

ENTERGY CORP /DE/  
Form 425  
March 06, 2013

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ITC, ELL & EGSL  
ITC, ELL & EGSL  
Technical Conference  
Technical Conference

Edgar Filing: ENTERGY CORP /DE/ - Form 425

March 6, 2013

Filed by Entergy Corporation Pursuant to Rule 425

Under the Securities Act of 1933

Subject Company: Entergy Corporation

Commission File No. 001-11299

Transmission Business

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Entergy Forward-Looking Information

Entergy Forward-Looking Information

In this communication, and from time to time, Entergy makes certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Except to the extent required by the federal securities laws, Entergy undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new

information, future events, or otherwise. Forward-looking statements involve a number of risks and uncertainties. There are factors that could cause actual results to differ materially from those expressed or implied in the forward-looking statements, including (i) those factors discussed in Entergy's most recent Annual Report on Form 10-K, any subsequent Quarterly Reports on Form 10-Q, and other filings made by Entergy with the Securities and Exchange Commission (the SEC); (ii) the following transactional factors (in addition to others described elsewhere in this communication, in the proxy statement/prospectus included in the registration statement on Form S-4 that was filed by ITC Holdings Corp. (ITC) with the SEC in connection with the proposed transactions) involving risks inherent in the contemplated transaction, including: (1) failure to obtain ITC shareholder approval, (2) failure of Entergy and its shareholders to recognize the expected benefits of the transaction, (3) failure to obtain regulatory approvals necessary to consummate the transaction or to obtain regulatory approvals on favorable terms, (4) the ability of Entergy, Mid South TransCo LLC (TransCo) and ITC to obtain the required financings, (5) delays in consummating the transaction or the failure to consummate the transaction, (6) exceeding the expected costs of the transaction, and (7) the failure to receive an IRS ruling approving the tax-free status of the transaction; (iii) legislative and regulatory actions; and (iv) conditions of the capital markets during the periods covered by the forward-looking statements. The transaction is subject to certain conditions precedent, including regulatory approvals, approval of ITC's shareholders and the availability of financing. Entergy cannot provide any assurance that the transaction or any of the proposed transactions related thereto will be completed, nor can it give assurances as to the terms on which such transactions will be consummated.

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ITC Forward-Looking Information

ITC Forward-Looking Information

This document and the exhibits hereto contain certain statements that describe ITC management's beliefs concerning future business conditions and prospects, growth opportunities and the outlook for ITC's business, including ITC's business and the transmission industry based upon information currently available. Such statements are forward-looking statements within the

meaning of the Private Securities Litigation Reform Act of 1995. Wherever possible, ITC has identified these forward-looking statements by words such as anticipates, believes, intends, estimates, expects, projects and similar phrases. The forward-looking statements are based upon assumptions ITC management believes are reasonable. Such forward-looking statements are subject to risks and uncertainties which could cause ITC's actual results, performance and achievements to differ materially from those expressed in, or implied by, these statements, including, among other things, (a) the risks and uncertainties disclosed in ITC's most recent Annual Report on Form 10-K and any subsequent Quarterly Reports on Form 10-Q filed with the SEC from time to time and (b) the following transactional factors (in addition to others described elsewhere in this document, in the statement/prospectus included in the registration statement on Form S-4 that was filed by ITC with the SEC in connection with the proposed transactions): (i) risks inherent in the contemplated transaction, including: (A) failure to obtain approval by the Company's shareholders; (B) failure to obtain regulatory approvals necessary to consummate the transaction or to obtain regulatory approvals on favorable terms; (C) the ability to obtain the required financings; (D) delays in consummating the transaction or the failure to consummate the transactions; and (E) exceeding the expected costs of the transactions; (ii) legislative and regulatory actions, and (iii) conditions of the capital markets during the periods covered by the forward-looking statements.

Because ITC's forward-looking statements are based on estimates and assumptions that are subject to significant business, economic and competitive uncertainties, many of which are beyond ITC's control or are subject to change, actual results could be materially different and any or all of ITC's forward-looking statements may turn out to be wrong. They speak only as of the date of the filing and can be affected by assumptions ITC might make or by known or unknown risks and uncertainties. Many factors mentioned in this document and the exhibits hereto and in ITC's annual and quarterly reports will be important in determining future results.

Consequently, ITC cannot assure you that ITC's expectations or forecasts expressed in such forward-looking statements will be achieved. Actual future results may vary materially. Except as required by law, ITC undertakes no obligation to publicly update or revise ITC's forward-looking or other statements, whether as a result of new information, future events, or otherwise.

The transaction is subject to certain conditions precedent, including regulatory approvals, approval of ITC's shareholders and the availability of financing. ITC cannot provide any assurance that the proposed transactions related thereto will be completed, nor can it give assurances as to the terms on which such transactions will be consummated.

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Additional Information and Where to Find It

Additional Information and Where to Find It

ITC filed a registration statement on Form S-4 (Registration No. 333-184073) with the SEC registering the offer and sale of shares of ITC common stock to be issued to Entergy shareholders in connection with the proposed transactions. This registration statement includes a proxy statement of ITC that also constitutes a prospectus of ITC.

This  
registration  
statement  
was  
declared  
effective  
by  
the  
SEC  
on  
February  
25,  
2013.

ITC  
mailed  
the  
proxy  
statement/prospectus to its shareholders on or about February 28, 2013. ITC shareholders are urged to read the proxy statement/prospectus included in the ITC registration statement and any other relevant documents because they contain important information about TransCo and the proposed transactions. In addition, TransCo will file a registration statement with the SEC registering the offer and sale of TransCo common units to be issued to Entergy shareholders in connection with the proposed transactions. Entergy shareholders are urged to read the proxy statement/prospectus included in the ITC registration statement and the prospectus to be included in the TransCo registration statement (when available) and any other relevant documents, because they contain important information about ITC, TransCo and the proposed transactions.

The proxy statement/prospectus, prospectus and other documents relating to the proposed transactions (when they are available) can be obtained free of charge from the SEC's website at [www.sec.gov](http://www.sec.gov). The documents, when available,

can  
also  
be  
obtained  
free  
of  
charge  
from  
Entergy  
upon  
written  
request  
to

Entergy  
Corporation,  
Investor

Relations, P.O. Box 61000 New Orleans, LA 70161 or by calling Entergy's Investor Relations information line at 1-888-

ENTERGY (368-3749), or from ITC upon written request to ITC Holdings Corp., Investor Relations, 27175 Energy Way, Novi, MI 48377 or by calling 248-946-3000.

This communication is not a solicitation of a proxy from any security holder of ITC. However, Entergy, ITC and certain of



their  
respective  
directors  
and  
executive  
officers  
and  
certain  
other  
members  
of  
management  
and  
employees  
may  
be

deemed to be participants in the solicitation of proxies from shareholders of ITC in connection with the proposed transaction under the rules of the SEC. Information about the directors and executive officers of Entergy, may be found in its 2012 Annual Report on Form 10-K filed with the SEC on February 27, 2013, and its definitive proxy statement relating to its 2012 Annual Meeting of Shareholders filed with the SEC on March 23, 2012. Information about the directors and executive officers of ITC may be found in its 2012 Annual Report on Form 10-K filed with the SEC on March 1, 2013, and its definitive proxy statement relating to its 2012 Annual Meeting of Shareholders filed with the SEC on April 12, 2012.

4  
4  
Agenda  
Agenda  
Morning  
Session  
(10:00

am

12:30

pm)

Welcome

&

Logistics

10:00

10:15

Montelaro, Blair, Freese

Vision

for

Industry

Future

10:15

11:15

Welch, May

Why is this transformation necessary?

