0.4 | \$0.4 |
| Compensation cost capitalized as part of fixed assets and inventory | \$0.2 | \$0.2 |

The following table includes financial information for stock options for the nine months ended September 30, 2014 and 2013:

| | 2014 | 2013 |
|---|---------------|-------|
| | (In Millions) | |
| Compensation expense included in Entergy's net income | \$3.1 | \$3.2 |
| Tax benefit recognized in Entergy's net income | \$1.2 | \$1.3 |
| Compensation cost capitalized as part of fixed assets and inventory | \$0.5 | \$0.6 |

Other Equity Plans

In January 2014 the Board approved and Entergy granted 352,600 restricted stock awards and 226,792 long-term incentive awards under the 2011 Equity Ownership and Long-term Cash Incentive Plan. The restricted stock awards were made effective as of January 30, 2014 and were valued at \$63.17 per share, which was the closing price of Entergy's common stock on that date. One-third of the restricted stock awards will vest upon each anniversary of the grant date. The long-term incentive awards are granted in the form of performance units, which are equal to the cash value of shares of Entergy Corporation at the end of the performance period, which is the last day of the year. The performance units were made effective as of January 30, 2014 and were valued at \$67.16 per share. Entergy considers various factors, primarily market conditions, in determining the value of the performance units. Shares of the restricted stock awards have the same dividend and voting rights as other common stock, are considered issued and outstanding shares of Entergy upon vesting, and are expensed ratably over the 3-year vesting period. Shares of the performance units have the same dividend rights as other common stock, are considered issued and outstanding shares of Entergy upon vesting, and are expensed ratably over the 3-year vesting period.

Table of Contents

Entergy Corporation and Subsidiaries

Notes to Financial Statements

The following table includes financial information for other equity plans for the third quarters of 2014 and 2013:

| | 2014 | 2013 |
|---|---------------|-------|
| | (In Millions) | |
| Compensation expense included in Entergy's net income | \$7.6 | \$5.7 |
| Tax benefit recognized in Entergy's net income | \$2.9 | \$2.2 |
| Compensation cost capitalized as part of fixed assets and inventory | \$1.2 | \$0.9 |

The following table includes financial information for other equity plans for the nine months ended September 30, 2014 and 2013:

| | 2014 | 2013 |
|---|---------------|--------|
| | (In Millions) | |
| Compensation expense included in Entergy's net income | \$22.7 | \$17.5 |
| Tax benefit recognized in Entergy's net income | \$8.8 | \$6.8 |
| Compensation cost capitalized as part of fixed assets and inventory | \$3.5 | \$2.7 |

NOTE 6. RETIREMENT AND OTHER POSTRETIREMENT BENEFITS (Entergy Corporation, Entergy Arkansas, Entergy Gulf States Louisiana, Entergy Louisiana, Entergy Mississippi, Entergy New Orleans, Entergy Texas, and System Energy)

Components of Qualified Net Pension Cost

Entergy's qualified pension cost, including amounts capitalized, for the third quarters of 2014 and 2013, included the following components:

| | 2014 | 2013 |
|--|----------------|-----------|
| | (In Thousands) | |
| Service cost - benefits earned during the period | \$35,109 | \$43,542 |
| Interest cost on projected benefit obligation | 72,519 | 65,464 |
| Expected return on assets | (90,366 |) (81,898 |
| Amortization of prior service cost | 400 | 531 |
| Amortization of loss | 36,274 | 54,156 |
| Curtailment loss | — | 1,304 |
| Net pension costs | \$53,936 | \$83,099 |

Table of Contents

Entergy Corporation and Subsidiaries
Notes to Financial Statements

Entergy's qualified pension cost, including amounts capitalized, for the nine months ended September 30, 2014 and 2013, included the following components:

| | 2014 | 2013 |
|--|----------------|------------|
| | (In Thousands) | |
| Service cost - benefits earned during the period | \$105,327 | \$131,644 |
| Interest cost on projected benefit obligation | 217,557 | 195,996 |
| Expected return on assets | (271,098 |) (245,394 |
| Amortization of prior service cost | 1,200 | 1,665 |
| Amortization of loss | 108,822 | 164,058 |
| Curtailment loss | — | 1,304 |
| Special termination benefit | 732 | — |
| Net pension costs | \$162,540 | \$249,273 |

The Registrant Subsidiaries' qualified pension cost, including amounts capitalized, for their employees for the third quarters of 2014 and 2013, included the following components:

| 2014 | Entergy Arkansas | Entergy Gulf States Louisiana | Entergy Louisiana | Entergy Mississippi | Entergy New Orleans | Entergy Texas | System Energy |
|--|---------------------|-------------------------------------|----------------------|------------------------|------------------------|------------------|------------------|
| | (In Thousands) | | | | | | |
| Service cost - benefits earned during the period | \$5,023 | \$2,881 | \$3,546 | \$1,523 | \$666 | \$1,285 | \$1,446 |
| Interest cost on projected benefit obligation | 14,884 | 7,278 | 9,467 | 4,318 | 2,041 | 4,437 | 3,390 |
| Expected return on assets | (18,305 |) (9,488 |) (11,449 |) (5,698 |) (2,505 |) (5,931 |) (4,155 |
| Amortization of loss | 8,989 | 3,981 | 6,131 | 2,354 | 1,449 | 2,339 | 2,375 |
| Net pension cost | \$10,591 | \$4,652 | \$7,695 | \$2,497 | \$1,651 | \$2,130 | \$3,056 |
| 2013 | Entergy Arkansas | Entergy Gulf States Louisiana | Entergy Louisiana | Entergy Mississippi | Entergy New Orleans | Entergy Texas | System Energy |
| | (In Thousands) | | | | | | |
| Service cost - benefits earned during the period | \$6,371 | \$3,599 | \$4,334 | \$1,842 | \$832 | \$1,637 | \$1,836 |
| Interest cost on projected benefit obligation | 13,550 | 6,657 | 8,644 | 3,930 | 1,849 | 4,055 | 3,016 |
| Expected return on assets | (16,717 |) (8,734 |) (10,454 |) (5,279 |) (2,270 |) (5,566 |) (4,299 |
| Amortization of prior service cost | 6 | 2 | 21 | 2 | — | 2 | 3 |
| Amortization of loss | 12,544 | 5,933 | 8,727 | 3,344 | 2,011 | 3,373 | 2,429 |
| Net pension cost | \$15,754 | \$7,457 | \$11,272 | \$3,839 | \$2,422 | \$3,501 | \$2,985 |

Table of Contents

Entergy Corporation and Subsidiaries
Notes to Financial Statements

The Registrant Subsidiaries' qualified pension cost, including amounts capitalized, for their employees for the nine months ended September 30, 2014 and 2013, included the following components:

| 2014 | Entergy Arkansas | Entergy Gulf States Louisiana | Entergy Louisiana | Entergy Mississippi | Entergy New Orleans | Entergy Texas | System Energy |
|--|---------------------|-------------------------------------|----------------------|------------------------|------------------------|------------------|------------------|
| | (In Thousands) | | | | | | |
| Service cost - benefits earned during the period | \$15,069 | \$8,643 | \$10,638 | \$4,569 | \$1,998 | \$3,855 | \$4,338 |
| Interest cost on projected benefit obligation | 44,652 | 21,834 | 28,401 | 12,954 | 6,123 | 13,311 | 10,170 |
| Expected return on assets | (54,915) | (28,464) | (34,347) | (17,094) | (7,515) | (17,793) | (12,465) |
| Amortization of loss | 26,967 | 11,943 | 18,393 | 7,062 | 4,347 | 7,017 | 7,125 |
| Net pension cost | \$31,773 | \$13,956 | \$23,085 | \$7,491 | \$4,953 | \$6,390 | \$9,168 |
| 2013 | Entergy Arkansas | Entergy Gulf States Louisiana | Entergy Louisiana | Entergy Mississippi | Entergy New Orleans | Entergy Texas | System Energy |
| | (In Thousands) | | | | | | |
| Service cost - benefits earned during the period | \$19,113 | \$10,797 | \$13,002 | \$5,526 | \$2,496 | \$4,911 | \$5,508 |
| Interest cost on projected benefit obligation | 40,650 | 19,971 | 25,932 | 11,790 | 5,547 | 12,165 | 9,048 |
| Expected return on assets | (50,151) | (26,202) | (31,362) | (15,837) | (6,810) | (16,698) | (12,897) |
| Amortization of prior service cost | 18 | 6 | 63 | 6 | — | 6 | 9 |
| Amortization of loss | 37,631 | 17,800 | 26,181 | 10,032 | 6,033 | 10,118 | 7,286 |
| Net pension cost | \$47,261 | \$22,372 | \$33,816 | \$11,517 | \$7,266 | \$10,502 | \$8,954 |

Non-Qualified Net Pension Cost

Entergy recognized \$6.5 million and \$33.1 million in pension cost for its non-qualified pension plans in the third quarters of 2014 and 2013, respectively. Reflected in the pension cost for non-qualified pension plans in the third quarters of 2014 and 2013, respectively, is a \$2.3 million and a \$28.1 million settlement charge related to the payment of lump sum benefits out of the plan. Entergy recognized \$25.6 million and \$44.1 million in pension cost for its non-qualified pension plans for the nine months ended September 30, 2014 and 2013, respectively. Reflected in the pension costs for non-qualified pension plans for the nine months ended September 30, 2014 and 2013, respectively, is a \$12.5 million and a \$28.1 million settlement charge related to the payment of lump sum benefits out of the plan.

The Registrant Subsidiaries recognized the following pension cost for their employees for their non-qualified pension plans in the third quarters of 2014 and 2013:

| | Entergy Arkansas | Entergy Gulf States Louisiana | Entergy Louisiana | Entergy Mississippi | Entergy New Orleans | Entergy Texas |
|----------------------------|---------------------|-------------------------------------|----------------------|------------------------|------------------------|------------------|
| | (In Thousands) | | | | | |
| Non-qualified pension cost | \$377 | \$32 | \$1 | \$47 | \$24 | \$129 |

| | | | | | | |
|----------------------------|-------|------|-----|------|------|-------|
| third quarter 2014 | | | | | | |
| Non-qualified pension cost | | | | | | |
| third quarter 2013 | \$121 | \$38 | \$3 | \$46 | \$22 | \$560 |

Table of Contents

Entergy Corporation and Subsidiaries
Notes to Financial Statements

The Registrant Subsidiaries recognized the following pension cost for their employees for their non-qualified pension plans for the nine months ended September 30, 2014 and 2013:

| | Entergy Arkansas | Entergy Gulf States Louisiana | Entergy Louisiana | Entergy Mississippi | Entergy New Orleans | Entergy Texas |
|---|---------------------|-------------------------------------|----------------------|------------------------|------------------------|------------------|
| | (In Thousands) | | | | | |
| Non-qualified pension cost nine months ended September 30, 2014 | \$657 | \$98 | \$4 | \$143 | \$70 | \$373 |
| Non-qualified pension cost nine months ended September 30, 2013 | \$326 | \$113 | \$9 | \$139 | \$68 | \$857 |

Reflected in Entergy Arkansas's non-qualified pension costs in the third quarters of 2014 and 2013, respectively, are \$274 thousand and \$19 thousand in settlement charges related to the payment of lump sum benefits out of the plan. Reflected in Entergy Arkansas's non-qualified pension costs for the nine months ended September 30, 2014 and 2013, respectively, are \$337 thousand and \$19 thousand in settlement charges related to the payment of lump sum benefits out of the plan. Reflected in Entergy Texas's non-qualified pension costs in the third quarters of 2014 and 2013, respectively, are \$10 thousand and \$415 thousand in settlement charges related to the payment of lump sum benefits out of the plan. Reflected in Entergy Texas's non-qualified pension costs for the nine months ended September 30, 2014 and 2013, respectively, are \$16 thousand and \$415 thousand in settlement charges related to the payment of lump sum benefits out of the plan.

Components of Net Other Postretirement Benefit Cost

Entergy's other postretirement benefit cost, including amounts capitalized, for the third quarters of 2014 and 2013, included the following components:

| | 2014 (In Thousands) | 2013 |
|---|------------------------|----------|
| Service cost - benefits earned during the period | \$10,873 | \$18,917 |
| Interest cost on accumulated postretirement benefit obligation (APBO) | 17,960 | 19,766 |
| Expected return on assets | (11,197) | (9,950) |
| Amortization of prior service credit | (7,898) | (3,334) |
| Amortization of loss | 2,786 | 11,304 |
| Net other postretirement benefit cost | \$12,524 | \$36,703 |

Entergy's other postretirement benefit cost, including amounts capitalized, for the nine months ended September 30, 2014 and 2013, included the following components:

| | 2014 (In Thousands) | 2013 |
|---|------------------------|-----------|
| Service cost - benefits earned during the period | \$32,619 | \$56,751 |
| Interest cost on accumulated postretirement benefit obligation (APBO) | 53,880 | 59,298 |
| Expected return on assets | (33,591) | (29,850) |
| Amortization of prior service credit | (23,694) | (10,002) |
| Amortization of loss | 8,358 | 33,912 |
| Net other postretirement benefit cost | \$37,572 | \$110,109 |

Table of ContentsEntergy Corporation and Subsidiaries
Notes to Financial Statements

The Registrant Subsidiaries' other postretirement benefit cost, including amounts capitalized, for their employees for the third quarters of 2014 and 2013, included the following components:

| 2014 | Entergy Arkansas | Entergy Gulf States Louisiana | Entergy Louisiana | Entergy Mississippi | Entergy New Orleans | Entergy Texas | System Energy |
|--|---------------------|-------------------------------------|----------------------|------------------------|------------------------|------------------|------------------|
| (In Thousands) | | | | | | | |
| Service cost - benefits earned during the period | \$1,489 | \$1,224 | \$1,130 | \$475 | \$217 | \$595 | \$515 |
| Interest cost on APBO | 3,065 | 2,095 | 2,066 | 914 | 701 | 1,413 | 653 |
| Expected return on assets | (4,784) | — | — | (1,443) | (1,119) | (2,590) | (932) |
| Amortization of prior service credit | (610) | (559) | (844) | (229) | (177) | (325) | (206) |
| Amortization of loss | 317 | 303 | 378 | 37 | 14 | 200 | 111 |
| Net other postretirement benefit cost | (\$523) | \$3,063 | \$2,730 | (\$246) | (\$364) | (\$707) | \$141 |
| 2013 | Entergy Arkansas | Entergy Gulf States Louisiana | Entergy Louisiana | Entergy Mississippi | Entergy New Orleans | Entergy Texas | System Energy |
| (In Thousands) | | | | | | | |
| Service cost - benefits earned during the period | \$2,414 | \$2,001 | \$2,172 | \$819 | \$447 | \$950 | \$907 |
| Interest cost on APBO | 3,360 | 2,226 | 2,349 | 1,074 | 785 | 1,515 | 729 |
| Expected return on assets | (4,149) | — | — | (1,317) | (1,014) | (2,321) | (825) |
| Amortization of prior service cost/(credit) | (133) | (206) | (62) | (35) | 10 | (107) | (16) |
| Amortization of loss | 2,041 | 1,173 | 1,288 | 662 | 396 | 976 | 479 |
| Net other postretirement benefit cost | \$3,533 | \$5,194 | \$5,747 | \$1,203 | \$624 | \$1,013 | \$1,274 |

The Registrant Subsidiaries' other postretirement benefit cost, including amounts capitalized, for their employees for the nine months ended September 30, 2014 and 2013, included the following components:

| 2014 | Entergy Arkansas | Entergy Gulf States Louisiana | Entergy Louisiana | Entergy Mississippi | Entergy New Orleans | Entergy Texas | System Energy |
|--|---------------------|-------------------------------------|----------------------|------------------------|------------------------|------------------|------------------|
| (In Thousands) | | | | | | | |
| Service cost - benefits earned during the period | \$4,467 | \$3,672 | \$3,390 | \$1,425 | \$651 | \$1,785 | \$1,545 |
| Interest cost on APBO | 9,195 | 6,285 | 6,198 | 2,742 | 2,103 | 4,239 | 1,959 |
| Expected return on assets | (14,352) | — | — | (4,329) | (3,357) | (7,770) | (2,796) |
| Amortization of prior service credit | (1,830) | (1,677) | (2,532) | (687) | (531) | (975) | (618) |

Edgar Filing: ENTERGY CORP /DE/ - Form 10-Q

| | | | | | | | |
|---------------------------------------|------------|---------|---------|----------|------------|-----------|-------|
| Amortization of loss | 951 | 909 | 1,134 | 111 | 42 | 600 | 333 |
| Net other postretirement benefit cost | (\$1,569) | \$9,189 | \$8,190 | (\$738) | (\$1,092) | (\$2,121) | \$423 |

66

Table of Contents

Entergy Corporation and Subsidiaries
Notes to Financial Statements

| 2013 | Entergy Arkansas | Entergy Gulf States Louisiana | Entergy Louisiana | Entergy Mississippi | Entergy New Orleans | Entergy Texas | System Energy |
|--|---------------------|-------------------------------------|----------------------|------------------------|------------------------|------------------|------------------|
| | (In Thousands) | | | | | | |
| Service cost - benefits earned during the period | \$7,242 | \$6,003 | \$6,516 | \$2,457 | \$1,341 | \$2,850 | \$2,721 |
| Interest cost on APBO | 10,080 | 6,678 | 7,047 | 3,222 | 2,355 | 4,545 | 2,187 |
| Expected return on assets | (12,447) | — | — | (3,951) | (3,042) | (6,963) | (2,475) |
| Amortization of prior service cost/(credit) | (399) | (618) | (186) | (105) | 30 | (321) | (48) |
| Amortization of loss | 6,124 | 3,520 | 3,862 | 1,987 | 1,189 | 2,927 | 1,437 |
| Net other postretirement benefit cost | \$10,600 | \$15,583 | \$17,239 | \$3,610 | \$1,873 | \$3,038 | \$3,822 |

Reclassification out of Accumulated Other Comprehensive Income

Entergy and the Registrant Subsidiaries reclassified the following costs out of accumulated other comprehensive income (before taxes and including amounts capitalized) for the third quarters of 2014 and 2013:

| 2014 | Qualified Pension Costs | Other Postretirement Costs | Non-Qualified Pension Costs | Total |
|------------------------------------|-------------------------------|----------------------------------|--------------------------------|------------|
| | (In Thousands) | | | |
| Entergy | | | | |
| Amortization of prior service cost | (\$389) | \$5,570 | (\$107) | \$5,074 |
| Amortization of loss | (6,734) | (1,673) | (545) | (8,952) |
| Settlement loss | — | — | (423) | (423) |
| | (\$7,123) | \$3,897 | (\$1,075) | (\$4,301) |
| Entergy Gulf States Louisiana | | | | |
| Amortization of prior service cost | \$— | \$559 | \$— | \$559 |
| Amortization of loss | (478) | (303) | (1) | (782) |
| | (\$478) | \$256 | (\$1) | (\$223) |
| Entergy Louisiana | | | | |
| Amortization of prior service cost | \$— | \$844 | \$— | \$844 |
| Amortization of loss | — | (378) | — | (378) |
| | \$— | \$466 | \$— | \$466 |

Table of Contents
 Entergy Corporation and Subsidiaries
 Notes to Financial Statements

| 2013 | Qualified Pension Costs (In Thousands) | Other Postretirement Costs | Non-Qualified Pension Costs | Total |
|------------------------------------|---|----------------------------------|--------------------------------|-----------|
| Entergy | | | | |
| Amortization of prior service cost | (\$466 |) | \$3,007 | (\$127 |
| Amortization of loss | (11,050 |) | (5,485 |) |
| Curtailment loss | (1,304 |) | — |) |
| Settlement loss | — |) | — |) |
| | (\$12,820 |) | (\$2,478 |) |
| | | | (\$10,433 |) |
| | | | | (\$25,731 |
| Entergy Gulf States Louisiana | | | | |
| Amortization of prior service cost | \$— | | \$206 | \$— |
| Amortization of loss | (772 |) | (1,173 |) |
| | (\$772 |) | (\$967 |) |
| | | | (\$2 |) |
| | | | | (\$1,741 |
| Entergy Louisiana | | | | |
| Amortization of prior service cost | \$— | | \$62 | \$— |
| Amortization of loss | — |) | (1,288 |) |
| | \$— | | (\$1,226 |) |

Entergy and the Registrant Subsidiaries reclassified the following costs out of accumulated other comprehensive income (before taxes and including amounts capitalized) for the nine months ended September 30, 2014 and 2013:

| 2014 | Qualified Pension Costs (In Thousands) | Other Postretirement Costs | Non-Qualified Pension Costs | Total |
|------------------------------------|---|----------------------------------|--------------------------------|-----------|
| Entergy | | | | |
| Amortization of prior service cost | (\$1,167 |) | \$16,711 | (\$317 |
| Amortization of loss | (20,202 |) | (5,019 |) |
| Settlement loss | — |) | — |) |
| | (\$21,369 |) | \$11,692 |) |
| | | | (\$4,970 |) |
| | | | | (\$14,647 |
| Entergy Gulf States Louisiana | | | | |
| Amortization of prior service cost | \$— | | \$1,677 | \$— |
| Amortization of loss | (1,433 |) | (909 |) |
| | (\$1,433 |) | \$768 |) |
| | | | (\$3 |) |
| | | | | (\$668 |
| Entergy Louisiana | | | | |
| Amortization of prior service cost | \$— | | \$2,533 | \$— |
| Amortization of loss | — |) | (1,134 |) |
| | \$— | | \$1,399 | \$— |

Table of Contents

Entergy Corporation and Subsidiaries
Notes to Financial Statements

| 2013 | Qualified Pension Costs (In Thousands) | Other Postretirement Costs | Non-Qualified Pension Costs | Total |
|--------------------------------------|---|----------------------------------|--------------------------------|-------------|
| Entergy | | | | |
| Amortization of prior service cost | (\$1,472) | \$9,022 | (\$375) | \$7,175 |
| Amortization of loss | (34,740) | (16,455) | (2,073) | (53,268) |
| Curtailement loss | (1,304) | — | — | (1,304) |
| Settlement loss | — | — | (9,662) | (9,662) |
| | (\$37,516) | (\$7,433) | (\$12,110) | (\$57,059) |
| Entergy Gulf States Louisiana | | | | |
| Amortization of prior service cost | (\$1) | \$618 | \$— | \$617 |
| Amortization of loss | (2,314) | (3,520) | (5) | (5,839) |
| | (\$2,315) | (\$2,902) | (\$5) | (\$5,222) |
| Entergy Louisiana | | | | |
| Amortization of prior service cost | \$— | \$186 | \$— | \$186 |
| Amortization of loss | — | (3,862) | — | (3,862) |
| | \$— | (\$3,676) | \$— | (\$3,676) |

Employer Contributions

Based on current assumptions, Entergy expects to contribute \$399 million to its qualified pension plans in 2014. As of September 30, 2014, Entergy had contributed \$320 million to its pension plans. Based on current assumptions, the Registrant Subsidiaries expect to contribute the following to qualified pension plans for their employees in 2014:

| | Entergy Arkansas | Entergy Gulf States Louisiana | Entergy Louisiana | Entergy Mississippi | Entergy New Orleans | Entergy Texas | System Energy |
|--|---------------------|-------------------------------------|----------------------|------------------------|---------------------------|------------------|------------------|
| | (In Thousands) | | | | | | |
| Expected 2014 pension contributions | \$95,464 | \$30,176 | \$54,549 | \$21,839 | \$10,509 | \$17,072 | \$21,158 |
| Pension contributions made through September 2014 | \$76,371 | \$24,217 | \$43,475 | \$17,455 | \$8,408 | \$13,793 | \$16,989 |
| Remaining estimated pension contributions to be made in 2014 | \$19,093 | \$5,959 | \$11,074 | \$4,384 | \$2,101 | \$3,279 | \$4,169 |

NOTE 7. BUSINESS SEGMENT INFORMATION (Entergy Corporation, Entergy Arkansas, Entergy Gulf States Louisiana, Entergy Louisiana, Entergy Mississippi, Entergy New Orleans, Entergy Texas, and System Energy)

Entergy Corporation

Entergy's reportable segments as of September 30, 2014 are Utility and Entergy Wholesale Commodities. Utility includes the generation, transmission, distribution, and sale of electric power in portions of Arkansas, Louisiana, Mississippi, and Texas, and natural gas utility service in portions of Louisiana. Entergy Wholesale Commodities includes the ownership and operation of six nuclear power plants located in the northern United States and the sale of the electric power produced by those plants to wholesale customers. Entergy Wholesale Commodities

Table of Contents

Entergy Corporation and Subsidiaries
Notes to Financial Statements

also includes the ownership of interests in non-nuclear power plants that sell the electric power produced by those plants to wholesale customers. "All Other" includes the parent company, Entergy Corporation, and other business activity.

Entergy's segment financial information for the third quarters of 2014 and 2013 is as follows:

| | Utility | Entergy Wholesale Commodities* | All Other | Eliminations | Entergy |
|--------------------------------|----------------|--------------------------------------|-------------|--------------|-------------|
| | (In Thousands) | | | | |
| 2014 | | | | | |
| Operating revenues | \$2,852,088 | \$605,740 | \$275 | \$7 | \$3,458,110 |
| Income taxes (benefit) | \$172,188 | \$2,303 | (\$12,726) | \$— | \$161,765 |
| Consolidated net income (loss) | \$315,263 | (\$32,678) | (\$14,793) | (\$32,876) | \$234,916 |
| 2013 | | | | | |
| Operating revenues | \$2,732,482 | \$623,321 | \$787 | (\$4,631) | \$3,351,959 |
| Income taxes (benefit) | \$170,816 | (\$107,337) | (\$38,926) | \$— | \$24,553 |
| Consolidated net income (loss) | \$352,303 | (\$92,828) | \$11,102 | (\$26,395) | \$244,182 |

Entergy's segment financial information for the nine months ended September 30, 2014 and 2013 is as follows:

| | Utility | Entergy Wholesale Commodities* | All Other | Eliminations | Entergy |
|--------------------------------|----------------|--------------------------------------|-------------|--------------|-------------|
| | (In Thousands) | | | | |
| 2014 | | | | | |
| Operating revenues | \$7,566,187 | \$2,095,752 | \$1,765 | (\$101) | \$9,663,603 |
| Income taxes (benefit) | \$410,135 | \$140,777 | (\$43,438) | \$— | \$507,474 |
| Consolidated net income (loss) | \$732,838 | \$236,255 | (\$47,869) | (\$85,974) | \$835,250 |
| 2013 | | | | | |
| Operating revenues | \$6,948,258 | \$1,770,577 | \$2,775 | (\$22,569) | \$8,699,041 |
| Income taxes (benefit) | \$340,817 | (\$64,968) | (\$61,647) | \$— | \$214,202 |
| Consolidated net income (loss) | \$680,694 | \$818 | (\$23,107) | (\$79,185) | \$579,220 |

Businesses marked with * are sometimes referred to as the "competitive businesses." Eliminations are primarily intersegment activity. Almost all of Entergy's goodwill is related to the Utility segment.

Registrant Subsidiaries

Each of the Registrant Subsidiaries has one reportable segment, which is an integrated utility business, except for System Energy, which is an electricity generation business. Each of the Registrant Subsidiaries' operations is managed on an integrated basis by that company because of the substantial effect of cost-based rates and regulatory oversight on the business process, cost structures, and operating results.

Table of Contents

Entergy Corporation and Subsidiaries

Notes to Financial Statements

NOTE 8. RISK MANAGEMENT AND FAIR VALUES (Entergy Corporation, Entergy Arkansas, Entergy Gulf States Louisiana, Entergy Louisiana, Entergy Mississippi, Entergy New Orleans, Entergy Texas, and System Energy)

Market Risk

In the normal course of business, Entergy is exposed to a number of market risks. Market risk is the potential loss that Entergy may incur as a result of changes in the market or fair value of a particular commodity or instrument. All financial and commodity-related instruments, including derivatives, are subject to market risk including commodity price risk, equity price, and interest rate risk. Entergy uses derivatives primarily to mitigate commodity price risk, particularly power price and fuel price risk.

The Utility has limited exposure to the effects of market risk because it operates primarily under cost-based rate regulation. To the extent approved by their retail regulators, the Utility operating companies use derivative instruments to hedge the exposure to price volatility inherent in their purchased power, fuel, and gas purchased for resale costs that are recovered from customers.

As a wholesale generator, Entergy Wholesale Commodities' core business is selling energy, measured in MWh, to its customers. Entergy Wholesale Commodities enters into forward contracts with its customers and also sells energy and capacity in the day ahead or spot markets. In addition to its forward physical power contracts, Entergy Wholesale Commodities also uses a combination of financial contracts, including swaps, collars, and options, to mitigate commodity price risk. When the market price falls, the combination of instruments is expected to settle in gains that offset lower revenue from generation, which results in a more predictable cash flow.

Entergy's exposure to market risk is determined by a number of factors, including the size, term, composition, and diversification of positions held, as well as market volatility and liquidity. For instruments such as options, the time period during which the option may be exercised and the relationship between the current market price of the underlying instrument and the option's contractual strike or exercise price also affects the level of market risk. A significant factor influencing the overall level of market risk to which Entergy is exposed is its use of hedging techniques to mitigate such risk. Hedging instruments and volumes are chosen based on ability to mitigate risk associated with future energy and capacity prices; however, other considerations are factored into hedge product and volume decisions including corporate liquidity, corporate credit ratings, counterparty credit risk, hedging costs, firm settlement risk, and product availability in the marketplace. Entergy manages market risk by actively monitoring compliance with stated risk management policies as well as monitoring the effectiveness of its hedging policies and strategies. Entergy's risk management policies limit the amount of total net exposure and rolling net exposure during the stated periods. These policies, including related risk limits, are regularly assessed to ensure their appropriateness given Entergy's objectives.

Derivatives

Some derivative instruments are classified as cash flow hedges due to their financial settlement provisions while others are classified as normal purchase/normal sale transactions due to their physical settlement provisions. Normal purchase/normal sale risk management tools include power purchase and sales agreements, fuel purchase agreements, capacity contracts, and tolling agreements. Financially-settled cash flow hedges can include natural gas and electricity swaps and options and interest rate swaps. Entergy may enter into financially-settled swap and option contracts to manage market risk that may or may not be designated as hedging instruments.

Entergy enters into derivatives to manage natural risks inherent in its physical or financial assets or liabilities. The maximum length of time over which Entergy is currently hedging the variability in future cash flows with derivatives for forecasted power transactions at September 30, 2014 is approximately 2.25 years. Planned generation currently under contract from Entergy Wholesale Commodities nuclear power plants is 75% for the remainder of 2014, of which approximately 60% is sold under financial derivatives and the remainder under normal purchase/normal sale contracts. Total planned generation for the remainder of 2014 is 10 TWh.

Table of Contents

Entergy Corporation and Subsidiaries

Notes to Financial Statements

Entergy manages fuel price volatility for its Louisiana jurisdictions (Entergy Gulf States Louisiana, Entergy Louisiana, and Entergy New Orleans) and Entergy Mississippi through the purchase of short-term natural gas swaps that financially settle against NYMEX futures. These swaps are marked-to-market through fuel expense with offsetting regulatory assets or liabilities. All benefits or costs of the program are recorded in fuel costs. The notional volumes of these swaps are based on a portion of projected annual exposure to gas for electric generation and projected winter purchases for gas distribution at Entergy Gulf States Louisiana and Entergy New Orleans. The total volume of natural gas swaps outstanding as of September 30, 2014 is 19,999,000 MMBtu for Entergy, 9,400,000 MMBtu for Entergy Gulf States Louisiana, 6,690,000 MMBtu for Entergy Louisiana, 2,670,000 MMBtu for Entergy Mississippi, and 1,239,000 MMBtu for Entergy New Orleans. Credit support for these natural gas swaps is covered by master agreements that do not require collateralization based on mark-to-market value, but do carry adequate assurance language that may lead to collateralization requests.

During the second quarter 2014, Entergy participated in the annual FTR auction process for the MISO planning year of June 1, 2014 through May 31, 2015. FTRs are derivative instruments which represent economic hedges of future congestion charges that will be incurred in serving Entergy's customer load. They are not designated as hedging instruments. Entergy initially records FTRs at their estimated fair value and subsequently adjusts the carrying value to their estimated fair value at the end of each accounting period prior to settlement. Unrealized gains or losses on FTRs held by Entergy Wholesale Commodities are included in operating revenues. The Utility operating companies recognize regulatory liabilities or assets for unrealized gains or losses on FTRs. The total volume of FTRs outstanding as of September 30, 2014 is 73,378 GWh for Entergy, including 15,935 GWh for Entergy Arkansas, 16,199 GWh for Entergy Gulf States Louisiana, 16,991 GWh for Entergy Louisiana, 9,032 GWh for Entergy Mississippi, 5,846 GWh for Entergy New Orleans, and 9,264 GWh for Entergy Texas. Credit support for FTRs held by the Utility operating companies is covered by cash or letters of credit issued by each Utility operating company as required by MISO. Credit support for FTRs held by Entergy Wholesale Commodities is covered by cash. As of September 30, 2014, no cash collateral was required to be posted.

Table of Contents

Entergy Corporation and Subsidiaries

Notes to Financial Statements

The fair values of Entergy's derivative instruments in the consolidated balance sheet as of September 30, 2014 are shown in the table below. Certain investments, including those not designated as hedging instruments, are subject to master netting arrangements and are presented in the balance sheet on a net basis in accordance with accounting guidance for derivatives and hedging.

| Instrument | Balance Sheet Location | Fair Value (a) (In Millions) | Offset (b) | Net (c) (d) | Business |
|---|--|---------------------------------|------------|-------------|---|
| Derivatives designated as hedging instruments | | | | | |
| Assets: | | | | | |
| Electricity swaps and options | Prepayments and other (current portion) | \$118 | (\$117) | \$1 | Entergy Wholesale Commodities |
| Electricity swaps and options | Other deferred debits and other assets (non-current portion) | \$21 | (\$16) | \$5 | Entergy Wholesale Commodities |
| Liabilities: | | | | | |
| Electricity swaps and options | Other current liabilities (current portion) | \$206 | (\$145) | \$61 | Entergy Wholesale Commodities |
| Electricity swaps and options | Other non-current liabilities (non-current portion) | \$33 | (\$14) | \$19 | Entergy Wholesale Commodities |
| Derivatives not designated as hedging instruments | | | | | |
| Assets: | | | | | |
| Electricity swaps and options | Prepayments and other (current portion) | \$93 | (\$82) | \$11 | Entergy Wholesale Commodities |
| Electricity swaps and options | Other deferred debits and other assets (non-current portion) | \$8 | (\$8) | \$— | Entergy Wholesale Commodities |
| FTRs | Prepayments and other | \$92 | (\$9) | \$83 | Utility and Entergy Wholesale Commodities |
| Liabilities: | | | | | |
| Electricity swaps and options | Other current liabilities (current portion) | \$78 | (\$54) | \$24 | Entergy Wholesale Commodities |
| Electricity swaps and options | Other non-current liabilities (non-current portion) | \$14 | (\$10) | \$4 | Entergy Wholesale Commodities |
| Natural gas swaps | Other current liabilities | \$1 | \$— | \$1 | Utility |

Table of Contents

Entergy Corporation and Subsidiaries

Notes to Financial Statements

The fair values of Entergy's derivative instruments in the consolidated balance sheet as of December 31, 2013 are shown in the table below. Certain investments, including those not designated as hedging instruments, are subject to master netting arrangements and are presented in the balance sheet on a net basis in accordance with accounting guidance for derivatives and hedging.

| Instrument | Balance Sheet Location | Fair Value (a) | Offset (b) | Net (c) (d) | Business |
|---|--|----------------|------------|-------------|---|
| (In Millions) | | | | | |
| Derivatives designated as hedging instruments | | | | | |
| Assets: | | | | | |
| Electricity swaps and options | Prepayments and other (current portion) | \$118 | (\$99) | \$19 | Entergy Wholesale Commodities |
| Electricity swaps and options | Other deferred debits and other assets (non-current portion) | \$17 | (\$17) | \$— | Entergy Wholesale Commodities |
| Liabilities: | | | | | |
| Electricity swaps and options | Other current liabilities (current portion) | \$197 | (\$131) | \$66 | Entergy Wholesale Commodities |
| Electricity swaps and options | Other non-current liabilities (non-current portion) | \$46 | (\$17) | \$29 | Entergy Wholesale Commodities |
| Derivatives not designated as hedging instruments | | | | | |
| Assets: | | | | | |
| Electricity swaps and options | Prepayments and other (current portion) | \$177 | (\$122) | \$55 | Entergy Wholesale Commodities |
| Natural gas swaps | Prepayments and other | \$6 | \$— | \$6 | Utility |
| FTRs | Prepayments and other | \$36 | (\$2) | \$34 | Utility and Entergy Wholesale Commodities |
| Liabilities: | | | | | |
| Electricity swaps and options | Other current liabilities (current portion) | \$201 | (\$89) | \$112 | Entergy Wholesale Commodities |

(a) Represents the gross amounts of recognized assets/liabilities

(b) Represents the netting of fair value balances with the same counterparty

(c) Represents the net amounts of assets /liabilities presented on the Entergy Consolidated Balance Sheets

(d) Excludes cash collateral in the amounts of \$4 million posted as of September 30, 2014 and \$47 million posted and \$4 million held as of December 31, 2013, respectively

Table of Contents

Entergy Corporation and Subsidiaries
Notes to Financial Statements

The effect of Entergy's derivative instruments designated as cash flow hedges on the consolidated income statements for the three months ended September 30, 2014 and 2013 are as follows:

| Instrument | Amount of gain (loss) recognized in other comprehensive income (In Millions) | Income Statement location | Amount of gain reclassified from AOCI into income (In Millions) |
|-------------------------------|---|---|--|
| 2014 | | | |
| Electricity swaps and options | \$8 | Competitive businesses operating revenues | \$13 |
| 2013 | | | |
| Electricity swaps and options | (\$4) | Competitive businesses operating revenues | \$35 |

The effect of Entergy's derivative instruments designated as cash flow hedges on the consolidated income statements for the nine months ended September 30, 2014 and 2013 are as follows:

| Instrument | Amount of loss recognized in other comprehensive income (In Millions) | Income Statement location | Amount of gain (loss) reclassified from AOCI into income (In Millions) |
|-------------------------------|--|---|---|
| 2014 | | | |
| Electricity swaps and options | (\$177) | Competitive businesses operating revenues | (\$182) |
| 2013 | | | |
| Electricity swaps and options | (\$78) | Competitive businesses operating revenues | \$38 |

Electricity over-the-counter instruments that financially settle against day-ahead power pool prices are used to manage price exposure for Entergy Wholesale Commodities generation. Unrealized gains or losses recorded in other comprehensive income result from hedging power output at the Entergy Wholesale Commodities power plants. The related gains or losses from hedging power are included in operating revenues when realized. Gains totaling approximately \$13 million and \$35 million were realized on the maturity of cash flow hedges, before taxes of \$5 million and \$13 million, for the three months ended September 30, 2014 and 2013, respectively. Gains (losses) totaling approximately (\$182) million and \$38 million were realized on the maturity of cash flow hedges, before taxes (benefit) of (\$64) million and \$14 million, for the nine months ended September 30, 2014 and 2013, respectively. The change in fair value of Entergy's cash flow hedges due to ineffectiveness during the three months ended September 30, 2014 and 2013 was (\$1.0) million and (\$1.8) million, respectively. The change in fair value of Entergy's cash flow hedges due to ineffectiveness during the nine months ended September 30, 2014 and 2013 was \$0.8 million and (\$2.3) million, respectively. The ineffective portion of cash flow hedges is recorded in competitive businesses operating revenues.

Based on market prices as of September 30, 2014, unrealized losses recorded in AOCI on cash flow hedges relating to power sales totaled (\$113) million of net unrealized losses. Approximately (\$96) million is expected to be reclassified from AOCI to operating revenues in the next twelve months. The actual amount reclassified from AOCI, however, could vary due to future changes in market prices.

Table of Contents

Entergy Corporation and Subsidiaries

Notes to Financial Statements

Certain of the agreements to sell the power produced by Entergy Wholesale Commodities power plants contain provisions that require an Entergy subsidiary to provide collateral to secure its obligations when the current market prices exceed the contracted power prices. The primary form of collateral to satisfy these requirements is an Entergy Corporation guarantee. As of September 30, 2014, derivative contracts with nine counterparties were in a liability position (approximately \$96 million total). In addition to the corporate guarantee, \$4 million in cash collateral was required to be posted. As of September 30, 2013, derivative contracts with five counterparties were in a liability position (approximately \$32 million total), but were significantly below the amount of the guarantee provided under the contract and no cash collateral was required. If the Entergy Corporation credit rating falls below investment grade, the effect of the corporate guarantee is typically ignored and Entergy would have to post collateral equal to the estimated outstanding liability under the contract at the applicable date.

Entergy may effectively liquidate a cash flow hedge instrument by entering into a contract offsetting the original hedge, and then de-designating the original hedge in this situation. Gains or losses accumulated in other comprehensive income prior to de-designation continue to be deferred in other comprehensive income until they are included in income as the original hedged transaction occurs. From the point of de-designation, the gains or losses on the original hedge and the offsetting contract are recorded as assets or liabilities on the balance sheet and offset as they flow through to earnings.

The effect of Entergy's derivative instruments not designated as hedging instruments on the consolidated income statements for the three months ended September 30, 2014 and 2013 is as follows:

| Instrument | Amount of gain (loss) recognized in AOCI (In Millions) | Income Statement location | Amount of gain (loss) recorded in the income statement (In Millions) |
|--|---|--|---|
| 2014 | | | |
| Natural gas swaps | \$— | Fuel, fuel-related expenses, and gas purchased for resale | (a) (\$8) |
| FTRs | \$— | Purchased power expense | (b) \$47 |
| Electricity swaps and options de-designated as hedged items | (\$9) | Competitive business operating revenues | (\$5) |
| 2013 | | | |
| Natural gas swaps | \$— | Fuel, fuel-related expenses, and gas purchased for resale | (a) (\$1) |
| Electricity swaps and options de-designated as hedged items | \$4 | Competitive business operating revenues | \$12 |

Table of Contents

Entergy Corporation and Subsidiaries

Notes to Financial Statements

The effect of Entergy's derivative instruments not designated as hedging instruments on the consolidated income statements for the nine months ended September 30, 2014 and 2013 is as follows:

| Instrument | Amount of gain (loss) recognized in AOCI (In Millions) | Income Statement location | Amount of gain recorded in the income statement (In Millions) |
|--|---|--|--|
| 2014 | | | |
| Natural gas swaps | \$— | Fuel, fuel-related expenses, and gas purchased for resale | (a) \$13 |
| FTRs | \$— | Purchased power expense | (b) \$182 |
| Electricity swaps and options de-designated as hedged items | (\$2) | Competitive business operating revenues | \$20 |
| 2013 | | | |
| Natural gas swaps | \$— | Fuel, fuel-related expenses, and gas purchased for resale | (a) \$8 |
| Electricity swaps and options de-designated as hedged items | \$4 | Competitive business operating revenues | \$2 |

Due to regulatory treatment, the natural gas swaps are marked-to-market through fuel, fuel-related expenses, and gas purchased for resale and then such amounts are simultaneously reversed and recorded as an offsetting regulatory asset or liability. The gains or losses recorded as fuel expenses when the swaps are settled are recovered or refunded through fuel cost recovery mechanisms.

Due to regulatory treatment, the changes in the estimated fair value of FTRs for the Utility operating companies are recorded through purchased power expense and then such amounts are simultaneously reversed and recorded as an offsetting regulatory asset or liability. The gains or losses recorded as purchased power expense when the FTRs for the Utility operating companies are settled are recovered or refunded through fuel cost recovery mechanisms.

Table of Contents

Entergy Corporation and Subsidiaries

Notes to Financial Statements

The fair values of the Registrant Subsidiaries' derivative instruments not designated as hedging instruments on their balance sheets as of September 30, 2014 are as follows:

| Instrument | Balance Sheet Location | Fair Value (a) (In Millions) | Registrant |
|---------------------|---------------------------|---------------------------------|-------------------------------|
| Assets: | | | |
| FTRs | Prepayments and other | \$0.5 | Entergy Arkansas |
| FTRs | Prepayments and other | \$26.8 | Entergy Gulf States Louisiana |
| FTRs | Prepayments and other | \$14.7 | Entergy Louisiana |
| FTRs | Prepayments and other | \$6.1 | Entergy Mississippi |
| FTRs | Prepayments and other | \$6.0 | Entergy New Orleans |
| FTRs | Prepayments and other | \$27.5 | Entergy Texas |
| Liabilities: | | | |
| Natural gas swaps | Other current liabilities | \$0.5 | Entergy Gulf States Louisiana |
| Natural gas swaps | Other current liabilities | \$0.3 | Entergy Louisiana |
| Natural gas swaps | Other current liabilities | \$0.1 | Entergy Mississippi |
| Natural gas swaps | Other current liabilities | \$0.1 | Entergy New Orleans |

The fair values of the Registrant Subsidiaries' derivative instruments not designated as hedging instruments on their balance sheets as of December 31, 2013 are as follows:

| Instrument | Balance Sheet Location | Fair Value (a) (In Millions) | Registrant |
|-------------------|------------------------|---------------------------------|-------------------------------|
| Assets: | | | |
| Natural gas swaps | Gas hedge contracts | \$2.2 | Entergy Gulf States Louisiana |
| Natural gas swaps | Gas hedge contracts | \$2.9 | Entergy Louisiana |
| Natural gas swaps | Prepayments and other | \$0.7 | Entergy Mississippi |
| Natural gas swaps | Prepayments and other | \$0.1 | Entergy New Orleans |
| FTRs | Prepayments and other | \$6.7 | Entergy Gulf States Louisiana |
| FTRs | Prepayments and other | \$5.7 | Entergy Louisiana |
| FTRs | Prepayments and other | \$1.0 | Entergy Mississippi |
| FTRs | Prepayments and other | \$2.0 | Entergy New Orleans |
| FTRs | Prepayments and other | \$18.4 | Entergy Texas |

(a) No cash collateral was required to be posted as of September 30, 2014 and December 31, 2013, respectively.

