

UNITED STATES OF AMERICA

BEFORE THE SECURITIES AND EXCHANGE COMMISSION

Washington, D. C.

In the Matter of

ARKANSAS POWER & LIGHT COMPANY
 LOUISIANA POWER & LIGHT COMPANY
 MISSISSIPPI POWER & LIGHT COMPANY
 NEW ORLEANS PUBLIC SERVICE INC.

File No. 70-5015

In the Matter of

SYSTEM FUELS, INC.
 SYSTEM ENERGY RESOURCES, INC.
 ARKANSAS POWER & LIGHT COMPANY
 LOUISIANA POWER & LIGHT COMPANY
 MISSISSIPPI POWER & LIGHT COMPANY
 NEW ORLEANS PUBLIC SERVICE INC.

File No. 70-5889
 File No. 70-7574
 File No. 70-7668

In the Matter of

SYSTEM FUELS, INC.
 ENTERGY CORPORATION

File No. 70-8331

(Public Utility Holding Company Act of 1935)

CERTIFICATE
 PURSUANT TO
 RULE 24

Pursuant to Rule 24 promulgated by the Securities and Exchange Commission (SEC) under the Public Utility Holding Company Act of 1935, modified by request in the application(s) - declaration(s) referenced above, this is to certify that the following transactions were carried out and borrowings made, during the quarter ended September 30, 1994, pursuant to System Fuels, Inc.'s (SFI) function as a supplier of fuel for the Entergy Corporation Operating Companies (System) in accordance with the terms and conditions of and for the purposes represented in the application(s) - declaration(s), as amended, and pursuant to the Orders of the SEC, indicated below:

70-5015	December 17, 1971	I
70-5889	April 28, 1978	I
70-7574	January 31, 1989	II
70-7668	September 27, 1989	III
70-8331	December 29, 1993	IV

I. File No. 70-5015 and File No. 70-5889 - 1994 Fuel Supply Programs

Expenditures for SFI's fuel program for 1994 during the 3rd quarter and year to date are indicated below:

	Net Expenditures	
	During 3rd Qtr	Year To Date
	(In Thousands)	
1994 Fuel Supply Program:		
1. Gas and Oil Development and Production	\$ 137	\$ 323
2. Nuclear Fuel Procurement	(4,007)	25,098
3. Fuel Oil Program	1,082	(3,095)
Total Expenditures	(2,788)	22,326

Less funds derived through amortization and depreciation charges:

Amortization of Gas and Oil Development and Production Costs	(486)	(773)
Depreciation and other amortization	(156)	(460)
Total depreciation and amortization	(642)	(1,233)
Net Expenditures	(3,430)	21,093
(Increase) Decrease in:		
Outside financing	0	(23,000)
System Money Pool borrowings	(7,088)	5,447
Parent Companies borrowings	0	0
Total (increase) decrease in borrowings	(7,088)	(17,553)
(Increase) Decrease in working capital	\$ 10,518	\$ (3,540)
	=====	=====

1. Gas and Oil Development and Production

Net Expenditures
During Year
3rd Qtr To Date
(In Thousands)

Gas and Oil Development and Production	\$ 137	\$ 323
	=====	=====

- a) During the quarter, there was no drilling activity
- b) SFI produced, during the quarter, 197,000 MCF of natural gas and 13,000 barrels of oil from its Gas and Oil Development and Production Program (Program) which were sold to non-System parties.

During the 3rd quarter of 1994, all of SFI's natural gas production was sold to non-System parties. This condition is expected to continue indefinitely. As a result, SFI expenditures in the Program are being limited to amounts required to protect its existing investments in the properties. No investments in new leases are being made at this time.

As previously reported, amortization continues to exceed SFI's investment in this program. Excess amortization, during this quarter, of \$349,000 brings the accumulated excess, to \$2.2 million, at September 30, 1994.

- c) Calculation of net proceeds from sales to non-System parties from the Program used to amortize the investment in the Program:

Net Expenditures
During Year
3rd Qtr To Date
(In Thousands)

Sales to non-System parties:		
Natural Gas	\$ 395	\$ 994
Condensate	14	45
Crude Oil	208	467
Total	617	1,506
Miscellaneous income from non-System parties..	61	193
Total	678	1,699
General and administrative expense	(128)	(356)
Operating expense	(206)	(597)
Interest expense	55	(90)
Amortization adjustment	87	117
Net proceeds	\$ 486	\$ 773
	=====	=====

2. Nuclear Fuel Procurement (See Item III)

Net Expenditures
During Year
3rd Qtr To Date

(In Thousands)

Nuclear Fuel Procurement \$ (4,007) \$ 25,098
=====

Net Expenditures
During Year
3rd Qtr To Date
(In Thousands)

Activities during the period:

Expenditures for nuclear materials and processing services \$ 21,808 \$ 50,114
General and administrative expense 277 345
Interest expense 404 1,135

Total 22,489 51,594
Sales of nuclear materials and processing services to System companies 26,496 26,496

Net effect on inventory \$ (4,007) \$ 25,098
=====

During the quarter, SFI's purchases totaled \$21.8 million for nuclear materials and services.

SFI sold, to Arkansas Power & Light Company, nuclear materials and services totaling \$26.5 million for use at its Arkansas Nuclear One during this reporting period.