Why this structure?

Why with ITC?

Why now?

Rationale

for

Transaction

-

11:15

12:30

Independence

Welch

Operational

Excellence

Jipping,

Riley

Storm Response

Regional

Planning

Vitez

IPL  
Transaction  
Experience  
&  
Results  
Jipping

Local Presence  
&  
Engagement  
w/Retail  
Regulators  
Jipping

Financial  
Flexibility  
and  
Growth  
Lewis

Financial  
Strength  
of  
ITC  
Bready  
Afternoon  
Session  
(1:00  
pm

4:00  
pm)  
Rate  
Effects  
1:00

2:30  
Bready, Dingle, Lewis

ELL/EGSL Retail Customer Rate Effects

Rate Construct

Forward Test Year

Bill Effects

Any Potential Impacts on ELL/EGSL  
Generation/Distribution Business

Wholesale Rate Effects Post-MISO

Break

2:30

2:45

Transaction Structure & ELL/EGSL Specific  
Implications

2:45

3:45

Bready, Lewis

Wrap

Up

3:45

4:00

Fontan, Freese

03/06/13

ITC, ELL & EGSL Technical Conference

ELL/EGSL

Credit

Ratings

Impacts

Securitization

Transaction

Impact

on

ADIT

Liability

Transaction

Structure

5  
5

Significant capital requirements to continue modernizing the grid best handled by an independent company who can better manage the transmission portion of capital spend

Affords the EOCs financial flexibility to manage the necessary investment in G&D

Independent ownership and operation of Entergy Transmission System (ETS)  
extracts the greatest benefits in an RTO with a Day 2 market

Consistent with efforts towards independent transmission operation and ownership

Nation's first, largest, & only publicly-traded independent transmission company

A proven track record of best-in-class performance, improving reliability for ETS

Extensive  
experience  
with  
MISO  
and  
committed  
to  
facilitating  
the  
MISO  
Day  
2  
Market

Inter-RTO experience applicable to ETS's seams with SPP and other regions

Financially sound with strong investment grade credit ratings & access to capital

Opportunities for greater economies and efficiencies

Final step in over a decade of work to pursue best management structure for ETS

Eliminates perception of bias in transmission system planning and operations

Comparable  
sizes  
of  
ITC's  
and  
the  
EOCs  
(Entergy  
Operating  
Companies)  
transmission businesses allows for a tax efficient transaction not necessarily  
available in future  
The right  
transaction...  
...with the

right  
partner...  
at the right  
time

This transaction creates the right model  
for the benefit of our customers...now and into the future  
ITC Transaction is the Right Transaction  
ITC Transaction is the Right Transaction  
with the Right Partner at the Right Time  
with the Right Partner at the Right Time



6  
6  
6  
U.S. Transmission Grid  
U.S. Transmission Grid  
Historically Fragmented and Inefficient  
Historically Fragmented and Inefficient

Historically, transmission infrastructure development in the U.S. primarily focused on connecting load and resources within balancing authority areas, with little interregional or national perspective  
In contrast,  
U.S. Electric Power Transmission Grid

More than 211,000 high voltage transmission line miles

Operated by ~130 balancing authority areas  
(ownership is even more fragmented)

Source: FEMA, NERC

7  
7

8  
8

Introduction

Industry Evolution

ITC s Business Model

ITC s Proven Track Record

Benefits Beyond MISO

Commitment to Louisiana & Communities we serve

Transaction Value for Louisiana

Strategic Overview

Strategic Overview

ITC

ITC

9  
9  
Agenda  
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Morning  
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(10:00

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12:30

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ELL/EGSL

Credit

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Impacts

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Transaction

Impact

on

ADIT

Liability

Transaction

Structure

10

10

Transaction Rationale:

Transaction Rationale:

In the Public Interest

In the Public Interest

Independent model

Proven independent business model for owning and operating transmission systems

Independence from all buyers and sellers of electric energy allows ITC to plan improvements to the electric transmission grid for the broadest public benefit  
Singular focus

Transaction  
results  
in  
two  
companies  
that  
are  
more  
specialized  
and  
focused

ITC  
on transmission and Entergy on generation and distribution

Operational excellence, cost efficiency, customer focus  
Wholesale markets and a regional planning view

Transaction  
facilitates  
infrastructure  
investment  
and  
fosters  
competition

activities  
that enhance wholesale electricity markets

Structural separation of the transmission business from generation and distribution  
businesses encourages greater participation in the transmission planning process and  
disclosure of information by third parties

Independent model aligns with national policy objectives  
Financial strength and flexibility

Transaction will yield separate companies with strong balance sheets and greater  
capability  
to  
finance  
the  
infrastructure  
investment

requirements  
today  
and  
in  
the  
future

11  
11  
Independent Model  
Independent Model  
Benefits of ITC Independent  
Transmission Model  
Transparency

Operational  
Excellence  
Reliability  
Infrastructure  
Investment  
High Credit  
Quality  
Public Policy  
Alignment  
Facilitate Generator  
Interconnection  
Customer  
Focus  
11

12  
12

Data from the SGS Study benchmarking study can be used to quantify the resulting improved reliability

Operational Excellence:

Operational Excellence:

Quantitative Value of Reliability

Quantitative Value of Reliability

The calculation is based on data for the two largest load serving entities in Michigan from 2010 and 2011, with major storms e and METC data reflect a three year average SAIDI from the SGS Study, given that performance changes year over year.

Compared to the performance of the median utility in the SGS Study,

this

amounts

to

a

value

of

about

\$153

million

per

year

delivered

by

ITC s Michigan utilities

The U.S. Department of Energy s Office

of Electricity Delivery and Energy

Reliability has developed a tool to

estimate interruption costs and the

benefits associated with reliability

improvements

A one minute improvement in System

Average Interruption Duration Index

(SAIDI)

for

*ITCTransmission*

and

METC

results in one year savings of \$7.7M



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Utilize standard equipment when possible to drive greater efficiencies (e.g. breaker replacement completed in two versus six weeks)

Utilize equipment with track record of longer life, resulting in

lower maintenance and replacement costs

Engage in strategic alliances to ensure that needed equipment is available to meet project timelines

Purchasing power leads to better pricing when buying large volume of transmission equipment

Cost Efficiencies

Cost Efficiencies

Standardization and Specialization

Standardization and Specialization

Ability to attract and retain personnel with high levels of interest and expertise in electric transmission avoids turnover and training costs (important when facing near-term shortage of skilled workers)

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14

Customer Focus

Customer Focus

Dedicated Stakeholder Relations group for all stakeholders,  
providing advocacy and issue resolution at ITC

Stakeholders include investor-owned, municipal and cooperative utilities,

independent power producers and retail load of large industrial and commercial  
retail customers connected at transmission level voltages

Proactively meet with stakeholders to identify stakeholder issues  
and resolve any concerns through one-on-one meetings and semi-  
annual

Partners

in

Business

meetings

Energy policy, legislative and regulatory matters

Capital project, transmission planning and preventive maintenance

Operations preparedness for summer peak load and storm events

Transmission rates

Storm restoration

Planned outages to eliminate or  
minimize any potential risk and costs to  
industrial processes

Unplanned outages regarding cause,  
estimated duration, and future prevention

14

Timely customer communication

15  
Storm Response  
Storm Response  
Utilizing Best Practices  
Utilizing Best Practices  
ETR System Incident  
Commander (SIC)