Table of Contents

Entergy Corporation and Subsidiaries

Notes to Financial Statements

The effects of the Registrant Subsidiaries' derivative instruments not designated as hedging instruments on their income statements for the three months ended September 30, 2014 and 2013 are as follows:

| Instrument | Income Statement Location | Amount of gain (loss) recorded in the income statement (In Millions) | Registrant |
|-------------------|---|---|-------------------------------|
| 2014 | | | |
| Natural gas swaps | Fuel, fuel-related expenses, and gas purchased for resale | (\$3.4) | Entergy Gulf States Louisiana |
| Natural gas swaps | Fuel, fuel-related expenses, and gas purchased for resale | (\$3.7) | Entergy Louisiana |
| Natural gas swaps | Fuel, fuel-related expenses, and gas purchased for resale | (\$1.6) | Entergy Mississippi |
| FTRs | Purchased power expense | \$4.9 | Entergy Arkansas |
| FTRs | Purchased power expense | \$10.6 | Entergy Gulf States Louisiana |
| FTRs | Purchased power expense | \$13.4 | Entergy Louisiana |
| FTRs | Purchased power expense | \$3.3 | Entergy Mississippi |
| FTRs | Purchased power expense | \$5.1 | Entergy New Orleans |
| FTRs | Purchased power expense | \$9.8 | Entergy Texas |
| 2013 | | | |
| Natural gas swaps | Fuel, fuel-related expenses, and gas purchased for resale | (\$0.4) | Entergy Gulf States Louisiana |
| Natural gas swaps | Fuel, fuel-related expenses, and gas purchased for resale | (\$0.7) | Entergy Louisiana |
| Natural gas swaps | Fuel, fuel-related expenses, and gas purchased for resale | (\$0.3) | Entergy Mississippi |
| Natural gas swaps | Fuel, fuel-related expenses, and gas purchased for resale | (\$0.1) | Entergy New Orleans |

Table of Contents

Entergy Corporation and Subsidiaries
Notes to Financial Statements

The effects of the Registrant Subsidiaries' derivative instruments not designated as hedging instruments on their income statements for the nine months ended September 30, 2014 and 2013 are as follows:

| Instrument | Income Statement Location | Amount of gain (loss) recorded in the income statement (In Millions) | Registrant |
|-------------------|---|---|-------------------------------|
| 2014 | | | |
| Natural gas swaps | Fuel, fuel-related expenses, and gas purchased for resale | \$4.8 | Entergy Gulf States Louisiana |
| Natural gas swaps | Fuel, fuel-related expenses, and gas purchased for resale | \$6.5 | Entergy Louisiana |
| Natural gas swaps | Fuel, fuel-related expenses, and gas purchased for resale | \$0.6 | Entergy Mississippi |
| Natural gas swaps | Fuel, fuel-related expenses, and gas purchased for resale | \$0.7 | Entergy New Orleans |
| FTRs | Purchased power expense | \$16.7 | Entergy Arkansas |
| FTRs | Purchased power expense | \$45.7 | Entergy Gulf States Louisiana |
| FTRs | Purchased power expense | \$33.8 | Entergy Louisiana |
| FTRs | Purchased power expense | \$15.6 | Entergy Mississippi |
| FTRs | Purchased power expense | \$11.4 | Entergy New Orleans |
| FTRs | Purchased power expense | \$56.0 | Entergy Texas |
| 2013 | | | |
| Natural gas swaps | Fuel, fuel-related expenses, and gas purchased for resale | \$2.4 | Entergy Gulf States Louisiana |
| Natural gas swaps | Fuel, fuel-related expenses, and gas purchased for resale | \$3.2 | Entergy Louisiana |
| Natural gas swaps | Fuel, fuel-related expenses, and gas purchased for resale | \$2.2 | Entergy Mississippi |
| Natural gas swaps | Fuel, fuel-related expenses, and gas purchased for resale | (\$0.2) | Entergy New Orleans |

Fair Values

The estimated fair values of Entergy's financial instruments and derivatives are determined using historical prices, bid prices, market quotes, and financial modeling. Considerable judgment is required in developing the estimates of fair value. Therefore, estimates are not necessarily indicative of the amounts that Entergy could realize in a current market exchange. Gains or losses realized on financial instruments other than those instruments held by the Entergy Wholesale Commodities business are reflected in future rates and therefore do not affect net income. Entergy considers the carrying amounts of most financial instruments classified as current assets and liabilities to be a reasonable estimate of their fair value because of the short maturity of these instruments.

Accounting standards define fair value as an exit price, or the price that would be received to sell an asset or the amount that would be paid to transfer a liability in an orderly transaction between knowledgeable market participants at the date of measurement. Entergy and the Registrant Subsidiaries use assumptions or market input data that market participants would use in pricing assets or liabilities at fair value. The inputs can be readily observable, corroborated

by market data, or generally unobservable. Entergy and the Registrant Subsidiaries endeavor to use the best available information to determine fair value.

80

Table of Contents

Entergy Corporation and Subsidiaries

Notes to Financial Statements

Accounting standards establish a fair value hierarchy that prioritizes the inputs used to measure fair value. The hierarchy establishes the highest priority for unadjusted market quotes in an active market for the identical asset or liability and the lowest priority for unobservable inputs. The three levels of the fair value hierarchy are:

Level 1 - Level 1 inputs are unadjusted quoted prices in active markets for identical assets or liabilities that the entity has the ability to access at the measurement date. Active markets are those in which transactions for the asset or liability occur in sufficient frequency and volume to provide pricing information on an ongoing basis. Level 1 primarily consists of individually owned common stocks, cash equivalents (temporary cash investments, securitization recovery trust account, and escrow accounts), debt instruments, and gas hedge contracts. Cash equivalents includes all unrestricted highly liquid debt instruments with an original or remaining maturity of three months or less at the date of purchase.

Level 2 - Level 2 inputs are inputs other than quoted prices included in Level 1 that are, either directly or indirectly, observable for the asset or liability at the measurement date. Assets are valued based on prices derived by independent third parties that use inputs such as benchmark yields, reported trades, broker/dealer quotes, and issuer spreads. Prices are reviewed and can be challenged with the independent parties and/or overridden by Entergy if it is believed such would be more reflective of fair value. Level 2 inputs include the following:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability; or
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 2 consists primarily of individually-owned debt instruments or shares in common trusts. Common trust funds are stated at estimated fair value based on the fair market value of the underlying investments.

Level 3 - Level 3 inputs are pricing inputs that are generally less observable or unobservable from objective sources. These inputs are used with internally developed methodologies to produce management's best estimate of fair value for the asset or liability. Level 3 consists primarily of FTRs and derivative power contracts used as cash flow hedges of power sales at merchant power plants.

The values for power contract assets or liabilities are based on both observable inputs including public market prices and interest rates, and unobservable inputs such as implied volatilities, unit contingent discounts, expected basis differences, and credit adjusted counterparty interest rates. They are classified as Level 3 assets and liabilities. The valuations of these assets and liabilities are performed by the Entergy Wholesale Commodities Risk Control group and the Entergy Wholesale Commodities Accounting Policy and External Reporting group. The primary functions of the Entergy Wholesale Commodities Risk Control group include: gathering, validating and reporting market data, providing market risk analyses and valuations in support of Entergy Wholesale Commodities' commercial transactions, developing and administering protocols for the management of market risks, and implementing and maintaining controls around changes to market data in the energy trading and risk management system. The Risk Control group is also responsible for managing the energy trading and risk management system, forecasting revenues, forward positions and analysis. The Entergy Wholesale Commodities Accounting Policy and External Reporting group performs functions related to market and counterparty settlements, revenue reporting and analysis and financial accounting. The Entergy Wholesale Commodities Risk Control group reports to the Vice President, Treasury while the Entergy Wholesale Commodities Accounting Policy and External Reporting group reports to the Vice President, Accounting Policy and External Reporting.

The amounts reflected as the fair value of electricity swaps are based on the estimated amount that the contracts are in-the-money at the balance sheet date (treated as an asset) or out-of-the-money at the balance sheet date (treated as a liability) and would equal the estimated amount receivable to or payable by Entergy if the contracts were settled

Table of Contents

Entergy Corporation and Subsidiaries

Notes to Financial Statements

at that date. These derivative contracts include cash flow hedges that swap fixed for floating cash flows for sales of the output from the Entergy Wholesale Commodities business. The fair values are based on the mark-to-market comparison between the fixed contract prices and the floating prices determined each period from quoted forward power market prices. The differences between the fixed price in the swap contract and these market-related prices multiplied by the volume specified in the contract and discounted at the counterparties' credit adjusted risk free rate are recorded as derivative contract assets or liabilities. For contracts that have unit contingent terms, a further discount is applied based on the historical relationship between contract and market prices for similar contract terms.

The amounts reflected as the fair values of electricity options are valued based on a Black Scholes model, and are calculated at the end of each month for accounting purposes. Inputs to the valuation include end of day forward market prices for the period when the transactions will settle, implied volatilities based on market volatilities provided by a third party data aggregator, and US Treasury rates for a risk-free return rate. As described further below, prices and implied volatilities are reviewed and can be adjusted if it is determined that there is a better representation of fair value.

On a daily basis, Entergy Wholesale Commodities Risk Control group calculates the mark-to-market for electricity swaps and options. Entergy Wholesale Commodities Risk Control group also validates forward market prices by comparing them to other sources of forward market prices or to settlement prices of actual market transactions. Significant differences are analyzed and potentially adjusted based on these other sources of forward market prices or settlement prices of actual market transactions. Implied volatilities used to value options are also validated using actual counterparty quotes for Entergy Wholesale Commodities transactions when available, and uses multiple sources of market implied volatilities. Moreover, on at least a monthly basis, the Office of Corporate Risk Oversight confirms the mark-to-market calculations and prepares price scenarios and credit downgrade scenario analysis. The scenario analysis is communicated to senior management within Entergy and within Entergy Wholesale Commodities. Finally, for all proposed derivative transactions, an analysis is completed to assess the risk of adding the proposed derivative to Entergy Wholesale Commodities's portfolio. In particular, the credit, liquidity, and financial metrics impacts are calculated for this analysis. This analysis is communicated to senior management within Entergy and Entergy Wholesale Commodities.

The values of FTRs are based on unobservable inputs, including estimates of future congestion costs in MISO between applicable generation and load pricing nodes based on prices published by MISO. They are classified as Level 3 assets and liabilities. The valuations of these assets and liabilities are performed by the Entergy Wholesale Commodities Risk Control group for the unregulated business and by the System Planning and Operations Risk Control group for the Utility operating companies. Entergy's Accounting Policy group reviews these valuations for reasonableness, with the assistance of others within the organization with knowledge of the various inputs and assumptions used in the valuation. The System Planning and Operations Risk Control group reports to the Vice President, Treasury. The Accounting Policy group reports to the Vice President, Accounting Policy and External Reporting.

Table of ContentsEntergy Corporation and Subsidiaries
Notes to Financial Statements

The following tables set forth, by level within the fair value hierarchy, Entergy's assets and liabilities that are accounted for at fair value on a recurring basis as of September 30, 2014 and December 31, 2013. The assessment of the significance of a particular input to a fair value measurement requires judgment and may affect their placement within the fair value hierarchy levels.

| 2014 | Level 1 (In Millions) | Level 2 | Level 3 | Total |
|---------------------------------------|--------------------------|---------|---------|---------|
| Assets: | | | | |
| Temporary cash investments | \$978 | \$— | \$— | \$978 |
| Decommissioning trust funds (a): | | | | |
| Equity securities | 435 | 2,739 | (b) — | 3,174 |
| Debt securities | 856 | 1,150 | — | 2,006 |
| Power contracts | — | — | 17 | 17 |
| Securitization recovery trust account | 51 | — | — | 51 |
| Escrow accounts | 360 | — | — | 360 |
| FTRs | — | — | 83 | 83 |
| | \$2,680 | \$3,889 | \$100 | \$6,669 |
| Liabilities: | | | | |
| Power contracts | \$— | \$— | \$108 | \$108 |
| Gas hedge contracts | 1 | — | — | 1 |
| | \$1 | \$— | \$108 | \$109 |
| | | | | |
| 2013 | Level 1 (In Millions) | Level 2 | Level 3 | Total |
| Assets: | | | | |
| Temporary cash investments | \$609 | \$— | \$— | \$609 |
| Decommissioning trust funds (a): | | | | |
| Equity securities | 472 | 2,601 | (b) — | 3,073 |
| Debt securities | 783 | 1,047 | — | 1,830 |
| Power contracts | — | — | 74 | 74 |
| Securitization recovery trust account | 46 | — | — | 46 |
| Escrow accounts | 115 | — | — | 115 |
| Gas hedge contracts | 6 | — | — | 6 |
| FTRs | — | — | 34 | 34 |
| | \$2,031 | \$3,648 | \$108 | \$5,787 |
| Liabilities: | | | | |
| Power contracts | \$— | \$— | \$207 | \$207 |

The decommissioning trust funds hold equity and fixed income securities. Equity securities are invested to approximate the returns of major market indices. Fixed income securities are held in various governmental and corporate securities. See Note 9 to the financial statements herein for additional information on the investment portfolios.

(b) Commingled equity funds may be redeemed bi-monthly.

Table of Contents

Entergy Corporation and Subsidiaries
Notes to Financial Statements

The following table sets forth a reconciliation of changes in the net assets (liabilities) for the fair value of derivatives classified as Level 3 in the fair value hierarchy for the three months ended September 30, 2014 and 2013:

| | 2014 | | 2013 | |
|--|---------------|---------|-----------|---|
| | Power | FTRs | Power | |
| | Contracts | | Contracts | |
| | (In Millions) | | | |
| Balance as of July 1, | (\$88 |) \$144 | \$83 | |
| Realized losses included in earnings | (10 |) — | (5 |) |
| Unrealized gains included in earnings | 4 | 1 | 11 | |
| Unrealized gains (losses) included in OCI | 37 | — | (4 |) |
| Unrealized losses included as a regulatory liability/asset | — | (14 |) — | |
| Purchases | 7 | — | — | |
| Settlements | (41 |) (48 |) (36 |) |
| Balance as of September 30, | (\$91 |) \$83 | \$49 | |

The following table sets forth a reconciliation of changes in the net assets (liabilities) for the fair value of derivatives classified as Level 3 in the fair value hierarchy for the nine months ended September 30, 2014 and 2013:

| | 2014 | | 2013 | |
|---|---------------|--------|-----------|---|
| | Power | FTRs | Power | |
| | Contracts | | Contracts | |
| | (In Millions) | | | |
| Balance as of January 1, | (\$133 |) \$34 | \$178 | |
| Realized losses included in earnings | (69 |) — | (27 |) |
| Unrealized gains included in earnings | 90 | 3 | 14 | |
| Unrealized losses included in OCI | (182 |) — | (78 |) |
| Unrealized gains included as a regulatory liability/asset | — | 108 | — | |
| Issuances of FTRs | — | 121 | — | |
| Purchases | 15 | — | — | |
| Settlements | 188 | (183 |) (38 |) |
| Balance as of September 30, | (\$91 |) \$83 | \$49 | |

The following table sets forth a description of the types of transactions classified as Level 3 in the fair value hierarchy and significant unobservable inputs to each which cause that classification as of September 30, 2014:

| Transaction Type | Fair Value as of September 30, 2014 (In Millions) | Significant Unobservable Inputs | Range from Average % | Effect on Fair Value (In Millions) |
|---------------------|---|------------------------------------|-------------------------------|--|
| Electricity swaps | (\$120) | Unit contingent discount | +/- 3% | (\$4) |
| Electricity options | \$29 | Implied volatility | +/- 69% | \$30 |

Table of Contents

Entergy Corporation and Subsidiaries

Notes to Financial Statements

The following table sets forth an analysis of each of the types of unobservable inputs impacting the fair value of items classified as Level 3 within the fair value hierarchy, and the sensitivity to changes to those inputs:

Significant

| Unobservable Input | Transaction Type | Position | Change to Input | Effect on Fair Value |
|--------------------------|---------------------|----------|---------------------|----------------------|
| Unit contingent discount | Electricity swaps | Sell | Increase (Decrease) | Decrease (Increase) |
| Implied volatility | Electricity options | Sell | Increase (Decrease) | Increase (Decrease) |
| Implied volatility | Electricity options | Buy | Increase (Decrease) | Increase (Decrease) |

The following table sets forth, by level within the fair value hierarchy, the Registrant Subsidiaries' assets that are accounted for at fair value on a recurring basis as of September 30, 2014 and December 31, 2013. The assessment of the significance of a particular input to a fair value measurement requires judgment and may affect its placement within the fair value hierarchy levels.

Entergy Arkansas

| | | | | |
|---------------------------------------|--------------------------|---------|---------|---------|
| 2014 | Level 1 (In Millions) | Level 2 | Level 3 | Total |
| Assets: | | | | |
| Decommissioning trust funds (a): | | | | |
| Equity securities | \$4.9 | \$457.9 | (b) \$— | \$462.8 |
| Debt securities | 67.0 | 215.3 | — | 282.3 |
| Securitization recovery trust account | 8.3 | — | — | 8.3 |
| Escrow accounts | 12.2 | — | — | 12.2 |
| FTRs | — | — | 0.5 | 0.5 |
| | \$92.4 | \$673.2 | \$0.5 | \$766.1 |
| 2013 | Level 1 (In Millions) | Level 2 | Level 3 | Total |
| Assets: | | | | |
| Temporary cash investments | | | | |
| | \$122.8 | \$— | \$— | \$122.8 |
| Decommissioning trust funds (a): | | | | |
| Equity securities | 13.6 | 449.7 | (b) — | 463.3 |
| Debt securities | 58.6 | 189.0 | — | 247.6 |
| Securitization recovery trust account | 3.8 | — | — | 3.8 |
| Escrow accounts | 26.0 | — | — | 26.0 |
| | \$224.8 | \$638.7 | \$— | \$863.5 |

Table of ContentsEntergy Corporation and Subsidiaries
Notes to Financial Statements

Entergy Gulf States Louisiana

| 2014 | Level 1 (In Millions) | Level 2 | Level 3 | Total |
|----------------------------------|--------------------------|---------|---------|---------|
| Assets: | | | | |
| Temporary cash investments | \$121.4 | \$— | \$— | \$121.4 |
| Decommissioning trust funds (a): | | | | |
| Equity securities | 12.1 | 367.4 | (b) — | 379.5 |
| Debt securities | 78.6 | 155.6 | — | 234.2 |
| Escrow accounts | 90.0 | — | — | 90.0 |
| FTRs | — | — | 26.8 | 26.8 |
| | \$302.1 | \$523.0 | \$26.8 | \$851.9 |
| Liabilities: | | | | |
| Gas hedge contracts | \$0.5 | \$— | \$— | \$0.5 |

| 2013 | Level 1 (In Millions) | Level 2 | Level 3 | Total |
|----------------------------------|--------------------------|---------|---------|---------|
| Assets: | | | | |
| Temporary cash investments | \$13.8 | \$— | \$— | \$13.8 |
| Decommissioning trust funds (a): | | | | |
| Equity securities | 27.6 | 343.2 | (b) — | 370.8 |
| Debt securities | 71.7 | 131.2 | — | 202.9 |
| Escrow accounts | 21.5 | — | — | 21.5 |
| Gas hedge contracts | 2.2 | — | — | 2.2 |
| FTRs | — | — | 6.7 | 6.7 |
| | \$136.8 | \$474.4 | \$6.7 | \$617.9 |

| Entergy Louisiana 2014 | Level 1 (In Millions) | Level 2 | Level 3 | Total |
|---------------------------------------|--------------------------|---------|---------|---------|
| Assets: | | | | |
| Temporary cash investments | \$2.6 | \$— | \$— | \$2.6 |
| Decommissioning trust funds (a): | | | | |
| Equity securities | 7.5 | 223.4 | (b) — | 230.9 |
| Debt securities | 64.4 | 73.0 | — | 137.4 |
| Escrow accounts | 200.0 | — | — | 200.0 |
| Securitization recovery trust account | 10.4 | — | — | 10.4 |
| FTRs | — | — | 14.7 | 14.7 |
| | \$284.9 | \$296.4 | \$14.7 | \$596.0 |
| Liabilities: | | | | |
| Gas hedge contracts | \$0.3 | \$— | \$— | \$0.3 |

Table of ContentsEntergy Corporation and Subsidiaries
Notes to Financial Statements

| 2013 | Level 1 (In Millions) | Level 2 | Level 3 | Total |
|---------------------------------------|--------------------------|---------|---------|---------|
| Assets: | | | | |
| Temporary cash investments | \$123.6 | \$— | \$— | \$123.6 |
| Decommissioning trust funds (a): | | | | |
| Equity securities | 13.5 | 210.7 | (b) — | 224.2 |
| Debt securities | 61.7 | 61.4 | — | 123.1 |
| Securitization recovery trust account | 4.5 | — | — | 4.5 |
| Gas hedge contracts | 2.9 | — | — | 2.9 |
| FTRs | — | — | 5.7 | 5.7 |
| | \$206.2 | \$272.1 | \$5.7 | \$484.0 |

Entergy Mississippi

| 2014 | Level 1 (In Millions) | Level 2 | Level 3 | Total |
|----------------------------|--------------------------|---------|---------|--------|
| Assets: | | | | |
| Temporary cash investments | \$30.3 | \$— | \$— | \$30.3 |
| Escrow accounts | 41.8 | — | — | 41.8 |
| FTRs | — | — | 6.1 | 6.1 |
| | \$72.1 | \$— | \$6.1 | \$78.2 |

Liabilities:

| | | | | |
|---------------------|-------|-----|-----|-------|
| Gas hedge contracts | \$0.1 | \$— | \$— | \$0.1 |
|---------------------|-------|-----|-----|-------|

| 2013 | Level 1 (In Millions) | Level 2 | Level 3 | Total |
|---------------------|--------------------------|---------|---------|--------|
| Assets: | | | | |
| Escrow accounts | \$51.8 | \$— | \$— | \$51.8 |
| Gas hedge contracts | 0.7 | — | — | 0.7 |
| FTRs | — | — | 1.0 | 1.0 |
| | \$52.5 | \$— | \$1.0 | \$53.5 |

Entergy New Orleans

| 2014 | Level 1 (In Millions) | Level 2 | Level 3 | Total |
|----------------------------|--------------------------|---------|---------|--------|
| Assets: | | | | |
| Temporary cash investments | \$37.7 | \$— | \$— | \$37.7 |
| Escrow accounts | 16.2 | — | — | 16.2 |
| FTRs | — | — | 6.0 | 6.0 |
| | \$53.9 | \$— | \$6.0 | \$59.9 |

Liabilities:

| | | | | |
|---------------------|-------|-----|-----|-------|
| Gas hedge contracts | \$0.1 | \$— | \$— | \$0.1 |
|---------------------|-------|-----|-----|-------|

Table of ContentsEntergy Corporation and Subsidiaries
Notes to Financial Statements

| 2013 | Level 1 (In Millions) | Level 2 | Level 3 | Total |
|---------------------------------------|--------------------------|---------|---------|---------|
| Assets: | | | | |
| Temporary cash investments | \$33.2 | \$— | \$— | \$33.2 |
| Escrow accounts | 10.5 | — | — | 10.5 |
| Gas hedge contracts | 0.1 | — | — | 0.1 |
| FTRs | — | — | 2.0 | 2.0 |
| | \$43.8 | \$— | \$2.0 | \$45.8 |
| Entergy Texas | | | | |
| 2014 | Level 1 (In Millions) | Level 2 | Level 3 | Total |
| Assets: | | | | |
| Temporary cash investments | \$38.0 | \$— | \$— | \$38.0 |
| Securitization recovery trust account | 32.1 | — | — | 32.1 |
| FTRs | — | — | 27.5 | 27.5 |
| | \$70.1 | \$— | \$27.5 | \$97.6 |
| 2013 | | | | |
| 2013 | Level 1 (In Millions) | Level 2 | Level 3 | Total |
| Assets: | | | | |
| Temporary cash investments | \$44.1 | \$— | \$— | \$44.1 |
| Securitization recovery trust account | 37.5 | — | — | 37.5 |
| FTRs | — | — | 18.4 | 18.4 |
| | \$81.6 | \$— | \$18.4 | \$100.0 |
| System Energy | | | | |
| 2014 | Level 1 (In Millions) | Level 2 | Level 3 | Total |
| Assets: | | | | |
| Temporary cash investments | \$134.3 | \$— | \$— | \$134.3 |
| Decommissioning trust funds (a): | | | | |
| Equity securities | 2.5 | 401.9 | (b) — | 404.4 |
| Debt securities | 188.2 | 58.1 | — | 246.3 |
| | \$325.0 | \$460.0 | \$— | \$785.0 |
| 2013 | | | | |
| 2013 | Level 1 (In Millions) | Level 2 | Level 3 | Total |
| Assets: | | | | |
| Temporary cash investments | \$64.6 | \$— | \$— | \$64.6 |
| Decommissioning trust funds (a): | | | | |
| Equity securities | 2.2 | 377.8 | (b) — | 380.0 |
| Debt securities | 152.9 | 71.0 | — | 223.9 |
| | \$219.7 | \$448.8 | \$— | \$668.5 |

(a) The decommissioning trust funds hold equity and fixed income securities. Equity securities are invested to approximate the returns of major market indices. Fixed income securities are held in various governmental

Table of Contents

Entergy Corporation and Subsidiaries
Notes to Financial Statements

and corporate securities. See Note 9 to the financial statements herein for additional information on the investment portfolios.

(b) Commingled equity funds may be redeemed bi-monthly.

The following table sets forth a reconciliation of changes in the net assets (liabilities) for the fair value of derivatives classified as Level 3 in the fair value hierarchy for the three months ended September 30, 2014.

| | Entergy Arkansas | Entergy Gulf States Louisiana | Entergy Louisiana | Entergy Mississippi | Entergy New Orleans | Entergy Texas | |
|---|---------------------|-------------------------------------|----------------------|------------------------|---------------------------|------------------|---|
| | (In Millions) | | | | | | |
| Balance as of July 1, | \$3.0 | \$47.2 | \$23.6 | \$12.7 | \$8.5 | \$47.8 | |
| Unrealized gains (losses) included as a regulatory liability/asset | 2.4 | (9.8 |) 4.5 | (3.3 |) 2.6 | (10.5 |) |
| Settlements | (4.9 |) (10.6 |) (13.4 |) (3.3 |) (5.1 |) (9.8 |) |
| Balance as of September 30, | \$0.5 | \$26.8 | \$14.7 | \$6.1 | \$6.0 | \$27.5 | |

The following table sets forth a reconciliation of changes in the net assets (liabilities) for the fair value of derivatives classified as Level 3 in the fair value hierarchy for the nine months ended September 30, 2014.

| | Entergy Arkansas | Entergy Gulf States Louisiana | Entergy Louisiana | Entergy Mississippi | Entergy New Orleans | Entergy Texas | |
|--|---------------------|-------------------------------------|----------------------|------------------------|---------------------------|------------------|---|
| | (In Millions) | | | | | | |
| Balance as of January 1, | \$— | \$6.7 | \$5.7 | \$1.0 | \$2.0 | \$18.4 | |
| Issuances of FTRs | 4.2 | 37.3 | 21.5 | 15.2 | 8.3 | 33.2 | |
| Unrealized gains included as a regulatory liability/asset | 13.0 | 28.5 | 21.3 | 5.5 | 7.1 | 31.9 | |
| Settlements | (16.7 |) (45.7 |) (33.8 |) (15.6 |) (11.4 |) (56.0 |) |
| Balance as of September 30, | \$0.5 | \$26.8 | \$14.7 | \$6.1 | \$6.0 | \$27.5 | |

NOTE 9. DECOMMISSIONING TRUST FUNDS (Entergy Corporation, Entergy Arkansas, Entergy Gulf States Louisiana, Entergy Louisiana, and System Energy)

Entergy holds debt and equity securities, classified as available-for-sale, in nuclear decommissioning trust accounts. The NRC requires Entergy subsidiaries to maintain trusts to fund the costs of decommissioning ANO 1, ANO 2, River Bend, Waterford 3, Grand Gulf, Pilgrim, Indian Point 1 and 2, Vermont Yankee, and Palisades (NYPA currently retains the decommissioning trusts and liabilities for Indian Point 3 and FitzPatrick). The funds are invested primarily in equity securities, fixed-rate debt securities, and cash and cash equivalents.

Entergy records decommissioning trust funds on the balance sheet at their fair value. Because of the ability of the Registrant Subsidiaries to recover decommissioning costs in rates and in accordance with the regulatory treatment for decommissioning trust funds, the Registrant Subsidiaries have recorded an offsetting amount of unrealized gains/(losses) on investment securities in other regulatory liabilities/assets. For the nonregulated portion of River Bend, Entergy Gulf States Louisiana has recorded an offsetting amount of unrealized gains/(losses) in other deferred credits. Decommissioning trust funds for Pilgrim, Indian Point 1 and 2, Vermont Yankee, and Palisades do not meet the criteria for regulatory accounting treatment. Accordingly, unrealized gains recorded on the assets in these trust

Table of Contents

Entergy Corporation and Subsidiaries

Notes to Financial Statements

funds are recognized in the accumulated other comprehensive income component of shareholders' equity because these assets are classified as available-for-sale. Unrealized losses (where cost exceeds fair market value) on the assets in these trust funds are also recorded in the accumulated other comprehensive income component of shareholders' equity unless the unrealized loss is other than temporary and therefore recorded in earnings. Generally, Entergy records realized gains and losses on its debt and equity securities using the specific identification method to determine the cost basis of its securities.

The securities held as of September 30, 2014 and December 31, 2013 are summarized as follows:

| | Fair Value | Total Unrealized Gains | Total Unrealized Losses |
|-------------------|---------------|------------------------------|-------------------------------|
| (In Millions) | | | |
| 2014 | | | |
| Equity Securities | \$3,174 | \$1,385 | \$1 |
| Debt Securities | 2,006 | 61 | 10 |
| Total | \$5,180 | \$1,446 | \$11 |
| | Fair Value | Total Unrealized Gains | Total Unrealized Losses |
| (In Millions) | | | |
| 2013 | | | |
| Equity Securities | \$3,073 | \$1,260 | \$— |
| Debt Securities | 1,830 | 47 | 29 |
| Total | \$4,903 | \$1,307 | \$29 |

Deferred taxes on unrealized gains/(losses) are recorded in other comprehensive income for the decommissioning trusts which do not meet the criteria for regulatory accounting treatment as described above. Unrealized gains/(losses) above are reported before deferred taxes of \$361 million and \$329 million as of September 30, 2014 and December 31, 2013, respectively. The amortized cost of debt securities was \$1,957 million as of September 30, 2014 and \$1,843 million as of December 31, 2013. As of September 30, 2014, the debt securities have an average coupon rate of approximately 3.27%, an average duration of approximately 5.40 years, and an average maturity of approximately 8.11 years. The equity securities are generally held in funds that are designed to approximate or somewhat exceed the return of the Standard & Poor's 500 Index. A relatively small percentage of the equity securities are held in funds intended to replicate the return of the Wilshire 4500 Index or the Russell 3000 Index.

The fair value and gross unrealized losses of available-for-sale equity and debt securities, summarized by investment type and length of time that the securities have been in a continuous loss position, are as follows as of September 30, 2014:

| | Equity Securities | | Debt Securities | |
|---------------------|-------------------|-------------------------------|-----------------|-------------------------------|
| | Fair Value | Gross Unrealized Losses | Fair Value | Gross Unrealized Losses |
| (In Millions) | | | | |
| Less than 12 months | \$23 | \$1 | \$427 | \$3 |
| More than 12 months | — | — | 211 | 7 |
| Total | \$23 | \$1 | \$638 | \$10 |

Table of Contents

Entergy Corporation and Subsidiaries

Notes to Financial Statements

The fair value and gross unrealized losses of available-for-sale equity and debt securities, summarized by investment type and length of time that the securities have been in a continuous loss position, are as follows as of December 31, 2013:

| | Equity Securities | | Debt Securities | |
|---------------------|-------------------|-------------------------|-----------------|-------------------------|
| | Fair Value | Gross Unrealized Losses | Fair Value | Gross Unrealized Losses |
| | (In Millions) | | | |
| Less than 12 months | \$— | \$— | \$892 | \$24 |
| More than 12 months | — | — | 60 | 5 |
| Total | \$— | \$— | \$952 | \$29 |

The unrealized losses in excess of twelve months on equity securities above relate to Entergy's Utility operating companies and System Energy.

The fair value of debt securities, summarized by contractual maturities, as of September 30, 2014 and December 31, 2013 are as follows:

| | 2014 | 2013 |
|---------------------|---------------|---------|
| | (In Millions) | |
| less than 1 year | \$45 | \$83 |
| 1 year - 5 years | 818 | 752 |
| 5 years - 10 years | 666 | 620 |
| 10 years - 15 years | 166 | 169 |
| 15 years - 20 years | 70 | 52 |
| 20 years+ | 241 | 154 |
| Total | \$2,006 | \$1,830 |

During the three months ended September 30, 2014 and 2013, proceeds from the dispositions of securities amounted to \$465 million and \$284 million, respectively. During the three months ended September 30, 2014 and 2013, gross gains of \$11 million and \$3 million, respectively, and gross losses of \$2 million and \$4 million, respectively, were reclassified out of other comprehensive income or other regulatory liabilities/assets into earnings.

During the nine months ended September 30, 2014 and 2013, proceeds from the dispositions of securities amounted to \$1,447 million and \$1,064 million, respectively. During the nine months ended September 30, 2014 and 2013, gross gains of \$23 million and \$25 million, respectively, and gross losses of \$5 million and \$7 million, respectively, were reclassified out of other comprehensive income or other regulatory liabilities/assets into earnings.

Table of Contents

Entergy Corporation and Subsidiaries

Notes to Financial Statements

Entergy Arkansas

Entergy Arkansas holds debt and equity securities, classified as available-for-sale, in nuclear decommissioning trust accounts. The securities held as of September 30, 2014 and December 31, 2013 are summarized as follows:

| | Fair Value | Total Unrealized Gains | Total Unrealized Losses |
|-------------------|---------------|------------------------------|-------------------------------|
| (In Millions) | | | |
| 2014 | | | |
| Equity Securities | \$462.8 | \$227.4 | \$— |
| Debt Securities | 282.3 | 5.3 | 2.1 |
| Total | \$745.1 | \$232.7 | \$2.1 |
| 2013 | | | |
| Equity Securities | \$463.3 | \$214.0 | \$— |
| Debt Securities | 247.6 | 5.3 | 5.2 |
| Total | \$710.9 | \$219.3 | \$5.2 |

The amortized cost of debt securities was \$279.1 million as of September 30, 2014 and \$248.9 million as of December 31, 2013. As of September 30, 2014, the debt securities have an average coupon rate of approximately 2.62%, an average duration of approximately 4.82 years, and an average maturity of approximately 5.43 years. The equity securities are generally held in funds that are designed to approximate the return of the Standard & Poor's 500 Index. A relatively small percentage of the equity securities are held in funds intended to replicate the return of the Wilshire 4500 Index.

The fair value and gross unrealized losses of available-for-sale equity and debt securities, summarized by investment type and length of time that the securities have been in a continuous loss position, are as follows as of September 30, 2014:

| | Equity Securities | | Debt Securities | |
|---------------------|-------------------|-------------------------------|-----------------|-------------------------------|
| | Fair Value | Gross Unrealized Losses | Fair Value | Gross Unrealized Losses |
| (In Millions) | | | | |
| Less than 12 months | \$4.5 | \$— | \$94.5 | \$0.6 |
| More than 12 months | — | — | 52.0 | 1.5 |
| Total | \$4.5 | \$— | \$146.5 | \$2.1 |

Table of Contents

Entergy Corporation and Subsidiaries

Notes to Financial Statements

The fair value and gross unrealized losses of available-for-sale equity and debt securities, summarized by investment type and length of time that the securities have been in a continuous loss position, are as follows as of December 31, 2013:

| | Equity Securities | | Debt Securities | |
|---------------------|-------------------|-------------------------|-----------------|-------------------------|
| | Fair Value | Gross Unrealized Losses | Fair Value | Gross Unrealized Losses |
| | (In Millions) | | | |
| Less than 12 months | \$— | \$— | \$153.2 | \$4.8 |
| More than 12 months | — | — | 6.9 | 0.4 |
| Total | \$— | \$— | \$160.1 | \$5.2 |

The fair value of debt securities, summarized by contractual maturities, as of September 30, 2014 and December 31, 2013 are as follows:

| | 2014 | 2013 |
|---------------------|---------------|---------|
| | (In Millions) | |
| less than 1 year | \$11.5 | \$8.1 |
| 1 year - 5 years | 122.6 | 110.9 |
| 5 years - 10 years | 136.4 | 118.0 |
| 10 years - 15 years | 3.3 | 3.9 |
| 15 years - 20 years | 1.0 | 0.9 |
| 20 years+ | 7.5 | 5.8 |
| Total | \$282.3 | \$247.6 |

During the three months ended September 30, 2014 and 2013, proceeds from the dispositions of securities amounted to \$85.1 million and \$30.3 million, respectively. During the three months ended September 30, 2014 and 2013, gross gains of \$8.1 million and \$0.6 million, respectively, and gross losses of \$13 thousand and \$0.1 million, respectively were reclassified out of other regulatory liabilities/assets into earnings.

During the nine months ended September 30, 2014 and 2013, proceeds from the dispositions of securities amounted to \$155.4 million and \$173.4 million, respectively. During the nine months ended September 30, 2014 and 2013, gross gains of \$8.5 million and \$9.3 million, respectively, and gross losses of \$0.3 million and \$0.2 million, respectively were reclassified out of other regulatory liabilities/assets into earnings.

Table of Contents

Entergy Corporation and Subsidiaries

Notes to Financial Statements

Entergy Gulf States Louisiana

Entergy Gulf States Louisiana holds debt and equity securities, classified as available-for-sale, in nuclear decommissioning trust accounts. The securities held as of September 30, 2014 and December 31, 2013 are summarized as follows:

| | Fair Value | Total Unrealized Gains | Total Unrealized Losses |
|-------------------|---------------|------------------------------|-------------------------------|
| | (In Millions) | | |
| 2014 | | | |
| Equity Securities | \$379.5 | \$161.0 | \$— |
| Debt Securities | 234.2 | 10.8 | 0.7 |
| Total | \$613.7 | \$171.8 | \$0.7 |
| 2013 | | | |
| Equity Securities | \$370.8 | \$141.8 | \$— |
| Debt Securities | 202.9 | 7.4 | 3.5 |
| Total | \$573.7 | \$149.2 | \$3.5 |

The amortized cost of debt securities was \$225 million as of September 30, 2014 and \$199.1 million as of December 31, 2013. As of September 30, 2014, the debt securities have an average coupon rate of approximately 4.40%, an average duration of approximately 5.81 years, and an average maturity of approximately 10.22 years. The equity securities are generally held in funds that are designed to approximate the return of the Standard & Poor's 500 Index. A relatively small percentage of the equity securities are held in funds intended to replicate the return of the Wilshire 4500 Index.

The fair value and gross unrealized losses of available-for-sale equity and debt securities, summarized by investment type and length of time that the securities have been in a continuous loss position, are as follows as of September 30, 2014:

| | Equity Securities | | Debt Securities | |
|---------------------|-------------------|-------------------------------|-----------------|-------------------------------|
| | Fair Value | Gross Unrealized Losses | Fair Value | Gross Unrealized Losses |
| | (In Millions) | | | |
| Less than 12 months | \$0.6 | \$— | \$16.7 | \$0.1 |
| More than 12 months | — | — | 21.8 | 0.6 |
| Total | \$0.6 | \$— | \$38.5 | \$0.7 |

Table of Contents

Entergy Corporation and Subsidiaries

Notes to Financial Statements

The fair value and gross unrealized losses of available-for-sale equity and debt securities, summarized by investment type and length of time that the securities have been in a continuous loss position, are as follows as of December 31, 2013:

| | Equity Securities | | Debt Securities | |
|---------------------|-------------------|-------------------------|-----------------|-------------------------|
| | Fair Value | Gross Unrealized Losses | Fair Value | Gross Unrealized Losses |
| | (In Millions) | | | |
| Less than 12 months | \$— | \$— | \$91.9 | \$3.1 |
| More than 12 months | — | — | 4.6 | 0.4 |
| Total | \$— | \$— | \$96.5 | \$3.5 |

The fair value of debt securities, summarized by contractual maturities, as of September 30, 2014 and December 31, 2013 are as follows:

| | 2014 | 2013 |
|---------------------|---------------|---------|
| | (In Millions) | |
| less than 1 year | \$6.1 | \$7.9 |
| 1 year - 5 years | 57.0 | 51.2 |
| 5 years - 10 years | 74.1 | 75.5 |
| 10 years - 15 years | 45.1 | 55.8 |
| 15 years - 20 years | 13.8 | 4.6 |
| 20 years+ | 38.1 | 7.9 |
| Total | \$234.2 | \$202.9 |

During the three months ended September 30, 2014 and 2013, proceeds from the dispositions of securities amounted to \$52.5 million and \$19.5 million, respectively. During the three months ended September 30, 2014 and 2013, gross gains of \$0.5 million and \$0.3 million, respectively, and gross losses of \$0.1 million and \$0.02 million, respectively, were reclassified out of other regulatory liabilities/assets into earnings.

During the nine months ended September 30, 2014 and 2013, proceeds from the dispositions of securities amounted to \$127.9 million and \$66.2 million, respectively. During the nine months ended September 30, 2014 and 2013, gross gains of \$1.2 million and \$6.6 million, respectively, and gross losses of \$0.3 million and \$0.03 million, respectively, were reclassified out of other regulatory liabilities/assets into earnings.

Table of Contents

Entergy Corporation and Subsidiaries

Notes to Financial Statements

Entergy Louisiana

Entergy Louisiana holds debt and equity securities, classified as available-for-sale, in nuclear decommissioning trust accounts. The securities held as of September 30, 2014 and December 31, 2013 are summarized as follows:

| | Fair Value | Total Unrealized Gains | Total Unrealized Losses |
|-------------------|---------------|------------------------------|-------------------------------|
| | (In Millions) | | |
| 2014 | | | |
| Equity Securities | \$230.9 | \$106.3 | \$— |
| Debt Securities | 137.4 | 5.5 | 0.7 |
| Total | \$368.3 | \$111.8 | \$0.7 |
| 2013 | | | |
| Equity Securities | \$224.2 | \$96.1 | \$— |
| Debt Securities | 123.1 | 4.7 | 1.9 |
| Total | \$347.3 | \$100.8 | \$1.9 |

The amortized cost of debt securities was \$132.6 million as of September 30, 2014 and \$120.6 million as of December 31, 2013. As of September 30, 2014, the debt securities have an average coupon rate of approximately 3.04%, an average duration of approximately 5.06 years, and an average maturity of approximately 8.05 years. The equity securities are generally held in funds that are designed to approximate the return of the Standard & Poor's 500 Index. A relatively small percentage of the equity securities are held in funds intended to replicate the return of the Wilshire 4500 Index.

The fair value and gross unrealized losses of available-for-sale equity and debt securities, summarized by investment type and length of time that the securities have been in a continuous loss position, are as follows as of September 30, 2014:

| | Equity Securities | | Debt Securities | |
|---------------------|-------------------|-------------------------------|-----------------|-------------------------------|
| | Fair Value | Gross Unrealized Losses | Fair Value | Gross Unrealized Losses |
| | (In Millions) | | | |
| Less than 12 months | \$0.4 | \$— | \$25.0 | \$0.1 |
| More than 12 months | — | — | 17.4 | 0.6 |
| Total | \$0.4 | \$— | \$42.4 | \$0.7 |

Table of Contents

Entergy Corporation and Subsidiaries

Notes to Financial Statements

The fair value and gross unrealized losses of available-for-sale equity and debt securities, summarized by investment type and length of time that the securities have been in a continuous loss position, are as follows as of December 31, 2013:

| | Equity Securities | | Debt Securities | |
|---------------------|-------------------|-------------------------|-----------------|-------------------------|
| | Fair Value | Gross Unrealized Losses | Fair Value | Gross Unrealized Losses |
| | (In Millions) | | | |
| Less than 12 months | \$— | \$— | \$38.3 | \$1.7 |
| More than 12 months | — | — | 1.7 | 0.2 |
| Total | \$— | \$— | \$40.0 | \$1.9 |

The fair value of debt securities, summarized by contractual maturities, as of September 30, 2014 and December 31, 2013 are as follows:

| | 2014 | 2013 |
|---------------------|---------------|---------|
| | (In Millions) | |
| less than 1 year | \$5.0 | \$14.8 |
| 1 year - 5 years | 57.9 | 41.9 |
| 5 years - 10 years | 41.9 | 37.0 |
| 10 years - 15 years | 6.2 | 6.6 |
| 15 years - 20 years | 8.3 | 6.2 |
| 20 years+ | 18.1 | 16.6 |
| Total | \$137.4 | \$123.1 |

During the three months ended September 30, 2014 and 2013, proceeds from the dispositions of securities amounted to \$6.2 million and \$2.7 million, respectively. During the three months ended September 30, 2014 and 2013, gross gains of \$0.03 million and \$0.01 million, respectively, and gross losses of \$3.7 thousand and \$0.01 million, respectively, were reclassified out of other regulatory liabilities/assets into earnings.

During the nine months ended September 30, 2014 and 2013, proceeds from the dispositions of securities amounted to \$35.9 million and \$12.2 million, respectively. During the nine months ended September 30, 2014 and 2013, gross gains of \$0.2 million and \$0.06 million, respectively, and gross losses of \$7.8 thousand and \$0.03 million, respectively, were reclassified out of other regulatory liabilities/assets into earnings.

Table of Contents

Entergy Corporation and Subsidiaries

Notes to Financial Statements

System Energy

System Energy holds debt and equity securities, classified as available-for-sale, in nuclear decommissioning trust accounts. The securities held as of September 30, 2014 and December 31, 2013 are summarized as follows:

| | Fair Value | Total Unrealized Gains | Total Unrealized Losses |
|-------------------|---------------|------------------------------|-------------------------------|
| | (In Millions) | | |
| 2014 | | | |
| Equity Securities | \$404.4 | \$169.2 | \$— |
| Debt Securities | 246.3 | 4.2 | 0.6 |
| Total | \$650.7 | \$173.4 | \$0.6 |
| 2013 | | | |
| Equity Securities | \$380.0 | \$150.8 | \$— |
| Debt Securities | 223.9 | 3.5 | 1.8 |
| Total | \$603.9 | \$154.3 | \$1.8 |

The amortized cost of debt securities was \$242.7 million as of September 30, 2014 and \$223.4 million as of December 31, 2013. As of September 30, 2014, the debt securities have an average coupon rate of approximately 2.03%, an average duration of approximately 4.31 years, and an average maturity of approximately 5.76 years. The equity securities are generally held in funds that are designed to approximate the return of the Standard & Poor's 500 Index. A relatively small percentage of the equity securities are held in funds intended to replicate the return of the Wilshire 4500 Index.

The fair value and gross unrealized losses of available-for-sale equity and debt securities, summarized by investment type and length of time that the securities have been in a continuous loss position, are as follows as of September 30, 2014:

| | Equity Securities | | Debt Securities | |
|---------------------|-------------------|-------------------------------|-----------------|-------------------------------|
| | Fair Value | Gross Unrealized Losses | Fair Value | Gross Unrealized Losses |
| | (In Millions) | | | |
| Less than 12 months | \$0.9 | \$— | \$92.2 | \$0.4 |
| More than 12 months | — | — | 7.8 | 0.2 |
| Total | \$0.9 | \$— | \$100.0 | \$0.6 |

Table of Contents

Entergy Corporation and Subsidiaries

Notes to Financial Statements

The fair value and gross unrealized losses of available-for-sale equity and debt securities, summarized by investment type and length of time that the securities have been in a continuous loss position, are as follows as of December 31, 2013:

| | Equity Securities | | Debt Securities | |
|---------------------|-------------------|-------------------------|-----------------|-------------------------|
| | Fair Value | Gross Unrealized Losses | Fair Value | Gross Unrealized Losses |
| | (In Millions) | | | |
| Less than 12 months | \$— | \$— | \$121.7 | \$1.7 |
| More than 12 months | — | — | 0.9 | 0.1 |
| Total | \$— | \$— | \$122.6 | \$1.8 |

The fair value of debt securities, summarized by contractual maturities, as of September 30, 2014 and December 31, 2013 are as follows:

| | 2014 | 2013 |
|---------------------|---------------|---------|
| | (In Millions) | |
| less than 1 year | \$6.3 | \$5.5 |
| 1 year - 5 years | 164.0 | 144.9 |
| 5 years - 10 years | 50.7 | 44.3 |
| 10 years - 15 years | 1.3 | 9.3 |
| 15 years - 20 years | 2.8 | 1.6 |
| 20 years+ | 21.2 | 18.3 |
| Total | \$246.3 | \$223.9 |

During the three months ended September 30, 2014 and 2013, proceeds from the dispositions of securities amounted to \$101.4 million and \$53.4 million, respectively. During the three months ended September 30, 2014 and 2013, gross gains of \$0.2 million and \$0.1 million, respectively, and gross losses of \$0.2 million and \$0.8 million, respectively, were reclassified out of other regulatory liabilities/assets into earnings.

During the nine months ended September 30, 2014 and 2013, proceeds from the dispositions of securities amounted to \$333.0 million and \$144.6 million, respectively. During the nine months ended September 30, 2014 and 2013, gross gains of \$1.6 million and \$0.9 million, respectively, and gross losses of \$0.5 million and \$1.2 million, respectively, were reclassified out of other regulatory liabilities/assets into earnings.

