

**UNITED STATES OF AMERICA
BEFORE FEDERAL TRADE COMMISSION**

In the Matter of)	
)	
Entergy Corporation,)	
a corporation,)	
)	File No. 001-0172
and)	
)	
Entergy-Koch, LP,)	
a limited partnership.)	
)	

AGREEMENT CONTAINING CONSENT ORDER

The Federal Trade Commission (“Commission”), having initiated an investigation of the formation of Entergy-Koch, LP (“EKLP”), by Entergy Corporation (“Entergy”) and Koch Industries, Inc. (“Koch”), and it now appearing that Entergy and EKLP, hereinafter sometimes referred to as “Proposed Respondents,” are willing to enter into this Agreement Containing Consent Order (“Consent Agreement”) to implement certain safeguards to ensure a competitive process for the procurement of natural gas and transportation of natural gas (“Procurement Policy”) and provide for other relief:

IT IS HEREBY AGREED by and between Proposed Respondents, by their duly authorized officers and attorneys, and counsel for the Commission that:

1. Proposed Respondent Entergy is a corporation organized, existing and doing business under and by virtue of the laws of Delaware, with its office and principal place of business located at 639 Loyola Avenue, New Orleans, Louisiana 70113.
2. Koch is a privately held corporation organized, existing and doing business under and by virtue of the laws of Kansas, with its office and principal place of business located at 4111 East 37th Street North, Wichita, Kansas 67220.
3. Proposed Respondent EKLP is a limited partnership, existing and doing business under and by virtue of the laws of Delaware, with its office and principal place of business located at 20 East Greenway Plaza, Houston, Texas 77046.
4. Proposed Respondents admit all the jurisdictional facts set forth in the draft of Complaint here attached.

5. Proposed Respondents waive:
 - a. any further procedural steps;
 - b. the requirement that the Commission's Decision and Order, attached hereto and made a part hereof, contain a statement of findings of fact and conclusions of law;
 - c. all rights to seek judicial review or otherwise to challenge or contest the validity of the Decision and Order entered pursuant to this Consent Agreement; and
 - d. any claim under the Equal Access to Justice Act.
6. Entergy and EKLP shall submit a report within thirty (30) days of the date they execute this Consent Agreement and every thirty (30) days thereafter until the Decision and Order becomes final, pursuant to Section 2.33 of the Commission's Rules, 16 C.F.R. § 2.33, signed by Entergy and EKLP, setting forth in detail the manner in which Entergy and EKLP have complied with, have prepared to comply with, and will comply with the Decision and Order. Such reports will not become part of the public record unless and until the accompanying Consent Agreement and Decision and Order are accepted by the Commission for public comment.
7. This Consent Agreement shall not become part of the public record of the proceeding unless and until it is accepted by the Commission. If this Consent Agreement is accepted by the Commission, it, together with the Complaint contemplated hereby, will be placed on the public record for a period of thirty (30) days and information in respect thereto publicly released. The Commission thereafter may either withdraw its acceptance of this Consent Agreement and so notify Entergy and EKLP, in which event it will take such action as it may consider appropriate, or issue or amend its Complaint (as the circumstances may require) and issue its Decision and Order, in disposition of the proceeding.
8. This Consent Agreement is for settlement purposes only and does not constitute an admission by Entergy and EKLP that the law has been violated as alleged in the draft Complaint here attached, or that the facts as alleged in the draft Complaint, other than jurisdictional facts, are true.
9. The Commission retains the discretion, at the time it accepts this Consent Agreement for public comment, to issue and serve its Complaint corresponding in form and substance with the draft of Complaint, and a Final Decision and Order incorporating the attached Decision and Order.

10. This Consent Agreement contemplates that, if it is accepted by the Commission, the Commission may (1) immediately issue and serve its Complaint corresponding in form and substance with the draft of Complaint here attached, (2) issue and serve the attached Decision and Order, and (3) make information public with respect thereto. If the Commission has not immediately issued and served its Complaint and Decision and Order, and if such acceptance is not subsequently withdrawn by the Commission pursuant to the provisions of Commission Rule 2.34, 16 C.F.R. § 2.34, the Commission may, without further notice to Entergy and EKLP, thereupon issue the Complaint and the Decision and Order containing an order to implement the Procurement Policy in disposition of the proceeding. When final, the Decision and Order shall have the same force and effect and may be altered, modified or set aside in the same manner and within the same time provided by statute for other orders. The Decision and Order shall become final upon service. Delivery of the Complaint and Decision and Order to Entergy and EKLP by any means specified in Commission Rule 4.4(a), 16 C.F.R. § 4.4(a), shall constitute service. Entergy and EKLP waive any right they may have to any other manner of service. The Complaint may be used in construing the terms of the Decision and Order, and no agreement, understanding, representation, or interpretation not contained in the Decision and Order or the Consent Agreement may be used to vary or contradict the terms of the Decision and Order.
11. By signing this Consent Agreement, Entergy and EKLP represent and warrant that they can comply with the provisions of the attached Decision and Order, and that all parents of Entergy and all subsidiaries, affiliates, and successors of Entergy and EKLP necessary to effectuate the full relief contemplated by this Consent Agreement are parties to the Consent Agreement and are bound thereby as if they had signed this Consent Agreement and were made parties to this proceeding and the Decision and Order.
12. Entergy and EKLP have read the draft Complaint and Decision and Order contemplated hereby. Entergy and EKLP understand that once the Decision and Order have been issued, they will be required to file one or more compliance reports showing that they have fully complied with the order. Entergy and EKLP agree to comply with the proposed Decision and Order from the date they execute this Consent Agreement in accordance with the time frames set forth in the Decision and Order. Entergy and EKLP understand that they may be liable for civil penalties in the amount provided by law for each violation of the Decision and Order after it becomes final.

Signed this ____ day of January, 2001

ENTERGY CORPORATION:

By:

Leo P. Denault
Authorized Signatory
Entergy Corporation

Michael G. Thompson, Esq.
Senior Vice President &
General Counsel
Entergy Corporation

C. Benjamin Crisman, Jr., Esq.
Gary A. MacDonald, Esq.
John H. Lyons, Esq.
Kimberly A. Webb, Esq.
Skadden, Arps, Slate, Meagher &
Flom LLP
Counsel for Entergy Corporation

ENTERGY-KOCH, LP:

By:

Christopher J. Bernard, Esq.
General Counsel
Entergy-Koch, LP

FEDERAL TRADE COMMISSION:

By:

Frank Lipson
Attorney
Bureau of Competition

Approved:

William R. Vigdor
Deputy Assistant Director
Bureau of Competition

Phillip L. Broyles
Assistant Director
Bureau of Competition

Michael E. Antalics
Acting Deputy Director
Bureau of Competition

Molly S. Boast
Acting Director
Bureau of Competition