ITC System Incident  
Commander (SIC)  
System Section  
Chiefs  
System Planning  
Section Chief  
System Resource  
Section  
System Logistics  
Section  
Restoration  
Prioritization Branch  
Director  
ITC Section  
Chiefs  
Entergy Liaison  
Coord.  
(New position)  
ITC Technical/Management  
employee assigned to  
ETR System Command  
Center in Jackson, MS  
ITC employee  
ETR employee  
Functional Incident  
Commanders  
(ex. Fossil, EOC,  
Nuclear, Gas)  
Storm response organization will be modified to ensure  
close coordination and interaction between Entergy and ITC  
ELL/EGSL  
Customer  
Customer  
ITC Planning  
Section  
ITC Logistics  
Section  
ITC Resource  
Section  
Transmission Prioritization  
Resource Coordination  
Logistics Coordination  
15

16

16

16

Fosters Regional Planning

Fosters Regional Planning

ITC has track record of planning its transmission systems to:

Address local, state, and regional reliability needs

Increase the economic efficiency of the overall grid

Respond to transmission needs identified in state and regional processes

When deficiencies are identified on the transmission system, such as inadequate capacity to meet load under certain contingency conditions, ITC plans, develops and constructs transmission projects to address such deficiencies

ITC is committed to planning its transmission system in an open and transparent manner; ITC has its own processes that supplement the already open and transparent processes used by MISO

Transaction enhances customer benefits beyond what could be achieved through the Entergy Operating Companies proposed MISO membership

ITC has proven it has the expertise, resources, and capital not only to plan but also to construct needed investment

ITC's regional approach to transmission planning will enhance deliverability of generation throughout the region to provide a more economic source of energy for customers



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17

17

IPL Transaction Experience & Results

IPL Transaction Experience & Results

ITC has invested approximately \$1.1 billion to improve the ITC

Midwest transmission system since acquisition of IPL assets

Projects needed to upgrade and improve existing lines and substations, construct new lines to serve load growth and improve reliability, resolve system constraints and provide interconnection for new load and generation

Major activities:

Built 26 new substations

Completed 32 major substation upgrades/expansions

Built nearly 26 miles of new line

Rebuilt nearly 400 miles of existing lines

Added four and replaced three major transformers

Key Project: Salem-Hazleton

81-mile,  
345  
kV  
line  
connecting  
Dubuque  
and  
Buchanan  
Counties in eastern Iowa

Regional planning had long identified as needed to resolve system constraints and reduce energy costs.

Expected completion: 2013

ITC Midwest reduced sustained outages from those experienced in 2008 (the last year IPL operated and maintained the system) by 50% in 2009, 24% in 2010, and 58% in 2011

18  
18  
ITC Midsouth  
ITC Midsouth  
Regulatory and External Affairs Organization  
Regulatory and External Affairs Organization  
ITC

Chief Business Officer

ITC

Midsouth

Director,

Regulatory

Affairs

ITC Midsouth

Director,

State Gov t

Affairs

ITC Midsouth

Director,

Local Gov t

& Comm.

Affairs

ITC Midsouth

Director,

Stakeholder

Relations

An ITC executive (VP and BU Head)

will be responsible for the following

ITC Midsouth functions:

Regulatory Affairs

State Government Affairs

Local Government and

Community Affairs

Stakeholder Relations

ITC Midsouth staff will be located

throughout the Entergy footprint to

perform these functions

Regulatory Affairs Managers

will be located in each state

capital

Managers and other support

staff will be geographically

dispersed to cover the other

functions

These employees and functions will

report to ITC's Chief Business

Officer

Louisiana

Arkansas

Mississippi

Texas

ITC Midsouth  
VP and Business Unit Head  
Louisiana  
Arkansas  
Mississippi  
Texas  
Louisiana  
Arkansas  
Mississippi  
Texas  
Louisiana  
Arkansas  
Mississippi  
Texas

19  
19  
ETR Utilities  
ETR Utilities  
Capital Needs  
Capital Needs  
Could Total ~\$12B-16B Over 2012-2018

Could Total ~\$12B-16B Over 2012-2018

Actual and Forecast Entergy Utilities

Investment

(\$B)

0

5

10

15

20

1999-2004

2005-2011

2012-2018

Average

2

= \$1.8B -

\$2.3B

Total = \$12.3B -

\$15.9B

Average

1

= \$1.4B -

\$1.7B

Total = \$9.7B -

\$11.7B

Average

1

= \$1.1B

Total = \$6.5B

???

Effect of EPA rules?

Aging infrastructure?

1. Range

based

on

actuals

plus

storm

capital.

2.

Range

based

on

projections

of

ETR

Utilities

base

capital

plan

plus

potential  
spend

3.

Potential

spend

related to potential economic development projects, potential new generation investment, potential environmental spend, and potential

spend. Potential storm spend for forward looking period is an estimate based on annual average spend over 2005-10 to illustrate potential

requirements

of

event

risks.

Potential

spend

is

not

included

in

base

capital

plan

Note: *ETR Utilities includes EAI, ELL, EGSL, EMI, ETI, ENO, SERI, ESI,*

*EOI, SFI; EOCs include EAI, ELL, EGSL, EMI, ETI, and ENO*

*Actual excluding storms (Transmission and Non-Transmission)*

Potential spend

Past storm spend

Base case

conservative (Transmission and Non-Transmission)

EOCs Transmission

EOC

Transmission

EOC

Transmission

19

3



20

20

20

ELL Total Capital Needs Could Total

ELL Total Capital Needs Could Total

~\$3.1B -

~\$3.1B -

\$4.6B Over 2012-2018

\$4.6B Over 2012-2018

Actual and Forecast Capital Investment

for ELL (\$B)

1999-2004

2005-2011

2012-2018

2.5

5

0

Actual excluding storms (Transmission and Non-Transmission)

Potential spend

Past storm spend

Base case

conservative (Transmission and Non-Transmission)

Average

2

= \$445M -

\$664M

Total = \$3.1B -

\$4.6B

Average

1

= \$406M -

\$505M

Total = \$2.8B -

\$3.5B

Average

1

= \$208M

Total = \$1.2B

???

Effect of EPA rules?

Aging infrastructure?

1. Range based on actuals plus storm capital. 2. Range based on

projections of ELL's base capital plan plus potential spend 3. Potential spend

related to potential economic development projects, potential new generation investment, potential environmental spend, and potential

spend. Potential storm spend for forward looking period is an estimate based on annual average spend over 2005-10 to illustrate potential

capital requirements of event risks. Potential spend is not included in base capital plan.

Transmission

Transmission

Transmission

3

21

21

21

EGSL Total Capital Needs Could Total

EGSL Total Capital Needs Could Total

~\$1.5B -

~\$1.5B -

\$2.0B Over 2012-2018

\$2.0B Over 2012-2018

Actual and Forecast Capital Investment  
for EGSL (\$B)

1999-2004

2005-2011

2012-2018

1

2

0

Average

2

=

\$218M

-

\$280M

Total = \$1.5B -

\$2.0B

Average

1

=

\$192M

-

\$225M

Total = \$1.3B -

\$1.6B

Average

1

=

\$153M

Total = \$0.9B

???

Effect of EPA rules?

Aging infrastructure?

1.

Range

based

on

actuals

plus

storm

capital.

2.

Range

based

on

projections

of

EGSL s

base

capital  
plan  
plus  
potential  
spend

3.

Potential  
spend

related to potential economic development projects, potential new generation investment, potential environmental spend, and potential storm spend.

Potential storm spend for forward looking period is an estimate based on annual average spend over 2005-10 to illustrate potential capital requirements of event risks. Potential spend is not included in base capital plan.

