

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM U-1

AMENDMENT NO. 1
to
APPLICATION-DECLARATION
under
THE PUBLIC UTILITY HOLDING COMPANY ACT OF 1935

Entergy Corporation 225 Baronne Street New Orleans, Louisiana 70112	Entergy Power, Inc. Three Financial Centre Little Rock, Arkansas 72211
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(Names of companies filing this statement and
address of principal executive offices)

Entergy Corporation

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

Gerald D. McInvale Senior Vice President and Chief Financial Officer Entergy Corporation 225 Baronne Street New Orleans, Louisiana 70112	Terry L. Ogletree President Entergy Power, Inc. Three Financial Centre Little Rock, Arkansas 72211
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(Names and addresses of agents for service)

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

Laurence M. Hamric General Attorney Entergy Services, Inc. 225 Baronne Street New Orleans, Louisiana 70112	Frederick F. Nugent General Counsel Entergy Enterprises, Inc. Three Financial Centre Little Rock, Arkansas 72211
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William T. Baker, Jr.
Reid & Priest
40 West 57th Street
New York, New York 10019

Item 1. Description of Proposed Transactions.

The first paragraph of Item 1 of the Application-
Declaration in this File is hereby amended and restated to read
in its entirety as follows:

"Entergy Corporation ("Entergy"), a registered holding
company under the Public Utility Holding Company Act of
1935, as amended (the "Act"), and its bulk power marketing
subsidiary, Entergy Power, Inc. ("EPI"), hereby request the
authorization of the Securities and Exchange Commission (the
"Commission") under the Act for (1) Entergy to effect a
recapitalization of EPI through the conversion to capital
contributions of outstanding amounts of principal and

interest under the loan agreement between Entergy to EPI, and (2) Entergy to make additional equity investments in EPI from time to time through December 31, 1995 to fund EPI's working capital and other capital requirements, all as more particularly described below."

Item 2. Fees, Commissions and Expenses.

The fees, commissions and expenses to be incurred by Entergy and EPI in connection with the proposed transactions are estimated to be \$9,000, including the filing fee of the Commission of \$2,000 and the fees and expenses of counsel estimated to be \$7,000.

Item 6. Exhibits and Financial Statements.

(a) Exhibits:

F - Opinion of Counsel

SIGNATURE

Pursuant to the requirements of the Public Utility Holding Company Act of 1935, the undersigned companies have duly caused this amendment to be signed on their behalf by the undersigned thereunto duly authorized.

ENTERGY CORPORATION

By: /s/ Gerald D. McInvale
Gerald D. McInvale
Senior Vice President and
Chief Financial Officer

ENTERGY POWER, INC.

By: /s/ Gerald D. McInvale
Gerald D. McInvale
Vice President and Treasurer

Dated: January 30, 1995

January 27, 1995

Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

Re: File No. 70-8535

Gentlemen:

I am Assistant Secretary of Entergy Power, Inc. ("EPI") and am familiar with the proposed transactions described in the Application-Declaration on Form U-1, as amended, in the above-referenced File (the "Application"), filed by Entergy Corporation ("Entergy") and EPI with the Securities and Exchange Commission (the "Commission") under the Public Utility Holding Company Act of 1935, as amended, relating to (i) the proposed recapitalization of EPI through, among other things, the cancellation of the note representing outstanding borrowings under a loan agreement between Entergy and EPI and the conversion of such borrowings and any accrued interest to the date of such conversion to capital contributions, and (ii) the proposed funding by Entergy of EPI's additional capital needs through capital contributions and/or the issuance and sale by EPI to Entergy of shares of the capital stock of EPI (the "Common Stock").

This is to advise you that, in my opinion:

1. Each of Entergy and EPI is a corporation validly organized and duly existing under the laws of the State of Delaware.
2. In the event the proposed transactions are consummated in accordance with the Application and the order of the Commission with respect thereto:

(a) all state laws applicable thereto will have been complied with;

(b) (i) EPI will be validly organized and duly existing under the laws of the State of Delaware, and (ii) the Common Stock will be validly issued, fully paid and nonassessable, and the holder thereof will be entitled to the rights and privileges appertaining thereto set forth in EPI's charter;

(c) Entergy will legally acquire the Common Stock; and

(d) the consummation of the proposed transactions by Entergy will not violate the legal rights of the holders of any securities issued by Entergy or any associate company thereof.

I am a member of the Illinois bar and do not hold myself out as an expert on the laws of any other state.

I hereby consent to the use of this opinion as an exhibit to the Application.

Very truly yours,

/s/ Frederick F. Nugent

Frederick F. Nugent