Other-than-temporary impairments and unrealized gains and losses

Entergy, Entergy Arkansas, Entergy Gulf States Louisiana, Entergy Louisiana, and System Energy evaluate unrealized losses at the end of each period to determine whether an other-than-temporary impairment has occurred. The assessment of whether an investment in a debt security has suffered an other-than-temporary impairment is based on whether Entergy has the intent to sell or more likely than not will be required to sell the debt security before recovery of its amortized costs. Further, if Entergy does not expect to recover the entire amortized cost basis of the debt security, an other-than-temporary impairment is considered to have occurred and it is measured by the present value of cash flows expected to be collected less the amortized cost basis (credit loss). Entergy did not have any material other-than-temporary impairments relating to credit losses on debt securities for the three and nine months ended September 30, 2014 and 2013. The assessment of whether an investment in an equity security has suffered an other-than-temporary impairment continues to be based on a number of factors including, first, whether Entergy has the ability and intent to hold the investment to recover its value, the duration and severity of any losses, and, then,

whether it is expected that the investment will recover its value within a reasonable period of time. Entergy's trusts are managed

Table of Contents

Entergy Corporation and Subsidiaries

Notes to Financial Statements

by third parties who operate in accordance with agreements that define investment guidelines and place restrictions on the purchases and sales of investments. Entergy did not record material charges to other income in the three and nine months ended September 30, 2014 and 2013, respectively, resulting from the recognition of the other-than-temporary impairment of certain equity securities held in its decommissioning trust funds.

NOTE 10. INCOME TAXES (Entergy Corporation, Entergy Arkansas, Entergy Gulf States Louisiana, Entergy Louisiana, Entergy Mississippi, Entergy New Orleans, Entergy Texas, and System Energy)

See “Income Tax Litigation”, “Income Tax Audits”, and “Other Tax Matters” in Note 3 to the financial statements in the Form 10-K for a discussion of income tax proceedings, income tax audits, and other income tax matters involving Entergy. Following is an update to that disclosure.

On March 31, 2014, New York enacted budget legislation that substantially modifies various aspects of New York tax law. The most significant effect of the legislation on Entergy is the adoption of full water’s-edge unitary combined reporting, meaning that all of Entergy’s domestic entities will be included in New York’s combined filing group. The effect of the tax law change resulted in a deferred state income tax reduction of approximately \$21.5 million.

NOTE 11. PROPERTY, PLANT, AND EQUIPMENT (Entergy Corporation, Entergy Arkansas, Entergy Gulf States Louisiana, Entergy Louisiana, Entergy Mississippi, Entergy New Orleans, Entergy Texas, and System Energy)

Construction Expenditures in Accounts Payable

Construction expenditures included in accounts payable at September 30, 2014 are \$136.3 million for Entergy, \$24.0 million for Entergy Arkansas, \$18.7 million for Entergy Gulf States Louisiana, \$11.7 million for Entergy Louisiana, \$3.7 million for Entergy Mississippi, \$0.1 million for Entergy New Orleans, \$6.9 million for Entergy Texas, and \$9.7 million for System Energy. Construction expenditures included in accounts payable at December 31, 2013 are \$166 million for Entergy, \$61.9 million for Entergy Arkansas, \$13.1 million for Entergy Gulf States Louisiana, \$31.1 million for Entergy Louisiana, \$2.8 million for Entergy Mississippi, \$1.7 million for Entergy New Orleans, \$10.9 million for Entergy Texas, and \$6.7 million for System Energy.

Impairment of Long-Lived Assets

See “Impairment of Long-Lived Assets” in Note 1 to the financial statements in the Form 10-K for a discussion of the periodic reviews that Entergy performs whenever events or changes in circumstances indicate that the recoverability of long-lived assets is uncertain. Following are updates to that discussion regarding the Vermont Yankee nuclear power plant.

As discussed in the Form 10-K, in December 2013, Entergy and Vermont entered into a settlement agreement, with an accompanying memorandum of understanding that was filed with the Vermont Public Service Board (VPSB), under which Vermont agreed to support Entergy’s request to operate Vermont Yankee until the end of 2014. The settlement agreement provided for Entergy to make \$10 million in economic transition payments, \$5 million in clean energy development support, and a transitional \$5 million payment to Vermont. Entergy will also set aside a new \$25 million fund to ensure the Vermont Yankee site is restored after decommissioning. These terms were contingent upon the VPSB issuing by March 31, 2014 a Certificate of Public Good authorizing Vermont Yankee’s operation through 2014, and otherwise conforming to the terms of the settlement agreement. The settlement agreement also provided for the

dismissal or discontinuation of other litigation between Entergy and Vermont; in the case of Entergy's appeal of the VPSB's March and November 2012 orders, such dismissal was contingent upon the VPSB's issuance of such a Certificate of Public Good. On March 28, 2014, the VPSB approved the memorandum of understanding and issued

100

Table of Contents

Entergy Corporation and Subsidiaries

Notes to Financial Statements

a Certificate of Public Good authorizing Vermont Yankee to operate until December 31, 2014. In May 2014 the VPSB denied a motion that had been filed by one of the intervenors to amend its approval order. In the settlement agreement, Entergy Vermont Yankee agreed to complete and shall provide to the Vermont parties by December 31, 2014, a site assessment study of the costs and tasks of radiological decommissioning, spent nuclear fuel management, and site restoration of Vermont Yankee. Entergy Vermont Yankee also agreed that it shall file its Post-Shutdown Decommissioning Activities Report (PSDAR) for Vermont Yankee with the NRC no sooner than sixty days after completing the site assessment study. As part of the development of the site assessment study and PSDAR, Entergy obtained a revised decommissioning cost study in the third quarter 2014. The revised estimate, along with reassessment of the assumptions regarding the timing of decommissioning cash flows, resulted in a \$101.6 million increase in the decommissioning cost liability and a corresponding impairment charge, recorded in September 2014. Impairment charges are recorded as a separate line item in Entergy's consolidated statements of income for 2014 and 2013 and this impairment charge is included within the results of the Entergy Wholesale Commodities segment.

NOTE 12. VARIABLE INTEREST ENTITIES (Entergy Corporation, Entergy Arkansas, Entergy Gulf States Louisiana, Entergy Louisiana, Entergy Mississippi, Entergy New Orleans, Entergy Texas, and System Energy)

See Note 18 to the financial statements in the Form 10-K for a discussion of variable interest entities. See Note 4 to the financial statements herein for details of the nuclear fuel companies' credit facilities and commercial paper borrowings and long-term debt.

Entergy Louisiana and System Energy are each considered to hold a variable interest in the lessors from which they lease, respectively, undivided interests representing approximately 9.3% of the Waterford 3 and 11.5% of the Grand Gulf nuclear plants. Entergy Louisiana and System Energy are the lessees under these arrangements, which are described in more detail in Note 10 to the financial statements in the Form 10-K. Entergy Louisiana made payments on its lease, including interest, of \$8.3 million and \$7.8 million in the three months ended September 30, 2014 and 2013, respectively. Entergy Louisiana made payments on its lease, including interest, of \$31 million and \$26.3 million in the nine months ended September 30, 2014 and 2013, respectively. System Energy made payments on its lease, including interest, of \$3.7 million in the three months ended September 30, 2013. System Energy made payments on its lease, including interest, of \$51.6 million and \$50.5 million in the nine months ended September 30, 2014 and 2013, respectively.

NOTE 13. ASSET RETIREMENT OBLIGATIONS (Entergy Corporation, Entergy Arkansas, Entergy Gulf States Louisiana, Entergy Louisiana, Entergy Mississippi, Entergy New Orleans, Entergy Texas, and System Energy)

See Note 9 to the financial statements in the Form 10-K for a discussion of asset retirement obligations. Following are updates to that discussion.

In the first quarter 2014, Entergy Arkansas recorded a revision to its estimated decommissioning cost liabilities for ANO 1 and ANO 2 as a result of a revised decommissioning cost study. The revised estimates resulted in a \$43.6 million increase in the decommissioning cost liabilities, along with a corresponding increase in the related asset retirement cost assets that will be depreciated over the remaining lives of the units.

In the third quarter 2014, Entergy Wholesale Commodities recorded a revision to its estimated decommissioning cost liability for Vermont Yankee. As part of the development of the site assessment study and PSDAR, Entergy obtained a revised decommissioning cost study in the third quarter 2014. The revised estimate, along with reassessment of the

assumptions regarding the timing of decommissioning cash flows, resulted in a \$101.6 million increase in the decommissioning cost liability and a corresponding impairment charge, recorded in September 2014. See Note 1 to the financial statements in the Form 10-K and Note 11 to the financial statements herein for further discussion of the Vermont Yankee plant.

Table of Contents

Entergy Corporation and Subsidiaries

Notes to Financial Statements

In the opinion of the management of Entergy Corporation, Entergy Arkansas, Entergy Gulf States Louisiana, Entergy Louisiana, Entergy Mississippi, Entergy New Orleans, Entergy Texas, and System Energy, the accompanying unaudited financial statements contain all adjustments (consisting primarily of normal recurring accruals and reclassification of previously reported amounts to conform to current classifications) necessary for a fair statement of the results for the interim periods presented. Entergy's business is subject to seasonal fluctuations, however, with peak periods occurring typically during the first and third quarters. The results for the interim periods presented should not be used as a basis for estimating results of operations for a full year.

102

Table of Contents

Part I, Item 4. Controls and Procedures

Disclosure Controls and Procedures

As of September 30, 2014, evaluations were performed under the supervision and with the participation of Entergy Corporation, Entergy Arkansas, Entergy Gulf States Louisiana, Entergy Louisiana, Entergy Mississippi, Entergy New Orleans, Entergy Texas, and System Energy (individually “Registrant” and collectively the “Registrants”) management, including their respective Principal Executive Officers (PEO) and Principal Financial Officers (PFO). The evaluations assessed the effectiveness of the Registrants’ disclosure controls and procedures. Based on the evaluations, each PEO and PFO has concluded that, as to the Registrant or Registrants for which they serve as PEO or PFO, the Registrant’s or Registrants’ disclosure controls and procedures are effective to ensure that information required to be disclosed by each Registrant in reports that it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms; and that the Registrant’s or Registrants’ disclosure controls and procedures are also effective in reasonably assuring that such information is accumulated and communicated to the Registrant’s or Registrants’ management, including their respective PEOs and PFOs, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Controls over Financial Reporting

Under the supervision and with the participation of each Registrants’ management, including its respective PEO and PFO, each Registrant evaluated changes in internal control over financial reporting that occurred during the quarter ended September 30, 2014 and found no change that has materially affected, or is reasonably likely to materially affect, internal control over financial reporting.

Table of Contents

ENTERGY ARKANSAS, INC. AND SUBSIDIARIES

MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS

Results of Operations

Net Income

Third Quarter 2014 Compared to Third Quarter 2013

Net income decreased by \$19.6 million primarily due to higher other operation and maintenance expenses and lower net revenue, partially offset by higher other income.

Nine Months Ended September 30, 2014 Compared to Nine Months Ended September 30, 2013

Net income decreased by \$17.4 million primarily due to higher other operation and maintenance expenses and higher depreciation and amortization expenses, partially offset by higher net revenue.

Net Revenue

Third Quarter 2014 Compared to Third Quarter 2013

Net revenue consists of operating revenues net of: 1) fuel, fuel-related expenses, and gas purchased for resale, 2) purchased power expenses, and 3) other regulatory charges (credits). Following is an analysis of the change in net revenue comparing the third quarter 2014 to the third quarter 2013:

| | Amount (In Millions) |
|-----------------------------|-------------------------|
| 2013 net revenue | \$407.8 |
| Volume/weather | (17.9) |
| Asset retirement obligation | (9.6) |
| Reserve equalization | 3.7 |
| Transmission revenue | 5.7 |
| Retail electric price | 11.8 |
| Other | (4.9) |
| 2014 net revenue | \$396.6 |

The volume/weather variance is primarily due to a decrease of 159 GWh, or 3%, in billed electricity usage primarily due to the effect of less favorable weather on residential and commercial sales as compared to the same period in prior year.

The asset retirement obligation affects net revenue because Entergy Arkansas records a regulatory charge for the difference between the trust earnings plus asset retirement obligation-related costs collected in revenue and asset retirement obligation-related expenses. The variance for the third quarter 2014 compared to the third quarter 2013 is primarily caused by an increase in the regulatory charge because of an increase in decommissioning trust earnings.

The reserve equalization variance is primarily due to the absence of reserve equalization expenses as compared to the same period in 2013 resulting from Entergy Arkansas's exit from the System Agreement.

Table of Contents

Entergy Arkansas, Inc. and Subsidiaries
Management's Financial Discussion and Analysis

The transmission revenue variance is primarily due to changes as a result of participation in the MISO RTO in 2014.

The retail electric price variance is primarily due to an increase in the energy efficiency rider, as approved by the APSC, effective July 2014, and the effect of the APSC's order in the 2013 rate case, including a MISO rider to provide customers credits in rates for transmission revenue received through MISO offset by an annual base rate increase effective January 2014. Energy efficiency revenues are largely offset by costs included in other operation and maintenance expenses and have minimal effect on net income. See Note 2 to the financial statements in the Form 10-K for further discussion of the rate case.

Gross operating revenues, fuel and purchased power expenses, and other regulatory charges (credits)

Gross operating revenues decreased primarily due to:

a decrease of \$37.3 million in rider revenues due to the absence of System Agreement production cost equalization revenue as compared to the same period in 2013. These revenues are offset in deferred fuel expenses. See Note 2 to the financial statements herein and in the Form 10-K for a discussion of the FERC orders in the System Agreement production cost equalization proceedings;

the decrease in volume/weather, as discussed above; and

a decrease of \$11.9 million in gross wholesale revenues due to decreased sales to municipal customers and affiliated customers as a result of contract changes and Entergy Arkansas's exit from the System Agreement, partially offset by higher wholesale revenue due to higher average price and sales in the MISO market in 2014.

The decrease was partially offset by an increase of \$13.6 million in fuel cost recovery revenues as a result of higher fuel rates and the increase in retail electric price, as discussed above.

Fuel and purchased power expenses decreased primarily due to:

a decrease in the recovery from customers of deferred fuel costs due to System Agreement production cost equalization revenues in 2013; and

a higher volume of lower-priced nuclear generation in 2014 as a result of the ANO extended outage in 2013.

The decrease was substantially offset by an increase in deferred fuel expense due to an increase in the recovery of fuel costs and increases in the average market prices of natural gas and purchased power.

Other regulatory charges increased primarily due to higher deferred gains in 2014 on decommissioning trust fund investments.

Table of Contents

Entergy Arkansas, Inc. and Subsidiaries
 Management's Financial Discussion and Analysis

Nine Months Ended September 30, 2014 Compared to Nine Months Ended September 30, 2013

Net revenue consists of operating revenues net of: 1) fuel, fuel-related expenses, and gas purchased for resale, 2) purchased power expenses, and 3) other regulatory credits. Following is an analysis of the change in net revenue comparing the nine months ended September 30, 2014 to the nine months ended September 30, 2013:

| | Amount (In Millions) |
|-----------------------|-------------------------|
| 2013 net revenue | \$1,022.2 |
| Retail electric price | 24.6 |
| Reserve equalization | 17.9 |
| Transmission revenue | 10.9 |
| MISO deferral | (11.1) |
| Volume/weather | (14.2) |
| Net wholesale revenue | (15.5) |
| Other | (4.3) |
| 2014 net revenue | \$1,030.5 |

The retail electric price variance is primarily due to an increase in the energy efficiency rider, as approved by the APSC, effective July 2013 and July 2014, and the effect of the APSC's order in the 2013 rate case, including a MISO rider to provide customers credits in rates for transmission revenue received through MISO offset by an annual base rate increase effective January 2014. Energy efficiency revenues are largely offset by costs included in other operation and maintenance expenses and have minimal effect on net income. See Note 2 to the financial statements in the Form 10-K for further discussion of the rate case.

The reserve equalization variance is primarily due to the absence of reserve equalization expenses as compared to the same period in 2013 resulting from Entergy Arkansas's exit from the System Agreement.

The transmission revenue variance is primarily due to changes as a result of participation in the MISO RTO in 2014.

The MISO deferral variance is due to the deferral in April 2013, as approved by the APSC, of costs incurred from March 2010 through December 2012 related to the transition and implementation of joining the MISO RTO.

The volume/weather variance is primarily due to a decrease in sales volume in the unbilled sales period, partially offset by an increase of 213 GWh, or 1%, in billed electricity usage primarily in the residential sector.

The net wholesale variance is primarily due to lower margins on co-owner contracts due to contract changes.

Gross operating revenues, fuel and purchased power expenses, and other regulatory credits

Gross operating revenues decreased primarily due to:

a decrease of \$94 million in rider revenues due to the absence of System Agreement production cost equalization revenue as compared to the same period in 2013. These revenues are offset in deferred fuel expenses. See Note 2 to the financial statements herein and in the Form 10-K for a discussion of the FERC orders in the System Agreement production cost equalization proceedings;

a decrease of \$29.6 million in gross wholesale revenues due to decreased sales to municipal customers and affiliated customers as a result of contract changes and Entergy Arkansas's exit from the System Agreement, partially offset by

higher wholesale revenue due to higher average price and sales in the MISO market in 2014; and the decrease in volume/weather, as discussed above.

106

Table of Contents

Entergy Arkansas, Inc. and Subsidiaries
Management's Financial Discussion and Analysis

The decrease was partially offset by:

- the increase in retail electric price, as discussed above;
- an increase of \$5.7 million in fuel cost recovery revenues as a result of higher fuel rates; and
- an increase of \$5 million in rider revenues primarily due to an increase in the Grand Gulf rate effective January 2014.

Fuel and purchased power expenses decreased primarily due to:

- a decrease in the recovery from customers of deferred fuel costs due to System Agreement production cost equalization revenues in 2013; and
- a higher volume of lower-priced nuclear generation in 2014 as a result of the ANO extended outage in 2013.

The decrease was partially offset by increases in the average market prices of purchased power and natural gas.

Other regulatory credits decreased primarily due to the deferral of prior period MISO costs in April 2013, as discussed above.

Other Income Statement Variances

Third Quarter 2014 Compared to Third Quarter 2013

Other operation and maintenance expenses increased primarily due to:

- an increase of \$10.7 million in energy efficiency costs. These costs are recovered through the energy efficiency rider and have a minimal effect on net income;
- an increase of \$7.8 million in nuclear generation expenses primarily due to higher nuclear labor costs, including contract labor, higher NRC fees, and higher materials costs;
- an increase of \$3.4 million due to an increase in storm damage accruals effective January 2014, as approved by the APSC;
- an increase of \$2 million due to administration fees in 2014 related to participation in the MISO RTO;
- an increase of \$1.8 million due to the amortization in 2014 of costs deferred in 2013 related to the transition and implementation of joining the MISO RTO, as discussed above; and
- an increase of \$1.8 million due to the amortization in 2014 of human capital management costs that were deferred in 2013, as approved by the APSC. See Note 2 to the financial statements in the Form 10-K for further discussion of the deferral of these costs.

The increase was partially offset by:

- a decrease of \$3.8 million in compensation and benefits costs primarily due to an increase in the discount rates used to determine net periodic pension and other postretirement benefit costs, other postretirement benefit plan design changes, fewer employees, and a settlement charge recognized in September 2013 related to the payment of lump sum benefits out of the non-qualified pension plan. See "MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS – Critical Accounting Estimates" in the Form 10-K and Note 6 to the financial statements herein for further discussion of benefits costs; and
- a decrease of \$2.8 million resulting from costs incurred in 2013 related to the now-terminated plan to spin off and merge the Utility's transmission business.

Other income increased due to higher earnings in 2014 on decommissioning trust fund investments. There is no effect on net income as the trust fund earnings are offset by a corresponding amount of regulatory charges.

Table of Contents

Entergy Arkansas, Inc. and Subsidiaries
Management's Financial Discussion and Analysis

Nine Months Ended September 30, 2014 Compared to Nine Months Ended September 30, 2013

Other operation and maintenance expenses increased primarily due to:

- an increase of \$23.5 million in energy efficiency costs. These costs are recovered through the energy efficiency rider and have a minimal effect on net income;
- an increase of \$19 million in nuclear generation expenses primarily due to higher nuclear labor costs, including contract labor, and higher NRC fees;
- an increase of \$10.5 million due to an increase in storm damage accruals effective January 2014, as approved by the APSC;
- an increase of \$5.6 million due to administration fees in 2014 related to participation in the MISO RTO;
- an increase of \$5.3 million due to the amortization in 2014 of human capital management costs that were deferred in 2013, as approved by the APSC. See Note 2 to the financial statements in the Form 10-K for further discussion of the deferral of these costs;
- an increase of \$4.2 million due to the amortization in 2014 of costs deferred in 2013 related to the transition and implementation of joining the MISO RTO, as discussed above; and
- the effects in 2013 of recording the final court decision in the Entergy Arkansas lawsuit against the U.S. Department of Energy related to spent nuclear fuel disposal. The damages awarded include the reimbursement of approximately \$3.2 million of spent nuclear fuel storage costs previously recorded as other operation and maintenance expense.

The increase was partially offset by:

- a decrease of \$14.4 million in compensation and benefits costs primarily due to an increase in the discount rates used to determine net periodic pension and other postretirement benefit costs, other postretirement benefit plan design changes, fewer employees, and a settlement charge recognized in September 2013 related to the payment of lump sum benefits out of the non-qualified pension plan. See "MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS – Critical Accounting Estimates" in the Form 10-K and Note 6 to the financial statements herein for further discussion of benefits costs;
- a decrease of \$11 million resulting from costs incurred in 2013 related to the generator stator incident at ANO, including an offset for insurance proceeds. See "ANO Damage and Outage" below for further discussion of the incident;
- a decrease of \$7.5 million resulting from costs incurred in 2013 related to the now-terminated plan to spin off and merge the Utility's transmission business; and
- a decrease of \$4.3 million related to a true-up to the 2013 energy efficiency filing for fixed costs collected from customers.

Depreciation and amortization expenses increased primarily due to additions to plant in service and higher depreciation rates in 2014.

Income Taxes

The effective income tax rate was 41.4% for the third quarter 2014 and 42.3% for the nine months ended September 30, 2014. The differences in the effective income tax rates for the third quarter 2014 and the nine months ended September 30, 2014 versus the federal statutory rate of 35% were primarily due to state income taxes, certain book and tax differences related to utility plant items, and the provision for uncertain tax positions, partially offset by book and tax differences related to the allowance for equity funds used during construction.

The effective income tax rate was 40.6% for the third quarter 2013 and 42.3% for the nine months ended September 30, 2013. The differences in the effective income tax rates for the third quarter 2013 and the nine months ended September 30, 2013 versus the federal statutory rate of 35% were due to state income taxes, certain book and

108

Table of Contents

Entergy Arkansas, Inc. and Subsidiaries
Management's Financial Discussion and Analysis

tax differences related to utility plant items, and the provision for uncertain tax positions, partially offset by book and tax differences related to the allowance for equity funds used during construction.

ANO Damage, Outage, and NRC Reviews

See "MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS - ANO Damage and Outage" in the Form 10-K for a discussion of the ANO stator incident. The total cost of assessment, restoration of off-site power, site restoration, debris removal, and replacement of damaged property and equipment was approximately \$95 million. In addition, Entergy Arkansas incurred replacement power costs for ANO 2 power during its outage and incurred incremental replacement power costs for ANO 1 power because the outage extended beyond the originally-planned duration of the refueling outage. In February 2014 the APSC approved Entergy Arkansas's request to exclude from the calculation of its revised energy cost rate \$65.9 million of deferred fuel and purchased energy costs incurred in 2013 as a result of the ANO stator incident. The APSC authorized Entergy Arkansas to retain the \$65.9 million in its deferred fuel balance with recovery to be reviewed in a later period after more information regarding various claims associated with the ANO stator incident is available.

Entergy Arkansas is pursuing its options for recovering damages that resulted from the stator drop, including its insurance coverage and legal action. Entergy is a member of Nuclear Electric Insurance Limited (NEIL), a mutual insurance company that provides property damage coverage to the members' nuclear generating plants, including ANO. NEIL has notified Entergy that it believes that a \$50 million course of construction sublimit applies to any loss associated with the lifting apparatus failure and stator drop at ANO. Entergy has responded that it disagrees with NEIL's position and is evaluating its options for enforcing its rights under the policy. On July 12, 2013, Entergy Arkansas filed a complaint in the Circuit Court in Pope County, Arkansas against the owner of the heavy-lifting apparatus that collapsed, an engineering firm, a contractor, and certain individuals asserting claims of breach of contract, negligence, and gross negligence in connection with their responsibility for the stator drop. During 2014, Entergy Arkansas collected \$40 million from NEIL and is pursuing additional recoveries due under the policy.

Shortly after the stator incident, the NRC deployed an augmented inspection team to review the plant's response. In July 2013 a second team of NRC inspectors visited ANO to evaluate certain items that were identified as requiring follow-up inspection to determine whether performance deficiencies existed. In March 2014 the NRC issued an inspection report on the follow-up inspection that discussed two preliminary findings, one that was preliminarily determined to be "red with high safety significance" for Unit 1 and one that was preliminarily determined to be "yellow with substantial safety significance" for Unit 2, with the NRC indicating further that these preliminary findings may warrant additional regulatory oversight. This report also noted that one additional item related to flood barrier effectiveness was still under review.

In May 2014 the NRC met with Entergy during a regulatory conference to discuss the preliminary red and yellow findings and Entergy's response to the findings. During the regulatory conference, Entergy presented information on the facts and assumptions the NRC used to assess the potential findings. The NRC used the information provided by Entergy at the regulatory conference to finalize its decision regarding the inspection team's findings. In a letter dated June 23, 2014, the NRC classified both findings as "yellow with substantial safety significance." In an assessment follow-up letter for ANO dated July 29, 2014, the NRC stated that given the two yellow findings, it determined that the performance at ANO is in the "degraded cornerstone column," or column 3, of the NRC's reactor oversight process action matrix beginning the first quarter 2014. Corrective actions in response to the NRC's findings have been taken and remain ongoing at ANO. The NRC plans to conduct supplemental inspection activity to review the actions taken to address the yellow findings. Entergy will continue to interact with the NRC to address the NRC's findings.

In September 2014 the NRC issued an inspection report on the flood barrier effectiveness issue that was still under review at the time of the March 2014 inspection report. While Entergy believes that the flood barrier issue that led to the finding have been addressed at ANO, the NRC will still assess the safety significance of the deficiencies. In its September 2014 inspection report, the NRC discussed a preliminary finding of “yellow with substantial safety significance” for the Unit 1 and Unit 2 auxiliary and emergency diesel fuel storage buildings. The NRC indicated that

109

Table of Contents

Entergy Arkansas, Inc. and Subsidiaries
 Management's Financial Discussion and Analysis

these preliminary findings may warrant additional regulatory oversight. Entergy requested a public regulatory conference regarding the inspection, and the conference was held on October 28, 2014. During the regulatory conference, Entergy presented information related to the facts and assumptions used by the NRC in arriving at its preliminary finding of "yellow with substantial safety significance." The NRC can consider this information as it works to finalize its assessment of the safety significance of the flood barrier issue.

If the NRC's final assessment of the flood barrier issue remains yellow, ANO would likely be placed into the "multiple/repetitive degraded cornerstone column" of the NRC's reactor oversight process action matrix. Placement into this column would require significant additional NRC inspection activities at the ANO site, including a review of the site's root cause evaluation associated with the flood barrier issue, an assessment of the effectiveness of the site's corrective action program, an additional design basis inspection, a safety culture assessment, and possibly other inspection activities consistent with the NRC's Inspection Procedure.

Liquidity and Capital Resources

Cash Flow

Cash flows for the nine months ended September 30, 2014 and 2013 were as follows:

| | 2014 | 2013 |
|--|----------------|-----------|
| | (In Thousands) | |
| Cash and cash equivalents at beginning of period | \$127,022 | \$34,533 |
| Cash flow provided by (used in): | | |
| Operating activities | 199,435 | 201,757 |
| Investing activities | (401,834) | (435,244) |
| Financing activities | 87,204 | 244,017 |
| Net increase (decrease) in cash and cash equivalents | (115,195) | 10,530 |
| Cash and cash equivalents at end of period | \$11,827 | \$45,063 |

Operating Activities

Net cash flow provided by operating activities decreased \$2.3 million for the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013 primarily due to:

a decrease in the recovery of fuel and purchased power costs including a \$68 million System Agreement bandwidth remedy payment made in May 2014 as a result of the compliance filing pursuant to the FERC's February 2014 orders related to the bandwidth payments/receipts for the June - December 2005 period and a \$33.7 million System Agreement bandwidth remedy payment made in September 2014 as a result of the compliance filing pursuant to the FERC's orders related to the bandwidth payments/receipts for the comprehensive recalculation for 2007, 2008, and 2009. See Note 2 to the financial statements herein and in the Form 10-K for a discussion of the System Agreement bandwidth remedy payment;

- an increase of \$54.6 million in pension contributions in 2014. See "MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS – Critical Accounting Estimates" in the Form 10-K and Note 6 to the financial statements herein for a discussion of qualified pension and other postretirement benefits funding; proceeds of \$38 million received in 2013 from the U.S. Department of Energy resulting from litigation regarding the storage of spent nuclear fuel; and
- the timing of payments to vendors.

Table of Contents

Entergy Arkansas, Inc. and Subsidiaries
Management's Financial Discussion and Analysis

The decrease was partially offset by:

- a decrease of \$209.7 million in income tax payments. Entergy Arkansas made income tax payments of \$211.4 million in 2013 in accordance with the Entergy Corporation and Subsidiary Companies Intercompany Income Tax Allocation Agreement. The income tax payments in 2013 resulted primarily from the reversal of temporary differences for which Entergy Arkansas had previously claimed a tax deduction;
- approximately \$27 million in spending in 2013 related to the generator stator incident at ANO, as discussed above;
- \$10.7 million in insurance proceeds received in 2014 for property damages related to the generator stator incident at ANO, as discussed above;
- a decrease of \$8.2 million in interest paid in 2014;
- the timing of collections from customers; and
- \$22.6 million in storm restoration spending in 2013 resulting from the December 2012 winter storm which caused significant damage to Entergy Arkansas's distribution lines, equipment, poles and other facilities.

Investing Activities

Net cash flow used in investing activities decreased \$33.4 million for the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013 primarily due to:

- approximately \$68 million in spending in 2013 related to the generator stator incident at ANO, as discussed above;
- money pool activity; and
- \$29.3 million in insurance proceeds received in 2014 for property damages related to the generator stator incident at ANO, as discussed above.

The decrease was partially offset by:

- fluctuations in nuclear fuel activity because of variations from year to year in the timing and pricing of fuel reload requirements in the Utility business, material and services deliveries, and the timing of cash payments during the nuclear fuel cycle;
- an increase in construction expenditures, including an increase in storm spending in 2014 of approximately \$15 million; and
- proceeds of \$10.3 million received in 2013 from the U.S. Department of Energy resulting from litigation regarding the storage of spent nuclear fuel.

Decreases in Entergy Arkansas's receivable from the money pool are a source of cash flow, and Entergy Arkansas's receivable from the money pool decreased by \$17.5 million for the nine months ended September 30, 2014 compared to increasing by \$45.3 million for the nine months ended September 30, 2013. The money pool is an inter-company borrowing arrangement designed to reduce the Utility subsidiaries' need for external short-term borrowings.

Financing Activities

Net cash flow provided by financing activities decreased by \$156.8 million for the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013 primarily due to the net issuance of \$20.2 million of long-term debt in 2014 compared to the net issuance of \$280.8 million of long-term debt in 2013.

The decrease was partially offset by:

money pool activity;
the net borrowings of \$8 million on the Entergy Arkansas nuclear fuel company variable interest entity credit facility
in 2014 compared to net repayments of \$16.6 million in 2013; and

111

Table of Contents

Entergy Arkansas, Inc. and Subsidiaries
 Management's Financial Discussion and Analysis

common stock dividends of \$15 million paid in 2013.

Increases in Entergy Arkansas's payable to the money pool are a source of cash flow, and Entergy Arkansas's payable to the money pool increased by \$63.7 million for the nine months ended September 30, 2014.

See Note 5 to the financial statements in the Form 10-K and Note 4 to the financial statements herein for more details on long-term debt.

Capital Structure

Entergy Arkansas's capitalization is balanced between equity and debt, as shown in the following table.

| | September 30, 2014 | | December 31, 2013 | |
|---|-----------------------|----|----------------------|----|
| Debt to capital | 55.5 | % | 56.7 | % |
| Effect of excluding the securitization bonds | (0.8 | %) | (0.9 | %) |
| Debt to capital, excluding securitization bonds (a) | 54.7 | % | 55.8 | % |
| Effect of subtracting cash | (0.1 | %) | (1.4 | %) |
| Net debt to net capital, excluding securitization bonds (a) | 54.6 | % | 54.4 | % |

(a) Calculation excludes the securitization bonds, which are non-recourse to Entergy Arkansas.

Net debt consists of debt less cash and cash equivalents. Debt consists of short-term borrowings and long-term debt, including the currently maturing portion. Capital consists of debt, preferred stock without sinking fund, and common equity. Net capital consists of capital less cash and cash equivalents. Entergy Arkansas uses the debt to capital ratios excluding securitization bonds in analyzing its financial condition and believes they provide useful information to its investors and creditors in evaluating Entergy Arkansas's financial condition because the securitization bonds are non-recourse to Entergy Arkansas, as more fully described in Note 5 to the financial statements in the Form 10-K. Entergy Arkansas also uses the net debt to net capital ratio excluding securitization bonds in analyzing its financial condition and believes it provides useful information to its investors and creditors in evaluating Entergy Arkansas's financial condition because net debt indicates Entergy Arkansas's outstanding debt position that could not be readily satisfied by cash and cash equivalents on hand.

Uses and Sources of Capital

See "MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS - Liquidity and Capital Resources" in the Form 10-K for a discussion of Entergy Arkansas's uses and sources of capital. Following are additional updates to the information provided in the Form 10-K. Entergy Arkansas is developing its capital investment plan for 2015 through 2017 and currently anticipates making \$1.8 billion in capital investments during that period. The preliminary estimate includes amounts associated with specific investments such as environmental compliance spending, transmission upgrades, resource planning, generation projects, system improvements, and other investments. Estimated capital expenditures are subject to periodic review and modification and may vary based on the ongoing effects of regulatory constraints and requirements, environmental compliance, business opportunities, market volatility, economic trends, business restructuring, changes in project plans, and the ability to access capital.

Entergy Arkansas's receivables from or (payables to) the money pool were as follows:

| September 30, 2014 | December 31, 2013 | September 30, 2013 | December 31, 2012 |
|-----------------------|----------------------|-----------------------|----------------------|
|-----------------------|----------------------|-----------------------|----------------------|

(In Thousands)

| | | | |
|------------|----------|----------|---------|
| (\$63,677) | \$17,531 | \$53,375 | \$8,035 |
|------------|----------|----------|---------|

See Note 4 to the financial statements in the Form 10-K for a description of the money pool.

112

Table of Contents

Entergy Arkansas, Inc. and Subsidiaries
Management's Financial Discussion and Analysis

Entergy Arkansas has a credit facility in the amount of \$150 million scheduled to expire in March 2019. The credit facility allows Entergy Arkansas to issue letters of credit against 50% of the borrowing capacity of the facility. As of September 30, 2014, there were no cash borrowings and \$4 million of letters of credit outstanding under the credit facility. Entergy Arkansas also has a \$20 million credit facility scheduled to expire in April 2015. No borrowings were outstanding under the credit facility as of September 30, 2014. See Note 4 to the financial statements herein for additional discussion of the credit facilities.

The Entergy Arkansas nuclear fuel company variable interest entity has a credit facility in the amount of \$85 million scheduled to expire in June 2016. As of September 30, 2014, \$8.0 million in letters of credit were outstanding under the credit facility to support a like amount of commercial paper issued by the Entergy Arkansas nuclear fuel company variable interest entity. See Note 4 to the financial statements herein for additional discussion of the nuclear fuel company variable interest entity credit facility.

In March 2014, Entergy Arkansas issued \$375 million of 3.70% Series first mortgage bonds due June 2024. Entergy Arkansas used the proceeds to pay, prior to maturity, its \$250 million term loan, to pay, prior to maturity, its \$115 million of 5.0% Series first mortgage bonds due July 2018, and for general corporate purposes.

In July 2014 the Entergy Arkansas nuclear fuel trust variable interest entity issued \$90 million of 3.65% Series L notes due July 2021. The Entergy Arkansas nuclear fuel trust variable interest entity used the proceeds to pay, at maturity, its \$70 million of 5.69% Series I notes due July 2014 and to purchase additional nuclear fuel.

State and Local Rate Regulation and Fuel-Cost Recovery

See "MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS – State and Local Rate Regulation and Fuel-Cost Recovery" in the Form 10-K for a discussion of state and local rate regulation and fuel cost recovery. The following are updates to that discussion.

Retail Rates

As discussed in the Form 10-K, the APSC issued an order in Entergy Arkansas's 2013 base rate filing in December 2013. In January 2014, Entergy Arkansas filed a petition for rehearing or clarification of several aspects of the APSC's order, including the 9.3% authorized return on common equity. In February 2014 the APSC granted Entergy Arkansas's petition for the purpose of considering the additional evidence identified by Entergy Arkansas. In August 2014 the APSC issued an order amending certain aspects of the original order, including providing for a 9.5% authorized return on common equity. The revised rates are effective for all bills rendered after December 31, 2013 and were implemented in the first billing cycle of October 2014.

Production Cost Allocation Rider

In May 2014, Entergy Arkansas filed its annual redetermination of the production cost allocation rider to recover the \$3 million unrecovered retail balance as of December 31, 2013 and the \$68 million System Agreement bandwidth remedy payment made in May 2014 as a result of the compliance filing pursuant to the FERC's February 2014 orders related to the bandwidth payments/receipts for the June - December 2005 period. In June 2014 the APSC suspended the annual redetermination of the production cost allocation rider and scheduled a hearing in September 2014. Upon a joint motion of the parties, the APSC canceled the September 2014 hearing and will enter an order based on the evidence and legal briefs in the record.

Table of Contents

Entergy Arkansas, Inc. and Subsidiaries
Management's Financial Discussion and Analysis

Federal Regulation

See "Entergy's Integration Into the MISO Regional Transmission Organization" and "System Agreement" in the "Rate, Cost-recovery, and Other Regulation – Federal Regulation" section of Entergy Corporation and Subsidiaries Management's Financial Discussion and Analysis for updates to the Federal Regulation discussion in the Form 10-K.

Nuclear Matters

See "MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS - Nuclear Matters" in the Form 10-K for a discussion of nuclear matters.

Environmental Risks

See "MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS - Environmental Risks" in the Form 10-K for a discussion of environmental risks.

Critical Accounting Estimates

See "MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS - Critical Accounting Estimates" in the Form 10-K for a discussion of the estimates and judgments necessary in Entergy Arkansas's accounting for nuclear decommissioning costs, unbilled revenue, and qualified pension and other postretirement benefits. Following is an update to that discussion.

Nuclear Decommissioning Costs

In the first quarter 2014, Entergy Arkansas recorded a revision to its estimated decommissioning cost liabilities for ANO 1 and ANO 2 as a result of a revised decommissioning cost study. The revised estimates resulted in a \$43.6 million increase in the decommissioning cost liabilities, along with a corresponding increase in the related asset retirement cost assets that will be depreciated over the remaining lives of the units.

Table of ContentsENTERGY ARKANSAS, INC. AND SUBSIDIARIES
CONSOLIDATED INCOME STATEMENTS

For the Three and Nine Months Ended September 30, 2014 and 2013

(Unaudited)

| | Three Months Ended | | Nine Months Ended | |
|---|--------------------|-----------------|-------------------|------------------|
| | 2014 | 2013 | 2014 | 2013 |
| | (In Thousands) | | (In Thousands) | |
| OPERATING REVENUES | | | | |
| Electric | \$627,153 | \$647,671 | \$1,653,656 | \$1,698,716 |
| OPERATING EXPENSES | | | | |
| Operation and Maintenance: | | | | |
| Fuel, fuel-related expenses, and gas purchased for resale | 86,932 | 113,523 | 196,007 | 321,373 |
| Purchased power | 141,042 | 131,736 | 433,513 | 369,643 |
| Nuclear refueling outage expenses | 12,541 | 9,403 | 30,717 | 29,031 |
| Other operation and maintenance | 170,868 | 147,513 | 468,124 | 438,021 |
| Decommissioning | 11,938 | 10,847 | 34,853 | 32,044 |
| Taxes other than income taxes | 26,081 | 24,303 | 69,515 | 69,073 |
| Depreciation and amortization | 59,805 | 58,083 | 176,634 | 172,059 |
| Other regulatory charges (credits) - net | 2,589 | (5,418) | (6,394) | (14,465) |
| TOTAL | 511,796 | 489,990 | 1,402,969 | 1,416,779 |
| OPERATING INCOME | 115,357 | 157,681 | 250,687 | 281,937 |
| OTHER INCOME | | | | |
| Allowance for equity funds used during construction | 1,816 | 2,902 | 5,229 | 7,852 |
| Interest and investment income | 12,812 | 1,525 | 20,425 | 18,411 |
| Miscellaneous - net | (30) | (629) | (761) | (2,573) |
| TOTAL | 14,598 | 3,798 | 24,893 | 23,690 |
| INTEREST EXPENSE | | | | |
| Interest expense | 23,342 | 23,253 | 69,863 | 69,290 |
| Allowance for borrowed funds used during construction | (942) | (744) | (2,728) | (2,473) |
| TOTAL | 22,400 | 22,509 | 67,135 | 66,817 |
| INCOME BEFORE INCOME TAXES | 107,555 | 138,970 | 208,445 | 238,810 |
| Income taxes | 44,575 | 56,393 | 88,090 | 101,031 |
| NET INCOME | 62,980 | 82,577 | 120,355 | 137,779 |
| Preferred dividend requirements | 1,718 | 1,718 | 5,155 | 5,155 |
| EARNINGS APPLICABLE TO COMMON STOCK | \$61,262 | \$80,859 | \$115,200 | \$132,624 |

See Notes to Financial Statements.

Table of Contents

(page left blank intentionally)

116

Table of Contents

ENTERGY ARKANSAS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
For the Nine Months Ended September 30, 2014 and 2013
(Unaudited)

| | 2014 | 2013 |
|--|----------------|------------|
| | (In Thousands) | |
| OPERATING ACTIVITIES | | |
| Net income | \$120,355 | \$137,779 |
| Adjustments to reconcile net income to net cash flow provided by operating activities: | | |
| Depreciation, amortization, and decommissioning, including nuclear fuel amortization | 285,824 | 263,176 |
| Deferred income taxes, investment tax credits, and non-current taxes accrued | 119,305 | 99,442 |
| Changes in assets and liabilities: | | |
| Receivables | (19,754) | (70,219) |
| Fuel inventory | 13,014 | 16,740 |
| Accounts payable | (102,234) | (12,996) |
| Prepaid taxes and taxes accrued | (40,576) | (222,118) |
| Interest accrued | (1,029) | (9,760) |
| Deferred fuel costs | (155,571) | 26,672 |
| Other working capital accounts | 61,711 | (12,324) |
| Provisions for estimated losses | (911) | 200 |
| Other regulatory assets | (8,307) | 2,515 |
| Pension and other postretirement liabilities | (84,298) | (25,332) |
| Other assets and liabilities | 11,906 | 7,982 |
| Net cash flow provided by operating activities | 199,435 | 201,757 |
| INVESTING ACTIVITIES | | |
| Construction expenditures | (397,055) | (365,511) |
| Allowance for equity funds used during construction | 7,701 | 10,587 |
| Nuclear fuel purchases | (123,358) | (73,151) |
| Proceeds from sale of nuclear fuel | 75,860 | 36,478 |
| Proceeds from nuclear decommissioning trust fund sales | 155,403 | 173,431 |
| Investment in nuclear decommissioning trust funds | (162,916) | (178,516) |
| Changes in money pool receivable - net | 17,531 | (45,340) |
| Changes in securitization account | (4,480) | (3,493) |
| Insurance proceeds | 29,280 | — |
| Litigation proceeds for reimbursement of spent nuclear fuel storage costs | — | 10,271 |
| Other | 200 | — |
| Net cash flow used in investing activities | (401,834) | (435,244) |
| FINANCING ACTIVITIES | | |
| Proceeds from the issuance of long-term debt | 461,553 | 716,670 |
| Retirement of long-term debt | (441,318) | (435,896) |
| Changes in short-term borrowings - net | 8,036 | (16,602) |
| Change in money pool payable - net | 63,677 | — |
| Dividends paid: | | |
| Common stock | — | (15,000) |
| Preferred stock | (5,155) | (5,155) |
| Other | 411 | — |
| Net cash flow provided by financing activities | 87,204 | 244,017 |

| | | |
|--|------------|----------|
| Net increase (decrease) in cash and cash equivalents | (115,195) | 10,530 |
| Cash and cash equivalents at beginning of period | 127,022 | 34,533 |
| Cash and cash equivalents at end of period | \$11,827 | \$45,063 |

SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:

| | | |
|--------------------------------------|----------|-----------|
| Cash paid during the period for: | | |
| Interest - net of amount capitalized | \$66,838 | \$75,022 |
| Income taxes | \$1,714 | \$211,415 |

See Notes to Financial Statements.

Table of ContentsENTERGY ARKANSAS, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

ASSETS

September 30, 2014 and December 31, 2013

(Unaudited)

| | 2014 | 2013 |
|--|------------------|------------------|
| | (In Thousands) | |
| CURRENT ASSETS | | |
| Cash and cash equivalents: | | |
| Cash | \$11,749 | \$4,181 |
| Temporary cash investments | 78 | 122,841 |
| Total cash and cash equivalents | 11,827 | 127,022 |
| Securitization recovery trust account | 8,315 | 3,835 |
| Accounts receivable: | | |
| Customer | 133,118 | 102,328 |
| Allowance for doubtful accounts | (30,463) | (30,113) |
| Associated companies | 32,870 | 68,875 |
| Other | 103,306 | 94,256 |
| Accrued unbilled revenues | 91,794 | 82,298 |
| Total accounts receivable | 330,625 | 317,644 |
| Accumulated deferred income taxes | — | 33,556 |
| Deferred fuel costs | 158,367 | 68,696 |
| Fuel inventory - at average cost | 28,490 | 41,504 |
| Materials and supplies - at average cost | 161,561 | 152,429 |
| Deferred nuclear refueling outage costs | 38,489 | 31,135 |
| System agreement costs equalization | — | 30,000 |
| Prepaid taxes | 30,597 | — |
| Prepayments and other | 22,378 | 58,911 |
| TOTAL | 790,649 | 864,732 |
| OTHER PROPERTY AND INVESTMENTS | | |
| Decommissioning trust funds | 745,144 | 710,913 |
| Non-utility property - at cost (less accumulated depreciation) | 1,756 | 1,664 |
| Other | 15,381 | 29,181 |
| TOTAL | 762,281 | 741,758 |
| UTILITY PLANT | | |
| Electric | 9,080,352 | 8,798,458 |
| Property under capital lease | 988 | 1,064 |
| Construction work in progress | 215,255 | 209,036 |
| Nuclear fuel | 297,658 | 321,901 |
| TOTAL UTILITY PLANT | 9,594,253 | 9,330,459 |
| Less - accumulated depreciation and amortization | 4,147,088 | 4,034,880 |
| UTILITY PLANT - NET | 5,447,165 | 5,295,579 |
| DEFERRED DEBITS AND OTHER ASSETS | | |
| Regulatory assets: | | |
| Regulatory asset for income taxes - net | 68,714 | 73,864 |
| | 1,027,849 | 1,014,392 |

Edgar Filing: ENTERGY CORP /DE/ - Form 10-Q

Other regulatory assets (includes securitization property of \$70,604 as of September 30, 2014 and \$80,963 as of December 31, 2013)

| | | |
|---------------------|-------------|-------------|
| Deferred fuel costs | 65,900 | — |
| Other | 45,804 | 44,565 |
| TOTAL | 1,208,267 | 1,132,821 |
| | | |
| TOTAL ASSETS | \$8,208,362 | \$8,034,890 |

See Notes to Financial Statements.