Actual excluding storms (Transmission and Non-Transmission)

Potential  
spend

Past storm spend

Base case

conservative (Transmission and Non-Transmission)

Transmission

Transmission

Transmission

3

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22

Note: Historical data excludes storm capital, as there is no capital associated with future storms in base capital plan projections

Numbers presented are only for EOCs (EAI, EGSL, ELL, EMI, ETI, ENO) and excludes SERI/ESI

EOCs

EOCs

Transmission Capital

Transmission Capital

Could Total ~\$3.6B Over 2012-2018

Could Total ~\$3.6B Over 2012-2018

Average = \$254M

Total = \$1.8B

Average= \$511M

Total = \$3.6B

Actual and Forecast Transmission Investment for EOCs

(\$B)

2005-2011

1999-2004

2012-2018

0

2

1

4

3

Projected base case capital

plan as of August 2012

Actual

Average= \$200M

Total = \$1.2B

Transmission Capital Spending for EOCs Could Increase

Over 100% in the Next Seven Years

23

23

23

ELL Transmission Capital

ELL Transmission Capital

Could Total ~\$650M Over 2012-2018

Could Total ~\$650M Over 2012-2018



Average = \$74M

Total = \$521M

Average= \$93M

Total = \$652M

Actual and Forecast Transmission Investment for ELL

(\$M)

750

1999-2004

2005-2011

2012-2018

0

375

Average= \$35M

Total = \$209M

Transmission Capital Spending for ELL Could Increase

Approximately 25% in the Next Seven Years

Projected base case capital

plan as of August 2012

Actual

Note: Historical data excludes storm capital, as there is no capital associated with future storms in base capital plan projections

24

24

24

EGSL Transmission Capital

EGSL Transmission Capital

Could Total ~\$545M Over 2012-2018

Could Total ~\$545M Over 2012-2018

Average = \$56M

Total = \$392M

Average= \$78M

Total = \$545M

Actual and Forecast Transmission Investment for EGSL

(\$M)

600

1999-2004

2005-2011

2012-2018

0

300

Average= \$75M

Total = \$450M

Transmission Capital Spending for EGSL Could Increase

Approximately 39% in the Next Seven Years

Projected base case capital

plan as of August 2012

Actual

Note: Historical data excludes storm capital, as there is no capital associated with future storms in base capital plan projections

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25

25

ELL Transmission CapX as Multiple of Depreciation

ELL Transmission CapX as Multiple of Depreciation

Nearly Twice as High as Non-Transmission

Nearly Twice as High as Non-Transmission

ELL Average CapX as Multiple of  
Depreciation (2012-18 Average)

For ELL,

Transmission

Constitutes ~31% of

Capital in Excess of

Depreciation, despite

being 12% of rate

base

2.4

4

3

2

1

0

1.6

Transmission

Non-

Transmission

Note: Based on figures filed in testimony at LPSC

26

26

26

EGSL Transmission CapX as Multiple of Depreciation

EGSL Transmission CapX as Multiple of Depreciation

More Than Three Times as High as Non-Transmission

More Than Three Times as High as Non-Transmission

EGSL Average CapX as Multiple of  
Depreciation (2012-18 Average)

For EGSL,

Transmission

Constitutes ~89% of

Capital in Excess of

Depreciation, despite

being 14% of rate

base

3.5

4

3

2

1

0

1.1

Transmission

Non-

Transmission

Note: Based on figures filed in testimony at LPSC

27

27

27

Benefits from Financial Flexibility for Entergy

Benefits from Financial Flexibility for Entergy

Transmission-Related Cash

Capital Requirements Go Away



Utility Operating Cash Flow Minus  
Cash Construction Expenditures  
2014E  
2018E (\$M)  
Utility Debt Obligations  
2018E (\$M)  
Stronger Utility Balance Sheet Improves Ability  
to Invest in Generation and Distribution

Status Quo  
With ITC  
Transaction  
Status Quo  
With ITC  
Transaction

6,000  
2,000  
0  
4,000  
2,000  
0  
6,000  
4,000  
8,000  
10,000  
4,716  
5,580

Note: As detailed in direct testimony, Transaction has two separate effects on remaining entity's cash flow:

OCF: EOCs no longer earn on transmission rate base spun-off (negative effect on cash flow)

Cash Construction Expenditures: transmission related cash capital requirements go away (positive effect on cash flow for EOC)

Net  
effect  
on  
EOCs  
is  
positive  
as  
transmission  
Cash  
Construction  
Expenditures  
over  
2014-2018  
is  
higher  
than  
transmission  
OCF  
18%  
\$2,755M

28

28

28

Benefits from Financial Flexibility for ELL

Benefits from Financial Flexibility for ELL

Transmission-Related Cash

Capital Requirements Go Away

ELL Operating Cash Flow Minus  
Cash Construction Expenditures

2014E

2018E (\$M)

ELL Debt Obligations

2018E (\$M)

Stronger Balance Sheet Improves Ability  
to Invest in Generation and Distribution

Status Quo

With ITC

Transaction

Status Quo

With ITC

Transaction

2,000

1,000

0

500

1,500

2,500

3,000

2,000

1,000

0

2,093

2,164

Note: As detailed in direct testimony, Transaction has two separate effects on remaining entity's cash flow:

OCF: EOCs no longer earn on transmission rate base spun-off (negative effect on cash flow)

Cash Construction Expenditures: transmission related cash capital requirements go away (positive effect on cash flow for EOC)

Net

effect

on

EOCs

is

positive

as

transmission

Cash

Construction

Expenditures

over

2014-2018

is

higher

than

transmission

OCF

3%

\$576M

29

29

29

Benefits from Financial Flexibility for EGSL

Benefits from Financial Flexibility for EGSL

Transmission-Related Cash

Capital Requirements Go Away

EGSL Operating Cash Flow Minus

Cash Construction Expenditures

2014E

2018E (\$M)

EGSL Debt Obligations

2018E (\$M)

Stronger Balance Sheet Improves Ability

to Invest in Generation and Distribution

Status Quo

With ITC

Transaction

Status Quo

With ITC

Transaction

1,500

1,000

500

0

2,000

1,000

0

500

1,500

1,011

1,113

Note: As detailed in direct testimony, Transaction has two separate effects on remaining entity's cash flow:

OCF: EOCs no longer earn on transmission rate base spun-off (negative effect on cash flow)

Cash Construction Expenditures: transmission related cash capital requirements go away (positive effect on cash flow for EOCs)

Net

effect

on

EOCs

is

positive

as

transmission

Cash

Construction

Expenditures

over

2014-2018

is

higher

than

transmission

OCF

10%

\$359M

30

30

Financial Strength and Flexibility

Financial Strength and Flexibility

Transaction offers the financial strength of ITC and improves that of ELL and EGSL to support the escalating capital investment requirements facing the

electric industry

ITC has a singular focus with no internal competition or competing priorities for capital or other resources; provides a stronger, separate balance sheet to support the transmission capital requirements

ITC better positioned to efficiently capitalize the significant and sustained level of transmission investment required in the Entergy region, including Louisiana

Post-close, ELL and EGSL would be better positioned to attract capital separately to finance needed investments in generation and distribution at lower costs and to manage future uncertainty regarding event risk (e.g., new regulatory requirements or major storms)

ITC's MISO operating companies are deemed to be of higher credit quality than ELL and EGSL, as well as most vertically-integrated utilities

Enables consistent and predictable access to cost-effective capital, even during challenging economic times; supports enhanced liquidity

Given significant and sustained level of transmission capital investment requirements, as well as unforeseen needs, credit quality and access to capital are paramount

