



Entergy Arkansas
425 West Capitol Avenue
P.O. Box 551
Little Rock, AR 72203
Tel 501 377 4000

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TRA DOCKET ROOM

June 28, 2013

Chairman James M. Allison
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

Re: Tennessee Regulatory Authority (TRA) Docket No. 12-00109
Entergy Arkansas, Inc. Request for Approval to Enter Into Certain
Financing Transactions Between January 1, 2013 and
December 31, 2015

Dear Chairman Allison:

Pursuant to the approving Order issued October 24, 2012, in TRA Docket No. 12-00109, please find attached for filing with the TRA the original and 13 copies of Entergy Arkansas, Inc.'s compliance financing report filed June 28, 2013, with the Arkansas Public Service Commission in APSC Docket No. 12-059-U.

This report is being filed in regard to the May 30, 2013 issuance of \$250,000,000 aggregate principal amount of First Mortgage Bonds.

If you have any questions or need additional information, please do not hesitate to call me at 501-377-5876.

Sincerely,

A handwritten signature in cursive script that reads "Laura Landreaux".

Laura Landreaux
Manager, Regulatory Affairs

Attachments

c: Mr. Jerry Kettles



Entergy

APSC FILED Time: 6/28/2013 12:40:39 PM: Recvd 6/28/2013 12:32:16 PM: Docket 12-059-U, Doc. 8
Entergy Arkansas, Inc.
Regulatory Affairs
425 West Capitol Avenue
P. O. Box 551
Little Rock, AR 72203-0551
Tel 501 377 4000

June 28, 2013

Ms. Kristi Rhude, Secretary
Arkansas Public Service Commission
P. O. Box 400
1000 Center Street
Little Rock, AR 72203-0400

Re: APSC Docket No. 12-059-U
Pursuant to Order No. 2
In the Matter of the Application of Entergy Arkansas, Inc.
for Authorization to Enter Into Certain Financing
Transactions Between January 1, 2013, and December 31, 2015

Dear Ms. Rhude:

Pursuant to Order No. 2 in this Docket, attached is Entergy Arkansas, Inc.'s compliance report to the Commission regarding the May 30, 2013, issuance of \$250,000,000 aggregate principal amount of First Mortgage Bonds.

To the extent this report contains estimates, a follow up report will be filed reflecting actual expenses which will not be known for several months subsequent to closing.

Sincerely,

/s/ Laura Landreaux

Laura Landreaux
Manager, Regulatory Affairs

Attachment

c: All Parties of Record

**ENTERGY ARKANSAS, INC.
ISSUANCE OF FIRST MORTGAGE BONDS:
\$250,000,000 3.05% SERIES DUE JUNE 1, 2023**

EXECUTIVE SUMMARY

Dated June 28, 2013

TRANSACTION ANALYSIS AND RESULTS

On May 30, 2013, Entergy Arkansas, Inc. ("EAI"), issued \$250,000,000 aggregate principal amount of First Mortgage Bonds (the "Bonds") at an annual interest rate of 3.05%. EAI intends to use the net proceeds it receives from the issuance, together with other available corporate funds, to repay at maturity our first mortgage bonds due August 2013 in the aggregate principal amount of \$300 million bearing interest at 5.40% per year and for general corporate purposes. Pending the application of the net proceeds, EAI will invest them in short-term, highly liquid, high-rated money market instruments and/or the Entergy system money pool. The net proceeds from the issuance were approximately \$247.3 million after deducting underwriting discounts and commissions and estimated offering expenses payable by EAI. Actual expenses will not be known for several months subsequent to closing.

Subsequent to the issuance of the Bonds (assuming that \$100 million of the proceeds from this issuance will be used to repay at maturity our first mortgage bonds due August 2013), \$550 million in first mortgage bonds remain authorized under the Arkansas Public Service Commission Order issued in docket no. 12-059-U (the "2012 Order"). All other amounts authorized under the Order are unchanged.

SUMMARY OF TERMS

<u>Principal Amount:</u>	\$250,000,000
<u>Maturity Date:</u>	6/1/23
<u>Optional Call Provisions:</u>	Make whole call at any time prior to March 1, 2023 at a discount rate of Treasury plus 20 bps and, thereafter, at par

SUMMARY OF TERMS (CONTINUED)

Underwriters:

Barclays
KeyBanc Capital Markets
RBS
Stephens Inc.
Deutsche Bank Securities
US Bancorp

<u>10 Year Treasury Yield @ Pricing:</u>	2.033%
<u>Spread to Treasury:</u>	1.05%
<u>Yield to Public:</u>	3.083%
<u>Coupon Rate:</u>	3.05%
<u>Price to Public:</u>	99.718%
<u>Underwriters' Compensation:</u>	0.65%
<u>Proceeds to Company (before expenses):</u>	99.068% or \$247,670,000

JOURNAL ENTRIES

Exhibit A shows journal entries related to the issuance of the new series of First Mortgage Bonds.

**ENTERGY ARKANSAS, INC.
ENTRIES TO RECORD THE ISSUANCE OF
\$250,000,000 FIRST MORTGAGE BONDS**

Entry No. 1

Cash	\$247,670,000	
Unamortized Discount – FMB	\$705,000	
Unamortized Debt Expense – FMB (Underwriting Fee)	\$1,625,000	
Long Term Debt - First Mortgage Bonds		\$250,000,000

To record the sale of \$250,000,000 principal amount of 3.05% Entergy Arkansas, Inc. First Mortgage Bonds due June 1, 2023 and the related underwriting fee.

Entry No. 2

Unamortized Debt Expense – FMB	\$*	
Cash		\$*

To record expenses in connection with the issuance of \$250,000,000 principal amount of 3.05% Entergy Arkansas, Inc. First Mortgage Bonds due June 1, 2023.

*NOTE: Total expenses are estimated to be approximately \$390,000. Actual expenses will not be known for several months subsequent to closing.

Entry No. 3

Amortization – Discount on Long Term Debt *	\$41,309	
Unamortized Discount on Long Term Debt *		\$41,309

To record the annual amortization of debt discount in connection with the issuance of \$250,000,000 principal amount of 3.05% Entergy Arkansas, Inc. First Mortgage Bonds due June 1, 2023.

*NOTE: This amount represents the amount of discount that will be amortized for 2013 only. The annual amortization of the debt discount for all other years will be \$70,480.

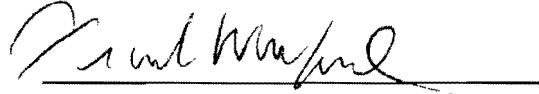
Entry No. 4

Amortization - Expenses for Long Term Debt *	\$118,069	
Unamortized Debt Expense for Long Term Debt *		\$118,069

To record the annual amortization of the underwriting fee and other issuance expenses in connection with the issuance of \$250,000,000 principal amount of 3.05% Entergy Arkansas, Inc. First Mortgage Bonds due June 1, 2023.

*NOTE: This amount represents the amount of expenses that will be amortized for 2013 only. The annual amortization of the debt expense for all other years will be \$201,444. Amortization based on underwriter fee and estimated expenses. If additional expenses are incurred, it would thereby increase the total balance and monthly amortization.

I, Frank Williford, Assistant Treasurer, attest as of the date set forth above, that the journal entries attached as Exhibit A correctly reflect the effects of the sale on May 30 , 2013 of \$250,000,000, 3.05% Entergy Arkansas, Inc. First Mortgage Bonds due June 1, 2023.

A handwritten signature in black ink, appearing to read "Frank Williford", is written over a horizontal line.

Frank Williford
Assistant Treasurer