118

Table of Contents

ENTERGY ARKANSAS, INC. AND SUBSIDIARIES
 CONSOLIDATED BALANCE SHEETS
 LIABILITIES AND EQUITY

September 30, 2014 and December 31, 2013

(Unaudited)

| | 2014 | 2013 |
|--|--------------------|--------------------|
| | (In Thousands) | |
| CURRENT LIABILITIES | | |
| Currently maturing long-term debt | \$— | \$70,000 |
| Short-term borrowings | 8,036 | — |
| Accounts payable: | | |
| Associated companies | 162,164 | 149,802 |
| Other | 142,733 | 228,160 |
| Customer deposits | 113,750 | 86,512 |
| Taxes accrued | — | 9,979 |
| Accumulated deferred income taxes | 20,586 | 9,231 |
| Interest accrued | 21,007 | 22,036 |
| Other | 39,704 | 55,656 |
| TOTAL | 507,980 | 631,376 |
| NON-CURRENT LIABILITIES | | |
| Accumulated deferred income taxes and taxes accrued | 1,976,404 | 1,906,562 |
| Accumulated deferred investment tax credits | 38,020 | 38,958 |
| Other regulatory liabilities | 235,804 | 219,370 |
| Decommissioning | 806,232 | 723,771 |
| Accumulated provisions | 4,835 | 5,746 |
| Pension and other postretirement liabilities | 234,929 | 319,211 |
| Long-term debt (includes securitization bonds of \$82,657 as of September 30, 2014 and \$88,961 as of December 31, 2013) | 2,429,578 | 2,335,802 |
| Other | 23,312 | 18,026 |
| TOTAL | 5,749,114 | 5,567,446 |
| Commitments and Contingencies | | |
| Preferred stock without sinking fund | 116,350 | 116,350 |
| COMMON EQUITY | | |
| Common stock, \$0.01 par value, authorized 325,000,000 shares; issued and outstanding 46,980,196 shares in 2014 and 2013 | 470 | 470 |
| Paid-in capital | 588,471 | 588,471 |
| Retained earnings | 1,245,977 | 1,130,777 |
| TOTAL | 1,834,918 | 1,719,718 |
| TOTAL LIABILITIES AND EQUITY | \$8,208,362 | \$8,034,890 |

See Notes to Financial Statements.

Table of Contents

ENTERGY ARKANSAS, INC. AND SUBSIDIARIES
 CONSOLIDATED STATEMENTS OF CHANGES IN COMMON EQUITY
 For the Nine Months Ended September 30, 2014 and 2013
 (Unaudited)

| | Common Equity | | Retained | Total |
|-------------------------------|----------------|-----------|-------------|-------------|
| | Common | Paid-in | Earnings | |
| | Stock | Capital | | |
| | (In Thousands) | | | |
| Balance at December 31, 2012 | \$470 | \$588,444 | \$990,702 | \$1,579,616 |
| Net income | — | — | 137,779 | 137,779 |
| Common stock dividends | — | — | (15,000) | (15,000) |
| Preferred stock dividends | — | — | (5,155) | (5,155) |
| Balance at September 30, 2013 | \$470 | \$588,444 | \$1,108,326 | \$1,697,240 |
| Balance at December 31, 2013 | \$470 | \$588,471 | \$1,130,777 | \$1,719,718 |
| Net income | — | — | 120,355 | 120,355 |
| Preferred stock dividends | — | — | (5,155) | (5,155) |
| Balance at September 30, 2014 | \$470 | \$588,471 | \$1,245,977 | \$1,834,918 |

See Notes to Financial Statements.

Table of Contents

ENTERGY ARKANSAS, INC. AND SUBSIDIARIES

SELECTED OPERATING RESULTS

For the Three and Nine Months Ended September 30, 2014 and 2013

(Unaudited)

| Description | Three Months Ended | | Increase/ (Decrease) | % |
|-------------------------------------|-----------------------|---------|-------------------------|-------|
| | 2014 | 2013 | | |
| | (Dollars In Millions) | | | |
| Electric Operating Revenues: | | | | |
| Residential | \$234 | \$248 | (\$14) | (6) |
| Commercial | 140 | 141 | (1) | (1) |
| Industrial | 133 | 131 | 2 | 2 |
| Governmental | 5 | 5 | — | — |
| Total retail | 512 | 525 | (13) | (2) |
| Sales for resale: | | | | |
| Associated companies | 36 | 89 | (53) | (60) |
| Non-associated companies | 59 | 19 | 40 | 211 |
| Other | 20 | 15 | 5 | 33 |
| Total | \$627 | \$648 | (\$21) | (3) |
| Billed Electric Energy Sales (GWh): | | | | |
| Residential | 2,233 | 2,367 | (134) | (6) |
| Commercial | 1,730 | 1,767 | (37) | (2) |
| Industrial | 1,920 | 1,906 | 14 | 1 |
| Governmental | 65 | 67 | (2) | (3) |
| Total retail | 5,948 | 6,107 | (159) | (3) |
| Sales for resale: | | | | |
| Associated companies | 387 | 2,094 | (1,707) | (82) |
| Non-associated companies | 1,788 | 181 | 1,607 | 888 |
| Total | 8,123 | 8,382 | (259) | (3) |
| | Nine Months Ended | | Increase/ (Decrease) | % |
| Description | 2014 | 2013 | | |
| | (Dollars In Millions) | | | |
| Electric Operating Revenues: | | | | |
| Residential | \$592 | \$608 | (\$16) | (3) |
| Commercial | 350 | 358 | (8) | (2) |
| Industrial | 317 | 328 | (11) | (3) |
| Governmental | 13 | 15 | (2) | (13) |
| Total retail | 1,272 | 1,309 | (37) | (3) |
| Sales for resale: | | | | |
| Associated companies | 97 | 267 | (170) | (64) |
| Non-associated companies | 195 | 56 | 139 | 248 |
| Other | 90 | 67 | 23 | 34 |
| Total | \$1,654 | \$1,699 | (\$45) | (3) |
| Billed Electric Energy Sales (GWh): | | | | |
| Residential | 6,361 | 6,164 | 197 | 3 |

Edgar Filing: ENTERGY CORP /DE/ - Form 10-Q

| | | | | | |
|--------------------------|--------|--------|--------|-----|-------|
| Commercial | 4,519 | 4,503 | 16 | — | |
| Industrial | 5,071 | 5,068 | 3 | — | |
| Governmental | 179 | 182 | (3 |) | (2) |
| Total retail | 16,130 | 15,917 | 213 | 1 | |
| Sales for resale: | | | | | |
| Associated companies | 1,232 | 6,202 | (4,970 |) | (80) |
| Non-associated companies | 5,211 | 539 | 4,672 | 867 | |
| Total | 22,573 | 22,658 | (85 |) | — |

121

Table of Contents

ENTERGY GULF STATES LOUISIANA, L.L.C.

MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS

Entergy Louisiana and Entergy Gulf States Louisiana Business Combination

In June 2014, Entergy Louisiana and Entergy Gulf States Louisiana filed a business combination study report with the LPSC. The report contained a preliminary analysis of the potential combination of Entergy Louisiana and Entergy Gulf States Louisiana into a single public utility. Though not a formal application, the report provided an overview of the combination and identified its potential customer benefits. Although not part of the business combination, Entergy Louisiana provided notice to the City Council in June 2014 that it anticipates it will seek authorization to transfer to Entergy New Orleans the assets that currently support Entergy Louisiana's customers in Algiers. In the summer of 2014, Entergy Louisiana and Entergy Gulf States Louisiana held technical conferences and face-to-face meetings with LPSC staff and other stakeholders to discuss potential effects of the combination, solicit suggestions and concerns, and identify areas in which additional information might be needed.

On September 30, 2014, Entergy Louisiana and Entergy Gulf States Louisiana filed an application with the LPSC seeking authorization to undertake the transactions that would result in the combination of Entergy Louisiana and Entergy Gulf States Louisiana into a single public utility.

The combination is subject to regulatory review and approval of the LPSC, the FERC, and the NRC. In June 2014, Entergy submitted an application to the NRC for approval of River Bend and Waterford 3 license transfers as part of the steps to complete the business combination. The combination also could be subject to regulatory review of the City Council if Entergy Louisiana continues to own the assets that currently support Entergy Louisiana's customers in Algiers at the time the combination is effectuated. In November 2014, Entergy Louisiana filed an application with the City Council seeking authorization to undertake the combination. The application provides that if the City Council approves the Algiers asset transfer before the business combination occurs, the City Council may not need to issue a public interest finding regarding the combination. If approvals are obtained from the LPSC, the FERC, the NRC, and, if required, the City Council, Entergy Louisiana and Entergy Gulf States Louisiana expect the combination will be effected in the second half of 2015.

It is currently contemplated that Entergy Louisiana and Entergy Gulf States Louisiana will undertake multiple steps to effectuate the combination, which steps would include the following:

Each of Entergy Louisiana and Entergy Gulf States Louisiana will redeem or repurchase all of their respective outstanding preferred membership interests (which interests have a \$100 million liquidation value in the case of Entergy Louisiana and \$10 million liquidation value in the case of Entergy Gulf States Louisiana).

Entergy Gulf States Louisiana will convert from a Louisiana limited liability company to a Texas limited liability company.

Under the Texas Business Organizations Code (TXBOC), Entergy Louisiana will allocate substantially all of its assets to a new subsidiary (New Entergy Louisiana) and New Entergy Louisiana will assume all of the liabilities of Entergy Louisiana, in a transaction regarded as a merger under the TXBOC. Entergy Louisiana will remain in existence and hold the membership interests in New Entergy Louisiana.

Under the TXBOC, Entergy Gulf States Louisiana will allocate substantially all of its assets to a new subsidiary (New Entergy Gulf States Louisiana) and New Entergy Gulf States Louisiana will assume all of the liabilities of Entergy Gulf States Louisiana, in a transaction regarded as a merger under the TXBOC. Entergy Gulf States Louisiana will remain in existence and hold the membership interests in New Entergy Gulf States Louisiana.

•

Entergy Louisiana and Entergy Gulf States Louisiana will contribute the membership interests in New Entergy Louisiana and New Entergy Gulf States Louisiana to an affiliate the common membership interests of which will be owned by Entergy Louisiana, Entergy Gulf States Louisiana and Entergy Corporation.

122

Table of Contents

Entergy Gulf States Louisiana, L.L.C.
 Management's Financial Discussion and Analysis

New Entergy Gulf States Louisiana will merge into New Entergy Louisiana with New Entergy Louisiana surviving the merger.

Upon the completion of the steps, New Entergy Louisiana will hold substantially all of the assets, and will have assumed all of the liabilities, of Entergy Louisiana and Entergy Gulf States Louisiana. Entergy Louisiana and Entergy Gulf States Louisiana may modify or supplement the steps to be taken to effect the combination.

Results of Operations

Net Income

Third Quarter 2014 Compared to Third Quarter 2013

Net income decreased \$7.1 million primarily due to a higher effective income tax rate and higher interest expense, partially offset by higher net revenue and lower other operation and maintenance expenses.

Nine Months Ended September 30, 2014 Compared to Nine Months Ended September 30, 2013

Net income increased \$18.7 million primarily due to higher net revenue and lower other operation and maintenance expenses, partially offset by higher interest expense, lower other income and a higher effective income tax rate.

Net Revenue

Third Quarter 2014 Compared to Third Quarter 2013

Net revenue consists of operating revenues net of: 1) fuel, fuel-related expenses, and gas purchased for resale, 2) purchased power expenses, and 3) other regulatory charges (credits). Following is an analysis of the change in net revenue comparing the third quarter 2014 to the third quarter 2013:

| | Amount (In Millions) |
|-----------------------------|-------------------------|
| 2013 net revenue | \$258.9 |
| MISO deferral | 3.8 |
| Asset retirement obligation | 3.3 |
| Retail electric price | 2.5 |
| Volume/weather | (2.1) |
| Other | 2.3 |
| 2014 net revenue | \$268.7 |

The MISO deferral variance is due to the deferral in 2014 of the non-fuel MISO-related charges, as approved by the LPSC. The deferral of non-fuel MISO-related charges is partially offset in other operation and maintenance expenses. See Note 2 to the financial statements in the Form 10-K for further discussion of the recovery of non-fuel MISO-related charges.

The asset retirement obligation affects net revenue because Entergy Gulf States Louisiana records a regulatory credit for the difference between asset retirement obligation-related expenses and trust earnings plus asset retirement obligation-related costs collected in revenue. The variance for the third quarter 2014 compared to the third quarter 2013 is primarily caused by an increase in the regulatory credits to realign the asset retirement obligation regulatory

asset with regulatory treatment.

123

Table of Contents

Entergy Gulf States Louisiana, L.L.C.

Management's Financial Discussion and Analysis

The retail electric price variance is primarily due to an increase in purchased power capacity costs that are recovered through base rates set in the annual formula rate plan mechanism. Entergy Gulf States Louisiana's formula rate plan is discussed in Note 2 to the financial statements in the Form 10-K.

The volume/weather variance is primarily due to the effect of less favorable weather on residential and commercial sales, partially offset by higher industrial usage primarily in the chemicals industry.

Gross operating revenues, fuel and purchased power expenses, and other regulatory charges (credits)

Gross operating revenues increased primarily due to an increase of \$33.4 million in electric fuel cost recovery revenues primarily due to higher fuel rates and an increase of \$24.3 million in gross wholesale revenues primarily due to System Agreement receipts as a result of the comprehensive bandwidth recalculation filing made in connection with the 2007, 2008, and 2009 rate filing proceedings, and sales in the MISO market. See Note 2 to the financial statements in the Form 10-K for additional discussion of Entergy Gulf States Louisiana's fuel and purchased power recovery mechanism. See Note 2 to the financial statements in the Form 10-K and herein for a discussion of this comprehensive bandwidth recalculation.

Fuel and purchased power expenses increased primarily due to:

- an increase in demand for gas-fired generation;
- an increase in the average market price of purchased power; and
- an increase in deferred fuel expense due to higher fuel cost recovery revenues as compared to prior year and the timing of System Agreement receipts and credits to customers.

Other regulatory charges decreased primarily due to:

the deferral in 2014 of non-fuel MISO-related charges, as approved by the LPSC. The deferral of non-fuel MISO-related charges is partially offset in operation and maintenance expenses. See Note 2 to the financial statements in the Form 10-K for further discussion of the recovery of non-fuel MISO-related charges; and regulatory credits recorded in the third quarter 2014 to realign the asset retirement obligation regulatory asset with regulatory treatment, as previously discussed.

Nine Months Ended September 30, 2014 Compared to Nine Months Ended September 30, 2013

Net revenue consists of operating revenues net of: 1) fuel, fuel-related expenses, and gas purchased for resale, 2) purchased power expenses, and 3) other regulatory charges (credits). Following is an analysis of the change in net revenue comparing the nine months ended September 30, 2014 to the nine months ended September 30, 2013:

| | Amount (In Millions) |
|-----------------------------|-------------------------|
| 2013 net revenue | \$691.8 |
| Volume/weather | 17.9 |
| Retail electric price | 10.6 |
| Asset retirement obligation | 10.0 |
| MISO deferral | 5.7 |
| Other | 6.0 |
| 2014 net revenue | \$742.0 |

The volume/weather variance is primarily due to an increase of 834 GWh, or 6%, in billed electricity usage, including the effect of more favorable weather on residential sales, and higher industrial usage primarily in the chemicals industry.

124

Table of Contents

Entergy Gulf States Louisiana, L.L.C.

Management's Financial Discussion and Analysis

The retail electric price variance is primarily due to an increase in purchased power capacity costs that are recovered through base rates set in the annual formula rate plan mechanism. Entergy Gulf States Louisiana's formula rate plan is discussed in Note 2 to the financial statements in the Form 10-K.

The asset retirement obligation affects net revenue because Entergy Gulf States Louisiana records a regulatory credit for the difference between asset retirement obligation-related expenses and trust earnings plus asset retirement obligation-related costs collected in revenue. The variance for the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013 is primarily caused by an increase in the regulatory credits because of a decrease in decommissioning trust earnings and an increase in the regulatory credits to realign the asset retirement obligation regulatory asset with regulatory treatment.

The MISO deferral variance is due to the deferral in 2014 of the non-fuel MISO-related charges, as approved by the LPSC. The deferral of non-fuel MISO-related charges is partially offset in other operation and maintenance expenses. See Note 2 to the financial statements in the Form 10-K for further discussion of the recovery of non-fuel MISO-related charges.

Gross operating revenues, fuel and purchased power expenses, and other regulatory charges (credits)

Gross operating revenues increased primarily due to:

- an increase of \$124.9 million in electric fuel cost recovery revenues primarily due to higher fuel rates. See Note 2 to the financial statements in the Form 10-K for additional discussion of Entergy Gulf States Louisiana's fuel and purchased power recovery mechanism;
- an increase of \$55.4 million in gross wholesale revenues primarily due to System Agreement receipts as a result of the comprehensive bandwidth recalculation filing made in connection with the 2007, 2008, and 2009 rate filing proceedings and sales in the MISO market. See Note 2 to the financial statements in the Form 10-K and herein for a discussion of this comprehensive bandwidth recalculation;
- the increase related to volume/weather, as discussed above; and
- an increase of \$10.5 million in natural gas fuel cost recovery revenues primarily due to higher fuel rates.

Fuel and purchased power expenses increased primarily due to:

- an increase in the average market price of natural gas and purchased power; and
- an increase in deferred fuel expense due to higher fuel cost recovery revenues as compared to prior year and the timing of System Agreement receipts and credits to customers.

Other regulatory charges decreased primarily due to:

- the deferral of investment gains from the River Bend decommissioning trust in 2013 in accordance with regulatory treatment. The gains resulted in an increase in 2013 in other income and a corresponding increase in regulatory charges with no effect on net income;
- regulatory credits recorded in the third quarter 2014 to realign the asset retirement obligation regulatory asset with regulatory treatment, as previously discussed; and
- the deferral in 2014 of non-fuel MISO-related charges, as approved by the LPSC. The deferral of non-fuel MISO-related charges is partially offset in operation and maintenance expenses. See Note 2 to the financial statements in the Form 10-K for further discussion of the recovery of non-fuel MISO-related charges.

Table of Contents

Entergy Gulf States Louisiana, L.L.C.
Management's Financial Discussion and Analysis

Other Income Statement Variances

Third Quarter 2014 Compared to Third Quarter 2013

Other operation and maintenance expenses decreased primarily due to:

a decrease of \$4.8 million in compensation and benefits costs primarily due to an increase in the discount rates used to determine net periodic pension and other postretirement benefit costs, other postretirement benefit plan design changes, fewer employees, and a settlement charge recognized in September 2013 related to the payment of lump sum benefits out of the non-qualified pension plan. See "MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS – Critical Accounting Estimates" in the Form 10-K and Note 6 to the financial statements herein for further discussion of benefits costs; and
a decrease of \$2.1 million due to costs incurred in 2013 related to the now-terminated plan to spin off and merge the Utility's transmission business.

The decrease was partially offset by an increase of \$1.9 million due to administration fees in 2014 related to participation in the MISO RTO. The LPSC approved deferral of these expenses resulting in no net income effect.

Interest expense increased primarily due to \$3.6 million of carrying charges recorded in 2014 on storm restoration costs related to Hurricane Isaac as approved by the LPSC.

Nine Months Ended September 30, 2014 Compared to Nine Months Ended September 30, 2013

Other operation and maintenance expenses decreased primarily due to:

a decrease of \$12.2 million in compensation and benefits costs primarily due to an increase in the discount rates used to determine net periodic pension and other postretirement benefit costs, other postretirement benefit plan design changes, fewer employees, and a settlement charge recognized in September 2013 related to the payment of lump sum benefits out of the non-qualified pension plan. See "MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS – Critical Accounting Estimates" in the Form 10-K and Note 6 to the financial statements herein for further discussion of benefits costs;
a decrease of \$6.1 million due to costs incurred in 2013 related to the now-terminated plan to spin off and merge the Utility's transmission business; and
a decrease of \$5.3 million in nuclear generation expenses primarily due to lower nuclear labor costs.

The decrease was partially offset by an increase of \$5.1 million due to administration fees in 2014 related to participation in the MISO RTO. The LPSC approved deferral of these expenses resulting in no net income effect.

Taxes other than income taxes increased primarily due to an increase in local franchise taxes resulting from higher residential and commercial revenues compared to prior year and an increase in ad valorem taxes resulting from higher assessments.

Depreciation and amortization expenses increased primarily due to additions to plant in service.

Interest expense increased primarily due to \$3.6 million of carrying charges recorded in 2014 on storm restoration costs related to Hurricane Isaac as approved by the LPSC.

Other income decreased primarily due to higher realized gains in 2013 on the River Bend decommissioning trust fund investments. There is no effect on net income as these investment gains are offset by a corresponding amount of regulatory charges.

Table of Contents

Entergy Gulf States Louisiana, L.L.C.

Management's Financial Discussion and Analysis

Income Taxes

The effective income tax rate was 34.1% for the third quarter 2014 and 35.4% for the nine months ended September 30, 2014. The difference in the effective income tax rate for the third quarter 2014 versus the federal statutory rate of 35% was primarily due to book and tax differences related to the non-taxable income distributions earned on preferred membership interests partially offset by state income taxes and certain book and tax differences related to utility plant items. The difference in the effective income tax rate for the nine months ended September 30, 2014 versus the federal statutory rate of 35% was primarily due to state income taxes and certain book and tax differences related to utility plant items partially offset by book and tax differences related to the non-taxable income distributions earned on preferred membership interests.

The effective income tax rate was 15.6% for the third quarter 2013 and 27.3% for the nine months ended September 30, 2013. The differences in the effective income tax rates for the third quarter 2013 and the nine months ended September 30, 2013 versus the federal statutory rate of 35% were due to the reversal of a portion of the provision for uncertain tax positions and book and tax differences related to the non-taxable income distributions earned on preferred membership interests, partially offset by state income taxes.

Liquidity and Capital Resources

Cash Flow

Cash flows for the nine months ended September 30, 2014 and 2013 were as follows:

| | 2014 | 2013 |
|--|----------------|-----------|
| | (In Thousands) | |
| Cash and cash equivalents at beginning of period | \$15,581 | \$35,686 |
| Cash flow provided by (used in): | | |
| Operating activities | 478,414 | 270,298 |
| Investing activities | (333,712) | (261,281) |
| Financing activities | (8,195) | (43,933) |
| Net increase (decrease) in cash and cash equivalents | 136,507 | (34,916) |
| Cash and cash equivalents at end of period | \$152,088 | \$770 |

Operating Activities

Net cash flow provided by operating activities increased \$208.1 million for the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013 primarily due to:

proceeds of \$69 million received from the Louisiana Utilities Restoration Corporation as a result of the Louisiana Act 55 storm cost financing. See Note 2 to the financial statements herein and in the Form 10-K and "Hurricane Isaac" below for a discussion of the Act 55 storm cost financing;

a decrease of \$41.7 million in income tax payments for the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013. Entergy Gulf States Louisiana had income tax payments of \$62.4 million in 2013 in accordance with the Entergy Corporation and Subsidiary Companies Intercompany Income Tax Allocation Agreement. The 2013 payments resulted primarily from the reversal of temporary differences for which Entergy Gulf States Louisiana had previously claimed a tax deduction;

•

lower nuclear refueling outage spending at River Bend. River Bend had a refueling outage in 2013 and did not have one in 2014; and an increase in the recovery of fuel and purchased power costs including System Agreement bandwidth remedy payments of \$10.1 million received in the second quarter 2014 and \$19 million received in the third quarter 2014. As of September 30 2014, Entergy Gulf States Louisiana customers were credited \$10.3 million. See

127

Table of Contents

Entergy Gulf States Louisiana, L.L.C.

Management's Financial Discussion and Analysis

Note 2 to the financial statements herein and in the Form 10-K for a discussion of the System Agreement proceedings.

The increase was partially offset by an increase of \$17.1 million in pension contributions in 2014. See "MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS - Critical Accounting Estimates" in the Form 10-K and Note 6 to the financial statements herein for a discussion of qualified pension and other postretirement benefits funding.

Investing Activities

Net cash flow used in investing activities increased \$72.4 million for the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013 primarily due to:

- the investment in 2014 of \$66.2 million in affiliate securities as a result of the Act 55 storm cost financing. See Note 2 to the financial statements herein and in the Form 10-K and "Hurricane Isaac" below for a discussion of the Act 55 storm cost financing;
- the deposit in 2014 of \$68.5 million into the storm escrow account;
- the withdrawal of \$65.5 million from the storm reserve escrow account in 2013;
- an increase in fossil-fueled generation expenditures as a result of an increased scope of work in 2014; and
- money pool activity.

The increase was partially offset by:

- fluctuations in nuclear fuel activity because of variations from year to year in the timing and pricing of fuel reload requirements in the Utility business, material and services deliveries, and the timing of cash payments during the nuclear fuel cycle;
- a decrease in nuclear construction expenditures as a result of spending on nuclear projects during the River Bend refueling outage in 2013. River Bend had a refueling outage in 2013 and did not have one in 2014; and
- a decrease in transmission construction expenditures due to a decreased scope of work performed in 2014.

Increases in Entergy Gulf States Louisiana's receivable from the money pool are a use of cash flow, and Entergy Gulf States Louisiana's receivable from the money pool increased by \$19.5 million for the nine months ended September 30, 2014. The money pool is an inter-company borrowing arrangement designed to reduce the Utility subsidiaries' need for external short-term borrowings.

Financing Activities

Net cash flow used in financing activities decreased \$35.7 million for the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013 primarily due to the issuance of \$110 million of 3.78% Series first mortgage bonds in July 2014 and the retirement, at maturity, of \$75 million of 5.56% Series N notes by the nuclear fuel company variable interest entity in May 2013.

The decrease was partially offset by:

- the issuance of \$70 million of 3.38% Series R notes by the nuclear fuel company variable interest entity in February 2013;
-

payments of \$14.8 million on credit borrowings for the nine months ended September 30, 2014 compared to an increase of \$31 million in credit borrowings for the nine months ended September 30, 2013 against the nuclear fuel company variable interest entity credit facility; and
money pool activity.

Table of Contents

Entergy Gulf States Louisiana, L.L.C.

Management's Financial Discussion and Analysis

Increases in Entergy Gulf States Louisiana's payable to the money pool are a source of cash flow, and Entergy Gulf States Louisiana's payable to the money pool increased by \$50.8 million for the nine months ended September 30, 2013.

See Note 5 to the financial statements in the Form 10-K and Note 4 to the financial statements herein for more details on long-term debt.

Capital Structure

Entergy Gulf States Louisiana's capitalization is balanced between equity and debt, as shown in the following table. The increase in the debt to capital ratio for Entergy Gulf States Louisiana is primarily due to an increase in long-term debt as a result of the issuance of \$110 million of 3.78% Series first mortgage bonds in July 2014.

| | September 30, 2014 | | December 31, 2013 | |
|----------------------------|-----------------------|----|----------------------|----|
| Debt to capital | 52.4 | % | 51.1 | % |
| Effect of subtracting cash | (2.5 | %) | (0.2 | %) |
| Net debt to net capital | 49.9 | % | 50.9 | % |

Net debt consists of debt less cash and cash equivalents. Debt consists of short-term borrowings and long-term debt, including the currently maturing portion. Capital consists of debt and equity. Net capital consists of capital less cash and cash equivalents. Entergy Gulf States Louisiana uses the debt to capital ratio in analyzing its financial condition and believes it provides useful information to its investors and creditors in evaluating Entergy Gulf States Louisiana's financial condition. Entergy Gulf States Louisiana uses the net debt to net capital ratio in analyzing its financial condition and believes it provides useful information to its investors and creditors in evaluating Entergy Gulf States Louisiana's financial condition because net debt indicates Entergy Gulf States Louisiana's outstanding debt position that could not be readily satisfied by cash and cash equivalents on hand.

Uses and Sources of Capital

See "MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS - Liquidity and Capital Resources" in the Form 10-K for a discussion of Entergy Gulf States Louisiana's uses and sources of capital. Following are additional updates to the information provided in the Form 10-K. Entergy Gulf States Louisiana is developing its capital investment plan for 2015 through 2017 and currently anticipates making \$1.9 billion in capital investments during that period. The preliminary estimate includes amounts associated with specific investments such as environmental compliance spending, transmission upgrades, resource planning, generation projects, system improvements, and other investments. Estimated capital expenditures are subject to periodic review and modification and may vary based on the ongoing effects of regulatory constraints and requirements, environmental compliance, business opportunities, market volatility, economic trends, business restructuring, changes in project plans, and the ability to access capital.

Entergy Gulf States Louisiana's receivables from or (payables to) the money pool were as follows:

| September 30, 2014 | December 31, 2013 | September 30, 2013 | December 31, 2012 |
|-----------------------|----------------------|-----------------------|----------------------|
| (In Thousands) | | | |
| \$21,446 | \$1,925 | (\$57,835) | (\$7,074) |

See Note 4 to the financial statements in the Form 10-K for a description of the money pool.

Table of Contents

Entergy Gulf States Louisiana, L.L.C.

Management's Financial Discussion and Analysis

Entergy Gulf States Louisiana has a credit facility in the amount of \$150 million scheduled to expire in March 2019. The credit facility allows Entergy Gulf States Louisiana to issue letters of credit against 50% of the borrowing capacity of the facility. As of September 30, 2014, there were no cash borrowings and \$17.9 million of letters of credit outstanding under the credit facility. See Note 4 to the financial statements herein for additional discussion of the credit facility.

The Entergy Gulf States Louisiana nuclear fuel company variable interest entity has a credit facility in the amount of \$100 million scheduled to expire in June 2016. No borrowings were outstanding on the variable interest entity credit facility as of September 30, 2014. See Note 4 to the financial statements herein for additional discussion of the variable interest entity credit facility.

In July 2014, Entergy Gulf States Louisiana issued \$110 million of 3.78% Series first mortgage bonds due April 2025. Entergy Gulf States Louisiana used the proceeds to re-establish and replenish its storm damage escrow reserves and for general corporate purposes.

Hurricane Isaac

As discussed in the Form 10-K, Entergy Gulf States Louisiana sought to recover restoration costs for the repair and replacement of electric facilities damaged by Hurricane Isaac, as well as replenishment of storm escrow accounts for prior storms, in the amount of \$73.8 million. In January 2013, Entergy Gulf States Louisiana drew \$65 million from its funded storm reserve escrow accounts. In April 2013, Entergy Gulf States Louisiana and Entergy Louisiana filed a joint application with the LPSC relating to Hurricane Isaac system restoration costs. Following an evidentiary hearing and recommendations by the ALJ, the LPSC voted in June 2014 to approve a series of orders which (i) quantify the amount of Hurricane Isaac system restoration costs prudently incurred (\$66.5 million for Entergy Gulf States Louisiana and \$224.3 million for Entergy Louisiana); (ii) determine the level of storm reserves to be re-established (\$90 million for Entergy Gulf States Louisiana and \$200 million for Entergy Louisiana); (iii) authorize Entergy Gulf States Louisiana and Entergy Louisiana to utilize Louisiana Act 55 financing for Hurricane Isaac system restoration costs; and (iv) grant other requested relief associated with storm reserves and Act 55 financing of Hurricane Isaac system restoration costs. Entergy Gulf States Louisiana committed to pass on to customers a minimum of \$6.9 million of customer benefits through annual customer credits of approximately \$1.4 million for five years. Approvals for the Act 55 financings were obtained from the Louisiana Utilities Restoration Corporation (LURC) and the Louisiana State Bond Commission.

In August 2014 the Louisiana Local Government Environmental Facilities and Community Development Authority (LCDA) issued \$71 million in bonds under Act 55 of the Louisiana Legislature. From the \$69 million of bond proceeds loaned by the LCDA to the LURC, the LURC deposited \$3 million in a restricted escrow account as a storm damage reserve for Entergy Gulf States Louisiana and transferred \$66 million directly to Entergy Gulf States Louisiana. Entergy Gulf States Louisiana used the \$66 million received from the LURC to acquire 662,426.80 Class C preferred, non-voting, membership interest units of Entergy Holdings Company LLC, a company wholly-owned and consolidated by Entergy, that carry a 7.5% annual distribution rate. Distributions are payable quarterly commencing on September 15, 2014, and the membership interests have a liquidation price of \$100 per unit. The preferred membership interests are callable at the option of Entergy Holdings Company LLC after ten years under the terms of the LLC agreement. The terms of the membership interests include certain financial covenants to which Entergy Holdings Company LLC is subject, including the requirement to maintain a net worth of at least \$1.75 billion.

Entergy Gulf States Louisiana does not report the bonds on its balance sheet because the bonds are the obligation of the LCDA and there is no recourse against Entergy Gulf States Louisiana in the event of a bond default. To service the bonds, Entergy Gulf States Louisiana collects a system restoration charge on behalf of the LURC, and remits the collections to the bond indenture trustee. Entergy Gulf States Louisiana does not report the collections as revenue because it is merely acting as the billing and collection agent for the state.

Table of Contents

Entergy Gulf States Louisiana, L.L.C.

Management's Financial Discussion and Analysis

Entergy Louisiana's Ninemile Point Unit 6 Self-Build Project

See the Form 10-K for a discussion of Entergy Louisiana's construction of a combined-cycle gas turbine generating facility (Ninemile 6) at its existing Ninemile Point electric generating station. The Ninemile 6 capacity and energy will be allocated 55% to Entergy Louisiana, 25% to Entergy Gulf States Louisiana, and 20% to Entergy New Orleans. Under terms approved by the LPSC, non-fuel costs may be recovered through Entergy Louisiana's and Entergy Gulf States Louisiana's formula rate plans beginning in the month after the unit is placed in service. In July 2014, Entergy Louisiana and Entergy Gulf States Louisiana filed an unopposed stipulation with the LPSC that estimates a first year revenue requirement associated with Ninemile 6 and provides a mechanism to update the revenue requirement as the in-service date approaches, which was subsequently approved by the LPSC. In September 2014 an updated revenue requirement of \$51.5 million for Entergy Louisiana and \$27 million for Entergy Gulf States Louisiana was filed. The unit is expected to be placed in service by the end of 2014.

State and Local Rate Regulation and Fuel-Cost Recovery

See "MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS – State and Local Rate Regulation and Fuel-Cost Recovery" in the Form 10-K for a discussion of state and local rate regulation and fuel-cost recovery. The following are updates to that discussion.

Retail Rates - Electric

As discussed in the Form 10-K, Entergy Gulf States Louisiana filed a base rate case in February 2013. Pursuant to the rate case settlement approved by the LPSC in December 2013, Entergy Gulf States Louisiana submitted a compliance filing in May 2014 reflecting the effects of the estimated MISO cost recovery mechanism revenue requirement and adjustment of the additional capacity mechanism requiring a net increase of approximately \$3.8 million in formula rate plan revenue to be implemented over nine months commencing with the first billing cycle of December 2014. Before rates are implemented in December 2014, an updated compliance filing will be made in November 2014 to further refine the estimated MISO cost recovery mechanism revenue requirement component of the May 2014 compliance filing to then-available actual data. The compliance filings will be subject to the review of the parties to the proceeding generally in accordance with the review process set forth in Entergy Gulf States Louisiana's formula rate plan.

Retail Rates - Gas

In January 2014, Entergy Gulf States Louisiana filed with the LPSC its gas rate stabilization plan for the test year ended September 30, 2013. The filing showed an earned return on common equity of 5.47% which results in a \$1.5 million rate increase. In April 2014 the LPSC Staff issued a report indicating "that Entergy Gulf States Louisiana has properly determined its earnings for the test year ended September 30, 2013." The \$1.5 million rate increase was implemented effective with the first billing cycle of April 2014.

Fuel and purchased power recovery

In July 2014 the LPSC authorized its staff to initiate an audit of Entergy Gulf States Louisiana's fuel adjustment clause filings. The audit includes a review of the reasonableness of charges flowed by Entergy Gulf States Louisiana through its fuel adjustment clause for the period from 2010 through 2013. Discovery has yet to commence.

Industrial and Commercial Customers

See "MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS – Industrial and Commercial Customers" in the Form 10-K for a discussion of industrial and commercial customers.

131

Table of Contents

Entergy Gulf States Louisiana, L.L.C.

Management's Financial Discussion and Analysis

Federal Regulation

See "Entergy's Integration Into the MISO Regional Transmission Organization" and "System Agreement" in the "Rate, Cost-recovery, and Other Regulation – Federal Regulation" section of Entergy Corporation and Subsidiaries Management's Financial Discussion and Analysis for updates to the Federal Regulation discussion in the Form 10-K.

Nuclear Matters

See "MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS - Nuclear Matters" in the Form 10-K for a discussion of nuclear matters.

Environmental Risks

See "MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS - Environmental Risks" in the Form 10-K for a discussion of environmental risks.

Critical Accounting Estimates

See "MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS - Critical Accounting Estimates" in the Form 10-K for a discussion of the estimates and judgments necessary in Entergy Gulf States Louisiana's accounting for nuclear decommissioning costs, unbilled revenue, and qualified pension and other postretirement benefits.

Table of Contents

ENTERGY GULF STATES LOUISIANA, L.L.C.

INCOME STATEMENTS

For the Three and Nine Months Ended September 30, 2014 and 2013

(Unaudited)

| | Three Months Ended | | Nine Months Ended | |
|---|--------------------|-----------------|-------------------|------------------|
| | 2014 | 2013 | 2014 | 2013 |
| | (In Thousands) | | (In Thousands) | |
| OPERATING REVENUES | | | | |
| Electric | \$600,208 | \$549,123 | \$1,622,236 | \$1,428,155 |
| Natural gas | 10,285 | 9,208 | 55,586 | 42,492 |
| TOTAL | 610,493 | 558,331 | 1,677,822 | 1,470,647 |
| OPERATING EXPENSES | | | | |
| Operation and Maintenance: | | | | |
| Fuel, fuel-related expenses, and gas purchased for resale | 141,354 | 104,932 | 289,030 | 213,270 |
| Purchased power | 206,360 | 194,455 | 659,275 | 560,531 |
| Nuclear refueling outage expenses | 5,419 | 5,419 | 16,024 | 14,955 |
| Other operation and maintenance | 100,908 | 105,107 | 283,584 | 300,012 |
| Decommissioning | 4,240 | 4,005 | 12,542 | 11,845 |
| Taxes other than income taxes | 22,393 | 21,346 | 64,139 | 60,729 |
| Depreciation and amortization | 39,068 | 37,703 | 116,042 | 113,002 |
| Other regulatory charges (credits) - net | (5,947) |) 80 | (12,438) |) 5,080 |
| TOTAL | 513,795 | 473,047 | 1,428,198 | 1,279,424 |
| OPERATING INCOME | 96,698 | 85,284 | 249,624 | 191,223 |
| OTHER INCOME | | | | |
| Allowance for equity funds used during construction | 2,099 | 2,171 | 5,440 | 5,630 |
| Interest and investment income | 11,565 | 9,428 | 29,058 | 34,239 |
| Miscellaneous - net | (2,477) |) (2,822) |) (7,844) |) (7,861) |
| TOTAL | 11,187 | 8,777 | 26,654 | 32,008 |
| INTEREST EXPENSE | | | | |
| Interest expense | 24,783 | 20,498 | 65,353 | 60,971 |
| Allowance for borrowed funds used during construction | (1,207) |) (690) |) (3,128) |) (2,041) |
| TOTAL | 23,576 | 19,808 | 62,225 | 58,930 |
| INCOME BEFORE INCOME TAXES | 84,309 | 74,253 | 214,053 | 164,301 |
| Income taxes | 28,774 | 11,611 | 75,875 | 44,773 |
| NET INCOME | 55,535 | 62,642 | 138,178 | 119,528 |
| Preferred distribution requirements and other | 206 | 206 | 621 | 619 |
| EARNINGS APPLICABLE TO COMMON EQUITY | \$55,329 | \$62,436 | \$137,557 | \$118,909 |

See Notes to Financial Statements.

Table of Contents

ENTERGY GULF STATES LOUISIANA, L.L.C.
 STATEMENTS OF COMPREHENSIVE INCOME
 For the Three and Nine Months Ended September 30, 2014 and 2013
 (Unaudited)

| | Three Months Ended | | Nine Months Ended | |
|---|--------------------|----------|-------------------|-----------|
| | 2014 | 2013 | 2014 | 2013 |
| | (In Thousands) | | (In Thousands) | |
| Net Income | \$55,535 | \$62,642 | \$138,178 | \$119,528 |
| Other comprehensive income | | | | |
| Pension and other postretirement liabilities (net of tax expense of \$86, \$778, \$272, and \$2,342) | 137 | 963 | 396 | 2,880 |
| Other comprehensive income | 137 | 963 | 396 | 2,880 |
| Comprehensive Income | \$55,672 | \$63,605 | \$138,574 | \$122,408 |

See Notes to Financial Statements.

Table of Contents

ENTERGY GULF STATES LOUISIANA, L.L.C.
 STATEMENTS OF CASH FLOWS
 For the Nine Months Ended September 30, 2014 and 2013
 (Unaudited)

| | 2014 | 2013 |
|--|----------------|------------|
| | (In Thousands) | |
| OPERATING ACTIVITIES | | |
| Net income | \$138,178 | \$119,528 |
| Adjustments to reconcile net income to net cash flow provided by operating activities: | | |
| Depreciation, amortization, and decommissioning, including nuclear fuel amortization | 174,240 | 165,684 |
| Deferred income taxes, investment tax credits, and non-current taxes accrued | 75,344 | 78,265 |
| Changes in working capital: | | |
| Receivables | (46,839) | (59,583) |
| Fuel inventory | 7,128 | (1,868) |
| Accounts payable | 36,104 | 13,921 |
| Prepaid taxes and taxes accrued | 18,147 | (61,290) |
| Interest accrued | 5,943 | 5,302 |
| Deferred fuel costs | 30,317 | (8,867) |
| Other working capital accounts | 2,589 | (24,029) |
| Changes in provisions for estimated losses | 67,521 | (60,205) |
| Changes in other regulatory assets | 7,110 | 31,754 |
| Changes in pension and other postretirement liabilities | (18,212) | 4,877 |
| Other | (19,156) | 66,809 |
| Net cash flow provided by operating activities | 478,414 | 270,298 |
| INVESTING ACTIVITIES | | |
| Construction expenditures | (198,569) | (205,162) |
| Allowance for equity funds used during construction | 5,440 | 5,630 |
| Nuclear fuel purchases | (28,357) | (132,083) |
| Proceeds from the sale of nuclear fuel | 54,642 | 19,401 |
| Payment to storm reserve escrow account | (68,508) | (25) |
| Receipts from storm reserve escrow account | — | 65,475 |
| Investment in affiliates | (66,243) | — |
| Proceeds from nuclear decommissioning trust fund sales | 127,903 | 66,152 |
| Investment in nuclear decommissioning trust funds | (140,499) | (80,669) |
| Change in money pool receivable - net | (19,521) | — |
| Net cash flow used in investing activities | (333,712) | (261,281) |
| FINANCING ACTIVITIES | | |
| Proceeds from the issuance of long-term debt | 108,491 | 69,782 |
| Retirement of long-term debt | — | (75,000) |
| Change in money pool payable - net | — | 50,761 |
| Changes in credit borrowings - net | (14,800) | 31,000 |
| Distributions paid: | | |
| Common equity | (122,373) | (119,900) |
| Preferred membership interests | (619) | (619) |
| Other | 21,106 | 43 |
| Net cash flow used in financing activities | (8,195) | (43,933) |

Edgar Filing: ENTERGY CORP /DE/ - Form 10-Q

| | | |
|--|-----------|-----------|
| Net increase (decrease) in cash and cash equivalents | 136,507 | (34,916) |
| Cash and cash equivalents at beginning of period | 15,581 | 35,686 |
| Cash and cash equivalents at end of period | \$152,088 | \$770 |

SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:

Cash paid during the period for:

| | | |
|--------------------------------------|----------|----------|
| Interest - net of amount capitalized | \$53,676 | \$53,512 |
| Income taxes | \$20,700 | \$62,435 |

See Notes to Financial Statements.

135

Table of Contents

ENTERGY GULF STATES LOUISIANA, L.L.C.

BALANCE SHEETS

ASSETS

September 30, 2014 and December 31, 2013

(Unaudited)

| | 2014 | 2013 |
|--|------------------|------------------|
| | (In Thousands) | |
| CURRENT ASSETS | | |
| Cash and cash equivalents: | | |
| Cash | \$30,666 | \$1,739 |
| Temporary cash investments | 121,422 | 13,842 |
| Total cash and cash equivalents | 152,088 | 15,581 |
| Accounts receivable: | | |
| Customer | 97,243 | 69,648 |
| Allowance for doubtful accounts | (879) | (909) |
| Associated companies | 129,805 | 107,723 |
| Other | 36,882 | 22,945 |
| Accrued unbilled revenues | 61,583 | 58,867 |
| Total accounts receivable | 324,634 | 258,274 |
| Deferred fuel costs | — | 9,625 |
| Fuel inventory - at average cost | 19,427 | 26,555 |
| Materials and supplies - at average cost | 127,501 | 122,909 |
| Deferred nuclear refueling outage costs | 10,528 | 25,975 |
| Prepaid taxes | 3,861 | 22,008 |
| Gas hedge contracts | — | 2,238 |
| Prepayments and other | 34,203 | 12,452 |
| TOTAL | 672,242 | 495,617 |
| OTHER PROPERTY AND INVESTMENTS | | |
| Investment in affiliate preferred membership interests | 355,906 | 289,664 |
| Decommissioning trust funds | 613,661 | 573,744 |
| Non-utility property - at cost (less accumulated depreciation) | 178,801 | 174,134 |
| Storm reserve escrow account | 90,046 | 21,538 |
| Other | 14,782 | 14,145 |
| TOTAL | 1,253,196 | 1,073,225 |
| UTILITY PLANT | | |
| Electric | 7,509,701 | 7,400,689 |
| Natural gas | 148,256 | 143,902 |
| Construction work in progress | 145,121 | 105,314 |
| Nuclear fuel | 128,186 | 196,508 |
| TOTAL UTILITY PLANT | 7,931,264 | 7,846,413 |
| Less - accumulated depreciation and amortization | 4,152,003 | 4,071,762 |
| UTILITY PLANT - NET | 3,779,261 | 3,774,651 |
| DEFERRED DEBITS AND OTHER ASSETS | | |
| Regulatory assets: | | |
| Regulatory asset for income taxes - net | 162,584 | 165,456 |
| Other regulatory assets | 317,228 | 321,466 |

Edgar Filing: ENTERGY CORP /DE/ - Form 10-Q

| | | |
|---------------------|-------------|-------------|
| Deferred fuel costs | 100,124 | 100,124 |
| Other | 14,767 | 12,049 |
| TOTAL | 594,703 | 599,095 |
| | | |
| TOTAL ASSETS | \$6,299,402 | \$5,942,588 |

See Notes to Financial Statements.

136

Table of Contents

ENTERGY GULF STATES LOUISIANA, L.L.C.