31  
31  
31  
Credit Quality Enhancement Overview  
Credit Quality Enhancement Overview  
Debt Cost Savings  
Debt Cost Savings



Expect new ITC operating companies to have ratings equivalent to that of ITC's existing MISO operating companies

Merger between Entergy's Transmission Business and ITC is expected to lead to material interest expense savings, which will benefit Entergy's customers

Reflected in both the initial capitalization of the new ITC operating companies, including ITC Louisiana, as well as future debt financings to fund transmission investment requirements

Aggregate debt financing cost savings estimated in the range of \$24 million to \$27 million in 2014 (first full year of ownership) for the new ITC operating companies

Over a five-year period (2014-2018), estimate debt financing cost savings for the new ITC operating companies in a range of approximately \$125 million to \$156 million (in nominal dollars)

FERC rate construct utilized by ITC's operating companies viewed favorably by the rating agencies and investors, which supports lower debt financing costs

ITC is seeking FERC rate construct for its new operating companies as part of this transaction

Results in lower borrowing costs of approximately 45 bps to 205 bps relative to the status quo EOCs, depending on market conditions

32  
32  
Agenda  
Agenda  
Morning  
Session  
(10:00

am

12:30

pm)

Welcome

&

Logistics

10:00

10:15

Montelaro, Blair, Freese

Vision

for

Industry

Future

10:15

11:15

Welch, May

Why is this transformation necessary?

Why this structure?

Why with ITC?

Why now?

Rationale

for

Transaction

-

11:15

12:30

Independence

Welch

Operational

Excellence

Jipping,

Riley

Storm Response

Regional

Planning

Vitez

IPL  
Transaction  
Experience  
&  
Results  
Jipping

Local Presence  
&  
Engagement  
w/Retail  
Regulators  
Jipping

Financial  
Flexibility  
and  
Growth  
Lewis

Financial  
Strength  
of  
ITC  
Bready  
Afternoon  
Session  
(1:00  
pm

4:00  
pm)  
Rate  
Effects  
1:00

2:30  
Bready, Dingle, Lewis

ELL/EGSL Retail Customer Rate Effects

Rate Construct

Forward Test Year

Bill Effects

Any Potential Impacts on ELL/EGSL  
Generation/Distribution Business

Wholesale Rate Effects Post-MISO

Break

2:30

2:45

Transaction Structure & ELL/EGSL Specific  
Implications

2:45

3:45

Bready, Lewis  
Wrap  
Up

3:45

4:00

Fontan, Freese

03/06/13

ITC, ELL & EGSL Technical Conference

Transaction  
Structure

Transaction  
Impact  
on  
ADIT  
Liability

Securitization

ELL/EGSL  
Credit  
Ratings  
Impacts

33

33

33

Significant variability in average residential bills

Significant variability in average residential bills

yearly variation between \$2 and \$26 over 2001-2011

yearly variation between \$2 and \$26 over 2001-2011

Henry Hub  
Gas Index  
(\$/mmBtu)

2.7  
3.1  
5.4  
5.9  
8.3  
6.5  
6.9  
9.0  
3.8  
4.4  
4.0  
2006  
80.97  
72.57  
2002  
100  
2001  
50  
10  
2004  
2005  
5  
2011  
150  
ELL  
Avg.  
Monthly  
Residential  
Bill

1,000  
kWh  
(\$)  
78.99  
0  
0  
2008  
84.12  
95.93  
99.55  
96.83  
93.70  
2003

Henry Hub Gas Index  
(\$/mmBtu)

2009  
92.70

15

2010

2007

83.35

109.77

Henry Hub Gas Index

ELL Avg. Monthly Residential Bill-

1,000 kWh(\$)

Illustrative

Note: Residential bills are the average of the Typical Monthly Bills in that year for a residential customer using 1,000 kWh, ex

Source: Entergy Regulatory Services, Typical Bill Report

(-24%)

-26.43

+2.23

(+2%)

-13%

13% reduction in customer

bills since 2008



34

34

34

Significant variability in average residential bills

Significant variability in average residential bills

yearly variation between \$1 and \$27 over 2001-2011

yearly variation between \$1 and \$27 over 2001-2011

Henry Hub Gas Index  
(\$/mmBtu)

EGSL

Avg.

Monthly

Residential

Bill

1,000

kWh

(\$)

Henry Hub Gas Index

EGSL Avg. Monthly Residential Bill-

1,000 kWh (\$)

Illustrative

14% reduction in customer

bills since 2008

Note: Residential bills are the average of the Typical Monthly Bills in that year for a residential customer using 1,000 kWh, ex

Source: Entergy Regulatory Services, Typical Bill Report

50

10

2009

108.24

101.47

2011

0

108.99

101.34

87.16

80.95

2008

2010

75.12

2007

82.35

89.25

2006

2005

150

2004

5

2003

2002

100

2001

0

15

Henry Hub

Gas Index

(\$/mmBtu)

2.7  
3.1  
5.4  
5.9  
8.3  
6.5  
6.9  
9.0  
3.8  
4.4  
4.0  
-14%  
-26.64  
(-24%)  
-0.37  
(0%)  
93.55  
93.91

35

35

35

Transmission Constitutes a Small Portion  
Transmission Constitutes a Small Portion  
of a Typical Louisiana Customer's Total Bill  
of a Typical Louisiana Customer's Total Bill

3.7%

Transmission

Non-Transmission

96.3%

Typical

ELL

Customer

Bill

Typical EGSL Customer Bill

6.4%

Transmission

Non-Transmission

93.6%

Note: Average of January 2011

December 2011 typical bills for a residential customer using 1,000 kWh per month; non-transmission portion

of

monthly

bill

includes

fuel

and

portions

of

the

fixed

customer

charge

and

energy

charge

allocated

to

generation

and

distribution

functions,

as

well as the inclusion of various riders.

36

36

Transition from current retail rate construct to FERC-regulated rate construct  
expected for ITC

Analysis assumes MISO base ROE for new ITC operating companies

(12.38%) and capital structure currently utilized by ITC operating companies  
(60% equity/40% debt)

Benefits  
of  
credit  
quality  
improvement  
resulting  
from  
transition  
to  
FERC-  
regulated rate construct partially offset impacts  
Rate Impacts Split into Rate Construct, Rate Timing,  
Rate Impacts Split into Rate Construct, Rate Timing,  
and Other Effects for Retail Customers  
and Other Effects for Retail Customers  
Rate  
Construct  
Effects  
Rate Timing  
Effects

Forward Test Year: Eliminates regulatory lag in recovery of capital  
investments

One-time impact of conversion to forward test year

Reflects amounts that would have been collected in future years

Schedule MSS-2 construct eliminated post-Transaction

Current  
estimation  
reflects  
effect  
of  
paying  
load  
ratio  
share  
of  
Transmission  
cost factoring in zonal investment (single LA zone) and retail share of  
Transmission investments  
Other  
Effects  
36

37

37

Over the long term,  
customer bill effects  
expected to be mitigated  
by...



Enhanced Financial  
Flexibility

Operational Excellence

Independent and  
transparent ITC model

Regional Planning

0

~-0.52

0.5%

20

ELL

Residential

Bill

1,000

kWh

(\$)

120

100

80

60

40

Illustrative Bill

if ITC owns

T assets

~96.45

2014

~(0.19)

2014

~0.71

Illustrative Bill

if ETR owns

T assets

status quo

95.93

ELL Typical Residential Customer Bill

ELL Typical Residential Customer Bill

Expected

Expected

to

to

Increase

Increase

0.5%

0.5%

Expected

Expected

Mitigation by Customer Benefits

Mitigation by Customer Benefits

Note:

Contents exclude estimated

one-time 2014 rate timing

effect of \$0.64 due to

conversion to forward test

year

reflects amount that

would have been collected

in future years

Note:

\$95.93

is

the

average

of

the

2011

Typical

Monthly

Bill

for

a

residential

customer

using

1,000

kWh,

excluding

taxes.

