

ENTERGY CORPORATION

AUDIT COMMITTEE CHARTER

Purpose

The Audit Committee is appointed by the Board of Directors and assists the Board in oversight of (1) the integrity of the financial statements, (2) compliance with legal and regulatory requirements, (3) the system of internal controls, (4) the independent auditor's qualifications and independence, and (5) the performance of the internal audit function and independent auditors. The Committee reports to the Board on a quarterly or as-needed basis.

The Audit Committee shall prepare the report, required by Securities and Exchange Commission (SEC) rules, to be included in Entergy's annual Proxy Statement.

Organization

Membership will consist of four or more directors and will comply with the New York Stock Exchange and SEC independence and experience requirements. At least one Audit Committee member shall be an "audit committee financial expert" as defined by the SEC. Committee members shall not simultaneously serve on the Audit Committees of more than two other public companies. The Board shall appoint the Audit Committee Chairman, who generally shall serve at least two years. Meetings shall be held at least four times per year. The Committee shall meet periodically with management, the internal auditors and the independent auditor, in separate executive sessions. Additionally, the internal auditors and the independent auditor may meet with the Committee without restriction.

Authority

General: The Committee has unrestricted authority to investigate any Entergy or subsidiary activity. The Committee may request assistance from the independent auditors, internal auditors, management, and others with special competence. It also has the authority, to the extent it deems necessary or appropriate, to retain independent legal, accounting, or other advisors. Entergy shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent auditor for the purpose of rendering or issuing an audit report or performing other audit,

review, or attest services and to any advisors employed by the Committee, and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Financial Reporting: Recommend to the Board whether the audited financial statements should be included in Entergy's Form 10-K.

Compliance: Advise the Board with respect to policies and procedures regarding compliance with applicable laws and regulations and with Entergy's Code of Conduct for management and employees.

Independent Auditor: The independent auditor reports directly to the Audit Committee and the Committee has sole authority to appoint or replace the independent auditor. The Committee shall be directly responsible for the compensation and oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review, or attest services. The Committee shall pre-approve all auditing services and permitted non-audit services to be performed for Entergy by its independent auditor. The Committee shall adopt policies that help assure the independent auditor's independence, including policies for Entergy's hiring of the independent auditor's employees or former employees.

Internal Audit: The Committee shall review and approve the Internal Audit Charter and the appointment or dismissal of the Vice President, Risk Management & General Auditor or person performing a similar function.

Responsibility

Financial Reporting:

1. Discuss the annual audited financial statements and quarterly unaudited financial statements with management and the independent auditor, including Entergy's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."
2. Discuss with management, the independent auditor, and internal auditors significant financial reporting issues and judgments made in connection with the preparation of Entergy's financial statements, including critical accounting policies and estimates, off-balance sheet structures, significant changes in the selection or application of accounting principles, significant transactions, the impact of proposed accounting rules or other regulatory actions, any major issues as to the adequacy of Entergy's system of accounting and financial controls, and any special steps adopted in light of material control deficiencies.
3. Discuss with management Entergy's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies. Such discussion may be done generally (consisting of discussing the types of information disclosed and presentations made). The Audit Committee need not discuss in advance each earnings release or each instance in which Entergy may provide earnings guidance.
4. Review SEC-required disclosures made by Entergy's certifying Officers in conjunction with their reviews of the Form 10-K and Form 10-Q.

Responsibility (Cont'd.)

Business Risks:

1. Discuss with management Entergy's major risk exposures and the steps management has taken to monitor and control such exposures, including risk assessment and risk management policies.
2. Discuss with management, the independent auditor, and internal auditors, Entergy's conformity with applicable legal and regulatory requirements and its Code of Conduct for management and employees. At least annually, review management reports regarding compliance with the Entergy Code of Conduct for management and employees and material legal and regulatory matters.
3. Establish procedures for the receipt, retention, and treatment of complaints received by Entergy regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

Independent Auditor:

1. Review and discuss the independent auditor's annual audit plan including its risk assessment, approach, focus, and resources.
2. Discuss with the independent auditor the matters required to be discussed by Statement on Auditing Standards (SAS) No. 61, as amended by SAS 89 and SAS 90, and as the same may be further modified or supplemented, relating to the conduct of the audit, including any difficulties encountered in the course of the audit work, any restrictions on the scope of the activities or access to requested information, any significant disagreements with management, and any significant issues discussed with the independent auditor's national office.

Responsibility (Cont'd.)

3. Periodically, and at least in conjunction with the annual audit of Entergy's financial statements, receive reports from the independent auditor on:
 - a. All critical accounting policies and practices to be used
 - b. All material alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor.
 - c. Other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.
4. Review and discuss the independent auditor's report on management's internal control report required by section 404 of the Sarbanes-Oxley Act and SEC rules.
5. Review and discuss with the independent auditor the responsibilities, budget, and staffing of the internal audit function.
6. Obtain and review a report from the independent auditor at least annually regarding:
 - a. The independent auditor's internal quality control procedures;
 - b. Any material issues raised by the most recent internal quality control review or peer review of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm;
 - c. Any steps taken to deal with any such issues; and
 - d. All relationships between the independent auditor and Entergy.
7. Annually, evaluate the qualifications, performance and independence of the independent auditor, including the audit team lead partner, taking into account the opinions of management and internal auditors, and report the Committee's conclusions to the Board.

8. Take steps as required in connection with the rotation of the audit team lead partner, the reviewing partner, and any other audit partner, as required by the Sarbanes-Oxley Act and SEC rules.

Internal Audit:

1. Review the adequacy of Entergy's system of internal controls by reviewing audit results with the internal auditors and obtaining auditors' opinions on the adequacy of internal controls.
2. Ensure internal audit's adequate performance through review of the risk assessment process, annual audit plan, budget, staffing, and audit results.

Committee Effectiveness and Scope:

1. The Committee shall assess its performance and Charter annually.
2. While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that Entergy's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the independent auditor.
3. In carrying out their oversight responsibilities, the Audit Committee and the Board will necessarily rely on the expertise, knowledge, and integrity of Entergy's management, and internal and independent auditors.

Consistent with New York Stock Exchange listing requirements, this Charter will be included on Entergy's website and will be made available in print upon a request sent to Entergy's Secretary. Entergy's Annual Report on Form 10-K filed with the SEC will state that this Charter is available on Entergy's website and that it will also be available in print upon a request sent to Entergy's Secretary.

Approved this 30th day of January 2004 by the Board of Directors, Entergy Corporation.