BALANCE SHEETS

LIABILITIES AND EQUITY

September 30, 2014 and December 31, 2013

(Unaudited)

| | 2014 | 2013 |
|---|--------------------|--------------------|
| | (In Thousands) | |
| CURRENT LIABILITIES | | |
| Accounts payable: | | |
| Associated companies | \$128,944 | \$95,853 |
| Other | 104,576 | 103,314 |
| Customer deposits | 55,892 | 51,839 |
| Accumulated deferred income taxes | 11,757 | 36,330 |
| Interest accrued | 31,751 | 25,808 |
| Deferred fuel costs | 20,692 | — |
| Pension and other postretirement liabilities | 9,097 | 9,065 |
| System agreement cost equalization | — | 15,000 |
| Other | 39,030 | 19,032 |
| TOTAL | 401,739 | 356,241 |
| NON-CURRENT LIABILITIES | | |
| Accumulated deferred income taxes and taxes accrued | 1,611,906 | 1,512,547 |
| Accumulated deferred investment tax credits | 73,031 | 75,295 |
| Other regulatory liabilities | 169,446 | 159,429 |
| Decommissioning and asset retirement cost liabilities | 420,633 | 403,084 |
| Accumulated provisions | 104,667 | 37,146 |
| Pension and other postretirement liabilities | 256,071 | 274,315 |
| Long-term debt | 1,622,755 | 1,527,465 |
| Long-term payables - associated companies | 26,558 | 27,900 |
| Other | 136,064 | 108,189 |
| TOTAL | 4,421,131 | 4,125,370 |
| Commitments and Contingencies | | |
| EQUITY | | |
| Preferred membership interests without sinking fund | 10,000 | 10,000 |
| Member's equity | 1,494,338 | 1,479,179 |
| Accumulated other comprehensive loss | (27,806) | (28,202) |
| TOTAL | 1,476,532 | 1,460,977 |
| TOTAL LIABILITIES AND EQUITY | \$6,299,402 | \$5,942,588 |

See Notes to Financial Statements.

Table of Contents

ENTERGY GULF STATES LOUISIANA, L.L.C.
 STATEMENTS OF CHANGES IN EQUITY
 For the Nine Months Ended September 30, 2014 and 2013
 (Unaudited)

| | Preferred Membership Interests (In Thousands) | Common Equity | | Total |
|--|--|--------------------|--|-------------|
| | | Member's Equity | Accumulated Other Comprehensive Income (Loss) | |
| Balance at December 31, 2012 | \$10,000 | \$1,438,233 | (\$65,229) | \$1,383,004 |
| Net income | — | 119,528 | — | 119,528 |
| Other comprehensive income | — | — | 2,880 | 2,880 |
| Distributions declared on common equity | — | (119,900) | — | (119,900) |
| Distributions declared on preferred membership interests | — | (619) | — | (619) |
| Other | — | 16 | — | 16 |
| Balance at September 30, 2013 | \$10,000 | \$1,437,258 | (\$62,349) | \$1,384,909 |
| Balance at December 31, 2013 | \$10,000 | \$1,479,179 | (\$28,202) | \$1,460,977 |
| Net income | — | 138,178 | — | 138,178 |
| Other comprehensive income | — | — | 396 | 396 |
| Distributions declared on common equity | — | (122,373) | — | (122,373) |
| Distributions declared on preferred membership interests | — | (621) | — | (621) |
| Other | — | (25) | — | (25) |
| Balance at September 30, 2014 | \$10,000 | \$1,494,338 | (\$27,806) | \$1,476,532 |

See Notes to Financial Statements.

Table of Contents

ENTERGY GULF STATES LOUISIANA, L.L.C.

SELECTED OPERATING RESULTS

For the Three and Nine Months Ended September 30, 2014 and 2013

(Unaudited)

| Description | Three Months Ended | | Increase/ (Decrease) | % |
|-------------------------------------|-----------------------|---------|-------------------------|-------|
| | 2014 | 2013 | | |
| | (Dollars In Millions) | | | |
| Electric Operating Revenues: | | | | |
| Residential | \$157 | \$158 | (\$1) | (1) |
| Commercial | 126 | 123 | 3 | 2 |
| Industrial | 162 | 137 | 25 | 18 |
| Governmental | 6 | 6 | — | — |
| Total retail | 451 | 424 | 27 | 6 |
| Sales for resale: | | | | |
| Associated companies | 122 | 102 | 20 | 20 |
| Non-associated companies | 15 | 11 | 4 | 36 |
| Other | 12 | 12 | — | — |
| Total | \$600 | \$549 | \$51 | 9 |
| Billed Electric Energy Sales (GWh): | | | | |
| Residential | 1,651 | 1,740 | (89) | (5) |
| Commercial | 1,473 | 1,514 | (41) | (3) |
| Industrial | 2,633 | 2,337 | 296 | 13 |
| Governmental | 61 | 59 | 2 | 3 |
| Total retail | 5,818 | 5,650 | 168 | 3 |
| Sales for resale: | | | | |
| Associated companies | 1,972 | 1,940 | 32 | 2 |
| Non-associated companies | 183 | 245 | (62) | (25) |
| Total | 7,973 | 7,835 | 138 | 2 |
| | | | | |
| Description | Nine Months Ended | | Increase/ (Decrease) | % |
| | 2014 | 2013 | | |
| | (Dollars In Millions) | | | |
| Electric Operating Revenues: | | | | |
| Residential | \$397 | \$356 | \$41 | 12 |
| Commercial | 345 | 314 | 31 | 10 |
| Industrial | 448 | 379 | 69 | 18 |
| Governmental | 18 | 16 | 2 | 13 |
| Total retail | 1,208 | 1,065 | 143 | 13 |
| Sales for resale: | | | | |
| Associated companies | 318 | 283 | 35 | 12 |
| Non-associated companies | 53 | 33 | 20 | 61 |
| Other | 43 | 47 | (4) | (9) |
| Total | \$1,622 | \$1,428 | \$194 | 14 |
| Billed Electric Energy Sales (GWh): | | | | |
| Residential | 4,178 | 3,982 | 196 | 5 |

Edgar Filing: ENTERGY CORP /DE/ - Form 10-Q

| | | | | |
|--------------------------|--------|--------|-------|----|
| Commercial | 4,001 | 3,923 | 78 | 2 |
| Industrial | 7,327 | 6,772 | 555 | 8 |
| Governmental | 177 | 172 | 5 | 3 |
| Total retail | 15,683 | 14,849 | 834 | 6 |
| Sales for resale: | | | | |
| Associated companies | 5,341 | 4,858 | 483 | 10 |
| Non-associated companies | 704 | 642 | 62 | 10 |
| Total | 21,728 | 20,349 | 1,379 | 7 |

139

Table of Contents

ENERGY LOUISIANA, LLC AND SUBSIDIARIES

MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS

Entergy Louisiana and Entergy Gulf States Louisiana Business Combination

In June 2014, Entergy Louisiana and Entergy Gulf States Louisiana filed a business combination study report with the LPSC. The report contained a preliminary analysis of the potential combination of Entergy Louisiana and Entergy Gulf States Louisiana into a single public utility. Though not a formal application, the report provided an overview of the combination and identified its potential customer benefits. Although not part of the business combination, Entergy Louisiana provided notice to the City Council in June 2014 that it anticipates it will seek authorization to transfer to Entergy New Orleans the assets that currently support Entergy Louisiana's customers in Algiers. In the summer of 2014, Entergy Louisiana and Entergy Gulf States Louisiana held technical conferences and face-to-face meetings with LPSC staff and other stakeholders to discuss potential effects of the combination, solicit suggestions and concerns, and identify areas in which additional information might be needed.

On September 30, 2014, Entergy Louisiana and Entergy Gulf States Louisiana filed an application with the LPSC seeking authorization to undertake the transactions that would result in the combination of Entergy Louisiana and Entergy Gulf States Louisiana into a single public utility.

The combination is subject to regulatory review and approval of the LPSC, the FERC, and the NRC. In June 2014, Entergy submitted an application to the NRC for approval of River Bend and Waterford 3 license transfers as part of the steps to complete the business combination. The combination also could be subject to regulatory review of the City Council if Entergy Louisiana continues to own the assets that currently support Entergy Louisiana's customers in Algiers at the time the combination is effectuated. In November 2014, Entergy Louisiana filed an application with the City Council seeking authorization to undertake the combination. The application provides that if the City Council approves the Algiers asset transfer before the business combination occurs, the City Council may not need to issue a public interest finding regarding the combination. If approvals are obtained from the LPSC, the FERC, the NRC, and, if required, the City Council, Entergy Louisiana and Entergy Gulf States Louisiana expect the combination will be effected in the second half of 2015.

It is currently contemplated that Entergy Louisiana and Entergy Gulf States Louisiana will undertake multiple steps to effectuate the combination, which steps would include the following:

Each of Entergy Louisiana and Entergy Gulf States Louisiana will redeem or repurchase all of their respective outstanding preferred membership interests (which interests have a \$100 million liquidation value in the case of Entergy Louisiana and \$10 million liquidation value in the case of Entergy Gulf States Louisiana).

Entergy Gulf States Louisiana will convert from a Louisiana limited liability company to a Texas limited liability company.

Under the Texas Business Organizations Code (TXBOC), Entergy Louisiana will allocate substantially all of its assets to a new subsidiary (New Entergy Louisiana) and New Entergy Louisiana will assume all of the liabilities of Entergy Louisiana, in a transaction regarded as a merger under the TXBOC. Entergy Louisiana will remain in existence and hold the membership interests in New Entergy Louisiana.

Under the TXBOC, Entergy Gulf States Louisiana will allocate substantially all of its assets to a new subsidiary (New Entergy Gulf States Louisiana) and New Entergy Gulf States Louisiana will assume all of the liabilities of Entergy Gulf States Louisiana, in a transaction regarded as a merger under the TXBOC. Entergy Gulf States Louisiana will remain in existence and hold the membership interests in New Entergy Gulf States Louisiana.

•

Entergy Louisiana and Entergy Gulf States Louisiana will contribute the membership interests in New Entergy Louisiana and New Entergy Gulf States Louisiana to an affiliate the common membership interests of which will be owned by Entergy Louisiana, Entergy Gulf States Louisiana and Entergy Corporation.

140

Table of Contents

Entergy Louisiana, LLC and Subsidiaries
 Management's Financial Discussion and Analysis

New Entergy Gulf States Louisiana will merge into New Entergy Louisiana with New Entergy Louisiana surviving the merger.

Upon the completion of the steps, New Entergy Louisiana will hold substantially all of the assets, and will have assumed all of the liabilities, of Entergy Louisiana and Entergy Gulf States Louisiana. Entergy Louisiana and Entergy Gulf States Louisiana may modify or supplement the steps to be taken to effect the combination.

Results of Operations

Net Income

Third Quarter 2014 Compared to Third Quarter 2013

Net income increased \$23.2 million primarily due to higher net revenue and higher other income.

Nine Months Ended September 30, 2014 Compared to Nine Months Ended September 30, 2013

Net income increased \$44.5 million primarily due to higher net revenue and higher other income, partially offset by higher depreciation and amortization expenses and higher interest expense.

Net Revenue

Third Quarter 2014 Compared to Third Quarter 2013

Net revenue consists of operating revenues net of: 1) fuel, fuel-related expenses, and gas purchased for resale, 2) purchased power expenses, and 3) other regulatory credits. Following is an analysis of the change in net revenue comparing the third quarter 2014 to the third quarter 2013:

| | Amount (In Millions) |
|-----------------------------|-------------------------|
| 2013 net revenue | \$363.9 |
| MISO deferral | 7.1 |
| Asset retirement obligation | 3.9 |
| Other | 4.7 |
| 2014 net revenue | \$379.6 |

The MISO deferral variance is due to the deferral in 2014 of the non-fuel MISO-related charges, as approved by the LPSC. The deferral of non-fuel MISO-related charges is partially offset in other operation and maintenance expenses. See Note 2 to the financial statements in the Form 10-K for further discussion of the recovery of non-fuel MISO-related charges.

The asset retirement obligation affects net revenue because Entergy Louisiana records a regulatory credit for the difference between asset retirement obligation-related expenses and trust earnings plus asset retirement obligation-related costs collected in revenue. The variance for the third quarter 2014 compared to the third quarter 2013 is primarily caused by an increase in the regulatory credits to realign the asset retirement obligation regulatory asset with regulatory treatment.

Table of Contents

Entergy Louisiana, LLC and Subsidiaries
 Management's Financial Discussion and Analysis

Gross operating revenues, fuel expenses, and other regulatory credits

Gross operating revenues increased primarily due to:

an increase of \$51.1 million in gross wholesale revenues as a result of increased sales to affiliate customers and System Agreement receipts as a result of the comprehensive bandwidth recalculation filing made in connection with the 2007, 2008, and 2009 rate filing proceedings. See Note 2 to the financial statements in the Form 10-K and herein for a discussion of this comprehensive bandwidth recalculation; and
 an increase of \$31.8 million in fuel cost recovery revenues primarily due to higher fuel rates.

Fuel expenses increased primarily due to an increase in demand for gas-fired generation and an increase in the recovery from customers of deferred fuel costs resulting from higher fuel revenues and the timing of System Agreement receipts and credits to customers.

Other regulatory credits increased primarily due to:

the deferral in 2014 of non-fuel MISO-related charges, as approved by the LPSC. The deferral of non-fuel MISO-related charges is partially offset in operation and maintenance expenses. See Note 2 to the financial statements in the Form 10-K for further discussion of the recovery of non-fuel MISO-related charges; and
 regulatory credits recorded in the third quarter 2014 to realign the asset retirement obligation regulatory asset with regulatory treatment, as discussed above.

Nine Months Ended September 30, 2014 Compared to Nine Months Ended September 30, 2013

Net revenue consists of operating revenues net of: 1) fuel, fuel-related expenses, and gas purchased for resale, 2) purchased power expenses, and 3) other regulatory credits. Following is an analysis of the change in net revenue comparing the nine months ended September 30, 2014 to the nine months ended September 30, 2013:

| | Amount (In Millions) |
|-----------------------------|-------------------------|
| 2013 net revenue | \$934.8 |
| Volume/weather | 17.8 |
| MISO deferral | 12.0 |
| Asset retirement obligation | 7.4 |
| Retail electric price | 4.5 |
| Other | 10.9 |
| 2014 net revenue | \$987.4 |

The volume/weather variance is primarily due to an increase of 517 GWh, or 2%, in billed electricity usage, including the effect of more favorable weather on residential and commercial sales as compared to the same period in the prior year and an increase in industrial usage primarily due to the addition of new mid-small customers.

The MISO deferral variance is due to the deferral in 2014 of the non-fuel MISO-related charges, as approved by the LPSC. The deferral of non-fuel MISO-related charges is partially offset in other operation and maintenance expenses. See Note 2 to the financial statements in the Form 10-K for further discussion of the recovery of non-fuel MISO-related charges.

The asset retirement obligation affects net revenue because Entergy Louisiana records a regulatory credit for the difference between asset retirement obligation-related expenses and trust earnings plus asset retirement obligation-related costs collected in revenue. The variance for the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013 is primarily caused by an increase in the regulatory credits because of increases in

142

Table of Contents

Entergy Louisiana, LLC and Subsidiaries
Management's Financial Discussion and Analysis

depreciation and accretion expenses and an increase in the regulatory credits to realign the asset retirement obligation regulatory asset with regulatory treatment.

The retail electric price variance is primarily due to an increase in affiliate purchased power capacity costs that are recovered through base rates set in the annual formula rate plan mechanism. Entergy Louisiana's formula rate plan is discussed in Note 2 to the financial statements in the Form 10-K.

Gross operating revenues, fuel and purchased power expenses, and other regulatory credits

Gross operating revenues increased primarily due to:

an increase of \$138.2 million in gross wholesale revenues as a result of increased sales to affiliate customers, System Agreement receipts as a result of the comprehensive bandwidth recalculation filing made in connection with the 2007, 2008, and 2009 rate filing proceedings, and sales in the MISO market. See Note 2 to the financial statements in the Form 10-K and herein for a discussion of this comprehensive bandwidth recalculation;

- an increase of \$40.1 million in fuel cost recovery revenues primarily due to higher fuel rates;
and
- the increase related to volume/weather, as discussed above.

Fuel and purchased power expenses increased primarily due to an increase in demand for gas-fired generation and an increase in the average market price of purchased power.

Other regulatory credits increased primarily due to:

the deferral in 2014 of non-fuel MISO-related charges, as approved by the LPSC. The deferral of non-fuel MISO-related charges is partially offset in operation and maintenance expenses. See Note 2 to the financial statements in the Form 10-K for further discussion of the recovery of non-fuel MISO-related charges; and regulatory credits recorded in the third quarter 2014 to realign the asset retirement obligation regulatory asset with regulatory treatment, as discussed above.

Other Income Statement Variances

Third Quarter 2014 Compared to Third Quarter 2013

Other operation and maintenance expenses decreased primarily due to:

- a decrease of \$6.4 million in compensation and benefits costs primarily due to an increase in the discount rates used to determine net periodic pension and other postretirement benefit costs, other postretirement benefit plan design changes, fewer employees, and a settlement charge recognized in September 2013 related to the payment of lump sum benefits out of the non-qualified pension plan. See "MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS – Critical Accounting Estimates" in the Form 10-K and Note 6 to the financial statements herein for further discussion of benefits costs; and
- a decrease of \$2.2 million relating to the sale of surplus oil inventory in 2014.

The decrease was partially offset by:

-

an increase of \$5.3 million in nuclear generation expenses primarily due to higher labor costs, including contract labor, higher materials costs, and higher NRC fees; and
an increase of \$2.8 million due to administration fees in 2014 related to the participation in the MISO RTO. The LPSC approved deferral of these expenses resulting in no net income effect.

Other income increased primarily due to \$7.6 million of carrying charges recorded in 2014 on storm restoration costs related to Hurricane Isaac as approved by the LPSC and an increase of \$5.0 million due to distributions earned

Table of Contents

Entergy Louisiana, LLC and Subsidiaries
Management's Financial Discussion and Analysis

on preferred membership interests purchased from Entergy Holdings Company with the proceeds received in August 2014 from the Act 55 storm cost financing. See Note 2 to the financial statements in the Form 10-K and "Hurricane Isaac" below for a discussion of the Act 55 storm cost financing.

Interest expense increased primarily due to the issuance of \$325 million of 4.05% Series first mortgage bonds in August 2013, the issuance of \$170 million of 5.0% Series first mortgage bonds in June 2014, and the issuance of \$190 million of 3.78% Series first mortgage bonds in July 2014, partially offset by an increase in the allowance for borrowed funds used during construction due to a higher construction work in progress balance in 2014, including the Ninemile Unit 6 Self-Build Project.

Nine Months Ended September 30, 2014 Compared to Nine Months Ended September 30, 2013

Other operation and maintenance expenses decreased primarily due to:

a decrease of \$13.9 million in compensation and benefits costs primarily due to an increase in the discount rates used to determine net periodic pension and other postretirement benefit costs, other postretirement benefit plan design changes, fewer employees, and a settlement charge recognized in September 2013 related to the payment of lump sum benefits out of the non-qualified pension plan. See "MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS – Critical Accounting Estimates" in the Form 10-K and Note 6 to the financial statements herein for further discussion of benefits costs;

a decrease of \$6.1 million relating to the sale of surplus oil inventory in 2014; and

a decrease of \$4.8 million due to costs incurred in 2013 related to the now-terminated plan to spin off and merge the Utility's transmission business.

The decrease was partially offset by:

an increase of \$7.7 million due to administration fees in 2014 related to the participation in the MISO RTO. The LPSC approved deferral of these expenses resulting in no net income effect; and

an increase of \$5.5 million in nuclear generation expenses primarily due to higher labor costs, including contract labor, higher materials costs, and higher NRC fees.

Depreciation and amortization expenses increased primarily due to additions to plant in service.

Other income increased primarily due to \$7.6 million of carrying charges recorded in 2014 on storm restoration costs related to Hurricane Isaac as approved by the LPSC, an increase of \$5.0 million due to distributions earned on preferred membership interests purchased from Entergy Holdings Company with the proceeds received in August 2014 from the Act 55 storm cost financing, and the increase in allowance for equity funds used during construction due to a higher construction work in progress balance in 2014, including the Ninemile Unit 6 Self-Build Project. See Note 2 to the financial statements in the Form 10-K and "Hurricane Isaac" below for a discussion of the Act 55 storm cost financing.

Interest expense increased primarily due to:

the issuance of \$100 million of 4.7% Series first mortgage bonds in May 2013;

the issuance of \$325 million of 4.05% Series first mortgage bonds in August 2013;

the issuance of \$170 million of 5.0% Series first mortgage bonds in June 2014; and

the issuance of \$190 million of 3.78% Series first mortgage bonds in July 2014.

The increase was partially offset by an increase in the allowance for borrowed funds used during construction due to a higher construction work in progress balance in 2014, including the Ninemile Unit 6 Self-Build Project.

Table of Contents

Entergy Louisiana, LLC and Subsidiaries
Management's Financial Discussion and Analysis

Income Taxes

The effective income tax rate was 26.4% for the third quarter 2014 and 26.6% for the nine months ended September 30, 2014. The difference in the effective income tax rate for the third quarter 2014 versus the federal statutory rate of 35% was primarily due to book and tax differences related to the non-taxable income distributions earned on preferred membership interests, book and tax differences related to the allowance for equity funds used during construction, and state income taxes. The difference in the effective income tax rate for the nine months ended September 30, 2014 versus the federal statutory rate of 35% was primarily due to book and tax differences related to the non-taxable income distributions earned on preferred membership interests and book and tax differences related to the allowance for equity funds used during construction, partially offset by state income taxes.

The effective income tax rate was 28% for the third quarter 2013 and 25.8% for the nine months ended September 30, 2013. The differences in the effective income tax rates for the third quarter 2013 and the nine months ended September 30, 2013 versus the federal statutory rate of 35% were due to book and tax differences related to the non-taxable income distributions earned on preferred membership interests, book and tax differences related to the allowance for equity funds used during construction, and the reversal of a portion of the provision for uncertain tax positions, partially offset by state income taxes.

Liquidity and Capital Resources

Cash Flow

Cash flows for the nine months ended September 30, 2014 and 2013 were as follows:

| | 2014 | 2013 |
|--|----------------|------------|
| | (In Thousands) | |
| Cash and cash equivalents at beginning of period | \$124,007 | \$30,086 |
| Cash flow provided by (used in): | | |
| Operating activities | 718,817 | 450,443 |
| Investing activities | (823,042 |) (449,858 |
| Financing activities | (16,880 |) 10,221 |
| Net increase (decrease) in cash and cash equivalents | (121,105 |) 10,806 |
| Cash and cash equivalents at end of period | \$2,902 | \$40,892 |

Operating Activities

Net cash flow provided by operating activities increased \$268.4 million for the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013 primarily due to proceeds of \$240 million received from the Louisiana Utilities Restoration Corporation as a result of the Louisiana Act 55 storm cost financing and the timing of collections from customers and payments to vendors. The increase was partially offset by an increase of \$30.1 million in pension contributions in 2014 and an increase of \$15.8 million in interest paid resulting from an increase in interest expense, as discussed above. See Note 2 to the financial statements herein and in the Form 10-K and "Hurricane Isaac" below for a discussion of the Act 55 storm cost financing. See "MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS - Critical Accounting Estimates" in the Form 10-K and Note 6 to the financial statements herein for a discussion of qualified pension and other postretirement benefits funding.

Table of Contents

Entergy Louisiana, LLC and Subsidiaries
Management's Financial Discussion and Analysis

Investing Activities

Net cash flow used in investing activities increased \$373.2 million for the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013 primarily due to:

the investment in 2014 of \$227 million in affiliate securities as a result of the Act 55 storm cost financing. See Note 2 to the financial statements herein and in the Form 10-K and "Hurricane Isaac" below for a discussion of the Act 55 storm cost financing;

the deposit of \$200 million into the storm reserve escrow account in 2014;

receipts of \$187 million from the storm reserve escrow account in 2013; and

an increase in nuclear fuel activity because of variations from year to year in the timing and pricing of fuel reload requirements in the Utility business, material and services deliveries, and the timing of cash payments during the nuclear fuel cycle.

The increase was partially offset by a decrease in fossil-fueled generation construction expenditures due to lower spending on the Ninemile Unit 6 self-rebuild project and money pool activity.

Decreases in Entergy Louisiana's receivable from the money pool are a source of cash flow, and Entergy Louisiana's receivable from the money pool decreased by \$17.6 million for the nine months ended September 30, 2014 compared to increasing by \$42.4 million for the nine months ended September 30, 2013. The money pool is an inter-company borrowing arrangement designed to reduce the Utility subsidiaries' need for external short-term borrowings.

Financing Activities

Entergy Louisiana's financing activities used \$16.9 million of cash for the nine months ended September 30, 2014 compared to providing \$10.2 million of cash for the nine months ended September 30, 2013 primarily due to the net issuance of \$145.3 million of long-term debt in 2014 compared to the net issuance of \$397 million of long-term debt in 2013, partially offset by a decrease of \$123 million in common equity distributions in 2014 and borrowings of \$63.5 million on the nuclear fuel company variable interest entity's credit facility in 2014 compared to the repayment of borrowings of \$30.4 million in 2013. See Note 4 to the financial statements herein and Note 5 to the financial statements in the Form 10-K for details of long-term debt activity.

Capital Structure

Entergy Louisiana's capitalization is balanced between equity and debt, as shown in the following table. The increase in the debt to capital ratio for Entergy Louisiana is primarily due to an increase in long-term debt as a result of the issuance of \$190 million of 3.78% Series first mortgage bonds in July 2014.

| | September 30, 2014 | | December 31, 2013 | |
|---|-----------------------|----|----------------------|----|
| Debt to capital | 53.4 | % | 52.0 | % |
| Effect of excluding securitization bonds | (1.1) | %) | (1.3) | %) |
| Debt to capital, excluding securitization bonds (a) | 52.3 | % | 50.7 | % |
| Effect of subtracting cash | — | %) | (1.1) | %) |
| Net debt to net capital, excluding securitization bonds (a) | 52.3 | % | 49.6 | % |

(a) Calculation excludes the securitization bonds, which are non-recourse to Entergy Louisiana.

Net debt consists of debt less cash and cash equivalents. Debt consists of short-term borrowings and long-term debt, including the currently maturing portion. Capital consists of debt, preferred stock without sinking fund, and common equity. Net capital consists of capital less cash and cash equivalents. Entergy Louisiana uses the debt to capital ratio in analyzing its financial condition and believes it provides useful information to its investors and creditors in evaluating

146

Table of Contents

Entergy Louisiana, LLC and Subsidiaries
 Management's Financial Discussion and Analysis

Entergy Louisiana's financial condition. Entergy Louisiana uses the net debt to net capital ratio in analyzing its financial condition and believes it provides useful information to its investors and creditors in evaluating Entergy Louisiana's financial condition because net debt indicates Entergy Louisiana's outstanding debt position that could not be readily satisfied by cash and cash equivalents.

Uses and Sources of Capital

See "MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS - Liquidity and Capital Resources" in the Form 10-K for a discussion of Entergy Louisiana's uses and sources of capital. Following are additional updates to the information provided in the Form 10-K. Entergy Louisiana is developing its capital investment plan for 2015 through 2017 and currently anticipates making \$1.6 billion in capital investments during that period. The preliminary estimate includes amounts associated with specific investments such as environmental compliance spending, transmission upgrades, resource planning, generation projects, system improvements, and other investments. Estimated capital expenditures are subject to periodic review and modification and may vary based on the ongoing effects of regulatory constraints and requirements, environmental compliance, business opportunities, market volatility, economic trends, business restructuring, changes in project plans, and the ability to access capital.

Entergy Louisiana's receivables from or (payables to) the money pool were as follows:

| September 30, 2014 | December 31, 2013 | September 30, 2013 | December 31, 2012 |
|-----------------------|----------------------|-----------------------|----------------------|
| (In Thousands) | | | |
| (\$7,746) | \$17,648 | \$51,867 | \$9,433 |

See Note 4 to the financial statements in the Form 10-K for a description of the money pool.

Entergy Louisiana has a credit facility in the amount of \$200 million scheduled to expire in March 2019. The credit facility allows Entergy Louisiana to issue letters of credit against 50% of the borrowing capacity of the facility. As of September 30, 2014, there were no cash borrowings and \$16.4 million of letters of credit outstanding under the credit facility. See Note 4 to the financial statements herein for additional discussion of the credit facility.

The Entergy Louisiana nuclear fuel company variable interest entity has a credit facility in the amount of \$90 million scheduled to expire in June 2016. As of September 30, 2014, \$66.4 million in letters of credit were outstanding under the credit facility to support a like amount of commercial paper issued by the Entergy Louisiana nuclear fuel company variable interest entity. See Note 4 to the financial statements herein for additional discussion of the nuclear fuel company variable interest entity credit facility.

In February 2014 the Entergy Louisiana nuclear fuel company variable interest entity issued \$40 million of 3.92% Series H Notes due February 2021. The Entergy Louisiana nuclear fuel company variable interest entity used the proceeds to purchase additional nuclear fuel.

In June 2014, Entergy Louisiana issued \$170 million of 5% Series first mortgage bonds due July 2044. Entergy Louisiana used the proceeds to pay, prior to maturity, its \$70 million 6.4% Series first mortgage bonds due October 2034 and to pay, prior to maturity, its \$100 million 6.3% Series first mortgage bonds due September 2035.

In July 2014, Entergy Louisiana issued \$190 million of 3.78% Series first mortgage bonds due April 2025. Entergy Louisiana used the proceeds to re-establish and replenish its storm damage escrow reserves and for general corporate purposes.

In July 2014 the Entergy Louisiana nuclear fuel company variable interest entity redeemed, at maturity, its \$50 million of 5.69% Series E Notes.

147

Table of Contents

Entergy Louisiana, LLC and Subsidiaries
Management's Financial Discussion and Analysis

Hurricane Isaac

As discussed in the Form 10-K, Entergy Louisiana sought to recover restoration costs for the repair and replacement of electric facilities damaged by Hurricane Isaac, as well as replenishment of storm escrow accounts for prior storms, in the amount of \$247.7 million. In January 2013, Entergy Louisiana drew \$187 million from its funded storm reserve escrow account. In April 2013, Entergy Gulf States Louisiana and Entergy Louisiana filed a joint application with the LPSC relating to Hurricane Isaac system restoration costs. Following an evidentiary hearing and recommendations by the ALJ, the LPSC voted in June 2014 to approve a series of orders which (i) quantify the amount of Hurricane Isaac system restoration costs prudently incurred (\$66.5 million for Entergy Gulf States Louisiana and \$224.3 million for Entergy Louisiana); (ii) determine the level of storm reserves to be re-established (\$90 million for Entergy Gulf States Louisiana and \$200 million for Entergy Louisiana); (iii) authorize Entergy Gulf States Louisiana and Entergy Louisiana to utilize Louisiana Act 55 financing for Hurricane Isaac system restoration costs; and (iv) grant other requested relief associated with storm reserves and Act 55 financing of Hurricane Isaac system restoration costs. Entergy Louisiana committed to pass on to customers a minimum of \$23.9 million of customer benefits through annual customer credits of approximately \$4.8 million for five years. Approvals for the Act 55 financings were obtained from the Louisiana Utilities Restoration Corporation (LURC) and the Louisiana State Bond Commission.

In August 2014 the Louisiana Local Government Environmental Facilities and Community Development Authority (LCDA) issued \$243.85 million in bonds under Act 55 of the Louisiana Legislature. From the \$240 million of bond proceeds loaned by the LCDA to the LURC, the LURC deposited \$13 million in a restricted escrow account as a storm damage reserve for Entergy Louisiana and transferred \$227 million directly to Entergy Louisiana. Entergy Louisiana used the \$227 million received from the LURC to acquire 2,272,725.89 Class C preferred, non-voting, membership interest units of Entergy Holdings Company LLC, a company wholly-owned and consolidated by Entergy, that carry a 7.5% annual distribution rate. Distributions are payable quarterly commencing on September 15, 2014, and the membership interests have a liquidation price of \$100 per unit. The preferred membership interests are callable at the option of Entergy Holdings Company LLC after ten years under the terms of the LLC agreement. The terms of the membership interests include certain financial covenants to which Entergy Holdings Company LLC is subject, including the requirement to maintain a net worth of at least \$1.75 billion.

Entergy Louisiana does not report the bonds on its balance sheet because the bonds are the obligation of the LCDA and there is no recourse against Entergy Louisiana in the event of a bond default. To service the bonds, Entergy Louisiana collects a system restoration charge on behalf of the LURC, and remits the collections to the bond indenture trustee. Entergy Louisiana does not report the collections as revenue because it is merely acting as the billing and collection agent for the state.

Ninemile Point Unit 6 Self-Build Project

See the Form 10-K for a discussion of Entergy Louisiana's construction of a combined-cycle gas turbine generating facility (Ninemile 6) at its existing Ninemile Point electric generating station. The Ninemile 6 capacity and energy will be allocated 55% to Entergy Louisiana, 25% to Entergy Gulf States Louisiana, and 20% to Entergy New Orleans. Under terms approved by the LPSC, non-fuel costs may be recovered through Entergy Louisiana's and Entergy Gulf States Louisiana's formula rate plans beginning in the month after the unit is placed in service. In July 2014, Entergy Louisiana and Entergy Gulf States Louisiana filed an unopposed stipulation with the LPSC that estimates a first year revenue requirement associated with Ninemile 6 and provides a mechanism to update the revenue requirement as the in-service date approaches, which was subsequently approved by the LPSC. In September 2014 an updated revenue requirement of \$51.5 million for Entergy Louisiana and \$27 million for Entergy Gulf States Louisiana was filed. The unit is expected to be placed in service by the end of 2014.

Table of Contents

Entergy Louisiana, LLC and Subsidiaries
Management's Financial Discussion and Analysis

State and Local Rate Regulation and Fuel-Cost Recovery

See "MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS – State and Local Rate Regulation and Fuel Cost Recovery" in the Form 10-K for a discussion of state and local rate regulation and fuel cost recovery. The following are updates to that discussion.

As discussed in the Form 10-K, Entergy Louisiana filed a base rate case in February 2013. Pursuant to the rate case settlement approved by the LPSC in December 2013, Entergy Louisiana submitted a compliance filing in May 2014 reflecting the effects of the \$10 million agreed-upon increase in formula rate plan revenue, the estimated MISO cost recovery mechanism revenue requirement, and the adjustment of the additional capacity mechanism requiring a net increase of approximately \$39 million in formula rate plan revenue to be implemented over nine months commencing with the first billing cycle of December 2014. Before rates are implemented in December 2014, an updated compliance filing will be made in November 2014 to further refine the estimated MISO cost recovery mechanism revenue requirement component of the May 2014 compliance filing to then-available actual data. The compliance filings will be subject to the review of the parties to the proceeding generally in accordance with the review process set forth in Entergy Louisiana's formula rate plan.

Also as discussed in the Form 10-K, the LPSC is conducting a prudence review of the Waterford 3 replacement steam generator project with regard to Entergy Louisiana's actions concerning the following aspects of the project: 1) project management; 2) cost controls; 3) success in achieving stated objectives; 4) the costs of the replacement project; and 5) the outage length and replacement power costs. In July 2014 the LPSC Staff filed testimony recommending potential project and replacement power cost disallowances of up to \$71 million, citing a need for further explanation or documentation from Entergy Louisiana. An intervenor filed testimony recommending disallowance of \$141 million of incremental project costs, claiming the steam generator fabricator was imprudent. Entergy Louisiana believes that the replacement steam generator costs were prudently incurred and applicable legal principles support their recovery in rates. Entergy Louisiana provided further documentation and explanation requested by the LPSC staff. An evidentiary hearing is scheduled for December 2014.

In March 2013, Entergy Louisiana filed a rate case for the Algiers area, which is in New Orleans and is regulated by the City Council. Entergy Louisiana requested a rate increase of \$13 million over three years, including a 10.4% return on common equity and a formula rate plan mechanism identical to its LPSC request made in February 2013. In January 2014 the City Council Advisors filed direct testimony recommending a rate increase of \$5.56 million over three years, including an 8.13% return on common equity. In June 2014 the City Council unanimously approved a settlement that includes the following:

- \$9.3 million base rate revenue increase to be phased in on a levelized basis over four years;
- recovery of an additional \$853 thousand annually through a MISO recovery rider; and
- adoption of a four-year formula rate plan requiring the filing of annual evaluation reports in May of each year, commencing May 2015, with resulting rates being implemented in October of each year. The formula rate plan includes a midpoint target authorized return on common equity of 9.95% with a +/- 40 basis point bandwidth.

The rate increase was effective with bills rendered on and after the first billing cycle of July 2014.

Fuel and purchased power recovery

In July 2014 the LPSC authorized its staff to initiate an audit of Entergy Louisiana's fuel adjustment clause filings. The audit includes a review of the reasonableness of charges flowed by Entergy Louisiana through its fuel adjustment

clause for the period from 2010 through 2013. Discovery has yet to commence.

149

Table of Contents

Entergy Louisiana, LLC and Subsidiaries
Management's Financial Discussion and Analysis

Algiers Asset Transfer

In October 2014, Entergy Louisiana and Entergy New Orleans filed an application with the City Council seeking authorization to undertake a transaction that would result in the transfer from Entergy Louisiana to Entergy New Orleans of certain assets that currently support Entergy Louisiana's customers in Algiers. The transaction is expected to result in the transfer of net assets of approximately \$60 million. The Algiers asset transfer is also subject to regulatory review and approval of the FERC. As discussed previously, Entergy Louisiana also filed an application with the City Council seeking authorization to undertake the Entergy Louisiana and Entergy Gulf States Louisiana business combination. The application provides that if the City Council approves the Algiers asset transfer before the business combination occurs, the City Council may not need to issue a public interest finding regarding the business combination. If the necessary approvals are obtained from the City Council and the FERC, Entergy Louisiana expects to transfer the Algiers assets to Entergy New Orleans in the second half of 2015.

Federal Regulation

See "Entergy's Integration Into the MISO Regional Transmission Organization" and "System Agreement" in the "Rate, Cost-recovery, and Other Regulation – Federal Regulation" section of Entergy Corporation and Subsidiaries Management's Financial Discussion and Analysis for updates to the Federal Regulation discussion in the Form 10-K.

Nuclear Matters

See "MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS - Nuclear Matters" in the Form 10-K for a discussion of nuclear matters.

Environmental Risks

See "MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS - Environmental Risks" in the Form 10-K for a discussion of environmental risks.

Critical Accounting Estimates

See "MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS - Critical Accounting Estimates" in the Form 10-K for a discussion of the estimates and judgments necessary in Entergy Louisiana's accounting for nuclear decommissioning costs, unbilled revenue, and qualified pension and other postretirement benefits.

Table of ContentsENTERGY LOUISIANA, LLC AND SUBSIDIARIES
CONSOLIDATED INCOME STATEMENTS

For the Three and Nine Months Ended September 30, 2014 and 2013

(Unaudited)

| | Three Months Ended | | Nine Months Ended | |
|---|--------------------|-----------------|-------------------|------------------|
| | 2014 | 2013 | 2014 | 2013 |
| | (In Thousands) | | (In Thousands) | |
| OPERATING REVENUES | | | | |
| Electric | \$870,181 | \$782,789 | \$2,230,083 | \$2,024,679 |
| OPERATING EXPENSES | | | | |
| Operation and Maintenance: | | | | |
| Fuel, fuel-related expenses, and gas purchased for resale | 289,480 | 206,329 | 549,087 | 418,188 |
| Purchased power | 211,954 | 213,832 | 719,697 | 679,254 |
| Nuclear refueling outage expenses | 6,995 | 9,317 | 23,636 | 25,248 |
| Other operation and maintenance | 123,809 | 123,344 | 352,579 | 355,696 |
| Decommissioning | 6,201 | 5,437 | 18,370 | 16,106 |
| Taxes other than income taxes | 18,524 | 19,337 | 58,014 | 57,124 |
| Depreciation and amortization | 63,479 | 60,664 | 189,000 | 181,409 |
| Other regulatory credits - net | (10,856) | (1,318) | (26,128) | (7,612) |
| TOTAL | 709,586 | 636,942 | 1,884,255 | 1,725,413 |
| OPERATING INCOME | 160,595 | 145,847 | 345,828 | 299,266 |
| OTHER INCOME | | | | |
| Allowance for equity funds used during construction | 10,066 | 8,854 | 28,159 | 21,693 |
| Interest and investment income | 34,212 | 21,149 | 76,476 | 64,064 |
| Miscellaneous - net | 320 | (618) | 1,462 | (2,271) |
| TOTAL | 44,598 | 29,385 | 106,097 | 83,486 |
| INTEREST EXPENSE | | | | |
| Interest expense | 42,334 | 39,206 | 123,709 | 112,539 |
| Allowance for borrowed funds used during construction | (5,293) | (3,714) | (14,809) | (9,198) |
| TOTAL | 37,041 | 35,492 | 108,900 | 103,341 |
| INCOME BEFORE INCOME TAXES | 168,152 | 139,740 | 343,025 | 279,411 |
| Income taxes | 44,331 | 39,143 | 91,159 | 72,061 |
| NET INCOME | 123,821 | 100,597 | 251,866 | 207,350 |
| Preferred dividend requirements and other | 1,738 | 1,738 | 5,232 | 5,213 |
| EARNINGS APPLICABLE TO COMMON EQUITY | \$122,083 | \$98,859 | \$246,634 | \$202,137 |

See Notes to Financial Statements.

Table of Contents

ENTERGY LOUISIANA, LLC AND SUBSIDIARIES
 CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
 For the Three and Nine Months Ended September 30, 2014 and 2013
 (Unaudited)

| | Three Months Ended | | Nine Months Ended | |
|---|--------------------|-----------|-------------------|-----------|
| | 2014 | 2013 | 2014 | 2013 |
| | (In Thousands) | | (In Thousands) | |
| Net Income | \$123,821 | \$100,597 | \$251,866 | \$207,350 |
| Other comprehensive income (loss) | | | | |
| Pension and other postretirement liabilities (net of tax expense (benefit) of (\$179), \$542, (\$523), and \$1,631) | (287) | 684 | (876) | 2,045 |
| Other comprehensive income (loss) | (287) | 684 | (876) | 2,045 |
| Comprehensive Income | \$123,534 | \$101,281 | \$250,990 | \$209,395 |

See Notes to Financial Statements.

Table of Contents

ENTERGY LOUISIANA, LLC AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
For the Nine Months Ended September 30, 2014 and 2013
(Unaudited)

| | 2014 | 2013 |
|--|----------------|------------|
| | (In Thousands) | |
| OPERATING ACTIVITIES | | |
| Net income | \$251,866 | \$207,350 |
| Adjustments to reconcile net income to net cash flow provided by operating activities: | | |
| Depreciation, amortization, and decommissioning, including nuclear fuel amortization | 260,344 | 250,232 |
| Deferred income taxes, investment tax credits, and non-current taxes accrued | 138,892 | 168,988 |
| Changes in working capital: | | |
| Receivables | (40,314) | (131,198) |
| Fuel inventory | 1,692 | 992 |
| Accounts payable | (19,141) | (39,947) |
| Prepaid taxes and taxes accrued | (7,710) | (37,490) |
| Interest accrued | (3,234) | 1,527 |
| Deferred fuel costs | 18,544 | 22,450 |
| Other working capital accounts | (23,103) | 21,742 |
| Changes in provisions for estimated losses | 205,017 | (187,642) |
| Changes in other regulatory assets | (14,086) | (19,483) |
| Changes in other regulatory liabilities | 3,743 | 146,329 |
| Changes in pension and other postretirement liabilities | (36,832) | 1,851 |
| Other | (16,861) | 44,742 |
| Net cash flow provided by operating activities | 718,817 | 450,443 |
| INVESTING ACTIVITIES | | |
| Construction expenditures | (356,407) | (583,451) |
| Allowance for equity funds used during construction | 28,159 | 21,693 |
| Nuclear fuel purchases | (117,694) | (41,209) |
| Proceeds from the sale of nuclear fuel | 46,045 | 23,438 |
| Receipts from storm reserve escrow account | — | 187,007 |
| Payments to storm reserve escrow account | (200,021) | — |
| Investment in affiliates | (227,273) | — |
| Changes to securitization account | (5,812) | (6,085) |
| Proceeds from nuclear decommissioning trust fund sales | 35,893 | 12,211 |
| Investment in nuclear decommissioning trust funds | (43,580) | (21,006) |
| Changes in money pool receivable - net | 17,648 | (42,434) |
| Other | — | (22) |
| Net cash flow used in investing activities | (823,042) | (449,858) |
| FINANCING ACTIVITIES | | |
| Proceeds from the issuance of long-term debt | 395,977 | 418,009 |
| Retirement of long-term debt | (250,694) | (20,960) |
| Changes in credit borrowings - net | 63,466 | (30,361) |
| Change in money pool payable - net | 7,746 | — |
| Distributions paid: | | |
| Common equity | (228,212) | (351,254) |
| Preferred membership interests | (5,213) | (5,213) |

Edgar Filing: ENTERGY CORP /DE/ - Form 10-Q

| | | |
|--|------------|------------|
| Other | 50 | — |
| Net cash flow provided by (used in) financing activities | (16,880) | 10,221 |
| Net increase (decrease) in cash and cash equivalents | (121,105) | 10,806 |
| Cash and cash equivalents at beginning of period | 124,007 | 30,086 |
| Cash and cash equivalents at end of period | \$2,902 | \$40,892 |
| SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION: | | |
| Cash paid (received) during the period for: | | |
| Interest - net of amount capitalized | \$122,728 | \$106,975 |
| Income taxes | (\$495) | (\$3,874) |

See Notes to Financial Statements.

Table of ContentsENTERGY LOUISIANA, LLC AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

ASSETS

September 30, 2014 and December 31, 2013

(Unaudited)

| | 2014 | 2013 |
|--|-------------------|------------------|
| | (In Thousands) | |
| CURRENT ASSETS | | |
| Cash and cash equivalents: | | |
| Cash | \$343 | \$427 |
| Temporary cash investments | 2,559 | 123,580 |
| Total cash and cash equivalents | 2,902 | 124,007 |
| Securitization recovery trust account | 10,351 | 4,539 |
| Accounts receivable: | | |
| Customer | 176,650 | 144,836 |
| Allowance for doubtful accounts | (1,116 |) (965 |
| Associated companies | 78,027 | 87,820 |
| Other | 15,245 | 21,420 |
| Accrued unbilled revenues | 100,044 | 93,073 |
| Total accounts receivable | 368,850 | 346,184 |
| Accumulated deferred income taxes | 18,282 | 100,022 |
| Fuel inventory | 21,619 | 23,311 |
| Materials and supplies - at average cost | 156,198 | 156,487 |
| Deferred nuclear refueling outage costs | 29,877 | 13,670 |
| Prepaid taxes | 192,213 | 184,503 |
| Gas hedge contracts | — | 2,889 |
| Prepayments and other | 27,165 | 15,223 |
| TOTAL | 827,457 | 970,835 |
| OTHER PROPERTY AND INVESTMENTS | | |
| Investment in affiliate preferred membership interests | 1,034,696 | 807,423 |
| Decommissioning trust funds | 368,331 | 347,274 |
| Storm reserve escrow account | 200,021 | — |
| Non-utility property - at cost (less accumulated depreciation) | 260 | 396 |
| TOTAL | 1,603,308 | 1,155,093 |
| UTILITY PLANT | | |
| Electric | 8,927,733 | 8,799,393 |
| Property under capital lease | 331,895 | 331,895 |
| Construction work in progress | 820,832 | 672,883 |
| Nuclear fuel | 172,191 | 147,385 |
| TOTAL UTILITY PLANT | 10,252,651 | 9,951,556 |
| Less - accumulated depreciation and amortization | 3,906,055 | 3,763,234 |
| UTILITY PLANT - NET | 6,346,596 | 6,188,322 |
| DEFERRED DEBITS AND OTHER ASSETS | | |
| Regulatory assets: | | |
| Regulatory asset for income taxes - net | 320,274 | 309,617 |
| | 718,932 | 715,503 |

Edgar Filing: ENTERGY CORP /DE/ - Form 10-Q

Other regulatory assets (includes securitization property of \$140,251 as of September 30, 2014 and \$156,103 as of December 31, 2013)

| | | |
|---------------------|-------------|-------------|
| Deferred fuel costs | 67,998 | 67,998 |
| Other | 46,540 | 43,025 |
| TOTAL | 1,153,744 | 1,136,143 |
| | | |
| TOTAL ASSETS | \$9,931,105 | \$9,450,393 |

See Notes to Financial Statements.