Calculation

is

indicative of the rate effects of the spin-merge transaction and is not meant to project an actual future customer bill. Illustration

include rate timing effects such as adoption of forward test year.

Illustrative

37

WACC

Effects

Net

Other

Effects

post-transaction

38  
38  
38  
93.55  
EGSL  
Residential  
Bill

1,000

kWh

(\$)

120

100

80

60

40

20

0

~1.20

1.3%

Illustrative Bill

if ITC owns

T assets

~94.75

2014

~0.38

2014

~0.82

Illustrative Bill

if ETR owns

T assets

status quo

EGSL Typical Residential Customer Bill

EGSL Typical Residential Customer Bill

Expected

Expected

to

to

Increase

Increase

1.3%

1.3%

Expected

Expected

Mitigation by Customer Benefits

Mitigation by Customer Benefits

Over the long term,

customer bill effects

expected to be mitigated

by...

Enhanced Financial

Flexibility

Operational Excellence

Independent and  
transparent ITC model

Regional Planning

Note:

Contents exclude estimated  
one-time 2014 rate timing  
effect of \$0.63 due to  
conversion to forward test  
year

reflects amount that  
would have been collected  
in future years

Note:

\$93.55

is

the

average

of

the

2011

Typical

Monthly

Bill

for

a

residential

customer

using

1,000

kWh,

excluding

taxes.

Calculation

is

indicative of the rate effects of the spin-merge transaction and is not meant to project an actual future customer bill. Illustrations  
include rate timing effects such as adoption of forward test year.

Illustrative

Net Other Effects

WACC Effects

post-transaction

39  
39  
39  
Modest  
Modest  
Bill  
Bill

Effects  
Effects  
of  
of  
0.4  
0.4

1.4%  
1.4%  
on  
on  
Select  
Select  
Commercial  
Commercial  
and  
and  
Industrial  
Industrial  
Classes  
Classes

Expected  
Expected  
Mitigation by Customer Benefits  
Mitigation by Customer Benefits  
Note: Calculation indicative and illustrative of the rate effects of the spin-merge transaction and is not meant to project an actual customer bill.

Contents  
exclude  
estimated  
one-time  
2014  
rate  
timing  
effect  
due  
to  
conversion  
to  
forward  
test  
year

reflects  
amount  
that

would  
 have been collected in future years. Based on August 2011 typical customer bill.

2014 Transaction Bill Effects

Selected

Retail Class

Retail Class

Description

Typical

Bill

WACC

Effects

Net

Other

Effects

Total

Effect

%

Change

ELL

SGS

50 kW, 35% Load Factor

\$1,237.15

7.46

(1.99)

5.48

0.4%

LGS

300 kW, 55% Load Factor

\$8,823.83

80.51

(21.44)

59.07

0.7%

EGSL

SGS

1,500 kWh

\$167.61

1.26

0.58

1.84

1.1%

GS

25 kW, 30% Load Factor, Summer

\$488.23

4.73

2.17

6.90

1.4%

Illustrative



40  
EGSL

\$93.55  
ELL

\$95.93

EGSL

\$93.55

Sensitivity of Residential Rate Effects

Sensitivity of Residential Rate Effects

to Variations in Spend

to Variations in Spend

ELL

\$95.93

+ \$0.11

O&M

Spend

+ \$0.12

+ \$0.04

Capital

Expenditure

Spend

+ \$0.04

Typical Monthly

Residential Bill

Sensitivity to

10% Increase

in Spend

\$0.52

\$1.20

\$0.52

\$1.20

Total

Transaction

Bill Effect

Typical Monthly

Residential Bill

Sensitivity to

10% Increase

in Spend

Total

Transaction

Bill Effect

-

\$0.11

-

\$0.12

-

\$0.04

-

\$0.04

Sensitivity to

10% Decrease

in Spend

Sensitivity to  
10% Decrease  
in Spend

1. Typical

ELL

bill

of

\$95.93,

typical

EGSL

bill

of

\$93.55

reflect

the

average

of

the

2011

Typical

Monthly

Bills

for

residential

customer

using

1,000 kWh, excluding taxes. Note: Calculation is indicative and illustrative of the rate effects of the spin-merge transaction and

project an actual future customer bill.

40

1

1

41

41

ELL and EGSL face long-term generation supply

ELL and EGSL face long-term generation supply

needs driving significant capital requirements

needs driving significant capital requirements

Load growth and replacement of aging

capacity are anticipated to drive  
generation capacity shortages

By 2021, EGSL is expected to be short 1.3GW in generation  
capacity

By 2031, ELL and EGSL are expected to be short 2.7 GW and  
2.3 GW, respectively

Even after Ninemile 6 enters service, additional generation  
investment required in Amite South and WOTAB  
Aging generation needs to be replaced

Average age of the generating fleet in Amite South is 42 years

By 2020, additional resources needed in Amite South about  
every 5 years

Local generation resources needed  
Unit life extension is not the long-term fix

Sustainability spending (\$180/kW to \$250/kW) could extend the  
useful life but such spending can only delay but not eliminate  
the need to replace older generation

Resource needs for ELL  
and EGSL could range  
from \$2.4B to \$6.1B  
over the 20 year

planning period  
this range reflects  
uncertainty regarding  
load growth, cost of new  
capacity, and ability to  
maintain sustainability

strategy  
1.2012\$,  
under  
the  
assumption

that  
all  
of  
the  
resource  
needs  
are  
self-built,  
gas-fired  
CTs  
and  
CCGTs.

1  
1

42

42

ITC transaction enables ELL and EGSL to

ITC transaction enables ELL and EGSL to

better meet generation capital needs

better meet generation capital needs

Transaction strengthens balance sheets for ELL and EGSL by reducing debt and improving cash positions, which would allow ELL and EGSL jointly or separately

to fund more resource acquisitions at a lower cost

Transaction allows the EOCs to shed transmission-business-related cash capital requirements and negative cash flows

With its higher credit quality and singular focus on transmission, ITC can efficiently build new transmission that keeps pace with the ELL and EGSL's expected future generation needs

ITC's independent business model and regional view of planning can facilitate infrastructure investments and foster increased competition in wholesale electricity markets

activities which will increase resource options to address generation needs of ELL and EGSL customers ELL and EGSL will have increased capability to finance Generation investments ITC can build Transmission to complement Generation needs and create access to resource options for ELL & EGSL



43

43

Change in How Wholesale Rates are Determined Due to  
Change in How Wholesale Rates are Determined Due to  
Adoption of MISO's 12 CP Demand Methodology  
Adoption of MISO's 12 CP Demand Methodology

Note:

Amount  
paid  
remains  
the  
same  
because  
the  
customer  
consumes  
the  
same  
amount  
of  
transmission  
service  
in  
both  
methodologies.