3. Fuel Oil Program (See Item II)

Net Expenditures
During Year
3rd Qtr To Date
(In Thousands)

Fuel Oil Inventory \$ 1,082 \$ (3,095)
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a) Fuel Oil Inventory:

Inventory as of: Barrels Book Value
(In Thousands)

December 31, 1993 2,070 \$ 31,596
March 31, 1994 1,790 \$ 28,316
June 30, 1994 1,652 \$ 27,418
September 30, 1994 1,754 \$ 28,501

During 3rd Qtr.
Barrels Cost

Sales price per barrel to System companies excluding period cost:

#2 Fuel Oil 27,439 \$ 23.33
#6 Fuel Oil 36,826 \$ 15.66

During this quarter, there was no resolution between SFI and Marathon Oil Company regarding the continuation of suspension of the fuel oil deliveries under the April, 1982 supply contract. Discussions continue. Other than Marathon, SFI has no long term contracts for fuel oil.

4. Other Items:

a) As of September 30, 1994, SFI's outstanding debt and Parent Companies investment consisted of:

(In Thousands)

Parent Companies:
Common stock \$ 20
Notes payable 34,000
Total 34,020
System Money Pool 19,883
Outside Financing:
Bank borrowings 23,000
Total \$ 76,903
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b) As of January 1, 1987, SFI's employees were transferred to Entergy Services, Inc. (Entergy Services) where some of them continue to operate the continuing activities of SFI. For the 3rd quarter of 1994, SFI was billed by Entergy Services, Inc. the following amounts for services performed for SFI that were previously performed by SFI employees. SFI also reimbursed Entergy Services, at cost, for other services received (financial, legal, administrative and other activities).

	Jul	Aug	Sep	Total During 3rd Qtr
Cost of services charged to Service Requests established to track cost of functions previously performed by SFI personnel:				
Direct Cost:				
Labor and related cost	\$ 31,896	\$ 24,824	\$ 29,270	\$ 85,990
Other direct cost	10,144	7,562	15,943	33,649
Indirect cost	5,020	18,475	25,489	48,984
Total	47,060	50,861	70,702	168,623
Cost of services charged to Service Requests not related to transfer of SFI personnel.	(7,364)	28,912	122,445	143,993
Total cost of services performed by Entergy Services	\$ 39,696	\$ 79,773	\$193,147	\$312,616
	=====	=====	=====	=====
Amounts billed to Operating Companies for the Fuel Oil Program *	\$ 26,172	\$ 49,266	\$137,080	\$212,518
Deferred Cost/Services	173	368	(1,027)	(486)
Charged to Nuclear Fuel Procurement	(1,319)	3,898	12,286	14,865
Charged to Gas and Oil Development and Production	14,670	26,241	44,808	85,719
Total	\$ 39,696	\$ 79,773	\$193,147	\$312,616
	=====	=====	=====	=====

* Charged to the Fuel Oil Program as a component of period costs. For the 3rd quarter of 1994 Fuel Oil Program period costs were allocated 15% to Arkansas Power & Light Company, 54% to Louisiana Power & Light Company, 19% to Mississippi Power & Light Company and 12% to New Orleans Public Service Inc.

c) As previously reported, the System's fuels planning and procurement administration was reorganized during 1988, redefining the fuels management roles and placing the responsibility for most fuel procurement decisions with Entergy Corporation System Executives.

SFI, utilizing Entergy Services personnel, continues to be responsible for gas and oil production, financing nuclear fuel inventory and fuel oil inventory and facilities, and accounting functions related to these continuing activities.

II. File No 70-7574 Bank of America Agreement (B of A)

During the quarter, SFI did not borrow, or repay, any amount under this financing agreement. Commitment fees of \$14,041 were incurred on the unused portion of the agreement. The average outstanding principal balance, for the quarter, was \$8,000,000 and interest cost totaled \$97,111.

As of September 30, 1994, the sum of the Aggregate Borrowing Base of Eligible Fuel Oil Inventory and Receivables was \$11,100,000 of which \$8,000,000 was outstanding under the B of A agreement.

III. File No 70-7668 Yasuda Trust and Banking Co., Ltd. Agreement
(Yasuda)

During the quarter, SFI did not borrow, or repay, any amounts under this financing agreement. Commitment fees of \$15,682 were incurred on the unused portion of the agreement. The average outstanding principal balance, for the quarter, was \$15,000,000 and interest cost totaled \$194,583.

As previously reported, the Yasuda credit agreement was amended, pursuant to SEC authorization (See HCAR No. 25634, dated September 17, 1992) to increase the commitment fees and margins payable on certain loans and to extend the termination date of the agreement to September 30, 1995. A copy of the amended credit agreement was filed with the SEC.

As of September 30, 1994, the book value of the nuclear fuel was \$39,034,000 and there was \$15,000,000 outstanding under the Yasuda agreement.

IV. File No 70-8331 Entergy Corporation Revolving Credit
Agreement (Entergy)

Pursuant to the Order issued on March 16, 1994, (Release 35-26006), SFI entered into a loan agreement with Entergy Corporation on March 21, 1994. The agreement allows SFI to borrow and reborrow from Entergy Corporation amounts not to exceed \$30,000,000 at any one time. This agreement terminates on December 31, 1996.

During the quarter ended September 30, 1994, SFI did not borrow under this agreement.

IN WITNESS WHEREOF, SFI has caused this certificate to be executed as of the 27th of October, 1994.

ARKANSAS POWER & LIGHT COMPANY
LOUISIANA POWER & LIGHT COMPANY
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NEW ORLEANS PUBLIC SERVICE INC.
SYSTEM ENERGY RESOURCES, INC
ENTERGY CORPORATION
SYSTEM FUELS, INC.

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