Table of Contents

ENTERGY LOUISIANA, LLC AND SUBSIDIARIES
 CONSOLIDATED BALANCE SHEETS
 LIABILITIES AND EQUITY

September 30, 2014 and December 31, 2013

(Unaudited)

| | 2014 | 2013 |
|--|--------------------|--------------------|
| | (In Thousands) | |
| CURRENT LIABILITIES | | |
| Currently maturing long-term debt | \$269,525 | \$320,231 |
| Short-term borrowings | 66,389 | 2,923 |
| Accounts payable: | | |
| Associated companies | 75,198 | 83,655 |
| Other | 142,652 | 162,507 |
| Customer deposits | 92,294 | 90,393 |
| Accumulated deferred income taxes | — | 338 |
| Interest accrued | 38,838 | 42,072 |
| Deferred fuel costs | 48,936 | 30,392 |
| Pension and other postretirement liabilities | 10,075 | 10,255 |
| System agreement cost equalization | — | 17,000 |
| Other | 34,542 | 19,443 |
| TOTAL | 778,449 | 779,209 |
| NON-CURRENT LIABILITIES | | |
| Accumulated deferred income taxes and taxes accrued | 1,345,415 | 1,275,584 |
| Accumulated deferred investment tax credits | 65,415 | 67,347 |
| Other regulatory liabilities | 536,990 | 533,247 |
| Decommissioning | 497,455 | 479,086 |
| Accumulated provisions | 212,750 | 7,733 |
| Pension and other postretirement liabilities | 321,365 | 358,017 |
| Long-term debt (includes securitization bonds of \$154,518 as of September 30, 2014 and \$164,965 as of December 31, 2013) | 3,099,409 | 2,899,285 |
| Other | 79,607 | 75,233 |
| TOTAL | 6,158,406 | 5,695,532 |
| Commitments and Contingencies | | |
| EQUITY | | |
| Preferred membership interests without sinking fund | 100,000 | 100,000 |
| Member's equity | 2,904,761 | 2,885,287 |
| Accumulated other comprehensive loss | (10,511) | (9,635) |
| TOTAL | 2,994,250 | 2,975,652 |
| TOTAL LIABILITIES AND EQUITY | \$9,931,105 | \$9,450,393 |

See Notes to Financial Statements.

Table of Contents

ENTERGY LOUISIANA, LLC AND SUBSIDIARIES
 CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
 For the Nine Months Ended September 30, 2014 and 2013
 (Unaudited)

| | Preferred Membership Interests | Common Equity | | Total |
|--|--------------------------------------|--------------------|--|-------------|
| | | Member's Equity | Accumulated Other Comprehensive Income (Loss) | |
| (In Thousands) | | | | |
| Balance at December 31, 2012 | \$100,000 | \$3,016,628 | (\$46,132) | \$3,070,496 |
| Net income | — | 207,350 | — | 207,350 |
| Other comprehensive income | — | — | 2,045 | 2,045 |
| Distributions to parent | — | (371,855) | — | (371,855) |
| Distributions declared on preferred membership interests | — | (5,213) | — | (5,213) |
| Balance at September 30, 2013 | \$100,000 | \$2,846,910 | (\$44,087) | \$2,902,823 |
| Balance at December 31, 2013 | \$100,000 | \$2,885,287 | (\$9,635) | \$2,975,652 |
| Net income | — | 251,866 | — | 251,866 |
| Other comprehensive loss | — | — | (876) | (876) |
| Contributions from parent | — | 1,052 | — | 1,052 |
| Distributions declared on common equity | — | (228,212) | — | (228,212) |
| Distributions declared on preferred membership interests | — | (5,232) | — | (5,232) |
| Balance at September 30, 2014 | \$100,000 | \$2,904,761 | (\$10,511) | \$2,994,250 |

See Notes to Financial Statements.

Table of Contents

ENTERGY LOUISIANA, LLC AND SUBSIDIARIES

SELECTED OPERATING RESULTS

For the Three and Nine Months Ended September 30, 2014 and 2013

(Unaudited)

| Description | Three Months Ended | | Increase/ (Decrease) | % |
|-------------------------------------|-----------------------|---------|-------------------------|-------|
| | 2014 | 2013 | | |
| | (Dollars In Millions) | | | |
| Electric Operating Revenues: | | | | |
| Residential | \$287 | \$286 | \$1 | — |
| Commercial | 179 | 174 | 5 | 3 |
| Industrial | 281 | 255 | 26 | 10 |
| Governmental | 13 | 12 | 1 | 8 |
| Total retail | 760 | 727 | 33 | 5 |
| Sales for resale: | | | | |
| Associated companies | 86 | 34 | 52 | 153 |
| Non-associated companies | 1 | 1 | — | — |
| Other | 23 | 21 | 2 | 10 |
| Total | \$870 | \$783 | \$87 | 11 |
| Billed Electric Energy Sales (GWh): | | | | |
| Residential | 2,800 | 2,884 | (84) | (3) |
| Commercial | 1,813 | 1,820 | (7) | — |
| Industrial | 4,492 | 4,275 | 217 | 5 |
| Governmental | 126 | 126 | — | — |
| Total retail | 9,231 | 9,105 | 126 | 1 |
| Sales for resale: | | | | |
| Associated companies | 1,393 | 705 | 688 | 98 |
| Non-associated companies | 10 | 9 | 1 | 11 |
| Total | 10,634 | 9,819 | 815 | 8 |
| | | | | |
| Description | Nine Months Ended | | Increase/ (Decrease) | % |
| | 2014 | 2013 | | |
| | (Dollars In Millions) | | | |
| Electric Operating Revenues: | | | | |
| Residential | \$683 | \$651 | \$32 | 5 |
| Commercial | 461 | 444 | 17 | 4 |
| Industrial | 761 | 734 | 27 | 4 |
| Governmental | 36 | 35 | 1 | 3 |
| Total retail | 1,941 | 1,864 | 77 | 4 |
| Sales for resale: | | | | |
| Associated companies | 207 | 84 | 123 | 146 |
| Non-associated companies | 17 | 1 | 16 | — |
| Other | 65 | 76 | (11) | (14) |
| Total | \$2,230 | \$2,025 | \$205 | 10 |
| Billed Electric Energy Sales (GWh): | | | | |
| Residential | 7,091 | 6,767 | 324 | 5 |

Edgar Filing: ENTERGY CORP /DE/ - Form 10-Q

| | | | | |
|--------------------------|--------|--------|-------|-----|
| Commercial | 4,745 | 4,641 | 104 | 2 |
| Industrial | 12,771 | 12,687 | 84 | 1 |
| Governmental | 378 | 373 | 5 | 1 |
| Total retail | 24,985 | 24,468 | 517 | 2 |
| Sales for resale: | | | | |
| Associated companies | 3,459 | 1,322 | 2,137 | 162 |
| Non-associated companies | 107 | 26 | 81 | 312 |
| Total | 28,551 | 25,816 | 2,735 | 11 |

157

Table of Contents

ENTERGY MISSISSIPPI, INC.

MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS

Results of Operations

Net Income

Third Quarter 2014 Compared to Third Quarter 2013

Net income decreased \$40.3 million primarily due to the write-off in September 2014 of the regulatory assets associated with new nuclear generation development costs as a result of a joint stipulation entered into with the Mississippi Public Utilities Staff in which Entergy Mississippi agreed not to pursue recovery of the costs deferred by an MPSC order in the new nuclear generation docket. See Note 2 to the financial statements herein and in the Form 10-K for discussion of the new nuclear generation development costs and the joint stipulation. Also contributing to the decrease was higher other operation and maintenance expenses, partially offset by higher net revenue.

Nine Months Ended September 30, 2014 Compared to Nine Months Ended September 30, 2013

Net income decreased \$20.8 million primarily due to the write-off in September 2014 of the regulatory assets associated with new nuclear generation development costs as a result of a joint stipulation entered into with the Mississippi Public Utilities Staff in which Entergy Mississippi agreed not to pursue recovery of the costs deferred by an MPSC order in the new nuclear generation docket. See Note 2 to the financial statements herein and in the Form 10-K for discussion of the new nuclear generation development costs and the joint stipulation. Also contributing to the decrease were higher taxes other than income taxes, higher other operation and maintenance expenses, and higher depreciation and amortization expenses, partially offset by higher net revenue.

Net Revenue

Third Quarter 2014 Compared to Third Quarter 2013

Net revenue consists of operating revenues net of: 1) fuel, fuel-related expenses, and gas purchased for resale, 2) purchased power expenses, and 3) other regulatory charges. Following is an analysis of the change in net revenue comparing the third quarter 2014 to the third quarter 2013:

| | Amount (In Millions) |
|-----------------------|-------------------------|
| 2013 net revenue | \$181.4 |
| Retail electric price | 9.8 |
| Reserve equalization | 3.0 |
| Volume/weather | (2.9) |
| Other | (1.1) |
| 2014 net revenue | \$190.2 |

The retail electric price variance is primarily due to a formula rate plan increase, as approved by the MPSC, effective September 2013 and an increase in the storm damage rider, as approved by the MPSC, effective October 2013. The increase in the storm damage rider is offset by other operation and maintenance expenses and has no effect on net income. See Note 2 to the financial statements in the Form 10-K for a discussion of rate proceedings.

Table of Contents

Entergy Mississippi, Inc.

Management's Financial Discussion and Analysis

The reserve equalization variance is primarily due to an increase in reserve equalization revenue as compared to the same period in 2013 primarily due to the changes in the Entergy System generation mix compared to the same period in 2013 as a result of Entergy Arkansas's exit from the System Agreement in December 2013.

The volume/weather variance is primarily due to a decrease of 136 GWh, or 3%, in billed electricity usage, primarily due to the effect of less favorable weather on residential and commercial sales.

Gross operating revenues, fuel and purchased power expenses, and other regulatory charges

Gross operating revenues increased primarily due to:

- an increase of \$29 million in fuel cost recovery revenues primarily due to higher fuel rates;
- an increase of \$6.2 million due to the formula rate plan increase, as discussed above;
- an increase of \$6 million primarily due to an increase in the storm damage rider, as discussed above; and
- an increase of \$3 million primarily due to an increase in the power management rider, as approved by the MPSC, effective February 2014.

The increase was partially offset by:

- a decrease of \$7.6 million in gross wholesale revenues primarily due to a decrease in sales to affiliated customers;
- the decrease related to volume/weather, as discussed above; and
- a decrease of \$4.8 million in Grand Gulf revenue primarily due to less favorable weather and a decrease in the Grand Gulf rider rates effective October 2013.

Fuel and purchased power expenses increased primarily due to an increase in deferred fuel expense due to higher fuel cost recovery revenues as compared to prior year, partially offset by the timing of System Agreement payments and credits to customers, and an increase in the average market price of purchased power.

Other regulatory charges increased primarily due to increased recovery of costs associated with the power management recovery rider. There is no material effect on net income because the power management recovery rider is an exact recovery rider and any differences in revenues and expenses are deferred for future recovery.

Nine Months Ended September 30, 2014 Compared to Nine Months Ended September 30, 2013

Net revenue consists of operating revenues net of: 1) fuel, fuel-related expenses, and gas purchased for resale, 2) purchased power expenses, and 3) other regulatory charges (credits). Following is an analysis of the change in net revenue comparing the nine months ended September 30, 2014 to the nine months ended September 30, 2013:

| | Amount (In Millions) |
|-----------------------|-------------------------|
| 2013 net revenue | \$486.5 |
| Retail electric price | 36.4 |
| Reserve equalization | 4.5 |
| MISO deferral | 1.4 |
| Volume/weather | 1.4 |
| Other | 1.4 |
| 2014 net revenue | \$531.6 |

The retail electric price variance is primarily due to a formula rate plan increase, as approved by the MPSC, effective September 2013 and an increase in the storm damage rider, as approved by the MPSC, effective October 2013. The increase in the storm damage rider is offset by other operation and maintenance expenses and has no effect on net income. See Note 2 to the financial statements in the Form 10-K for a discussion of rate proceedings.

159

Table of Contents

Entergy Mississippi, Inc.

Management's Financial Discussion and Analysis

The reserve equalization variance is primarily due to an increase in reserve equalization revenue as compared to the same period in 2013 primarily due to the changes in the Entergy System generation mix compared to the same period in 2013 as a result of Entergy Arkansas's exit from the System Agreement in December 2013.

The MISO deferral variance is due to the deferral in 2014 of the non-fuel MISO-related charges, as approved by the MPSC. The deferral of non-fuel MISO-related charges is partially offset in other operation and maintenance expenses. See Note 2 to the financial statements in the Form 10-K for further discussion of the recovery of non-fuel MISO-related charges.

The volume/weather variance is primarily due to an increase of 157 GWh, or 2%, in billed electricity usage, including the effect of more favorable weather on residential sales as compared to the same period in the prior year and an increase in industrial usage, primarily in the primary metals and pipelines industries.

Gross operating revenues, fuel and purchased power expenses, and other regulatory charges (credits)

Gross operating revenues increased primarily due to:

- an increase of \$55 million in fuel cost recovery revenues primarily due to higher fuel rates;
- an increase of \$22.3 million in gross wholesale revenues due to an increase in sales to affiliated customers and the timing of receipt of System Agreement payments;
- an increase of \$21.6 million due to the formula rate plan increase, as discussed above;
- an increase of \$16.1 million due to an increase in the power management rider, as approved by the MPSC, effective February 2014; and
- an increase of \$12.7 million due to an increase in the storm damage rider, as discussed above.

Fuel and purchased power expenses increased primarily due to an increase in the average market price of purchased power.

Other regulatory credits decreased primarily due to increased recovery of costs associated with the power management recovery rider. There is no material effect on net income because the power management recovery rider is an exact recovery rider and any differences in revenues and expenses are deferred for future recovery. The decrease was partially offset by the deferral, as approved by the MPSC, of non-fuel MISO-related charges. The deferral of non-fuel MISO-related charges is partially offset in operation and maintenance expenses. See Note 2 to the financial statements in the Form 10-K for further discussion of the recovery of non-fuel MISO-related charges.

Other Income Statement Variances

Third Quarter 2014 Compared to Third Quarter 2013

Other operation and maintenance expenses increased primarily due to:

- an increase of \$3.7 million in storm damage accruals, as approved by the MPSC, effective October 2013;
- an increase of \$2.7 million resulting from costs incurred in the third quarter 2014 related to Baxter Wilson (Unit 1) repairs, including an offset for expected insurance proceeds;
- an increase of \$1.3 million due to administration fees in the third quarter 2014 related to participation in the MISO RTO; and
- several individually insignificant items.

The increase was partially offset by:

a decrease of \$3.8 million in compensation and benefits costs primarily due to an increase in the discount rates used to determine net periodic pension and other postretirement benefit costs, other postretirement benefit plan

160

Table of Contents

Entergy Mississippi, Inc.

Management's Financial Discussion and Analysis

design changes, fewer employees, and a settlement charge recognized in September 2013 related to the payment of lump sum benefits out of the non-qualified pension plan. See "MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS – Critical Accounting Estimates" in the Form 10-K and Note 6 to the financial statements herein for further discussion of benefits costs; and

a decrease of \$1.6 million resulting from costs incurred in 2013 related to the now-terminated plan to spin off and merge the Utility's transmission business.

The asset write-off resulted from the \$60.9 million (\$40.5 million after-tax) write-off in September 2014 of the regulatory assets associated with new nuclear generation development costs as a result of a joint stipulation entered into with the Mississippi Public Utilities Staff in which Entergy Mississippi agreed not to pursue recovery of the costs deferred by an MPSC order in the new nuclear generation docket. See Note 2 to the financial statements herein and in the Form 10-K for discussion of the new nuclear generation development costs and the joint stipulation.

Nine Months Ended September 30, 2014 Compared to Nine Months Ended September 30, 2013

Other operation and maintenance expenses increased primarily due to:

- an increase of \$10.1 million in storm damage accruals, as approved by the MPSC, effective October 2013;
- an increase of \$9.7 million resulting from costs incurred in 2014 related to Baxter Wilson (Unit 1) repairs, including an offset for expected insurance proceeds;
- an increase of \$3.8 million due to administration fees in 2014 related to participation in the MISO RTO; and
- several individually insignificant items.

The increase was partially offset by:

- a decrease of \$12.8 million in fossil-fueled generation expenses due to a lower scope of work done during plant outages in 2014 as compared to the same period in 2013;
- a decrease of \$6.8 million in compensation and benefits costs primarily due to an increase in the discount rates used to determine net periodic pension and other postretirement benefit costs, other postretirement benefit plan design changes, fewer employees, and a settlement charge recognized in September 2013 related to the payment of lump sum benefits out of the non-qualified pension plan. See "MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS – Critical Accounting Estimates" in the Form 10-K and Note 6 to the financial statements herein for further discussion of benefits costs; and
- a decrease of \$4.9 million resulting from costs incurred in 2013 related to the now-terminated plan to spin off and merge the Utility's transmission business.

The asset write-off resulted from the \$60.9 million (\$40.5 million after-tax) write-off in September 2014 of the regulatory assets associated with new nuclear generation development costs as a result of a joint stipulation entered into with the Mississippi Public Utilities Staff in which Entergy Mississippi agreed not to pursue recovery of the costs deferred by an MPSC order in the new nuclear generation docket. See Note 2 to the financial statements herein and in the Form 10-K for discussion of the new nuclear generation development costs and the joint stipulation.

Taxes other than income taxes increased primarily due to an increase in ad valorem taxes in 2014 as compared to the same period in the prior year and an increase in local franchise taxes due to higher revenues in 2014 as compared to the same period in the prior year.

Depreciation and amortization expenses increased primarily due to additions to plant in service.

Income Taxes

The effective income tax rate was (51.5%) for the third quarter 2014 and 44.5% for the nine months ended September 30, 2014. The difference in the effective income tax rate for the third quarter 2014 versus the federal

161

Table of Contents

Entergy Mississippi, Inc.

Management's Financial Discussion and Analysis

statutory rate of 35% was primarily due to a charge associated with a regulatory asset which included a component for book and tax differences related to AFUDC equity. See Note 2 to the financial statements herein for further discussion. The difference in the effective income tax rate for the nine months ended September 30, 2014 versus the federal statutory rate of 35% was primarily due to state income taxes and certain book and tax differences related to utility plant items including the effect of the regulatory charge previously discussed.

The effective income tax rate was 39.3% for the third quarter 2013 and 39.6% for the nine months ended September 30, 2013. The differences in the effective income tax rates for the third quarter 2013 and the nine months ended September 30, 2013 versus the federal statutory rate of 35% were primarily due to state income taxes and certain book and tax differences related to utility plant items.

Baxter Wilson Plant Event

On September 11, 2013, Entergy Mississippi's Baxter Wilson (Unit 1) power plant experienced a significant unplanned outage event. Entergy Mississippi completed the process of assessing the nature and extent of the damage to the unit and repairs are in progress. The current estimate of costs to return the unit to service is in the range of \$45 million to \$60 million. This estimate may change as restorative activities occur. The costs necessary to return the plant to service are expected to be incurred into late 2014. Entergy Mississippi believes that the damage is covered by its property insurance policy, subject to a \$20 million deductible. In the third quarter 2014, Entergy Mississippi recorded an insurance receivable of \$18 million based on the minimum amount it currently expects to receive from its insurance policy based on total spending of \$38 million as of September 30, 2014. This \$18 million receivable offset approximately \$8 million of capital spending and \$10 million of operation and maintenance expenses through September 30, 2014. In June 2014, Entergy Mississippi filed a rate case with the MPSC, which includes recovery of the costs associated with Baxter Wilson (Unit 1) repair activities, net of applicable insurance proceeds. On October 14, 2014 and October 31, 2014, Entergy Mississippi and the Mississippi Public Utilities Staff entered into and filed joint stipulations that provide for a deferral of \$6 million in other operation and maintenance expenses associated with the Baxter Wilson outage and that the regulatory asset should accrue carrying costs, with amortization of the regulatory asset to occur over two years. The final accounting of costs to return the unit to service and insurance proceeds will be addressed in Entergy Mississippi's next formula rate plan filing. The joint stipulations also provide that the capital costs associated with the return to service of Baxter Wilson (Unit 1) will be reflected in rate base and will be reduced to reflect the application of insurance proceeds. The joint stipulations are subject to review and approval by the MPSC.

Liquidity and Capital Resources**Cash Flow**

Cash flows for the nine months ended September 30, 2014 and 2013 were as follows:

| | 2014 | 2013 |
|--|----------------|-----------|
| | (In Thousands) | |
| Cash and cash equivalents at beginning of period | \$31 | \$52,970 |
| Cash flow provided by (used in): | | |
| Operating activities | 187,323 | 147,847 |
| Investing activities | (128,895) | (109,269) |
| Financing activities | (26,724) | (90,457) |
| Net increase (decrease) in cash and cash equivalents | 31,704 | (51,879) |
| Cash and cash equivalents at end of period | \$31,735 | \$1,091 |

Table of Contents

Entergy Mississippi, Inc.
Management's Financial Discussion and Analysis

Operating Activities

Net cash flow provided by operating activities increased \$39.5 million for the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013 primarily due to:

• the timing of collections from customers;
• System Agreement bandwidth remedy payments of \$11.3 million received in the second quarter 2014 as a result of the compliance filing pursuant to the FERC's February 2014 orders related to the bandwidth payments/receipts for the June - December 2005 period;
• \$6.8 million in income tax refunds in the nine months ended September 30, 2014 as compared to \$2 million in income tax payments in the nine months ended September 30, 2013. The income tax refunds in 2014 were refunds of income taxes paid in accordance with intercompany state income tax sharing arrangements; and
• increased recovery of fuel costs.

The increase was partially offset by:

• System Agreement bandwidth remedy payments in September 2014 of \$16.4 million as a result of the compliance filing pursuant to the FERC's orders related to the bandwidth payments/receipts for the 2007 - 2009 period;
• an increase of \$12.4 million in pension contributions in 2014 compared to the same period in 2013. See "MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS – Critical Accounting Estimates" in the Form 10-K and Note 6 to the financial statements herein for a discussion of qualified pension and other postretirement benefits funding; and
• the timing of payments to vendors.

See Note 2 to the financial statements herein and in the Form 10-K for a discussion of the System Agreement proceedings.

Investing Activities

Net cash flow used in investing activities increased \$19.6 million for the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013 primarily due to money pool activity and an increase in fossil-fueled generation construction expenditures due to spending on Baxter Wilson (Unit 1) repairs in 2014. The increase was partially offset by a decrease in transmission construction expenditures as a result of decreased scope of work performed in 2014.

Increases in Entergy Mississippi's receivable from the money pool are a use of cash flow, and Entergy Mississippi's receivable from the money pool increased by \$5.4 million for the nine months ended September 30, 2014 compared to decreasing by \$16.9 million for the nine months ended September 30, 2013. The money pool is an inter-company borrowing arrangement designed to reduce the Utility subsidiaries' need for external short-term borrowings.

Financing Activities

Net cash flow used in financing activities decreased \$63.7 million for the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013 primarily due to the issuance of \$100 million of 3.75% Series first mortgage bonds in March 2014 and the payment, at maturity, of \$100 million of 5.15% Series first mortgage bonds in February 2013.

The decrease was partially offset by:

- the payment, prior to maturity, of \$95 million of 4.95% Series first mortgage bonds in April 2014;
- money pool activity; and
- an increase of \$17.6 million in common stock dividends paid in 2014 as compared to 2013.

163

Table of Contents

Entergy Mississippi, Inc.

Management's Financial Discussion and Analysis

Decreases in Entergy Mississippi's payable to the money pool are a use of cash flow, and Entergy Mississippi's payable to the money pool decreased by \$3.5 million for the nine months ended September 30, 2014 compared to increasing by \$19.2 million for the nine months ended September 30, 2013.

See Note 5 to the financial statements in the Form 10-K and Note 4 to the financial statements herein for more details on long-term debt.

Capital Structure

Entergy Mississippi's capitalization is balanced between equity and debt, as shown in the following table.

| | September 30, 2014 | December 31, 2013 |
|----------------------------|-----------------------|----------------------|
| Debt to capital | 51.0 | % 51.4% |
| Effect of subtracting cash | (0.7 | %) —% |
| Net debt to net capital | 50.3 | % 51.4% |

Net debt consists of debt less cash and cash equivalents. Debt consists of short-term borrowings, capital lease obligations, and long-term debt, including the currently maturing portion. Capital consists of debt, preferred stock without sinking fund, and common equity. Net capital consists of capital less cash and cash equivalents. Entergy Mississippi uses the debt to capital ratio in analyzing its financial condition and believes it provides useful information to its investors and creditors in evaluating Entergy Mississippi's financial condition. Entergy Mississippi uses the net debt to net capital ratio in analyzing its financial condition and believes it provides useful information to its investors and creditors in evaluating Entergy Mississippi's financial condition because net debt indicates Entergy Mississippi's outstanding debt position that could not be readily satisfied by cash and cash equivalents on hand.

Uses and Sources of Capital

See "MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS - Liquidity and Capital Resources" in the Form 10-K for a discussion of Entergy Mississippi's uses and sources of capital. Following are additional updates to the information provided in the Form 10-K. Entergy Mississippi is developing its capital investment plan for 2015 through 2017 and currently anticipates making \$750 million in capital investments during that period. The preliminary estimate includes amounts associated with specific investments such as environmental compliance spending, transmission upgrades, resource planning, generation projects, and system improvements, and other investments. Estimated capital expenditures are subject to periodic review and modification and may vary based on the ongoing effects of regulatory constraints and requirements, environmental compliance, business opportunities, market volatility, economic trends, business restructuring, changes in project plans, and the ability to access capital.

Entergy Mississippi's receivables from or (payables to) the money pool were as follows:

| September 30, 2014 | December 31, 2013 | September 30, 2013 | December 31, 2012 |
|-----------------------|----------------------|-----------------------|----------------------|
| (In Thousands) | | | |
| \$5,376 | (\$3,536) | (\$19,150) | \$16,878 |

See Note 4 to the financial statements in the Form 10-K for a description of the money pool.

Entergy Mississippi has four separate credit facilities in the aggregate amount of \$102.5 million scheduled to expire May 2015. No borrowings were outstanding under the credit facilities as of September 30, 2014. See Note 4 to the

financial statements herein for additional discussion of the credit facilities. In addition, Entergy Mississippi entered into an uncommitted letter of credit facility in 2013 as a means to post collateral to support its obligations under

164

Table of Contents

Entergy Mississippi, Inc.
Management's Financial Discussion and Analysis

MISO. As of September 30, 2014, a \$21.8 million letter of credit was outstanding under Entergy Mississippi's letter of credit facility.

In March 2014, Entergy Mississippi issued \$100 million of 3.75% Series first mortgage bonds due July 2024. Entergy Mississippi used the proceeds to pay, prior to maturity, its \$95 million of 4.95% Series first mortgage bonds due June 2018 and for general corporate purposes.

New Nuclear Generation Development Costs

See Note 2 in the Form 10-K for discussion of Entergy Mississippi's developing and preserving a project option for new nuclear generation at Grand Gulf Nuclear Station. On October 14, 2014, Entergy Mississippi and the Mississippi Public Utilities Staff entered into and filed a joint stipulation in Entergy Mississippi's general rate case proceeding, which is discussed below. In consideration of the comprehensive terms for settlement in that rate case proceeding, the Mississippi Public Utilities Staff and Entergy Mississippi agreed that Entergy Mississippi will request consolidation of the new nuclear generation development costs proceeding with the rate case proceeding for hearing purposes and will not further pursue, except as noted below, recovery of the costs deferred by MPSC order in the new nuclear generation development docket. The stipulation states, however, that, if Entergy Mississippi decides to move forward with nuclear development in Mississippi, it can at that time re-present for consideration by the MPSC only those costs directly associated with the existing early site permit (ESP), to the extent that the costs are verifiable and prudent and the ESP is still valid and relevant to any such option pursued. After considering the progress of the new nuclear generation costs proceeding in light of the joint stipulation, Entergy Mississippi recorded in the third quarter 2014 a \$60.9 million pre-tax charge to recognize that the regulatory assets associated with new nuclear generation development are no longer probable of recovery. If the MPSC does not ultimately approve all of the provisions agreed to in the October 2014 joint stipulation, however, Entergy Mississippi would continue to pursue recovery of the new nuclear development costs.

State and Local Rate Regulation and Fuel-Cost Recovery

See "MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS - State and Local Rate Regulation and Fuel-Cost Recovery" in the Form 10-K for a discussion of the formula rate plan and fuel and purchased power cost recovery.

Fuel and Purchased Power Recovery

Entergy Mississippi had a deferred fuel balance of \$60.4 million as of March 31, 2014. In May 2014, Entergy Mississippi filed for an interim adjustment under its energy cost recovery rider. The interim adjustment proposed a net energy cost factor designed to collect over a six-month period the under-recovered deferred fuel balance as of March 31, 2014 and also reflected a natural gas price of \$4.50 per MMBtu. In May 2014, Entergy Mississippi and the Public Utilities Staff entered into a joint stipulation in which Entergy Mississippi agreed to a revised net energy cost factor that reflected the proposed interim adjustment with a reduction in costs recovered through the energy cost recovery rider associated with the suspension of the DOE nuclear waste storage fee. In June 2014 the MPSC approved the joint stipulation and allowed Entergy Mississippi's interim adjustment. The revised net energy cost factor will remain in effect through the end of 2014.

Retail Rates

In June 2014, Entergy Mississippi filed its first general rate case before the MPSC in almost 12 years. The rate filing lays out Entergy Mississippi's plans for improving reliability, modernizing the grid, maintaining its workforce, stabilizing rates, utilizing new technologies, and attracting new industry to its service territory. Entergy Mississippi requested a net increase in revenue of \$49 million for bills rendered during calendar year 2015, including \$30 million resulting from new depreciation rates to update the estimated service life of assets. In addition, the filing proposed, among other things: 1) realigning cost recovery of the Attala and Hinds power plant acquisitions from the power

Table of Contents

Entergy Mississippi, Inc.

Management's Financial Discussion and Analysis

management rider to base rates; 2) including certain MISO-related revenues and expenses in the power management rider; 3) power management rider changes that reflect the changes in costs and revenues that will accompany Entergy Mississippi's withdrawal from participation in the System Agreement; and 4) a formula rate plan forward test year to allow for known changes in expenses and revenues for the rate effective period. Entergy Mississippi proposed maintaining the current authorized return on common equity of 10.59%.

On October 14, 2014 and October 31, 2014, Entergy Mississippi and the Mississippi Public Utilities Staff entered into and filed joint stipulations that addressed the majority of issues in the proceeding. The stipulations provide for an approximate \$16 million net increase in revenues, which reflects an agreed upon 10.07% return on common equity. The stipulations also revise Entergy Mississippi's formula rate plan (FRP) by providing Entergy Mississippi with the ability to reflect known and measurable changes to historical rate base and certain expense amounts, resolve uncertainty around and obviate the need for an additional rate filing in connection with Entergy Mississippi's withdrawal from participation in the System Agreement, update depreciation rates, and move costs associated with the Attala and Hinds generating plants from the power management rider to base rates. The stipulations also provide for recovery of non-fuel MISO-related costs through a separate rider for that purpose. The joint stipulations are subject to MPSC approval. The schedule in the proceeding calls for the rates ultimately approved by the MPSC to be effective January 30, 2015.

In August 2012 the MPSC opened inquiries to review whether the current formulaic methodology used to calculate the return on common equity in both Entergy Mississippi's formula rate plan and Mississippi Power Company's annual formula rate plan is still appropriate or can be improved to better serve the public interest. The intent of this inquiry and review was for informational purposes only; the evaluation of any recommendations for changes to the existing methodology would take place in a general rate case or in the existing formula rate plan docket. In March 2013 the Mississippi Public Utilities Staff filed its consultant's report which noted the return on common equity estimation methods used by Entergy Mississippi and Mississippi Power Company are commonly used throughout the electric utility industry. The report suggested ways in which the methods used by Entergy Mississippi and Mississippi Power Company might be improved, but did not recommend specific changes in the return on common equity formulas or calculations at that time. In June 2014 the MPSC expanded the scope of the August 2012 inquiry to study the merits of adopting a uniform formula rate plan that could be applied, where possible in whole or in part, to both Entergy Mississippi and Mississippi Power Company in order to achieve greater consistency in the plans. The MPSC directed the Mississippi Public Utilities Staff to investigate and review Entergy Mississippi's Formula Rate Plan Rider Schedule FRP-5 (Revised) and Mississippi Power Company's Performance Evaluation Plan by considering the merits and deficiencies and possibilities for improvement of each and then to propose a uniform formula rate plan that, where possible, could be applicable to both companies. No procedural schedule has been set. In October 2014 the Mississippi Public Utilities Staff conducted a public technical conference to discuss performance benchmarking and its potential application to the electric utilities' formula rate plans.

Federal Regulation

See "Entergy's Integration Into the MISO Regional Transmission Organization" and "System Agreement" in the "Rate, Cost-recovery, and Other Regulation – Federal Regulation" section of Entergy Corporation and Subsidiaries Management's Financial Discussion and Analysis for updates to the Federal Regulation discussion in the Form 10-K.

Nuclear Matters

See "Nuclear Matters" section of Entergy Corporation and Subsidiaries Management's Financial Discussion and Analysis in the Form 10-K for a discussion of nuclear matters.

Table of Contents

Entergy Mississippi, Inc.

Management's Financial Discussion and Analysis

Environmental Risks

See "MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS – Environmental Risks" in the Form 10-K for a discussion of environmental risks.

Critical Accounting Estimates

See "MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS - Critical Accounting Estimates" in the Form 10-K for a discussion of the estimates and judgments necessary in Entergy Mississippi's accounting for unbilled revenue and qualified pension and other postretirement benefits.

Table of ContentsENTERGY MISSISSIPPI, INC.
INCOME (LOSS) STATEMENTSFor the Three and Nine Months Ended September 30, 2014 and 2013
(Unaudited)

| | Three Months Ended | | Nine Months Ended | |
|---|--------------------|-----------------|-------------------|-----------------|
| | 2014 | 2013 | 2014 | 2013 |
| | (In Thousands) | | (In Thousands) | |
| OPERATING REVENUES | | | | |
| Electric | \$425,341 | \$397,833 | \$1,144,175 | \$1,015,513 |
| OPERATING EXPENSES | | | | |
| Operation and Maintenance: | | | | |
| Fuel, fuel-related expenses, and gas purchased for resale | 85,185 | 118,688 | 219,013 | 263,437 |
| Purchased power | 145,266 | 97,709 | 393,054 | 275,783 |
| Other operation and maintenance | 69,259 | 62,263 | 193,959 | 189,822 |
| Asset write-off | 60,857 | — | 60,857 | — |
| Taxes other than income taxes | 22,060 | 21,208 | 66,060 | 61,322 |
| Depreciation and amortization | 28,625 | 27,717 | 85,130 | 81,268 |
| Other regulatory charges (credits) - net | 4,686 | 62 | 504 | (10,237) |
| TOTAL | 415,938 | 327,647 | 1,018,577 | 861,395 |
| OPERATING INCOME | 9,403 | 70,186 | 125,598 | 154,118 |
| OTHER INCOME | | | | |
| Allowance for equity funds used during construction | 579 | 371 | 1,428 | 1,817 |
| Interest and investment income | 274 | 239 | 938 | 565 |
| Miscellaneous - net | (728) | (767) | (2,981) | (2,601) |
| TOTAL | 125 | (157) | (615) | (219) |
| INTEREST EXPENSE | | | | |
| Interest expense | 14,099 | 14,585 | 42,923 | 44,753 |
| Allowance for borrowed funds used during construction | (303) | (307) | (745) | (1,233) |
| TOTAL | 13,796 | 14,278 | 42,178 | 43,520 |
| INCOME (LOSS) BEFORE INCOME TAXES | (4,268) | 55,751 | 82,805 | 110,379 |
| Income taxes | 2,196 | 21,938 | 36,866 | 43,678 |
| NET INCOME (LOSS) | (6,464) | 33,813 | 45,939 | 66,701 |
| Preferred dividend requirements and other | 707 | 707 | 2,121 | 2,121 |
| EARNINGS (LOSS) APPLICABLE TO COMMON STOCK | (\$7,171) | \$33,106 | \$43,818 | \$64,580 |

See Notes to Financial Statements.

Table of ContentsENTERGY MISSISSIPPI, INC.
STATEMENTS OF CASH FLOWSFor the Nine Months Ended September 30, 2014 and 2013
(Unaudited)

| | 2014 | 2013 |
|--|----------------|-------------|
| | (In Thousands) | |
| OPERATING ACTIVITIES | | |
| Net income | \$45,939 | \$66,701 |
| Adjustments to reconcile net income to net cash flow provided by operating activities: | | |
| Depreciation and amortization | 85,130 | 81,268 |
| Deferred income taxes, investment tax credits, and non-current taxes accrued | (13,802) |) 36,845 |
| Changes in assets and liabilities: | | |
| Receivables | (39,365) |) (50,692) |
| Fuel inventory | 6,039 | 5,249 |
| Accounts payable | (17,736) |) 17,940 |
| Taxes accrued | 41,983 | (11,345) |
| Interest accrued | 46 | 1,960 |
| Deferred fuel costs | (2,416) |) (10,179) |
| Other working capital accounts | 24,752 | 2,069 |
| Provisions for estimated losses | 10,152 | (232) |
| Other regulatory assets | 68,660 | 8,153 |
| Pension and other postretirement liabilities | (23,551) |) (5,444) |
| Other assets and liabilities | 1,492 | 5,554 |
| Net cash flow provided by operating activities | 187,323 | 147,847 |
| INVESTING ACTIVITIES | | |
| Construction expenditures | (124,944) |) (128,006) |
| Allowance for equity funds used during construction | 1,428 | 1,817 |
| Changes in money pool receivable - net | (5,376) |) 16,878 |
| Other | (3) |) 42 |
| Net cash flow used in investing activities | (128,895) |) (109,269) |
| FINANCING ACTIVITIES | | |
| Proceeds from the issuance of long-term debt | 98,933 | — |
| Retirement of long-term debt | (95,000) |) (100,000) |
| Changes in money pool payable - net | (3,536) |) 19,150 |
| Dividends paid: | | |
| Common stock | (25,000) |) (7,400) |
| Preferred stock | (2,121) |) (2,121) |
| Other | — | (86) |
| Net cash flow used in financing activities | (26,724) |) (90,457) |
| Net increase (decrease) in cash and cash equivalents | 31,704 | (51,879) |
| Cash and cash equivalents at beginning of period | 31 | 52,970 |
| Cash and cash equivalents at end of period | \$31,735 | \$1,091 |
| SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION: | | |
| Cash paid (received) during the period for: | | |
| Interest - net of amount capitalized | \$40,834 | \$40,718 |

Income taxes

(\$6,840) \$1,999

See Notes to Financial Statements.

169

Table of Contents

ENTERGY MISSISSIPPI, INC.

BALANCE SHEETS

ASSETS

September 30, 2014 and December 31, 2013

(Unaudited)

| | 2014 | 2013 |
|--|--------------------|--------------------|
| | (In Thousands) | |
| CURRENT ASSETS | | |
| Cash and cash equivalents: | | |
| Cash | \$1,357 | \$22 |
| Temporary cash investments | 30,378 | 9 |
| Total cash and cash equivalents | 31,735 | 31 |
| Accounts receivable: | | |
| Customer | 104,122 | 76,534 |
| Allowance for doubtful accounts | (1,050 |) (906 |
| Associated companies | 18,883 | 13,794 |
| Other | 28,211 | 9,117 |
| Accrued unbilled revenues | 46,151 | 44,777 |
| Total accounts receivable | 196,317 | 143,316 |
| Deferred fuel costs | 40,473 | 38,057 |
| Fuel inventory - at average cost | 42,860 | 48,899 |
| Materials and supplies - at average cost | 37,778 | 40,849 |
| System agreement cost equalization | — | 15,000 |
| Prepayments and other | 10,843 | 4,813 |
| TOTAL | 360,006 | 290,965 |
| OTHER PROPERTY AND INVESTMENTS | | |
| Non-utility property - at cost (less accumulated depreciation) | 4,649 | 4,670 |
| Escrow accounts | 41,799 | 51,795 |
| TOTAL | 46,448 | 56,465 |
| UTILITY PLANT | | |
| Electric | 3,953,270 | 3,875,737 |
| Property under capital lease | 4,479 | 5,329 |
| Construction work in progress | 70,318 | 37,316 |
| TOTAL UTILITY PLANT | 4,028,067 | 3,918,382 |
| Less - accumulated depreciation and amortization | 1,496,584 | 1,413,484 |
| UTILITY PLANT - NET | 2,531,483 | 2,504,898 |
| DEFERRED DEBITS AND OTHER ASSETS | | |
| Regulatory assets: | | |
| Regulatory asset for income taxes - net | 49,186 | 58,716 |
| Other regulatory assets | 259,332 | 318,462 |
| Other | 19,503 | 20,819 |
| TOTAL | 328,021 | 397,997 |
| TOTAL ASSETS | \$3,265,958 | \$3,250,325 |

See Notes to Financial Statements.

Table of Contents

ENTERGY MISSISSIPPI, INC.

BALANCE SHEETS

LIABILITIES AND EQUITY

September 30, 2014 and December 31, 2013

(Unaudited)

| | 2014 | 2013 |
|---|--------------------|--------------------|
| | (In Thousands) | |
| CURRENT LIABILITIES | | |
| Accounts payable: | | |
| Associated companies | \$41,532 | \$74,144 |
| Other | 64,357 | 52,129 |
| Customer deposits | 76,774 | 74,211 |
| Taxes accrued | 95,230 | 53,247 |
| Accumulated deferred income taxes | 11,806 | 15,413 |
| Interest accrued | 20,429 | 20,383 |
| Other | 19,236 | 19,021 |
| TOTAL | 329,364 | 308,548 |
| NON-CURRENT LIABILITIES | | |
| Accumulated deferred income taxes and taxes accrued | 730,869 | 746,939 |
| Accumulated deferred investment tax credits | 9,929 | 8,530 |
| Obligations under capital lease | 3,261 | 4,185 |
| Other regulatory liabilities | 2,191 | 2,509 |
| Asset retirement cost liabilities | 6,687 | 6,401 |
| Accumulated provisions | 45,826 | 35,674 |
| Pension and other postretirement liabilities | 43,174 | 66,722 |
| Long-term debt | 1,058,806 | 1,053,670 |
| Other | 15,075 | 15,189 |
| TOTAL | 1,915,818 | 1,939,819 |
| Commitments and Contingencies | | |
| Preferred stock without sinking fund | 50,381 | 50,381 |
| COMMON EQUITY | | |
| Common stock, no par value, authorized 12,000,000 shares; issued and outstanding 8,666,357 shares in 2014 and 2013 | 199,326 | 199,326 |
| Capital stock expense and other | (690 |) (690 |
| Retained earnings | 771,759 | 752,941 |
| TOTAL | 970,395 | 951,577 |
| TOTAL LIABILITIES AND EQUITY | \$3,265,958 | \$3,250,325 |

See Notes to Financial Statements.

Table of Contents

ENTERGY MISSISSIPPI, INC.
 STATEMENTS OF CHANGES IN COMMON EQUITY
 For the Nine Months Ended September 30, 2014 and 2013
 (Unaudited)

| | Common Equity | | | Total |
|-------------------------------|----------------|---------------------------------|-------------------|-----------|
| | Common Stock | Capital Stock Expense and Other | Retained Earnings | |
| | (In Thousands) | | | |
| Balance at December 31, 2012 | \$199,326 | (\$690) | \$681,010 | \$879,646 |
| Net income | — | — | 66,701 | 66,701 |
| Common stock dividends | — | — | (7,400) | (7,400) |
| Preferred stock dividends | — | — | (2,121) | (2,121) |
| Balance at September 30, 2013 | \$199,326 | (\$690) | \$738,190 | \$936,826 |
| Balance at December 31, 2013 | \$199,326 | (\$690) | \$752,941 | \$951,577 |
| Net income | — | — | 45,939 | 45,939 |
| Common stock dividends | — | — | (25,000) | (25,000) |
| Preferred stock dividends | — | — | (2,121) | (2,121) |
| Balance at September 30, 2014 | \$199,326 | (\$690) | \$771,759 | \$970,395 |

See Notes to Financial Statements.

Table of Contents

ENTERGY MISSISSIPPI, INC.

SELECTED OPERATING RESULTS

For the Three and Nine Months Ended September 30, 2014 and 2013

(Unaudited)

| Description | Three Months Ended | | Increase/ (Decrease) | % |
|-------------------------------------|-----------------------|---------|-------------------------|-------|
| | 2014 | 2013 | | |
| | (Dollars In Millions) | | | |
| Electric Operating Revenues: | | | | |
| Residential | \$179 | \$167 | \$12 | 7 |
| Commercial | 140 | 126 | 14 | 11 |
| Industrial | 49 | 43 | 6 | 14 |
| Governmental | 13 | 11 | 2 | 18 |
| Total retail | 381 | 347 | 34 | 10 |
| Sales for resale: | | | | |
| Associated companies | 25 | 30 | (5) | (17) |
| Non-associated companies | 4 | 7 | (3) | (43) |
| Other | 15 | 14 | 1 | 7 |
| Total | \$425 | \$398 | \$27 | 7 |
| Billed Electric Energy Sales (GWh): | | | | |
| Residential | 1,724 | 1,836 | (112) | (6) |
| Commercial | 1,384 | 1,424 | (40) | (3) |
| Industrial | 629 | 612 | 17 | 3 |
| Governmental | 114 | 115 | (1) | (1) |
| Total retail | 3,851 | 3,987 | (136) | (3) |
| Sales for resale: | | | | |
| Associated companies | 482 | 527 | (45) | (9) |
| Non-associated companies | 80 | 92 | (12) | (13) |
| Total | 4,413 | 4,606 | (193) | (4) |
| | | | | |
| Description | Nine Months Ended | | Increase/ (Decrease) | % |
| | 2014 | 2013 | | |
| | (Dollars In Millions) | | | |
| Electric Operating Revenues: | | | | |
| Residential | \$451 | \$401 | \$50 | 12 |
| Commercial | 359 | 321 | 38 | 12 |
| Industrial | 129 | 115 | 14 | 12 |
| Governmental | 35 | 31 | 4 | 13 |
| Total retail | 974 | 868 | 106 | 12 |
| Sales for resale: | | | | |
| Associated companies | 109 | 79 | 30 | 38 |
| Non-associated companies | 11 | 18 | (7) | (39) |
| Other | 50 | 51 | (1) | (2) |
| Total | \$1,144 | \$1,016 | \$128 | 13 |
| Billed Electric Energy Sales (GWh): | | | | |
| Residential | 4,434 | 4,345 | 89 | 2 |

Edgar Filing: ENTERGY CORP /DE/ - Form 10-Q

| | | | | | |
|--------------------------|--------|--------|------|------|---|
| Commercial | 3,640 | 3,623 | 17 | — | |
| Industrial | 1,719 | 1,675 | 44 | 3 | |
| Governmental | 312 | 305 | 7 | 2 | |
| Total retail | 10,105 | 9,948 | 157 | 2 | |
| Sales for resale: | | | | | |
| Associated companies | 1,632 | 1,302 | 330 | 25 | |
| Non-associated companies | 156 | 211 | (55) | (26) |) |
| Total | 11,893 | 11,461 | 432 | 4 |) |

173

Table of Contents

ENTERGY NEW ORLEANS, INC.

MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS

Results of Operations

Net Income

Third Quarter 2014 Compared to Third Quarter 2013

Net income increased \$5.8 million primarily due to lower other operation and maintenance expenses and higher net revenue.

Nine Months Ended September 30, 2014 Compared to Nine Months Ended September 30, 2013

Net income increased \$18.6 million primarily due to higher net revenue and lower other operation and maintenance expenses.