The  
methodology affects the units of measuring rates and the units of measuring consumption but the amount paid is same and is re  
consumed

In both methodologies aggregate amount paid by customer consuming a certain  
amount

of  
Transmission  
service  
will  
remain  
the  
same  
43

Current ETR OATT

ETR OATT with 12 CP

2014 Transmission Net Revenue Requirement

2014 Transmission Net Revenue Requirement

Same Revenue Requirement numerator

Same Revenue Requirement numerator

Same Revenue Requirement numerator

Same Revenue Requirement numerator

Single annual peak demand x 12 months

Aggregated 12 coincident peaks (CP) demand  
over year

Single highest peak in a month x 12 months

Sum of peak demands in each month of year

Higher demand denominator

Lower demand denominator

\$ 1.85 / kWm

\$ 2.43 / kWm

44

44

Wholesale Rate Effects Reduced

Wholesale Rate Effects Reduced

for Louisiana Customers Post-Transition to MISO

for Louisiana Customers Post-Transition to MISO

Note:

Calculation  
indicative  
and  
illustrative  
is  
not  
meant  
to  
project  
an  
actual  
future  
customer  
bill.  
Estimates  
are  
preliminary  
and  
draft  
prior  
to  
rate  
filings  
in first quarter of 2013  
Wholesale rate  
effects estimation  
does not factor  
in any production  
costs savings and  
other benefits to  
be achieved  
through transition  
to MISO RTO  
Rates  
have  
been  
estimated  
using  
12  
CP  
methodology  
used  
under  
MISO  
Attachment  
O.  
Current  
ETR  
OATT  
methodology

uses  
a  
single  
annual  
peak  
rather  
than  
12  
CP.  
Change  
in  
methodology  
does  
not  
imply  
a  
change  
in  
Revenue  
Requirements  
hence

customers do not pay different amounts under 12 CP employed by MISO vs. single annual peak employed by ETR. The equivalent number to \$2.43 /kWh under 12 CP would be a \$1.85 /kWh under single annual peak. The per unit estimation may be different but the amount paid by the customer is the same.

Illustrative

\*  
\*  
\*

Includes estimated one-time rate  
effect of ~\$0.21 due to conversion to  
forward  
test  
year

reflects  
amounts  
that would have been collected in  
future years

Estimated 2014 Wholesale Transmission Rate Effects

\*\*\*using 12 CP methodology\*\*\*

(\$/kWh)

2.5  
2.0  
1.5  
1.0  
0.5  
0.0

Estimated 2014 WS rates post  
transition to MISO with 4  
Transmission

Pricing

Zones

2.36

Estimated Net Rate Effect

of adopting default MISO

ROE and implementing 4

Transmission

Pricing

Zones

(0.07)

Estimated 2014 WS rates paid

under ETR OATT under One

Transmission Pricing Zone

2.43

45

45

45

Transaction-Related Filings Pending Before the  
Transaction-Related Filings Pending Before the  
Federal Energy Regulatory Commission  
Federal Energy Regulatory Commission

Joint ITC/Entergy Corp/ESI/EOCs filing:

EC12-145-000

Transaction approval (FPA 203)

ER12-2681-000

Formula rate and related agreements approval (FPA 205)

EL12-107-000

Declaratory Order regarding dividend payments from capital accounts (FPA 305)

ER12-2682-000

MISO

filing:

Module

B-1,

Interim

provisions

for

integration

of

the

transmission assets into MISO if Transaction closes before full

Entergy-MISO integration

ER12-2683-000

ESI

filing

on

behalf

of

EOCs:

Ancillary

services

tariff

(to

cover

potential period before MISO provision)

ER12-2693-000

ESI

filing

on

behalf

of

EOCs:

Amends

the

Entergy



System

Agreement to delete MSS-2 upon closing of the Transaction

ES13-5-000

ITC

filing:

Authorization

for

financing

(FPA

204)

ES13-6-000

ESI

filing

on

behalf

of

the

Wires

Subs:

Authorization

for

financing

(FPA 204)

ES11-40-002

EOCs

filing:

Authorization

for

financing

(FPA

204)

1Q2013, ELL, EGSL, and the other EOCs will file MISO Attachment O formula rate at the FERC to be effective in the event the ITC transaction is not consummated

46  
46  
46  
2014 Rate Effect from ITC Transaction for  
2014 Rate Effect from ITC Transaction for  
Typical Louisiana Wholesale Customer  
Typical Louisiana Wholesale Customer

Expected Mitigation by Customer Benefits

Expected Mitigation by Customer Benefits

Note:

Includes estimated one-time rate effect of ~\$0.21

due to conversion to

forward test year

reflects

amounts that would have

been collected in future

years; excludes offsetting

depreciation study impact

of ~\$0.12

Estimated LAU Wholesale Transmission Rate Effects

(\$/kWm)

(1)

Customer bill effects

expected to be

mitigated by...

Operational Excellence

Reliability, System

Performance, etc.

3

1

Credit Quality Impacts

0

(0.08)

0.14

Estimated ETR

Ownership in MISO \*

2.36

2.41

2

Net Effect of

~\$0.06 or 2.5%

ITC Ownership

4

Expected FERC Construct

Effects

\* Reflects ETR transition into MISO including establishment of four transmission pricing zones

and 12.38% ROE

(1) Does not apply to GFA customers

Illustrative

Rate Construct

Effects from FERC

Regulated Model

Independent and

Transparent ITC Model

Enhanced Financial

Flexibility

Regional Planning

47  
47  
Agenda  
Agenda  
Morning  
Session  
(10:00

am

12:30

pm)

Welcome

&

Logistics

10:00

10:15

Montelaro, Blair, Freese

Vision

for

Industry

Future

10:15

11:15

Welch, May

Why is this transformation necessary?

Why this structure?

Why with ITC?

Why now?

Rationale

for

Transaction

-

11:15

12:30

Independence

Welch

Operational

Excellence

Jipping,

Riley

Storm Response

Regional

Planning

Vitez

IPL  
Transaction  
Experience  
&  
Results  
Jipping

Local Presence  
&  
Engagement  
w/Retail  
Regulators  
Jipping

Financial  
Flexibility  
and  
Growth  
Lewis

Financial  
Strength  
of  
ITC  
Bready  
Afternoon Session (1:00 pm  
4:00 pm)  
Rate  
Effects  
1:00

2:30  
Bready, Dingle, Lewis

ELL/EGSL Retail Customer Rate Effects

Rate Construct

Forward Test Year

Bill Effects

Any Potential Impacts on ELL/EGSL  
Generation/Distribution Business

Wholesale Rate Effects Post-MISO  
Break  
2:30  
2:45

Transaction Structure & ELL/EGSL Specific

Implications

2:45

3:45

Bready, Lewis

Wrap Up

3:45

4:00

Fontan, Freese

03/06/13

ITC, ELL & EGSL Technical Conference

ELL/EGSL

Credit

Ratings

Impacts

Securitization

Transaction

Impact

on

ADIT

Liability

Transaction

Structure



48  
Transaction Overview  
Transaction Overview  
Entergy  
Shareholders  
Transmission  
Business

\$1,775M of new debt will be raised  
~\$1.2B of the new debt will be raised at the transmission operating companies  
~\$575M will be raised directly by Entergy and will be subject to a debt-for-debt exchange with debt issued by MidSouth TransCo  
Mid South TransCo  
TransCo  
TransCo  
OpCos  
(Six)  
Entergy will create and distribute shares of Mid South TransCo to Entergy shareholders  
(Mid South TransCo will own all of Entergy's transmission operating companies upon separation)  
Immediately prior to the merger, ITC will distribute \$700M to existing shareholders, funded by new debt at ITC Holdings  
(Required to align ITC's equity value with that of the Entergy Transmission Business)  
ITC  
Shareholders  
Entergy  
Shareholders

Mid South

TransCo

TransCo

OpCos

(Six)

Entergy

Shareholders

ITC

Shareholders

Merger Sub

Mid South TransCo will immediately merge with ITC Merger Sub and will become a wholly-owned subsidiary of ITC; Entergy shareholders will receive 50.1% ownership in the combined company

1

2

3

4

48

Post Spin-Merge  
Post Spin-Merge  
Transaction Structure  
Transaction Structure  
100%  
Entergy  
Shareholders

Mid South  
TransCo LLC  
OpCos  
ITC  
Shareholders  
ITC  
OpCos  
49.9%

Note: Chart represents ownership structure immediately upon closing of the transaction.  
49

50

50

50

\$1.775B of Debt Proceeds Used to Retire Preferred  
\$1.775B of Debt Proceeds Used to Retire Preferred  
and Pay Down Debt in Proportion to Transmission Assets  
and Pay Down Debt in Proportion to Transmission Assets

The allocations for ELL and EGSL were estimated in order to:

Retire all Preferred at each Operating Company

Target a post-transaction weighted average cost of capital (WACC) that is substantially unchanged from the pre-transaction WACC

EOC

Amount (\$M)

EAI

502

EGSL

263

ELL

413

EMI

290

ENO

22

ETI

284

Total

1,775

The amount of debt proceeds allocated to each EOC is an estimate based on a forecast

The final amounts allocated to each EOC may vary to the extent forecast assumptions differ from the circumstances that exist at the time of closing.

Source: Fourth Set of Data Requests of Marathon Petroleum Company, 4-17a and 4-22b

51  
51  
51

Comparable  
equity  
values



of  
ITC  
and  
the  
Entergy  
Operating  
Companies  
combined  
T-business *at this point*  
in time support execution of a Reverse Morris Trust  
transaction structure where T-business is spun-off to existing ETR shareholders and  
merged with ITC

Through  
the  
Reverse  
Morris  
Trust  
Transaction  
structure,  
ELL  
and  
EGSL  
will  
not  
incur  
a  
tax  
liability

Under a taxable transaction, the tax basis of ELL and EGSL's transmission assets  
would  
be  
reset  
and  
Accumulated  
Deferred  
Income  
Taxes  
( ADIT )  
would  
be  
re-  
measured,  
resulting  
in  
lower  
balances  
of  
ADIT

and  
higher  
transmission  
rate  
base

Because ADIT ultimately lowers T-rates in cost of service ratemaking, re-measuring ADIT would otherwise result in higher T-rates in a taxable transaction, all other things being equal

As  
a  
result  
of  
the  
RMT  
transaction  
structure,  
ELL  
and  
EGSL s  
transmission  
assets  
will  
have  
the  
same  
tax  
basis  
post-transaction  
as  
they  
had  
prior  
to  
the  
Transaction

Accordingly,  
the  
negative  
rate  
effects  
for  
customers  
that  
otherwise  
would  
have  
resulted

from  
a  
change  
in  
tax  
basis  
under  
a  
taxable  
transaction  
are  
avoided

RMT Structure Avoids Re-Measurement of ADIT Preserving  
Tax Basis for ELL and EGSL and Protecting Customers  
from Negative Rate Effects of a Taxable Transaction

52  
52  
Securitized Transmission Assets  
Securitized Transmission Assets  
Current Process:  
Securitized  
transmission

assets  
are  
carried  
at  
zero  
book  
value  
by  
EOCs  
Recovery  
of  
these  
securitized  
transmission  
assets  
is  
through  
direct  
charges  
to  
only  
the  
EOC s  
retail  
customers  
in  
retail  
rates  
Adjustments  
to  
Entergy  
OATT  
(D17.1)  
provides  
for  
recovery  
of  
System-wide  
transmission  
securitization  
costs  
from  
wholesale  
transmission  
customers  
Revenue  
collected  
from  
these  
adjustments

is  
credited  
by  
the  
EOC s  
in  
retail  
rates  
so  
retail  
customers  
only  
pay  
for  
their  
portion  
of  
these  
securitized  
transmission  
assets  
Post Spin/Merge:  
Securitized  
transmission  
assets  
transferred  
to  
ITC  
at  
zero  
book  
value  
Recovery  
of  
these  
securitized  
transmission  
assets  
continues  
through  
direct  
charges  
to  
only  
the  
EOC s  
retail  
customers  
in  
retail

rates  
New  
Schedules  
are  
needed  
in  
MISO's  
tariff  
to  
provide  
for  
recovery  
of  
securitization  
costs  
from  
wholesale  
transmission  
customers  
(not  
including  
the  
EOCs)  
in  
the  
appropriate  
TPZ  
All  
revenue  
collected  
by  
MISO  
for  
these  
new  
schedules  
will  
be  
remitted  
to  
the  
EOCs  
directly  
for  
crediting  
in  
retail  
rates  
so  
retail

customers  
only  
pay  
for  
their  
portion  
of  
these  
securitized  
transmission  
assets



53

53

53

Louisiana Credit Metrics are Expected to be Maintained  
Louisiana Credit Metrics are Expected to be Maintained  
or Improved Through the Transaction  
or Improved Through the Transaction

Direct Testimony of Expert Witness Dr. Michael Tennican

will reduce the Operating Companies' total debt and total capitalization...

...will eliminate substantial capital expenditures for transmission

...will significantly reduce the Operating Companies' debt financing needs...

"...should help support the current bond ratings of the Operating Companies...

...should reduce the interest costs that might have to be borne by Operating Company customers...

"...should not impair and may improve the Companies' current investment grade credit ratings..."

"...should preserve access to debt capital on reasonable terms even in difficult market conditions..."

Any potential credit ratings improvement for ELL or EGSL could result in savings for Louisiana customers through lower cost of debt

1. Testimony of Dr. Michael Tennican before the LPSC, Docket U-32538

54

54

EEI Data: 54% of Utilities Ended at a

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Lower Credit Grade in 2011 Compared to 2001

Lower Credit Grade in 2011 Compared to 2001

Cumulative % of Companies at Lower/Higher Rating

in 2011 Compared to 2001

54

Downgrades

No changes

Total

100

19

27

Upgrades

Source: EEI 2011 Q3 Credit Ratings Charts

55  
55  
55  
Utility Bond Yields by  
Credit Rating vs. Treasury  
Bills (Ten-Year Average  
Spreads)

-16

A2

155

Baa3

400

200

0

-25

-37

-149

129

Baa1

Baa2

171

208

Ba2

357

bps

Transaction Protects ELL and EGSL from

Transaction Protects ELL and EGSL from

Negative Impact to Credit Ratings

Negative Impact to Credit Ratings

Estimates are hypothetical forecasts to illustrate effect on cost of debt and  
benefits to customers

exact values will depend on market conditions

Current ELL

and EGSL

credit ratings

at Baa2

Transaction

protects ELL from

credit downgrade

risk; one-notch

hypothetical

downgrade could

increase cost of

debt by 37 bps

Transaction

protects ELL from

credit downgrade

which could cost

customers

~\$9.9M

in additional

interest costs

from 2014-2018

Transaction

protects EGSL from

credit downgrade

risk; one-notch

hypothetical  
downgrade could  
increase cost of  
debt by 37 bps  
Transaction  
protects EGSL from  
credit downgrade  
which could cost  
customers  
~\$4.1M  
in additional  
interest costs  
from 2014-2018  
Source: Bloomberg Fair Value 10-year credit ratings for utilities.  
Illustrative

56  
56  
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Experience

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Results

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Transaction Structure

Transaction Impact on ADIT Liability

Securitization

ELL/EGSL Credit Ratings Impacts  
& Engagement  
w/Retail  
Regulators  
Jipping