Net Revenue

Third Quarter 2014 Compared to Third Quarter 2013

Net revenue consists of operating revenues net of: 1) fuel, fuel-related expenses, and gas purchased for resale, 2) purchased power expenses, and 3) other regulatory charges. Following is an analysis of the changes in net revenue comparing the third quarter 2014 to the third quarter 2013:

| | Amount (In Millions) |
|------------------|-------------------------|
| 2013 net revenue | \$72.5 |
| Volume/weather | 1.9 |
| Other | 1.0 |
| 2014 net revenue | \$75.4 |

The volume/weather variance is primarily due to an increase in billed electricity usage primarily in the commercial and governmental sectors, a 2% increase in the average number of electric customers, and the effect of more favorable weather during the unbilled sales period compared to prior year. See "MANAGEMENT'S FINANCIAL DISCUSSION AND FINANCIAL ANALYSIS - Critical Accounting Estimates" in the Form 10-K for further discussion of the accounting for unbilled revenues.

Table of Contents

Entergy New Orleans, Inc.
Management's Financial Discussion and Analysis

Nine Months Ended September 30, 2014 Compared to Nine Months Ended September 30, 2013

Net revenue consists of operating revenues net of: 1) fuel, fuel-related expenses, and gas purchased for resale, 2) purchased power expenses, and 3) other regulatory charges. Following is an analysis of the changes in net revenue comparing the nine months ended September 30, 2014 to the nine months ended September 30, 2013:

| | Amount (In Millions) |
|------------------|-------------------------|
| 2013 net revenue | \$191.5 |
| Volume/weather | 5.4 |
| Net gas revenue | 4.5 |
| Other | 2.3 |
| 2014 net revenue | \$203.7 |

The volume/weather variance is primarily due to an increase of 152 GWh, or 4%, in billed electricity usage, primarily in the residential and commercial sectors, including the effect of more favorable weather on residential sales in 2014 as compared to the same period in prior year and a 2% increase in the average number of electric customers.

The net gas revenue variance is primarily due to the effect of more favorable weather, primarily in the residential and commercial sectors, in 2014 as compared to the same period in prior year.

Gross operating revenues and fuel expenses

Gross operating revenues increased primarily due to:

- an increase of \$51.2 million in gross wholesale revenue primarily due to increased sales to affiliate customers;
- an increase of \$10.8 million in gas fuel cost recovery revenues due to higher fuel rates; and
- the increase related to volume/weather, as discussed above.

Entergy New Orleans's fuel and purchased power recovery mechanism is discussed in Note 2 to the financial statements in the Form 10-K.

Fuel expenses increased primarily due to:

- an increase in the average market price of natural gas;
- an increase in gas-fired generation as a result of a prior year outage; and
- an increase in gas purchased for resale as a result of an increase in price and volume.

Other Income Statement Variances

Third Quarter 2014 Compared to Third Quarter 2013

Other operation and maintenance expenses decreased primarily due to:

- a decrease of \$2.9 million in outside regulatory consultant fees; and
- a decrease of \$2.4 million in compensation and benefits costs primarily due to an increase in the discount rates used to determine net periodic pension and other postretirement benefit costs, other postretirement benefit plan design changes, fewer employees, and a settlement charge recognized in September 2013

related to the payment of lump sum benefits out of the non-qualified pension plan. See “MANAGEMENT’S FINANCIAL DISCUSSION AND FINANCIAL ANALYSIS - Critical Accounting Estimates” in the Form 10-K and Note 6 to the financial statements herein for further discussion of benefits costs.

Table of Contents

Entergy New Orleans, Inc.

Management's Financial Discussion and Analysis

Nine Months Ended September 30, 2014 Compared to Nine Months Ended September 30, 2013

Other operation and maintenance expenses decreased primarily due to:

- a decrease of \$10.9 million in fossil-fueled generation expenses due to an overall lower scope of work done during plant outages as compared to prior year;
- a decrease of \$4.6 million in compensation and benefits costs primarily due to an increase in the discount rates used to determine net periodic pension and other postretirement benefit costs, other postretirement benefit plan design changes, fewer employees, and a settlement charge recognized in September 2013 related to the payment of lump sum benefits out of the non-qualified pension plan. See "MANAGEMENT'S FINANCIAL DISCUSSION AND FINANCIAL ANALYSIS - Critical Accounting Estimates" in the Form 10-K and Note 6 to the financial statements herein for further discussion of benefits costs; and
- a decrease of \$2.5 million in outside regulatory consultant fees.

Income Taxes

The effective income tax rate was 35.6% for the third quarter 2014 and 34.1% for the nine months ended September 30, 2014. The difference in the effective income tax rate for the third quarter 2014 versus the federal statutory rate of 35% was primarily due to state income taxes and certain book and tax differences related to utility plant items, offset by flow-through tax accounting. The difference in the effective income tax rate for the nine months ended September 30, 2014 versus the federal statutory rate of 35% was primarily due to flow-through tax accounting, partially offset by state income taxes and certain book and tax differences related to utility plant items.

The effective income tax rate was 34.4% for the third quarter 2013 and 26.7% for the nine months ended September 30, 2013. The difference in the effective income tax rate for the third quarter 2013 versus the federal statutory rate of 35% was primarily due to flow-through tax accounting, offset by certain book and tax differences related to utility plant items and state income taxes. The difference in the effective income tax rate for the nine months ended September 30, 2013 versus the federal statutory rate of 35% was primarily due to flow-through tax accounting and book and tax differences related to the allowance for equity funds used during construction, partially offset by certain book and tax differences related to utility plant items and state income taxes.

Liquidity and Capital Resources

Cash Flow

Cash flows for the nine months ended September 30, 2014 and 2013 were as follows:

| | 2014 | 2013 |
|--|----------------|----------|
| | (In Thousands) | |
| Cash and cash equivalents at beginning of period | \$33,489 | \$9,391 |
| Cash flow provided by (used in): | | |
| Operating activities | 58,546 | 59,948 |
| Investing activities | (49,269) | (81,546) |
| Financing activities | (4,101) | 27,710 |
| Net increase in cash and cash equivalents | 5,176 | 6,112 |
| Cash and cash equivalents at end of period | \$38,665 | \$15,503 |

Operating Activities

Net cash flow provided by operating activities decreased slightly, by \$1.4 million, for the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013 primarily due to the payment of calendar year 2012 System Agreement bandwidth remedy payments of \$15 million to the City Council of New Orleans in June

176

Table of Contents

Entergy New Orleans, Inc.

Management's Financial Discussion and Analysis

2014 for use in the streetlight conversion program, as directed by the City Council and an increase of \$5.8 million in pension contributions compared to the same period in 2013. The decrease in cash flow was offset by the timing of collections from customers. See "MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS - Critical Accountings Estimates" in the Form 10-K and Note 6 to the financial statements herein for a discussion of qualified pension and other postretirement benefits funding.

Investing Activities

Net cash flow used in investing activities decreased \$32.3 million for the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013 primarily due to:

- a decrease in transmission construction expenditures as a result of decreased scope of work in 2014;
- a decrease in fossil-fueled generation construction expenditures primarily due to spending on the Michoud turbine blade replacement projects in 2013; and
- money pool activity.

The decrease was partially offset by payments to the storm reserve escrow account of \$5.6 million for the nine months ended September 30, 2014 compared to net receipts from the storm reserve escrow account of \$1.9 million for the nine months ended September 30, 2013.

Increases in Entergy New Orleans's receivable from the money pool are a use of cash flow, and Entergy New Orleans's receivable from the money pool increased \$1.9 million for the nine months ended September 30, 2014 compared to increasing \$15.5 million for the nine months ended September 30, 2013. The money pool is an inter-company borrowing arrangement designed to reduce the Utility subsidiaries' need for external short-term borrowings.

Financing Activities

Entergy New Orleans's financing activities used \$4.1 million of cash for the nine months ended September 30, 2014 compared to providing \$27.7 million of cash for the nine months ended September 30, 2013 primarily due to the issuance of \$100 million of 3.9% Series first mortgage bonds in June 2013, partially offset by the retirement of \$70 million of 5.25% Series first mortgage bonds in August 2013. See Note 5 to the financial statements in the Form 10-K for more details on long-term debt.

Capital Structure

Entergy New Orleans's capitalization is balanced between equity and debt, as shown in the following table. The decrease in debt to capital ratio is due to an increase in retained earnings.

| | September 30, 2014 | December 31, 2013 | | |
|----------------------------|-----------------------|----------------------|--|----|
| Debt to capital | 47.4 | % 50.0 | | % |
| Effect of subtracting cash | (4.7 | %) (4.0 | | %) |
| Net debt to net capital | 42.7 | % 46.0 | | % |

Net debt consists of debt less cash and cash equivalents. Debt consists of short-term borrowings and long-term debt, including the currently maturing portion. Capital consists of debt, preferred stock without sinking fund, and common equity. Net capital consists of capital less cash and cash equivalents. Entergy New Orleans uses the debt to capital ratio in analyzing its financial condition and believes it provides useful information to its investors and creditors in

evaluating Entergy New Orleans's financial condition. Entergy New Orleans uses the net debt to net capital ratio in analyzing its financial condition and believes it provides useful information to its investors and creditors in evaluating Entergy New Orleans's financial condition because net debt indicates Entergy New Orleans's outstanding debt position that could not be readily satisfied by cash and cash equivalents.

177

Table of Contents

Entergy New Orleans, Inc.
 Management's Financial Discussion and Analysis

Uses and Sources of Capital

See "MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS - Liquidity and Capital Resources" in the Form 10-K for a discussion of Entergy New Orleans's uses and sources of capital. Following are additional updates to the information provided in the Form 10-K. Entergy New Orleans is developing its capital investment plan for 2015 through 2017 and currently anticipates making \$235 million in capital investments during that period. The estimate includes amounts associated with specific investments such as environmental compliance spending, transmission upgrades, resource planning, generation projects, system improvements, and other investments. Estimated capital expenditures are subject to periodic review and modification and may vary based on the ongoing effects of regulatory constraints and requirements, environmental compliance, business opportunities, market volatility, economic trends, business restructuring, changes in project plans, and the ability to access capital.

Entergy New Orleans's receivables from the money pool were as follows:

| September 30, 2014 (In Thousands) | December 31, 2013 | September 30, 2013 | December 31, 2012 |
|---|----------------------|-----------------------|----------------------|
| \$6,664 | \$4,737 | \$18,403 | \$2,923 |

See Note 4 to the financial statements in the Form 10-K for a description of the money pool.

Entergy New Orleans has a credit facility in the amount of \$25 million scheduled to expire in November 2014. No borrowings were outstanding under the facility as of September 30, 2014. See Note 4 to the financial statements herein for additional discussion of the credit facility. In addition, Entergy New Orleans entered into an uncommitted letter of credit facility as a means to post collateral to support its obligations under MISO. As of September 30, 2014, an \$11.8 million letter of credit was outstanding under Entergy New Orleans's letter of credit facility.

Entergy New Orleans has obtained short-term borrowing authorization from the FERC under which it may borrow through October 2015, up to the aggregate amount, at any one time outstanding, of \$100 million. See Note 4 to the financial statements for further discussion of Entergy New Orleans's short-term borrowing limits. The long-term securities issuances for Entergy New Orleans are limited to amounts authorized by the City Council, and the current authorization extends through July 2016.

Entergy Louisiana's Ninemile Point Unit 6 Self-Build Project

See the Form 10-K for a discussion of Entergy Louisiana's construction of a combined-cycle gas turbine generating facility (Ninemile 6) at its existing Ninemile Point electric generating station. The Ninemile 6 capacity and energy will be allocated 55% to Entergy Louisiana, 25% to Entergy Gulf States Louisiana, and 20% to Entergy New Orleans. Under terms approved by the City Council, non-fuel costs associated with Ninemile 6 may be recovered through a special rider for that purpose. The unit is expected to be placed in service by the end of 2014.

State and Local Rate Regulation

See "MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS – State and Local Rate Regulation" in the Form 10-K for a discussion of state and local rate regulation. The following is an update to that discussion.

Storm Cost Recovery Filings with Retail Regulators

As discussed in "MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS – Liquidity and Capital Resources - Hurricane Isaac" in the Form 10-K, total restoration costs for the repair and replacement of Entergy

178

Table of Contents

Entergy New Orleans, Inc.
Management's Financial Discussion and Analysis

New Orleans's electric facilities damaged by Hurricane Isaac were \$47.3 million. Entergy New Orleans withdrew \$17.4 million from the storm reserve escrow account to partially offset these costs. In February 2014, Entergy New Orleans made a filing with the City Council seeking certification of the Hurricane Isaac costs. In July 2014 the City Council adopted a procedural schedule that provides for hearings on the merits in September 2015.

Algiers Asset Transfer

In October 2014, Entergy Louisiana and Entergy New Orleans filed an application with the City Council seeking authorization to undertake a transaction that would result in the transfer from Entergy Louisiana to Entergy New Orleans of certain assets that currently support Entergy Louisiana's customers in Algiers. The transaction is expected to result in the transfer of net assets of approximately \$60 million. The Algiers asset transfer is also subject to regulatory review and approval of the FERC. As discussed previously, Entergy Louisiana also filed an application with the City Council seeking authorization to undertake the Entergy Louisiana and Entergy Gulf States Louisiana business combination. The application provides that if the City Council approves the Algiers asset transfer before the business combination occurs, the City Council may not need to issue a public interest finding regarding the business combination. If the necessary approvals are obtained from the City Council and the FERC, Entergy Louisiana expects to transfer the Algiers assets to Entergy New Orleans in the second half of 2015.

Federal Regulation

See "Entergy's Integration Into the MISO Regional Transmission Organization" and "System Agreement" in the "Rate, Cost-recovery, and Other Regulation – Federal Regulation" section of Entergy Corporation and Subsidiaries Management's Financial Discussion and Analysis for updates to the Federal Regulation discussion in the Form 10-K.

Nuclear Matters

See "Nuclear Matters" section of Entergy Corporation and Subsidiaries Management's Financial Discussion and Analysis in the Form 10-K for a discussion of nuclear matters.

Environmental Risks

See "MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS - Environmental Risks" in the Form 10-K for a discussion of environmental risks.

Critical Accounting Estimates

See "MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS - Critical Accounting Estimates" in the Form 10-K for a discussion of the estimates and judgments necessary in Entergy New Orleans's accounting for unbilled revenue and qualified pension and other postretirement benefits.

Table of Contents

ENTERGY NEW ORLEANS, INC.

INCOME STATEMENTS

For the Three and Nine Months Ended September 30, 2014 and 2013

(Unaudited)

| | Three Months Ended | | Nine Months Ended | |
|---|--------------------|----------------|-------------------|----------------|
| | 2014 | 2013 | 2014 | 2013 |
| | (In Thousands) | | (In Thousands) | |
| OPERATING REVENUES | | | | |
| Electric | \$165,218 | \$161,737 | \$453,386 | \$397,126 |
| Natural gas | 17,753 | 16,904 | 86,141 | 70,822 |
| TOTAL | 182,971 | 178,641 | 539,527 | 467,948 |
| OPERATING EXPENSES | | | | |
| Operation and Maintenance: | | | | |
| Fuel, fuel-related expenses, and gas purchased for resale | 43,056 | 42,207 | 137,922 | 83,656 |
| Purchased power | 64,396 | 63,705 | 197,299 | 192,028 |
| Other operation and maintenance | 28,159 | 33,820 | 84,530 | 102,187 |
| Taxes other than income taxes | 12,539 | 13,373 | 37,153 | 37,141 |
| Depreciation and amortization | 9,834 | 9,392 | 29,040 | 28,394 |
| Other regulatory charges - net | 121 | 249 | 574 | 748 |
| TOTAL | 158,105 | 162,746 | 486,518 | 444,154 |
| OPERATING INCOME | 24,866 | 15,895 | 53,009 | 23,794 |
| OTHER INCOME | | | | |
| Allowance for equity funds used during construction | 156 | 223 | 716 | 656 |
| Interest and investment income | 11 | 24 | 49 | 68 |
| Miscellaneous - net | (213) | (277) | (797) | (921) |
| TOTAL | (46) | (30) | (32) | (197) |
| INTEREST EXPENSE | | | | |
| Interest expense | 3,263 | 3,661 | 9,928 | 10,312 |
| Allowance for borrowed funds used during construction | (76) | (130) | (350) | (351) |
| TOTAL | 3,187 | 3,531 | 9,578 | 9,961 |
| INCOME BEFORE INCOME TAXES | 21,633 | 12,334 | 43,399 | 13,636 |
| Income taxes | 7,701 | 4,248 | 14,799 | 3,646 |
| NET INCOME | 13,932 | 8,086 | 28,600 | 9,990 |
| Preferred dividend requirements and other | 241 | 241 | 724 | 724 |
| EARNINGS APPLICABLE TO COMMON STOCK | \$13,691 | \$7,845 | \$27,876 | \$9,266 |

See Notes to Financial Statements.

Table of Contents

ENTERGY NEW ORLEANS, INC.
 STATEMENTS OF CASH FLOWS
 For the Nine Months Ended September 30, 2014 and 2013
 (Unaudited)

| | 2014 | 2013 |
|--|----------------|-----------|
| | (In Thousands) | |
| OPERATING ACTIVITIES | | |
| Net income | \$28,600 | \$9,990 |
| Adjustments to reconcile net income to net cash flow provided by operating activities: | | |
| Depreciation and amortization | 29,040 | 28,394 |
| Deferred income taxes, investment tax credits, and non-current taxes accrued | 12,604 | (13,649) |
| Changes in assets and liabilities: | | |
| Receivables | 11,491 | (944) |
| Fuel inventory | (75) | (1,769) |
| Accounts payable | (7,683) | 1,628 |
| Prepaid taxes and taxes accrued | 1,094 | 4,502 |
| Interest accrued | (932) | (266) |
| Deferred fuel costs | (4,542) | 19,108 |
| Other working capital accounts | (13,616) | (9,813) |
| Provisions for estimated losses | 8,164 | (1,871) |
| Other regulatory assets | 2,650 | 13,915 |
| Pension and other postretirement liabilities | (11,444) | (2,581) |
| Other assets and liabilities | 3,195 | 13,304 |
| Net cash flow provided by operating activities | 58,546 | 59,948 |
| INVESTING ACTIVITIES | | |
| Construction expenditures | (42,420) | (68,643) |
| Allowance for equity funds used during construction | 716 | 656 |
| Change in money pool receivable - net | (1,927) | (15,480) |
| Receipts from storm reserve escrow account | — | 7,749 |
| Payments to storm reserve escrow account | (5,638) | (5,828) |
| Net cash flow used in investing activities | (49,269) | (81,546) |
| FINANCING ACTIVITIES | | |
| Proceeds from the issuance of long-term debt | — | 98,495 |
| Retirement of long-term debt | — | (70,061) |
| Dividends paid: | | |
| Common stock | (3,000) | — |
| Preferred stock | (724) | (724) |
| Other | (377) | — |
| Net cash flow provided by (used in) financing activities | (4,101) | 27,710 |
| Net increase in cash and cash equivalents | 5,176 | 6,112 |
| Cash and cash equivalents at beginning of period | 33,489 | 9,391 |
| Cash and cash equivalents at end of period | \$38,665 | \$15,503 |
| SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION: | | |
| Cash paid during the period for: | | |
| Interest - net of amount capitalized | \$10,195 | \$9,775 |

| | | |
|--------------|-------|-------|
| Income taxes | \$900 | \$425 |
|--------------|-------|-------|

See Notes to Financial Statements.

181

Table of Contents

ENTERGY NEW ORLEANS, INC.

BALANCE SHEETS

ASSETS

September 30, 2014 and December 31, 2013

(Unaudited)

| | 2014 | 2013 |
|--|------------------|------------------|
| | (In Thousands) | |
| CURRENT ASSETS | | |
| Cash and cash equivalents | | |
| Cash | \$1,021 | \$317 |
| Temporary cash investments | 37,644 | 33,172 |
| Total cash and cash equivalents | 38,665 | 33,489 |
| Accounts receivable: | | |
| Customer | 42,941 | 38,872 |
| Allowance for doubtful accounts | (366) | (974) |
| Associated companies | 19,832 | 32,273 |
| Other | 1,830 | 2,667 |
| Accrued unbilled revenues | 17,782 | 18,745 |
| Total accounts receivable | 82,019 | 91,583 |
| Accumulated deferred income taxes | 7,322 | 12,018 |
| Fuel inventory - at average cost | 3,074 | 2,999 |
| Materials and supplies - at average cost | 12,412 | 11,696 |
| Prepayments and other | 12,263 | 4,178 |
| TOTAL | 155,755 | 155,963 |
| OTHER PROPERTY AND INVESTMENTS | | |
| Non-utility property at cost (less accumulated depreciation) | 1,016 | 1,016 |
| Storm reserve escrow account | 16,151 | 10,513 |
| TOTAL | 17,167 | 11,529 |
| UTILITY PLANT | | |
| Electric | 929,046 | 889,629 |
| Natural gas | 225,838 | 222,463 |
| Construction work in progress | 14,481 | 29,312 |
| TOTAL UTILITY PLANT | 1,169,365 | 1,141,404 |
| Less - accumulated depreciation and amortization | 588,813 | 566,948 |
| UTILITY PLANT - NET | 580,552 | 574,456 |
| DEFERRED DEBITS AND OTHER ASSETS | | |
| Regulatory assets: | | |
| Regulatory asset for income taxes - net | 2,913 | — |
| Deferred fuel costs | 4,080 | 4,080 |
| Other regulatory assets | 131,628 | 137,191 |
| Other | 6,108 | 5,577 |
| TOTAL | 144,729 | 146,848 |
| TOTAL ASSETS | \$898,203 | \$888,796 |

See Notes to Financial Statements.

Table of Contents

ENTERGY NEW ORLEANS, INC.

BALANCE SHEETS

LIABILITIES AND EQUITY

September 30, 2014 and December 31, 2013

(Unaudited)

| | 2014 | 2013 |
|--|------------------|------------------|
| | (In Thousands) | |
| CURRENT LIABILITIES | | |
| Accounts payable: | | |
| Associated companies | \$28,392 | \$36,193 |
| Other | 26,493 | 27,840 |
| Customer deposits | 24,423 | 22,959 |
| Taxes accrued | 2,603 | 1,509 |
| Interest accrued | 2,666 | 3,598 |
| Deferred fuel costs | 18,603 | 23,145 |
| System agreement cost equalization | 6,569 | 17,040 |
| Other | 8,579 | 4,387 |
| TOTAL CURRENT LIABILITIES | 118,328 | 136,671 |
| NON-CURRENT LIABILITIES | | |
| Accumulated deferred income taxes and taxes accrued | 197,371 | 183,636 |
| Accumulated deferred investment tax credits | 918 | 1,082 |
| Regulatory liability for income taxes - net | — | 2,495 |
| Other regulatory liabilities | 27,600 | 26,361 |
| Asset retirement cost liabilities | 2,469 | 2,347 |
| Accumulated provisions | 23,164 | 15,000 |
| Pension and other postretirement liabilities | 21,053 | 32,497 |
| Long-term debt | 225,886 | 225,944 |
| Gas system rebuild insurance proceeds | 25,425 | 32,760 |
| Other | 5,050 | 3,940 |
| TOTAL NON-CURRENT LIABILITIES | 528,936 | 526,062 |
| Commitments and Contingencies | | |
| Preferred stock without sinking fund | 19,780 | 19,780 |
| COMMON EQUITY | | |
| Common stock, \$4 par value, authorized 10,000,000 shares; issued and outstanding 8,435,900 shares in 2014 and 2013 | 33,744 | 33,744 |
| Paid-in capital | 36,294 | 36,294 |
| Retained earnings | 161,121 | 136,245 |
| TOTAL | 231,159 | 206,283 |
| TOTAL LIABILITIES AND EQUITY | \$898,203 | \$888,796 |

See Notes to Financial Statements.

Table of Contents

ENTERGY NEW ORLEANS, INC.
 STATEMENTS OF CHANGES IN COMMON EQUITY
 For the Nine Months Ended September 30, 2014 and 2013
 (Unaudited)

| | Common Equity | | Retained | Total |
|-------------------------------|----------------|----------|-----------|-----------|
| | Common | Paid-in | Earnings | |
| | Stock | Capital | | |
| | (In Thousands) | | | |
| Balance at December 31, 2012 | \$33,744 | \$36,294 | \$125,527 | \$195,565 |
| Net income | — | — | 9,990 | 9,990 |
| Preferred stock dividends | — | — | (724) | (724) |
| Balance at September 30, 2013 | \$33,744 | \$36,294 | \$134,793 | \$204,831 |
| Balance at December 31, 2013 | \$33,744 | \$36,294 | \$136,245 | \$206,283 |
| Net income | — | — | 28,600 | 28,600 |
| Common stock dividends | — | — | (3,000) | (3,000) |
| Preferred stock dividends | — | — | (724) | (724) |
| Balance at September 30, 2014 | \$33,744 | \$36,294 | \$161,121 | \$231,159 |

See Notes to Financial Statements.

Table of Contents

ENTERGY NEW ORLEANS, INC.

SELECTED OPERATING RESULTS

For the Three and Nine Months Ended September 30, 2014 and 2013

(Unaudited)

| Description | Three Months Ended | | Increase/ (Decrease) | % |
|-------------------------------------|-----------------------|-------|-------------------------|-------|
| | 2014 | 2013 | | |
| | (Dollars In Millions) | | | |
| Electric Operating Revenues: | | | | |
| Residential | \$64 | \$67 | (\$3) | (4) |
| Commercial | 52 | 55 | (3) | (5) |
| Industrial | 9 | 11 | (2) | (18) |
| Governmental | 19 | 19 | — | — |
| Total retail | 144 | 152 | (8) | (5) |
| Sales for resale: | | | | |
| Associated companies | 16 | 6 | 10 | 167 |
| Other | 5 | 4 | 1 | 25 |
| Total | \$165 | \$162 | \$3 | 2 |
| Billed Electric Energy Sales (GWh): | | | | |
| Residential | 614 | 613 | 1 | — |
| Commercial | 589 | 576 | 13 | 2 |
| Industrial | 124 | 139 | (15) | (11) |
| Governmental | 219 | 206 | 13 | 6 |
| Total retail | 1,546 | 1,534 | 12 | 1 |
| Sales for resale: | | | | |
| Associated companies | 304 | 93 | 211 | 227 |
| Non-associated companies | 1 | 2 | (1) | (50) |
| Total | 1,851 | 1,629 | 222 | 14 |
| | Nine Months Ended | | Increase/ (Decrease) | % |
| Description | 2014 | 2013 | | |
| | (Dollars In Millions) | | | |
| Electric Operating Revenues: | | | | |
| Residential | \$161 | \$155 | \$6 | 4 |
| Commercial | 140 | 140 | — | — |
| Industrial | 26 | 27 | (1) | (4) |
| Governmental | 50 | 51 | (1) | (2) |
| Total retail | 377 | 373 | 4 | 1 |
| Sales for resale: | | | | |
| Associated companies | 61 | 14 | 47 | 336 |
| Non associated companies | 4 | — | 4 | — |
| Other | 11 | 10 | 1 | 10 |
| Total | \$453 | \$397 | \$56 | 14 |
| Billed Electric Energy Sales (GWh): | | | | |
| Residential | 1,549 | 1,438 | 111 | 8 |
| Commercial | 1,552 | 1,502 | 50 | 3 |

Edgar Filing: ENTERGY CORP /DE/ - Form 10-Q

| | | | | | |
|--------------------------|-------|-------|-----|------|---|
| Industrial | 344 | 358 | (14 |) (4 |) |
| Governmental | 575 | 570 | 5 | 1 | |
| Total retail | 4,020 | 3,868 | 152 | 4 | |
| Sales for resale: | | | | | |
| Associated companies | 1,004 | 249 | 755 | 303 | |
| Non-associated companies | 12 | 4 | 8 | 200 | |
| Total | 5,036 | 4,121 | 915 | 22 | |

185

Table of Contents

ENTERGY TEXAS, INC. AND SUBSIDIARIES

MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS

Results of Operations

Net Income

Third Quarter 2014 Compared to Third Quarter 2013

Net income increased \$3.8 million primarily due to lower other operation and maintenance expenses and higher net revenue, partially offset by higher taxes other than income taxes.

Nine Months Ended September 30, 2014 Compared to Nine Months Ended September 30, 2013

Net income increased \$23.6 million primarily due to higher net revenue and lower other operation and maintenance expenses, partially offset by higher taxes other than income taxes and higher depreciation and amortization expenses.

Net Revenue

Third Quarter 2014 Compared to Third Quarter 2013

Net revenue consists of operating revenues net of: 1) fuel, fuel-related expenses, and gas purchased for resale, 2) purchased power expenses, and 3) other regulatory charges. Following is an analysis of the change in net revenue comparing the third quarter 2014 to the third quarter 2013:

| | Amount (In Millions) | |
|--------------------------|-------------------------|---|
| 2013 net revenue | \$180.8 | |
| Purchased power capacity | 7.7 | |
| Retail electric price | 5.8 | |
| Transmission revenue | (2.4 |) |
| Net wholesale revenue | (3.9 |) |
| Reserve equalization | (4.4 |) |
| Other | (0.4 |) |
| 2014 net revenue | \$183.2 | |

The purchased power capacity variance is primarily due to a decrease in expenses due to contract changes.

The retail electric price variance is primarily due to an annual base rate increase of \$18.5 million, effective April 2014, as a result of the PUCT's order in the September 2013 rate case. See Note 2 to the financial statements herein for further discussion of the rate case.

The transmission revenue variance is primarily due to changes as a result of participation in the MISO RTO in 2014.

The net wholesale revenue variance is primarily due to a wholesale customer contract termination in December 2013.

Table of Contents

Entergy Texas, Inc. and Subsidiaries

Management's Financial Discussion and Analysis

The reserve equalization variance is primarily due to an increase in reserve equalization expense as compared to the same period in 2013 primarily due to the changes in the Entergy System generation mix compared to the same period in 2013 as a result of Entergy Arkansas's exit from the System Agreement in December 2013.

Gross operating revenues and fuel and purchased power expenses

Gross operating revenues increased primarily due to an increase of \$10.6 million in fuel cost recovery revenues primarily due to higher fuel rates and the base rate increase, as discussed above, partially offset by a decrease of \$13.8 million in gross wholesale revenues as a result of contract changes for municipals and co-ops customers and a decrease in sales to affiliated customers.

Fuel and purchased power expenses increased primarily due to an increase in the average market prices of natural gas and purchased power, partially offset by a decrease in deferred fuel expenses due to a decrease in recovery of fuel costs and higher interim fuel refunds in 2014 compared to 2013.

Nine Months Ended September 30, 2014 Compared to Nine Months Ended September 30, 2013

Net revenue consists of operating revenues net of: 1) fuel, fuel-related expenses, and gas purchased for resale, 2) purchased power expenses, and 3) other regulatory charges. Following is an analysis of the change in net revenue comparing the nine months ended September 30, 2014 to the nine months ended September 30, 2013:

| | Amount (In Millions) |
|--------------------------|-------------------------|
| 2013 net revenue | \$445.9 |
| Purchased power capacity | 30.4 |
| Volume/weather | 14.8 |
| Retail electric price | 12.8 |
| Transmission revenue | (6.5) |
| Reserve equalization | (15.2) |
| Net wholesale revenue | (15.7) |
| Other | 6.2 |
| 2014 net revenue | \$472.7 |

The purchased power capacity variance is primarily due to a decrease in expenses due to contract changes.

The volume/weather variance is primarily due to an increase of 942 GWh, or 7%, in billed electricity usage, including the effect of favorable weather on residential sales and increased industrial usage primarily in the petroleum industry as a result of expansions.

The retail electric price variance is primarily due to an annual base rate increase of \$18.5 million, effective April 2014, as a result of the PUCT's order in the September 2013 rate case. See Note 2 to the financial statements herein for further discussion of the rate case.

The transmission revenue variance is primarily due to changes as a result of participation in the MISO RTO in 2014.

The reserve equalization variance is primarily due to an increase in reserve equalization expense as compared to the same period in 2013 primarily due to the changes in the Entergy System generation mix compared to the same period

in 2013 as a result of Entergy Arkansas's exit from the System Agreement in December 2013.

187

Table of Contents

Entergy Texas, Inc. and Subsidiaries

Management's Financial Discussion and Analysis

The net wholesale revenue variance is primarily due to a wholesale customer contract termination in December 2013.

Gross operating revenues and fuel and purchased power expenses

Gross operating revenues increased primarily due to:

- an increase of \$167.9 million in fuel cost recovery revenues primarily due to higher fuel rates;
- an increase related to volume/weather, as discussed above; and
- the base rate increase, as discussed above.

The increase was partially offset by a decrease of \$38.2 million in gross wholesale revenues, as discussed above, and a decrease in sales to affiliated customers.

Fuel and purchased power expenses increased primarily due to an increase in the average market prices of natural gas and purchased power, a shift from purchased power to higher-priced gas-fired generation, and an increase in deferred fuel expenses due to lower interim fuel refunds in 2014 compared to 2013, partially offset by a decrease in recovery of fuel costs.

Other Income Statement Variances

Third Quarter 2014 Compared to Third Quarter 2013

Other operation and maintenance expenses decreased primarily due to:

- a decrease of \$5.1 million in compensation and benefits costs primarily due to an increase in the discount rates used to determine net periodic pension and other postretirement benefit costs, other postretirement benefit plan design changes, fewer employees, and a settlement charge in 2013 related to the payment of lump sum benefits out of the non-qualified pension plan. See "MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS – Critical Accounting Estimates" in the Form 10-K and Note 6 to the financial statements herein for further discussion of benefits costs; and
- a decrease of \$2.1 million resulting from costs incurred in 2013 related to the now-terminated plan to spin off and merge the Utility's transmission business.

Taxes other than income taxes increased primarily due to an increase in local franchise taxes and an increase in ad valorem taxes. Franchise taxes have no effect on net income as these taxes are recovered through the franchise tax rider.

Depreciation and amortization expenses increased primarily due to additions to plant in service.

Nine Months Ended September 30, 2014 Compared to Nine Months Ended September 30, 2013

Other operation and maintenance expenses decreased primarily due to:

- a decrease of \$8.2 million in compensation and benefits costs primarily due to an increase in the discount rates used to determine net periodic pension and other postretirement benefit costs, other postretirement benefit plan design changes, fewer employees, and a settlement charge in 2013 related to the payment of lump sum benefits out of the non-qualified pension plan. See "MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS – Critical

Accounting Estimates" in the Form 10-K and Note 6 to the financial statements herein for further discussion of benefits costs;
• a decrease of \$6.2 million resulting from costs incurred in 2013 related to the now-terminated plan to spin off and merge the Utility's transmission business; and

Table of Contents

Entergy Texas, Inc. and Subsidiaries

Management's Financial Discussion and Analysis

a decrease of \$6 million in fossil-fueled generation expenses resulting from an overall lower scope of work done compared to prior year.

The decrease was partially offset by an increase of \$4.4 million primarily due to administration fees in 2014 related to participation in the MISO RTO.

Taxes other than income taxes increased primarily due to a reduction in the provision recorded for sales and use taxes in 2013, an increase in ad valorem taxes, and an increase in local franchise taxes. Franchise taxes have no effect on net income as these taxes are recovered through the franchise tax rider.

Income Taxes

The effective income tax rate was 37% for the third quarter 2014 and 38% for the nine months ended September 30, 2014. The differences in the effective income tax rates for the third quarter 2014 and for the nine months ended September 30, 2014 versus the federal statutory rate of 35% were primarily due to certain book and tax differences related to utility plant items and state income taxes.

The effective income tax rate was 37.7% for the third quarter 2013 and 40.2% for the nine months ended September 30, 2013. The difference in the effective income tax rate for the third quarter 2013 versus the federal statutory rate of 35% was primarily due to certain book and tax differences related to utility plant items and state income taxes. The difference in the effective income tax rate for the nine months ended September 30, 2013 versus the federal statutory rate of 35% was primarily due to certain book and tax differences related to utility plant items and state income taxes, partially offset by book and tax differences related to the allowance for equity funds used during construction.

Liquidity and Capital Resources

Cash Flow

Cash flows for the nine months ended September 30, 2014 and 2013 were as follows:

| | 2014 | 2013 |
|--|----------------|-----------|
| | (In Thousands) | |
| Cash and cash equivalents at beginning of period | \$46,488 | \$60,236 |
| Cash flow provided by (used in): | | |
| Operating activities | 225,723 | 167,278 |
| Investing activities | (123,573) | (130,025) |
| Financing activities | (108,580) | (75,746) |
| Net decrease in cash and cash equivalents | (6,430) | (38,493) |
| Cash and cash equivalents at end of period | \$40,058 | \$21,743 |

Operating Activities

Net cash flow provided by operating activities increased \$58.4 million for the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013 primarily due to:

\$86.1 million of fuel cost refunds in the first quarter 2013. See Note 2 to the financial statements in the Form 10-K for discussion of the fuel cost refunds;

System Agreement bandwidth remedy payments of \$48.6 million received in the second quarter 2014 as a result of the compliance filing pursuant to the FERC's February 2014 orders related to the bandwidth payments/receipts for the June - December 2005 period. Entergy Texas received approval to apply a portion of the payments to the under-collected fuel balance. The remaining balance to be refunded to customers is \$24.6

Table of Contents

Entergy Texas, Inc. and Subsidiaries

Management's Financial Discussion and Analysis

million of which \$15.3 million has been credited to Entergy Texas customers as of September 30, 2014. See Note 2 to the financial statements herein and in the Form 10-K for a discussion of the System Agreement proceedings; and timing of collections from customers.

The increase was substantially offset by income tax payments of \$2.8 million for the nine months ended September 30, 2014 compared to income tax refunds of \$94.2 million for the nine months ended September 30, 2013. Entergy Texas had income tax refunds in 2013 in accordance with the Entergy Corporation and Subsidiary Companies Intercompany Income Tax Allocation Agreement. The refunds resulted from the utilization of Entergy Texas's taxable losses against taxable income of other members of the Entergy consolidated group.

Investing Activities

Net cash flow used in investing activities decreased \$6.5 million for the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013 primarily due to money pool activity and lower fossil-fueled generation construction expenditures due to a greater scope of projects in 2013, partially offset by an increase in transmission construction expenditures due to a greater scope of projects in 2014.

Increases in Entergy Texas's receivable from the money pool are a use of cash flow, and Entergy Texas's receivable from the money pool increased by \$0.4 million for the nine months ended September 30, 2014 compared to increasing by \$5.9 million for the nine months ended September 30, 2013. The money pool is an inter-company borrowing arrangement designed to reduce the Utility subsidiaries' need for external short-term borrowings.

Financing Activities

Net cash flow used in financing activities increased \$32.8 million for the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013 primarily due to the retirement of \$150 million of 7.875% Series first mortgage bonds in June 2014 and an increase of \$15 million in common stock dividends paid, partially offset by the issuance of \$135 million of 5.625% Series first mortgage bonds in May 2014. See Note 5 to the financial statements in the Form 10-K and Note 4 to the financial statements herein for more details on long-term debt.

Capital Structure

Entergy Texas's capitalization is balanced between equity and debt, as shown in the following table. The decrease in the debt to capital ratio is primarily due to a decrease in long-term debt and an increase in retained earnings.

| | September 30, 2014 | | December 31, 2013 | |
|---|-----------------------|----|----------------------|----|
| Debt to capital | 61.9 | % | 63.7 | % |
| Effect of excluding the securitization bonds | (12.0 | %) | (12.6 | %) |
| Debt to capital, excluding securitization bonds (a) | 49.9 | % | 51.1 | % |
| Effect of subtracting cash | (1.2 | %) | (1.3 | %) |
| Net debt to net capital, excluding securitization bonds (a) | 48.7 | % | 49.8 | % |

(a) Calculation excludes the securitization bonds, which are non-recourse to Entergy Texas.

Net debt consists of debt less cash and cash equivalents. Debt consists of long-term debt, including the currently maturing portion. Capital consists of debt and common equity. Net capital consists of capital less cash and cash equivalents. Entergy Texas uses the debt to capital ratios excluding securitization bonds in analyzing its financial

condition and believes they provide useful information to its investors and creditors in evaluating Entergy Texas's financial condition because the securitization bonds are non-recourse to Entergy Texas, as more fully described in Note 5 to the financial statements in the Form 10-K. Entergy Texas also uses the net debt to net capital ratio excluding

190

Table of Contents

Entergy Texas, Inc. and Subsidiaries

Management's Financial Discussion and Analysis

securitization bonds in analyzing its financial condition and believes it provides useful information to its investors and creditors in evaluating Entergy Texas's financial condition because net debt indicates Entergy Texas's outstanding debt position that could not be readily satisfied by cash and cash equivalents on hand.

Uses and Sources of Capital

See "MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS - Liquidity and Capital Resources" in the Form 10-K for a discussion of Entergy Texas's uses and sources of capital. Following are updates to the information provided in the Form 10-K. Entergy Texas is developing its capital investment plan for 2015 through 2017 and currently anticipates making \$1.2 billion in capital investments during that period. The estimate includes amounts associated with specific investments such as environmental compliance spending, transmission upgrades, resource planning, generation projects, system improvements, and other investments. Estimated capital expenditures are subject to periodic review and modification and may vary based on the ongoing effects of regulatory constraints and requirements, environmental compliance, business opportunities, market volatility, economic trends, business restructuring, changes in project plans, and the ability to access capital.

Entergy Texas's receivables from the money pool were as follows:

| September 30, 2014 | December 31, 2013 | September 30, 2013 | December 31, 2012 |
|--------------------|----------------------|-----------------------|----------------------|
| (In Thousands) | | | |
| \$6,727 | \$6,287 | \$25,105 | \$19,175 |

See Note 4 to the financial statements in the Form 10-K for a description of the money pool.

Entergy Texas has a credit facility in the amount of \$150 million scheduled to expire in March 2019. The credit facility allows Entergy Texas to issue letters of credit against 50% of the borrowing capacity of the facility. As of September 30, 2014, there were no cash borrowings and \$31.4 million of letters of credit outstanding under the credit facility. See Note 4 to the financial statements herein for additional discussion of the credit facility.

In May 2014, Entergy Texas issued \$135 million of 5.625% Series first mortgage bonds due June 2064. Entergy Texas used the proceeds to pay, prior to maturity, a portion of its \$150 million of 7.875% Series first mortgage bonds due June 2039.

State and Local Rate Regulation and Fuel-Cost Recovery

See "MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS - State and Local Rate Regulation and Fuel-Cost Recovery" in the Form 10-K for a discussion of state and local rate regulation and fuel-cost recovery. Following are updates to that discussion.

In September 2013, Entergy Texas filed a rate case requesting a \$38.6 million base rate increase reflecting a 10.4% return on common equity based on an adjusted test year ending March 31, 2013. The rate case also proposed (1) a rough production cost equalization adjustment rider recovering Entergy Texas's payment to Entergy New Orleans to achieve rough production cost equalization based on calendar year 2012 production costs and (2) a rate case expense rider recovering the cost of the 2013 rate case and certain costs associated with previous rate cases. The rate case filing also included a request to reconcile \$0.9 billion of fuel and purchased power costs and fuel revenues covering the period July 2011 through March 2013. The fuel reconciliation also reflects special circumstances fuel cost recovery of approximately \$22 million of purchased power capacity costs. In January 2014 the PUCT staff filed direct

testimony recommending a retail rate reduction of \$0.3 million and a 9.2% return on common equity. In March 2014, Entergy Texas filed an Agreed Motion for Interim Rates. The motion explained that the parties to this proceeding have agreed that Entergy Texas should be allowed to implement new rates reflecting an \$18.5 million base rate increase, effective for usage on and after April 1, 2014, as well as recovery of charges for rough production cost equalization and rate

Table of Contents

Entergy Texas, Inc. and Subsidiaries

Management's Financial Discussion and Analysis

case expenses. In March 2014 the State Office of Administrative Hearings, the body assigned to hear the case, approved the motion. In April 2014, Entergy Texas filed a unanimous stipulation in this case. Among other things, the stipulation provides for an \$18.5 million base rate increase, recovery over three years of the calendar year 2012 rough production cost equalization charges and rate case expenses, and states a 9.8% return on common equity. In addition, the stipulation finalizes the fuel and purchased power reconciliation covering the period July 2011 through March 2013, with the parties stipulating an immaterial fuel disallowance. No special circumstances recovery of purchased power capacity costs was allowed. In April 2014 the State Office of Administrative Hearings remanded the case back to the PUCT for final processing. In May 2014 the PUCT approved the stipulation. No motions for rehearing were filed during the statutory rehearing period.

In September 2014, Entergy Texas filed for a distribution cost recovery factor rider based on a law that was passed in 2011 allowing for the recovery of increases in capital costs associated with distribution plant. Entergy Texas is requesting collection of approximately \$7 million annually from retail customers. The PUCT has not yet acted on this filing.

Federal Regulation

See “Entergy’s Integration Into the MISO Regional Transmission Organization” and “System Agreement” in the “Rate, Cost-recovery, and Other Regulation – Federal Regulation” section of Entergy Corporation and Subsidiaries Management’s Financial Discussion and Analysis for updates to the Federal Regulation discussion in the Form 10-K.

Industrial and Commercial Customers

See "MANAGEMENT’S FINANCIAL DISCUSSION AND ANALYSIS – Industrial and Commercial Customers" in the Form 10-K for a discussion of industrial and commercial customers.

Nuclear Matters

See “Nuclear Matters” section of Entergy Corporation and Subsidiaries Management’s Financial Discussion and Analysis in the Form 10-K for a discussion of nuclear matters.

Environmental Risks

See "MANAGEMENT’S FINANCIAL DISCUSSION AND ANALYSIS - Environmental Risks" in the Form 10-K for a discussion of environmental risks.

Critical Accounting Estimates

See "MANAGEMENT’S FINANCIAL DISCUSSION AND ANALYSIS - Critical Accounting Estimates" in the Form 10-K for a discussion of unbilled revenue and qualified pension and other postretirement benefits.

Table of ContentsENTERGY TEXAS, INC. AND SUBSIDIARIES
CONSOLIDATED INCOME STATEMENTS

For the Three and Nine Months Ended September 30, 2014 and 2013

(Unaudited)

| | Three Months Ended | | Nine Months Ended | |
|---|--------------------|-----------------|-------------------|------------------|
| | 2014 | 2013 | 2014 | 2013 |
| | (In Thousands) | | (In Thousands) | |
| OPERATING REVENUES | | | | |
| Electric | \$528,508 | \$526,978 | \$1,451,696 | \$1,288,251 |
| OPERATING EXPENSES | | | | |
| Operation and Maintenance: | | | | |
| Fuel, fuel-related expenses, and gas purchased for resale | 92,748 | 101,094 | 232,974 | 135,038 |
| Purchased power | 228,755 | 220,490 | 686,794 | 647,437 |
| Other operation and maintenance | 56,367 | 60,913 | 166,556 | 184,580 |
| Taxes other than income taxes | 18,873 | 16,805 | 52,631 | 46,506 |
| Depreciation and amortization | 25,041 | 23,659 | 74,398 | 70,731 |
| Other regulatory charges - net | 23,813 | 24,587 | 59,218 | 59,897 |
| TOTAL | 445,597 | 447,548 | 1,272,571 | 1,144,189 |
| OPERATING INCOME | 82,911 | 79,430 | 179,125 | 144,062 |
| OTHER INCOME | | | | |
| Allowance for equity funds used during construction | 726 | 890 | 2,182 | 3,559 |
| Interest and investment income | 307 | 228 | 782 | 914 |
| Miscellaneous - net | (277) | (625) | (1,617) | (1,968) |
| TOTAL | 756 | 493 | 1,347 | 2,505 |
| INTEREST EXPENSE | | | | |
| Interest expense | 21,352 | 23,069 | 66,961 | 69,401 |
| Allowance for borrowed funds used during construction | (505) | (647) | (1,520) | (2,533) |
| TOTAL | 20,847 | 22,422 | 65,441 | 66,868 |
| INCOME BEFORE INCOME TAXES | 62,820 | 57,501 | 115,031 | 79,699 |
| Income taxes | 23,261 | 21,700 | 43,722 | 32,023 |
| NET INCOME | \$39,559 | \$35,801 | \$71,309 | \$47,676 |

See Notes to Financial Statements.

Table of Contents

(page left blank intentionally)

Table of Contents

ENTERGY TEXAS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
For the Nine Months Ended September 30, 2014 and 2013
(Unaudited)

| | 2014 | 2013 |
|--|----------------|-------------|
| | (In Thousands) | |
| OPERATING ACTIVITIES | | |
| Net income | \$71,309 | \$47,676 |
| Adjustments to reconcile net income to net cash flow provided by operating activities: | | |
| Depreciation and amortization | 74,398 | 70,731 |
| Deferred income taxes, investment tax credits, and non-current taxes accrued | (46,976) | 78,717 |
| Changes in assets and liabilities: | | |
| Receivables | (14,671) | (63,375) |
| Fuel inventory | 2,115 | (968) |
| Accounts payable | (4,292) | 13,450 |
| Prepaid taxes and taxes accrued | 84,155 | 39,644 |
| Interest accrued | (9,744) | (9,190) |
| Deferred fuel costs | (10,807) | (92,604) |
| Other working capital accounts | (2,589) | 4,689 |
| Provisions for estimated losses | (255) | 2,358 |
| Other regulatory assets | 70,811 | 78,433 |
| Pension and other postretirement liabilities | (18,803) | (8,983) |
| Other assets and liabilities | 31,072 | 6,700 |
| Net cash flow provided by operating activities | 225,723 | 167,278 |
| INVESTING ACTIVITIES | | |
| Construction expenditures | (130,710) | (133,489) |
| Allowance for equity funds used during construction | 2,193 | 3,559 |
| Change in money pool receivable - net | (440) | (5,930) |
| Changes in securitization account | 5,384 | 5,877 |
| Other | — | (42) |
| Net cash flow used in investing activities | (123,573) | (130,025) |
| FINANCING ACTIVITIES | | |
| Proceeds from the issuance of long-term debt | 131,170 | — |
| Retirement of long-term debt | (202,055) | (50,579) |
| Dividends paid: | | |
| Common stock | (40,000) | (25,000) |
| Other | 2,305 | (167) |
| Net cash flow used in financing activities | (108,580) | (75,746) |
| Net decrease in cash and cash equivalents | (6,430) | (38,493) |
| Cash and cash equivalents at beginning of period | 46,488 | 60,236 |
| Cash and cash equivalents at end of period | \$40,058 | \$21,743 |
| SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION: | | |
| Cash paid (received) during the period for: | | |
| Interest - net of amount capitalized | \$73,816 | \$75,500 |
| Income taxes | \$2,780 | (\$94,233) |

See Notes to Financial Statements.

195

Table of ContentsENTERGY TEXAS, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

ASSETS

September 30, 2014 and December 31, 2013

(Unaudited)

| | 2014 | 2013 |
|--|----------------|-----------|
| | (In Thousands) | |
| CURRENT ASSETS | | |
| Cash and cash equivalents: | | |
| Cash | \$2,028 | \$2,432 |
| Temporary cash investments | 38,030 | 44,056 |
| Total cash and cash equivalents | 40,058 | 46,488 |
| Securitization recovery trust account | 32,128 | 37,511 |
| Accounts receivable: | | |
| Customer | 85,038 | 76,957 |
| Allowance for doubtful accounts | (813 |) (443 |
| Associated companies | 76,560 | 76,494 |
| Other | 15,188 | 10,897 |
| Accrued unbilled revenues | 46,110 | 43,067 |
| Total accounts receivable | 222,083 | 206,972 |
| Deferred fuel costs | 6,714 | — |
| Accumulated deferred income taxes | 17,600 | — |
| Fuel inventory - at average cost | 53,220 | 55,335 |
| Materials and supplies - at average cost | 34,466 | 34,068 |
| System agreement cost equalization | — | 16,040 |
| Prepaid taxes | — | 55,635 |
| Prepayments and other | 47,467 | 34,458 |
| TOTAL | 453,736 | 486,507 |
| OTHER PROPERTY AND INVESTMENTS | | |
| Investments in affiliates - at equity | 661 | 687 |
| Non-utility property - at cost (less accumulated depreciation) | 376 | 376 |
| Other | 18,942 | 18,161 |
| TOTAL | 19,979 | 19,224 |
| UTILITY PLANT | | |
| Electric | 3,724,088 | 3,616,061 |
| Construction work in progress | 95,913 | 94,743 |
| TOTAL UTILITY PLANT | 3,820,001 | 3,710,804 |
| Less - accumulated depreciation and amortization | 1,443,022 | 1,387,303 |
| UTILITY PLANT - NET | 2,376,979 | 2,323,501 |
| DEFERRED DEBITS AND OTHER ASSETS | | |
| Regulatory assets: | | |
| Regulatory asset for income taxes - net | 126,893 | 129,069 |
| Other regulatory assets (includes securitization property of \$535,167 as of September 30, 2014 and \$585,152 as of December 31, 2013) | 850,599 | 919,234 |
| Long-term receivables - associated companies | 26,558 | 27,900 |
| Other | 15,707 | 16,425 |

| | | |
|--------------|-------------|-------------|
| TOTAL | 1,019,757 | 1,092,628 |
| TOTAL ASSETS | \$3,870,451 | \$3,921,860 |

See Notes to Financial Statements.

Table of Contents

ENTERGY TEXAS, INC. AND SUBSIDIARIES
 CONSOLIDATED BALANCE SHEETS
 LIABILITIES AND EQUITY

September 30, 2014 and December 31, 2013

(Unaudited)

| | 2014 | 2013 |
|--|--------------------|--------------------|
| | (In Thousands) | |
| CURRENT LIABILITIES | | |
| Currently maturing long-term debt | \$200,000 | \$— |
| Accounts payable: | | |
| Associated companies | 102,796 | 112,309 |
| Other | 74,882 | 73,682 |
| Customer deposits | 42,900 | 38,721 |
| Taxes accrued | 28,520 | — |
| Accumulated deferred income taxes | — | 33,847 |
| Interest accrued | 21,502 | 31,246 |
| Deferred fuel costs | — | 4,093 |
| Pension and other postretirement liabilities | 722 | 786 |
| System agreement cost equalization | — | 12,000 |
| Other | 26,089 | 23,490 |
| TOTAL | 497,411 | 330,174 |
| NON-CURRENT LIABILITIES | | |
| Accumulated deferred income taxes and taxes accrued | 1,026,601 | 1,022,955 |
| Accumulated deferred investment tax credits | 15,084 | 16,147 |
| Other regulatory liabilities | 12,837 | 5,194 |
| Asset retirement cost liabilities | 4,543 | 4,349 |
| Accumulated provisions | 8,824 | 9,079 |
| Pension and other postretirement liabilities | 32,514 | 51,253 |
| Long-term debt (includes securitization bonds of \$577,049 as of September 30, 2014 and \$629,087 as of December 31, 2013) | 1,290,216 | 1,556,939 |
| Other | 64,085 | 38,743 |
| TOTAL | 2,454,704 | 2,704,659 |
| Commitments and Contingencies | | |
| COMMON EQUITY | | |
| Common stock, no par value, authorized 200,000,000 shares; issued and outstanding 46,525,000 shares in 2014 and 2013 | 49,452 | 49,452 |
| Paid-in capital | 481,994 | 481,994 |
| Retained earnings | 386,890 | 355,581 |
| TOTAL | 918,336 | 887,027 |
| TOTAL LIABILITIES AND EQUITY | \$3,870,451 | \$3,921,860 |

See Notes to Financial Statements.

Table of Contents

ENTERGY TEXAS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN COMMON EQUITY
For the Nine Months Ended September 30, 2014 and 2013
(Unaudited)

| | Common Equity | | Retained | Total |
|-------------------------------|----------------|-----------|-----------|-----------|
| | Common | Paid-in | Earnings | |
| | Stock | Capital | | |
| | (In Thousands) | | | |
| Balance at December 31, 2012 | \$49,452 | \$481,994 | \$322,700 | \$854,146 |
| Net income | — | — | 47,676 | 47,676 |
| Common stock dividends | — | — | (25,000) | (25,000) |
| Balance at September 30, 2013 | \$49,452 | \$481,994 | \$345,376 | \$876,822 |
| Balance at December 31, 2013 | \$49,452 | \$481,994 | \$355,581 | \$887,027 |
| Net income | — | — | 71,309 | 71,309 |
| Common stock dividends | — | — | (40,000) | (40,000) |
| Balance at September 30, 2014 | \$49,452 | \$481,994 | \$386,890 | \$918,336 |

See Notes to Financial Statements.

Table of Contents

ENTERGY TEXAS, INC. AND SUBSIDIARIES

SELECTED OPERATING RESULTS

For the Three and Nine Months Ended September 30, 2014 and 2013

(Unaudited)

| Description | Three Months Ended | | Increase/ (Decrease) | % |
|-------------------------------------|-----------------------|---------|-------------------------|-------|
| | 2014 | 2013 | | |
| | (Dollars In Millions) | | | |
| Electric Operating Revenues: | | | | |
| Residential | \$210 | \$213 | (\$3) | (1) |
| Commercial | 109 | 102 | 7 | 7 |
| Industrial | 106 | 98 | 8 | 8 |
| Governmental | 7 | 7 | — | — |
| Total retail | 432 | 420 | 12 | 3 |
| Sales for resale: | | | | |
| Associated companies | 82 | 90 | (8) | (9) |
| Non-associated companies | 5 | 10 | (5) | (50) |
| Other | 10 | 7 | 3 | 43 |
| Total | \$529 | \$527 | \$2 | — |
| Billed Electric Energy Sales (GWh): | | | | |
| Residential | 1,845 | 1,917 | (72) | (4) |
| Commercial | 1,292 | 1,291 | 1 | — |
| Industrial | 1,823 | 1,768 | 55 | 3 |
| Governmental | 73 | 77 | (4) | (5) |
| Total retail | 5,033 | 5,053 | (20) | — |
| Sales for resale: | | | | |
| Associated companies | 1,353 | 1,713 | (360) | (21) |
| Non-associated companies | 14 | 142 | (128) | (90) |
| Total | 6,400 | 6,908 | (508) | (7) |
| | | | | |
| Description | Nine Months Ended | | Increase/ (Decrease) | % |
| | 2014 | 2013 | | |
| | (Dollars In Millions) | | | |
| Electric Operating Revenues: | | | | |
| Residential | \$516 | \$450 | \$66 | 15 |
| Commercial | 294 | 240 | 54 | 23 |
| Industrial | 322 | 233 | 89 | 38 |
| Governmental | 20 | 17 | 3 | 18 |
| Total retail | 1,152 | 940 | 212 | 23 |
| Sales for resale: | | | | |
| Associated companies | 252 | 283 | (31) | (11) |
| Non-associated companies | 20 | 28 | (8) | (29) |
| Other | 28 | 37 | (9) | (24) |
| Total | \$1,452 | \$1,288 | \$164 | 13 |
| Billed Electric Energy Sales (GWh): | | | | |
| Residential | 4,547 | 4,383 | 164 | 4 |

Edgar Filing: ENTERGY CORP /DE/ - Form 10-Q

| | | | | | |
|--------------------------|--------|--------|------|-------|---|
| Commercial | 3,387 | 3,306 | 81 | 2 | |
| Industrial | 5,405 | 4,704 | 701 | 15 | |
| Governmental | 209 | 213 | (4 |) (2 |) |
| Total retail | 13,548 | 12,606 | 942 | 7 | |
| Sales for resale: | | | | | |
| Associated companies | 3,806 | 4,778 | (972 |) (20 |) |
| Non-associated companies | 168 | 464 | (296 |) (64 |) |
| Total | 17,522 | 17,848 | (326 |) (2 |) |

199

Table of Contents

SYSTEM ENERGY RESOURCES, INC.

MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS

Results of Operations

System Energy's principal asset currently consists of an ownership interest and a leasehold interest in Grand Gulf. The capacity and energy from its 90% interest is sold under the Unit Power Sales Agreement to its only four customers, Entergy Arkansas, Entergy Louisiana, Entergy Mississippi, and Entergy New Orleans. System Energy's operating revenues are derived from the allocation of the capacity, energy, and related costs associated with its 90% interest in Grand Gulf pursuant to the Unit Power Sales Agreement. Payments under the Unit Power Sales Agreement are System Energy's only source of operating revenues.

Third Quarter 2014 Compared to Third Quarter 2013

Net income decreased \$8.4 million primarily due to a higher effective income tax rate and lower operating revenues resulting from lower rate base as compared with the same period in the prior year, partially offset by higher other regulatory credits. System Energy records a regulatory credit for the difference between asset retirement obligation-related expenses and trust earnings plus asset retirement obligation-related costs collected in revenue. The increase in regulatory credits for the third quarter 2014 compared to the same period in prior year is primarily caused by regulatory credits recorded in the third quarter 2014 to realign the asset retirement obligation regulatory asset with regulatory treatment.

Nine Months Ended September 30, 2014 Compared to Nine Months Ended September 30, 2013

Net income decreased \$13.6 million primarily due to a higher effective income tax rate and lower operating revenues resulting from lower rate base as compared with the same period in the prior year, partially offset by higher other regulatory credits. System Energy records a regulatory credit for the difference between asset retirement obligation-related expenses and trust earnings plus asset retirement obligation-related costs collected in revenue. The increase in regulatory credits for the third quarter 2014 compared to the same period in prior year is primarily caused by increases in depreciation and accretion expenses and regulatory credits recorded in the third quarter 2014 to realign the asset retirement obligation regulatory asset with regulatory treatment.

Liquidity and Capital Resources

Cash Flow

Cash flows for the nine months ended September 30, 2014 and 2013 were as follows:

| | 2014 | 2013 |
|--|----------------|-----------|
| | (In Thousands) | |
| Cash and cash equivalents at beginning of period | \$127,142 | \$83,622 |
| Cash flow provided by (used in): | | |
| Operating activities | 296,114 | 136,814 |
| Investing activities | (204,522) | (59,890) |
| Financing activities | (83,903) | (156,734) |
| Net increase (decrease) in cash and cash equivalents | 7,689 | (79,810) |

| | | |
|--|-----------|---------|
| Cash and cash equivalents at end of period | \$134,831 | \$3,812 |
|--|-----------|---------|

200

Table of Contents

System Energy Resources, Inc.

Management's Financial Discussion and Analysis

Operating Activities

Net cash flow provided by operating activities increased \$159.3 million for the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013 primarily due to a decrease of \$211.5 million in income tax payments in 2014. The decrease was partially offset by spending on the Grand Gulf refueling outage in 2014 and an increase of \$11.8 million in pension contributions in 2014. System Energy had income tax payments in 2013 in accordance with the Entergy Corporation and Subsidiary Companies Intercompany Income Tax Allocation Agreement. The income tax payments resulted primarily from the reversal of temporary differences for which System Energy had previously claimed a tax deduction. See "MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS – Critical Accounting Estimates" in the Form 10-K and Note 6 to the financial statements herein for a discussion of qualified pension and other postretirement benefits.

Investing Activities

Net cash flow used in investing activities increased \$144.6 million for the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013 primarily due to fluctuations in nuclear fuel activity because of variations from year to year in the timing and pricing of fuel reload requirements in the Utility business, material and services deliveries, and the timing of cash payments during the nuclear fuel cycle and money pool activity.

Increases in System Energy's receivable from the money pool are a use of cash flow and System Energy's receivable from the money pool increased by \$14.5 million for the nine months ended September 30, 2014 compared to decreasing by \$22.9 million for the nine months ended September 30, 2013. The money pool is an inter-company borrowing arrangement designed to reduce the Utility subsidiaries' need for external short-term borrowings.

Financing Activities

Net cash flow used by financing activities decreased \$72.8 million for the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013 primarily due to:

the redemption of \$70 million of 6.29% Series F notes by the nuclear fuel company variable interest entity in September 2013; and borrowings of \$40.8 million on the nuclear fuel company variable interest entity's credit facility in 2014 compared to borrowings of \$6.5 million on the nuclear fuel company variable interest entity's credit facility in 2013.

This decrease was offset by an increase of \$28 million in common stock dividends paid in 2014.

See Note 5 to the financial statements in the Form 10-K and Note 4 to the financial statements herein for details on long-term debt.

Capital Structure

System Energy's capitalization is balanced between equity and debt, as shown in the following table.

| | September 30, 2014 | December 31, 2013 | | |
|----------------------------|-----------------------|----------------------|----|--|
| Debt to capital | 46.2 | % 46.4 | % | |
| Effect of subtracting cash | (4.9 | %) (4.6 | %) | |
| Net debt to net capital | 41.3 | % 41.8 | % | |

Net debt consists of debt less cash and cash equivalents. Debt consists of short-term borrowings and long-term debt, including the currently maturing portion. Capital consists of debt and common equity. Net capital consists of capital

201

Table of Contents

System Energy Resources, Inc.

Management's Financial Discussion and Analysis

less cash and cash equivalents. System Energy uses the debt to capital ratio in analyzing its financial condition and believes it provides useful information to its investors and creditors in evaluating System Energy's financial condition. System Energy uses the net debt to net capital ratio in analyzing its financial condition and believes it provides useful information to its investors and creditors in evaluating System Energy's financial condition because net debt indicates System Energy's outstanding debt position that could not be readily satisfied by cash and cash equivalents on hand.

Uses and Sources of Capital

See "MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS - Liquidity and Capital Resources" in the Form 10-K for a discussion of System Energy's uses and sources of capital. Following are updates to the information provided in the Form 10-K. System Energy is developing its capital investment plan for 2015 through 2017 and currently anticipates making \$170 million in capital investments during that period. The estimate includes amounts associated with specific investments, such as plant improvements.

System Energy's receivables from the money pool were as follows:

| September 30, 2014 | December 31, 2013 | September 30, 2013 | December 31, 2012 |
|-----------------------|----------------------|-----------------------|----------------------|
| (In Thousands) | | | |
| \$23,768 | \$9,223 | \$4,008 | \$26,915 |

See Note 4 to the financial statements in the Form 10-K for a description of the money pool.

The System Energy nuclear fuel company variable interest entity has a credit facility in the amount of \$125 million scheduled to expire in June 2016. As of September 30, 2014, \$40.9 million in letters of credit were outstanding under the credit facility to support a like amount of commercial paper issued by the System Energy nuclear fuel company variable interest entity. See Note 4 to the financial statements herein for additional discussion of the variable interest entity credit facility.

Nuclear Matters

See "MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS – Nuclear Matters" in the Form 10-K for a discussion of nuclear matters.

Environmental Risks

See "MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS – Environmental Risks" in the Form 10-K for a discussion of environmental risks.

Critical Accounting Estimates

See "MANAGEMENT'S FINANCIAL DISCUSSION AND ANALYSIS - Critical Accounting Estimates" in the Form 10-K for a discussion of the estimates and judgments necessary in System Energy's accounting for nuclear decommissioning costs and qualified pension and other postretirement benefits.

Table of Contents

SYSTEM ENERGY RESOURCES, INC.

INCOME STATEMENTS

For the Three and Nine Months Ended September 30, 2014 and 2013

(Unaudited)

| | Three Months Ended | | Nine Months Ended | |
|---|--------------------|-----------------|-------------------|-----------------|
| | 2014 | 2013 | 2014 | 2013 |
| | (In Thousands) | | (In Thousands) | |
| OPERATING REVENUES | | | | |
| Electric | \$172,151 | \$192,679 | \$493,648 | \$533,434 |
| OPERATING EXPENSES | | | | |
| Operation and Maintenance: | | | | |
| Fuel, fuel-related expenses, and gas purchased for resale | 23,286 | 26,974 | 60,545 | 77,077 |
| Nuclear refueling outage expenses | 5,808 | 7,418 | 17,501 | 22,133 |
| Other operation and maintenance | 44,573 | 43,577 | 113,373 | 123,955 |
| Decommissioning | 10,546 | 8,946 | 31,106 | 26,364 |
| Taxes other than income taxes | 6,283 | 6,291 | 19,157 | 19,264 |
| Depreciation and amortization | 33,941 | 51,981 | 107,252 | 119,427 |
| Other regulatory credits - net | (10,770) | (4,537) | (22,346) | (10,499) |
| TOTAL | 113,667 | 140,650 | 326,588 | 377,721 |
| OPERATING INCOME | 58,484 | 52,029 | 167,060 | 155,713 |
| OTHER INCOME | | | | |
| Allowance for equity funds used during construction | 1,295 | 2,267 | 3,499 | 5,470 |
| Interest and investment income | 2,921 | 1,259 | 8,724 | 6,450 |
| Miscellaneous - net | (88) | (134) | (289) | (493) |
| TOTAL | 4,128 | 3,392 | 11,934 | 11,427 |
| INTEREST EXPENSE | | | | |
| Interest expense | 15,501 | 9,756 | 43,102 | 28,411 |
| Allowance for borrowed funds used during construction | (338) | (223) | (920) | (604) |
| TOTAL | 15,163 | 9,533 | 42,182 | 27,807 |
| INCOME BEFORE INCOME TAXES | 47,449 | 45,888 | 136,812 | 139,333 |
| Income taxes | 20,719 | 10,783 | 59,532 | 48,488 |
| NET INCOME | \$26,730 | \$35,105 | \$77,280 | \$90,845 |

See Notes to Financial Statements.

Table of Contents

(page left blank intentionally)

204

Table of Contents

SYSTEM ENERGY RESOURCES, INC.

STATEMENTS OF CASH FLOWS

For the Nine Months Ended September 30, 2014 and 2013

(Unaudited)

| | 2014 | 2013 |
|--|----------------|------------|
| | (In Thousands) | |
| OPERATING ACTIVITIES | | |
| Net income | \$77,280 | \$90,845 |
| Adjustments to reconcile net income to net cash flow provided by operating activities: | | |
| Depreciation, amortization, and decommissioning, including nuclear fuel amortization | 187,357 | 206,699 |
| Deferred income taxes, investment tax credits, and non-current taxes accrued | 56,268 | 57,096 |
| Changes in assets and liabilities: | | |
| Receivables | 23,355 | 4,180 |
| Accounts payable | (9,193 |) (2,039 |
| Prepaid taxes and taxes accrued | (6,724 |) (219,221 |
| Interest accrued | 20,266 | (127 |
| Other working capital accounts | (20,848 |) 17,025 |
| Other regulatory assets | 2,802 | 13,724 |
| Pension and other postretirement liabilities | (14,384 |) (4,891 |
| Other assets and liabilities | (20,065 |) (26,477 |
| Net cash flow provided by operating activities | 296,114 | 136,814 |
| INVESTING ACTIVITIES | | |
| Construction expenditures | (50,379 |) (37,731 |
| Allowance for equity funds used during construction | 3,499 | 5,470 |
| Nuclear fuel purchases | (163,492 |) (53,666 |
| Proceeds from the sale of nuclear fuel | 43,992 | 26,522 |
| Proceeds from nuclear decommissioning trust fund sales | 333,046 | 144,631 |
| Investment in nuclear decommissioning trust funds | (356,643 |) (168,023 |
| Changes in money pool receivable - net | (14,545 |) 22,907 |
| Net cash flow used in investing activities | (204,522 |) (59,890 |
| FINANCING ACTIVITIES | | |
| Retirement of long-term debt | (46,743 |) (111,479 |
| Changes in credit borrowings - net | 40,846 | 6,531 |
| Dividends paid: | | |
| Common stock | (77,977 |) (50,000 |
| Other | (29 |) (1,786 |
| Net cash flow used in financing activities | (83,903 |) (156,734 |
| Net increase (decrease) in cash and cash equivalents | 7,689 | (79,810 |
| Cash and cash equivalents at beginning of period | 127,142 | 83,622 |
| Cash and cash equivalents at end of period | \$134,831 | \$3,812 |
| SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION: | | |
| Cash paid during the period for: | | |
| Interest - net of amount capitalized | \$16,364 | \$20,708 |
| Income taxes | \$5,564 | \$217,089 |

See Notes to Financial Statements.

205

Table of Contents

SYSTEM ENERGY RESOURCES, INC.

BALANCE SHEETS

ASSETS

September 30, 2014 and December 31, 2013

(Unaudited)

| | 2014 | 2013 |
|--|--------------------|--------------------|
| | (In Thousands) | |
| CURRENT ASSETS | | |
| Cash and cash equivalents: | | |
| Cash | \$570 | \$62,561 |
| Temporary cash investments | 134,261 | 64,581 |
| Total cash and cash equivalents | 134,831 | 127,142 |
| Accounts receivable: | | |
| Associated companies | 96,728 | 104,419 |
| Other | 5,281 | 6,400 |
| Total accounts receivable | 102,009 | 110,819 |
| Materials and supplies - at average cost | 81,284 | 85,118 |
| Deferred nuclear refueling outage costs | 32,759 | 7,853 |
| Prepayments and other | 4,009 | 1,727 |
| TOTAL | 354,892 | 332,659 |
| OTHER PROPERTY AND INVESTMENTS | | |
| Decommissioning trust funds | 650,700 | 603,896 |
| TOTAL | 650,700 | 603,896 |
| UTILITY PLANT | | |
| Electric | 4,142,718 | 4,124,647 |
| Property under capital lease | 570,872 | 570,872 |
| Construction work in progress | 39,679 | 29,061 |
| Nuclear fuel | 261,710 | 188,824 |
| TOTAL UTILITY PLANT | 5,014,979 | 4,913,404 |
| Less - accumulated depreciation and amortization | 2,785,310 | 2,699,263 |
| UTILITY PLANT - NET | 2,229,669 | 2,214,141 |
| DEFERRED DEBITS AND OTHER ASSETS | | |
| Regulatory assets: | | |
| Regulatory asset for income taxes - net | 108,335 | 115,492 |
| Other regulatory assets | 266,095 | 261,740 |
| Other | 14,390 | 15,996 |
| TOTAL | 388,820 | 393,228 |
| TOTAL ASSETS | \$3,624,081 | \$3,543,924 |

See Notes to Financial Statements.

Table of Contents

SYSTEM ENERGY RESOURCES, INC.

BALANCE SHEETS

LIABILITIES AND EQUITY

September 30, 2014 and December 31, 2013

(Unaudited)

| | 2014 | 2013 |
|---|--------------------|--------------------|
| | (In Thousands) | |
| CURRENT LIABILITIES | | |
| Currently maturing long-term debt | \$76,310 | \$48,653 |
| Short-term borrowings | 40,846 | — |
| Accounts payable: | | |
| Associated companies | 4,801 | 12,778 |
| Other | 33,152 | 31,862 |
| Taxes accrued | 4,397 | 11,121 |
| Accumulated deferred income taxes | 12,676 | 2,310 |
| Interest accrued | 32,091 | 11,825 |
| Other | 2,316 | 2,312 |
| TOTAL | 206,589 | 120,861 |
| NON-CURRENT LIABILITIES | | |
| Accumulated deferred income taxes and taxes accrued | 789,524 | 737,973 |
| Accumulated deferred investment tax credits | 53,120 | 54,786 |
| Other regulatory liabilities | 352,681 | 349,846 |
| Decommissioning | 647,263 | 616,157 |
| Pension and other postretirement liabilities | 65,027 | 79,411 |
| Long-term debt | 634,467 | 708,783 |
| TOTAL | 2,542,082 | 2,546,956 |
| Commitments and Contingencies | | |
| COMMON EQUITY | | |
| Common stock, no par value, authorized 1,000,000 shares; issued and outstanding 789,350 shares in 2014 and 2013 | 789,350 | 789,350 |
| Retained earnings | 86,060 | 86,757 |
| TOTAL | 875,410 | 876,107 |
| TOTAL LIABILITIES AND EQUITY | \$3,624,081 | \$3,543,924 |

See Notes to Financial Statements.

Table of Contents

SYSTEM ENERGY RESOURCES, INC.
 STATEMENTS OF CHANGES IN COMMON EQUITY
 For the Nine Months Ended September 30, 2014 and 2013
 (Unaudited)

| | Common Equity | | |
|-------------------------------|-----------------------------------|----------------------|-----------|
| | Common Stock (In Thousands) | Retained Earnings | Total |
| Balance at December 31, 2012 | \$789,350 | \$43,379 | \$832,729 |
| Net income | — | 90,845 | 90,845 |
| Common stock dividends | — | (50,000) | (50,000) |
| Balance at September 30, 2013 | \$789,350 | \$84,224 | \$873,574 |
| Balance at December 31, 2013 | \$789,350 | \$86,757 | \$876,107 |
| Net income | — | 77,280 | 77,280 |
| Common stock dividends | — | (77,977) | (77,977) |
| Balance at September 30, 2014 | \$789,350 | \$86,060 | \$875,410 |

See Notes to Financial Statements.

Table of ContentsENTERGY CORPORATION AND SUBSIDIARIES
PART II. OTHER INFORMATION

Item 1. Legal Proceedings

See "PART I, Item 1, Litigation" in the Form 10-K for a discussion of legal, administrative, and other regulatory proceedings affecting Entergy. Also see "Item 5, Other Information, Environmental Regulation" below, for updates regarding environmental proceedings and regulation.

Item 1A. Risk Factors

There have been no material changes to the risk factors discussed in "PART I, Item 1A, Risk Factors" in the Form 10-K.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Issuer Purchases of Equity Securities (a)

| Period | Total Number of Shares Purchased | Average Price Paid per Share | Total Number of Shares Purchased as Part of a Publicly Announced Plan | Maximum \$ Amount of Shares that May Yet be Purchased Under a Plan (b) |
|---------------------|----------------------------------|------------------------------|---|--|
| 7/01/2014-7/31/2014 | — | \$— | — | \$350,052,918 |
| 8/01/2014-8/31/2014 | — | \$— | — | \$350,052,918 |
| 9/01/2014-9/30/2014 | — | \$— | — | \$350,052,918 |
| Total | — | \$— | — | |

In accordance with Entergy's stock-based compensation plans, Entergy periodically grants stock options to key employees, which may be exercised to obtain shares of Entergy's common stock. According to the plans, these shares can be newly issued shares, treasury stock, or shares purchased on the open market. Entergy's management has been authorized by the Board to repurchase on the open market shares up to an amount sufficient to fund the exercise of grants under the plans. In addition to this authority, the Board has authorized share repurchase programs to enable opportunistic purchases in response to market conditions. In October 2010 the Board granted authority for a \$500 million share repurchase program. The amount of share repurchases under these programs may vary as a result of material changes in business results or capital spending or new investment opportunities. In addition, in the first quarter 2014, Entergy withheld 55,076 shares of its common stock at \$61.29 per share and 43,246 shares of its common stock at \$63.03 to pay income taxes due upon vesting of restricted stock granted as part of its long-term incentive program.

(a) See Note 12 to the financial statements in the Form 10-K for additional discussion of the stock-based compensation plans.

Maximum amount of shares that may yet be repurchased relates only to the \$500 million plan and does not include (b) an estimate of the amount of shares that may be purchased to fund the exercise of grants under the stock-based compensation plans.

Table of Contents

Item 5. Other Information

Regulation of the Nuclear Power Industry

Nuclear Waste Policy Act of 1982

Spent Nuclear Fuel

Following the current Presidential administration's defunding of the Yucca Mountain spent fuel repository program, the National Association of Regulatory Utility Commissioners and others sued the government seeking cessation of collection of the one mill per net kWh generated and sold after April 7, 1983 fee. In November 2013 the D.C. Circuit Court of Appeals ordered the DOE to submit a proposal to Congress to reset the fee to zero until the DOE complies with the Nuclear Waste Policy Act or Congress enacts an alternative waste disposal plan. In January 2014 the DOE submitted the proposal to Congress under protest, and also filed a petition for rehearing with the D.C. Circuit. The petition for rehearing was denied. The zero spent fuel fee went into effect prospectively in May 2014. Management cannot predict the potential timing or magnitude of future spent fuel fee revisions that may occur.

Nuclear Plant Decommissioning

See the discussion in Part I, Item 1 in the Form 10-K for information regarding decommissioning funding for the nuclear plants. Following is an update to that discussion. In March 2014, Entergy Nuclear Operations made filings with the NRC reporting on decommissioning funding for certain of Entergy's nuclear plants. Those reports all showed that decommissioning funding for those nuclear plants met the NRC's financial assurance requirements.

Environmental Regulation

Following are updates to the Environmental Regulation section of Part I, Item 1 of the Form 10-K.

Clean Air Act and Subsequent Amendments

Cross-State Air Pollution

In March 2005, the EPA finalized the Clean Air Interstate Rule (CAIR), which was intended to reduce SO₂ and NO_x emissions from electric generation plants in order to improve air quality in twenty-nine eastern states. The rule required a combination of capital investment to install pollution control equipment and increased operating costs through the purchase of emission allowances. Entergy began implementation in 2007, including installation of controls at several facilities and the development of an emission allowance procurement strategy.

Based on several court challenges, the CAIR was vacated and remanded to the EPA by the D.C. Circuit in 2008. The court allowed the CAIR to become effective in January 2009, while the EPA revised the rule. On July 7, 2011, the EPA released its final Cross-State Air Pollution Rule (CSAPR, which previously was referred to as the Transport Rule). The rule was directed at limiting the interstate transport of emissions of NO_x and SO₂ as precursors to ozone and fine particulate matter. The final rule provided a significantly lower number of allowances to Entergy's Utility states than did the draft rule. Entergy's capital investment and annual allowance purchase costs under the CSAPR would depend on the economic assessment of NO_x and SO₂ allowance markets, the cost of control technologies, generation unit utilization, and the availability and cost of purchased power.

Entergy filed a petition for review with the United States Court of Appeals for the D.C. Circuit and a petition with the EPA for reconsideration of the rule and stay of its effectiveness. Several other parties filed similar petitions. In

December 2011 the Court of Appeals for the D.C. Circuit Court stayed CSAPR and instructed the EPA to continue administering CAIR, pending further judicial review. In August 2012 the court issued a decision vacating CSAPR and leaving CAIR in place pending the promulgation of a lawful replacement for both rules. In January 2013 the court denied petitions for reconsideration filed by the EPA and certain states and intervenors. In March 2013 the EPA and

Table of Contents

other parties filed petitions for certiorari with the U.S. Supreme Court. The U.S. Supreme Court issued an order in June 2013 granting the EPA's and environmental groups' petitions for review of the D.C. Circuit's decision vacating CSAPR. In April 2014 the Supreme Court reversed the D.C. Circuit and remanded the case to the D.C. Circuit for further proceedings. In June 2014 the EPA filed a motion with the D.C. Circuit Court requesting that the court lift the stay and extend CSAPR's deadlines by three years so that the Phase 1 emissions budgets apply in 2015 and 2016 and the Phase 2 emissions budgets apply in 2017 and beyond. Until the courts or the EPA issue further guidance on this rule and its applicability, Entergy will continue to comply with CAIR as directed by the D.C. Circuit in its original opinion.

New Source Performance Standards for Greenhouse Gas Emissions

As a part of a climate plan announced in June 2013, President Obama directed the EPA to (i) reissue proposed carbon pollution standards for new power plants by September 20, 2013, with finalization of the rules to occur in a timely manner; (ii) issue proposed carbon pollution standards, regulations, or guidelines, as appropriate, for modified, reconstructed, and existing power plants no later than June 1, 2014; (iii) finalize those rules by no later than June 1, 2015; and (iv) include in the guidelines addressing existing power plants a requirement that states submit to the EPA the implementation plans required under Section 111(d) of the Clean Air Act and its implementing regulations by no later than June 30, 2016. In September 2013 the EPA issued the proposed New Source Performance Standards rule for new sources. The rule was published in the Federal Register in January 2014. Entergy is actively engaged in the rulemaking process. In June 2014 the EPA issued proposed standards for existing power plants. Comments on this rule are due to the EPA by December 1, 2014. Entergy is reviewing this rule and will be actively engaged in the rulemaking process. Cost and methods of compliance remain unknown at this time.

Clean Water Act

NPDES Permits and Section 401 Water Quality Certifications

Indian Point

See the Form 10-K for discussion of Entergy's application for renewal of Indian Point 2 and Indian Point 3 discharge permit and Entergy's application for a water quality certification. Hearings were held in July 2013 before New York State Department of Environmental Conservation (NYSDEC) ALJs on environmental issues related to Indian Point's wedgewire screen proposal for "best technology available." In 2014, hearings were held on NYSDEC's proposed best technology available, closed cycle cooling. The NYSDEC also has proposed annual fish protection outages of 42, 62, or 92 days at both units or at one unit with closed cycle cooling at the other. Hearings on this alternative technology are expected to occur in early 2015, to be followed by post-hearing briefing. The ALJs have issued no partial decisions on the several issues that have been litigated during the past two years and have not announced a schedule for doing so. After the full hearing on the merits, the ALJs will issue a recommended decision to the NYSDEC Commissioner who will then issue the final agency decision. A party to the proceeding can appeal the decision of the NYSDEC Commissioner to state court.

Effluent Limitation Guidelines

In April 2013 the EPA issued proposed effluent limitation guidelines that, if adopted as final, would apply to discharges from Entergy's generating facilities that hold national pollutant discharge elimination system permits under the Clean Water Act. The limitations proposed primarily affect coal units. The proposal includes several options for public consideration. Entergy submitted comments on the proposed rule and will continue to engage in the public comment process as appropriate. The EPA announced that the final rule will be issued no later than September 30, 2015.

Table of Contents

316(b) Cooling Water Intake Structures

See the Form 10-K for discussion of this rule. In May 2014 the EPA issued the final 316(b) rule, followed by publication in the Federal Register in August 2014, with the final rule effective in October 2014. Entergy is developing a compliance plan for each affected facility in accordance with the requirements of the final rule.

Entergy filed as a co-petitioner with the Utility Water Act Group (UWAG) a petition for review of the final rule. The case will be heard in the U.S. Court of Appeals for the 4th Circuit in Richmond, Virginia. Entergy expects briefing on the case to occur in early 2015, with a decision by late 2015 or early 2016.

Federal Jurisdiction of Waters of the United States

In September 2013 the EPA and the U.S. Army Corps of Engineers announced the intention to propose a rule to clarify federal Clean Water Act jurisdiction over waters of the United States. The announcement was made in conjunction with the EPA's release of a draft scientific report on the "connectivity" of waters that the agency says will inform the rulemaking. The proposed rule was published in the Federal Register on April 21, 2014. The initial 90-day public comment period has been extended until November 14, 2014. Preliminary review indicates that this proposal could significantly increase the number and types of waters included in the EPA's and the U.S. Army Corps of Engineers' jurisdiction, which in turn could pose additional permitting and pollutant management burdens on Entergy's operations. Entergy is actively engaged in the rulemaking process.

Entergy Louisiana Officer Election (Entergy Louisiana)

On May 6, 2014, the Board of Directors of Entergy Louisiana elected Andrew S. Marsh to the position of Executive Vice President and Chief Financial Officer. Upon his election, Mr. Marsh became Entergy Louisiana's principal financial officer. Alyson M. Mount, Entergy Louisiana's Senior Vice President and Chief Accounting Officer, previously served as Entergy Louisiana's acting principal financial officer and will continue to serve as its principal accounting officer.

Mr. Marsh, age 42, continues to serve as Executive Vice President and Chief Financial Officer for Entergy Corporation. Mr. Marsh previously served as Vice President, System Planning for Entergy Services, Inc. (ESI), from June 2010 until February 2013, Vice President, Planning and Financial Communications of ESI from July 2007 through June 2010 and as Vice President, Strategic Planning of ESI from October 2004 through June 2007. Mr. Marsh receives compensation for serving as an executive officer of Entergy Corporation and will not receive any additional compensation as Entergy Louisiana's Executive Vice President and Chief Financial Officer.

Earnings Ratios (Entergy Arkansas, Entergy Gulf States Louisiana, Entergy Louisiana, Entergy Mississippi, Entergy New Orleans, Entergy Texas, and System Energy)

Table of Contents

The Registrant Subsidiaries have calculated ratios of earnings to fixed charges and ratios of earnings to combined fixed charges and preferred dividends/distributions pursuant to Item 503 of Regulation S-K of the SEC as follows:

| | Ratios of Earnings to Fixed Charges | | | | | |
|-------------------------------|-------------------------------------|------|------|------|------|---------------|
| | Twelve Months Ended | | | | | |
| | December 31, | | | | | September 30, |
| | 2009 | 2010 | 2011 | 2012 | 2013 | 2014 |
| Entergy Arkansas | 2.39 | 3.91 | 4.31 | 3.79 | 3.62 | 3.31 |
| Entergy Gulf States Louisiana | 2.99 | 3.58 | 4.36 | 3.48 | 3.63 | 4.07 |
| Entergy Louisiana | 3.52 | 3.41 | 1.86 | 2.08 | 3.13 | 3.37 |
| Entergy Mississippi | 3.31 | 3.35 | 3.55 | 2.79 | 3.19 | 2.78 |
| Entergy New Orleans | 3.61 | 4.43 | 5.37 | 3.02 | 1.93 | 4.11 |
| Entergy Texas | 1.92 | 2.10 | 2.34 | 1.76 | 1.94 | 2.35 |
| System Energy | 3.73 | 3.64 | 3.85 | 5.12 | 5.66 | 4.35 |

| | Ratios of Earnings to Combined Fixed Charges and Preferred Dividends/Distributions | | | | | |
|-------------------------------|--|------|------|------|------|---------------|
| | Twelve Months Ended | | | | | |
| | December 31, | | | | | September 30, |
| | 2009 | 2010 | 2011 | 2012 | 2013 | 2014 |
| Entergy Arkansas | 2.09 | 3.60 | 3.83 | 3.36 | 3.25 | 2.96 |
| Entergy Gulf States Louisiana | 2.95 | 3.54 | 4.30 | 3.43 | 3.57 | 4.01 |
| Entergy Louisiana | 3.27 | 3.19 | 1.70 | 1.93 | 2.92 | 3.15 |
| Entergy Mississippi | 3.06 | 3.16 | 3.27 | 2.59 | 2.97 | 2.58 |
| Entergy New Orleans | 3.33 | 4.08 | 4.74 | 2.67 | 1.74 | 3.69 |

The Registrant Subsidiaries accrue interest expense related to unrecognized tax benefits in income tax expense and do not include it in fixed charges.

Item 6. Exhibits *

- 10(a) - Fifth Amendment of the Pension Equalization Plan of Entergy Corporation and Subsidiaries, effective July 1, 2014.
- 10(b) - Third Amendment of the Supplemental Retirement Plan of Entergy Corporation and Subsidiaries, effective July 25, 2013.
- 10(c) - Fourth Amendment of the Supplemental Retirement Plan of Entergy Corporation and Subsidiaries, effective July 1, 2014.
- 10(d) - Fifth Amendment of the System Executive Retirement Plan of Entergy Corporation and Subsidiaries, effective July 1, 2014.
- 12(a) - Entergy Arkansas's Computation of Ratios of Earnings to Fixed Charges and of Earnings to Combined Fixed Charges and Preferred Dividends, as defined.
- 12(b) - Entergy Gulf States Louisiana's Computation of Ratios of Earnings to Fixed Charges and of Earnings to Combined Fixed Charges and Preferred Distributions, as defined.
- 12(c) - Entergy Louisiana's Computation of Ratios of Earnings to Fixed Charges and of Earnings to Combined Fixed Charges and Preferred Distributions, as defined.

- 12(d) - Entergy Mississippi's Computation of Ratios of Earnings to Fixed Charges and of Earnings to Combined Fixed Charges and Preferred Dividends, as defined.
- 12(e) - Entergy New Orleans's Computation of Ratios of Earnings to Fixed Charges and of Earnings to Combined Fixed Charges and Preferred Dividends, as defined.

Table of Contents

| | |
|---------|---|
| 12(f) - | Entergy Texas's Computation of Ratios of Earnings to Fixed Charges, as defined. |
| 12(g) - | System Energy's Computation of Ratios of Earnings to Fixed Charges, as defined. |
| 31(a) - | Rule 13a-14(a)/15d-14(a) Certification for Entergy Corporation. |
| 31(b) - | Rule 13a-14(a)/15d-14(a) Certification for Entergy Corporation. |
| 31(c) - | Rule 13a-14(a)/15d-14(a) Certification for Entergy Arkansas. |
| 31(d) - | Rule 13a-14(a)/15d-14(a) Certification for Entergy Arkansas. |
| 31(e) - | Rule 13a-14(a)/15d-14(a) Certification for Entergy Gulf States Louisiana. |
| 31(f) - | Rule 13a-14(a)/15d-14(a) Certification for Entergy Gulf States Louisiana. |
| 31(g) - | Rule 13a-14(a)/15d-14(a) Certification for Entergy Louisiana. |
| 31(h) - | Rule 13a-14(a)/15d-14(a) Certification for Entergy Louisiana. |
| 31(i) - | Rule 13a-14(a)/15d-14(a) Certification for Entergy Mississippi. |
| 31(j) - | Rule 13a-14(a)/15d-14(a) Certification for Entergy Mississippi. |
| 31(k) - | Rule 13a-14(a)/15d-14(a) Certification for Entergy New Orleans. |
| 31(l) - | Rule 13a-14(a)/15d-14(a) Certification for Entergy New Orleans. |
| 31(m) - | Rule 13a-14(a)/15d-14(a) Certification for Entergy Texas. |
| 31(n) - | Rule 13a-14(a)/15d-14(a) Certification for Entergy Texas. |
| 31(o) - | Rule 13a-14(a)/15d-14(a) Certification for System Energy. |
| 31(p) - | Rule 13a-14(a)/15d-14(a) Certification for System Energy. |
| 32(a) - | Section 1350 Certification for Entergy Corporation. |
| 32(b) - | Section 1350 Certification for Entergy Corporation. |
| 32(c) - | Section 1350 Certification for Entergy Arkansas. |
| 32(d) - | Section 1350 Certification for Entergy Arkansas. |
| 32(e) - | Section 1350 Certification for Entergy Gulf States Louisiana. |
| 32(f) - | Section 1350 Certification for Entergy Gulf States Louisiana. |
| 32(g) - | Section 1350 Certification for Entergy Louisiana. |

- 32(h) - Section 1350 Certification for Entergy Louisiana.
- 32(i) - Section 1350 Certification for Entergy Mississippi.
- 32(j) - Section 1350 Certification for Entergy Mississippi.
- 32(k) - Section 1350 Certification for Entergy New Orleans.
- 32(l) - Section 1350 Certification for Entergy New Orleans.
- 32(m) - Section 1350 Certification for Entergy Texas.
- 32(n) - Section 1350 Certification for Entergy Texas.
- 32(o) - Section 1350 Certification for System Energy.
- 32(p) - Section 1350 Certification for System Energy.
- 101 INS - XBRL Instance Document.

Table of Contents

101 SCH - XBRL Taxonomy Extension Schema Document.
101 PRE - XBRL Taxonomy Presentation Linkbase Document.
101 LAB - XBRL Taxonomy Label Linkbase Document.
101 CAL - XBRL Taxonomy Calculation Linkbase Document.
101 DEF - XBRL Definition Linkbase Document.

Pursuant to Item 601(b)(4)(iii) of Regulation S-K, Entergy Corporation agrees to furnish to the Commission upon request any instrument with respect to long-term debt that is not registered or listed herein as an Exhibit because the total amount of securities authorized under such agreement does not exceed ten percent of the total assets of Entergy Corporation and its subsidiaries on a consolidated basis.

* Incorporated herein by reference as indicated.

Table of Contents

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
ENTERGY ARKANSAS, INC.
ENTERGY GULF STATES LOUISIANA, L.L.C.
ENTERGY LOUISIANA, LLC
ENTERGY MISSISSIPPI, INC.
ENTERGY NEW ORLEANS, INC.
ENTERGY TEXAS, INC.
SYSTEM ENERGY RESOURCES, INC.

/s/ Alyson M. Mount
Alyson M. Mount
Senior Vice President and Chief Accounting Officer
(For each Registrant and for each as
Principal Accounting Officer)

Date: November 6, 2014