

Edgar Filing: ENTERGY CORP /DE/ - Form 425

ENTERGY CORP /DE/
Form 425
December 05, 2011

Filed by Entergy Corporation Pursuant to Rule 425

Under the Securities Act of 1933

Subject Company: Entergy Corporation

Commission File No. 001-11299

New York, NY
December 5, 2011

1
1
1
Caution Regarding Forward-Looking
Caution Regarding Forward-Looking
Statements and Reg G Compliance
Statements and Reg G Compliance

In
this
presentation,
and
from
time
to
time,
Entergy
makes
certain
forward-looking
statements
within
the
meaning
of
the
Private
Securities
Litigation
Reform
Act
of
1995.
Except
to
the
extent
required
by
the

federal securities laws, Entergy undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

Forward-looking statements involve a number of risks and uncertainties. There are factors that could cause actual results to differ materially from those expressed or implied in the forward-looking statements, including (i) those factors discussed in Entergy's Annual Report on Form 10-K for the year ended December 31, 2010 and its Reports on Form 10-Q for the quarters ended March 31, 2011, June 30, 2011, and September 30, 2011; (ii) the following transactional factors

(in addition to others described elsewhere in this presentation and in subsequent securities filings) involving risks inherent in the contemplated transaction,
including:

(1)
failure
to
obtain
ITC
Holdings
Corp.

(ITC)
shareholder
approval,
(2)
failure
of

Entergy and its shareholders to recognize the expected benefits of the transaction, (3) failure to obtain regulatory approvals necessary to consummate the transaction or to obtain regulatory approvals on favorable terms, (4) the ability of Entergy, Transco and ITC to obtain the required financings, (5) delays in consummating the transaction or the failure to consummate the transaction, (6) exceeding the expected costs of the transaction, and (7) the failure to receive an IRS ruling approving the tax-free status of the transaction; (iii) legislative and regulatory actions; and (iv) conditions of the capital markets during the periods covered by the forward-looking statements. The transaction is subject to certain conditions precedent, including regulatory approvals, approval of ITC's shareholders and the availability of financing.

Entergy
cannot
provide
any
assurance
that
the
transaction
or
any
of
the
proposed
transactions
related

thereto will be completed, nor can it give assurances as to the terms on which such transactions will be consummated.

2
2
2

Additional Information and Where to Find It

Additional Information and Where to Find It

ITC and Transco will file registration statements with the Securities and Exchange Commission (SEC)
registering shares of ITC common stock and Transco common units to be issued to Entergy

shareholders in connection with the proposed transactions. ITC will also file a proxy statement with the SEC that will be sent to the shareholders of ITC. Entergy shareholders are urged to read the prospectus and/or information statement that will be included in the registration statements and any other relevant documents, because they contain important information about ITC, Transco and the proposed transactions. ITC shareholders are urged to read the proxy statement and any other relevant documents because they contain important information about Transco and the proposed transactions. The proxy statement, prospectus and/or information statement, and other documents relating to the proposed transactions (when they are available) can be obtained free of charge from the SEC's website at www.sec.gov. The documents, when available, can also be obtained free of charge from Entergy upon written request to Entergy Corporation, Investor Relations, P.O. Box 61000 New Orleans, LA 70161 or by calling Entergy's Investor Relations information line at 1-888-ENTERGY (368-3749), or from ITC upon written request to ITC Holdings Corp., Investor Relations, 27175 Energy Way, Novi, MI 48377 or by calling 248-946-3000.

4
4
4

Transaction Overview
Announcement of Transmission Business
Announcement of Transmission Business
Divestiture and Merger with ITC

Divestiture and Merger with ITC
Transaction
Structure

Prior to the merger, Entergy will pursue a tax-free spin-off of its transmission business to Entergy shareholders and ITC expects to effectuate a \$700M recapitalization currently anticipated to be a special dividend to ITC's shareholders

Upon transaction close, Entergy shareholders will receive ITC ownership interest in a tax-free stock-for-stock merger

Entergy expects to receive gross cash proceeds of \$1.775B from new indebtedness that will be assumed by ITC at close

In addition, ITC anticipates issuing approximately \$700M of unsecured debt at the holding company

ITC Shareholders
Post-Merge

50.1% Entergy shareholders

49.9% ITC shareholders

ITC Senior Management and Board

Two new independent directors who have transmission industry knowledge and familiarity with Entergy's region

ITC's management team will remain intact for combined business, supplemented with key leadership personnel from Entergy's transmission business

Headquarters

Regional headquarters in Jackson, MS

Expected Closing

In 2013, subject to timing of approvals

Approval Process

Entergy retail regulatory approvals

Federal Energy Regulatory Commission approvals

ITC shareholder approval

Certain other approvals

5

5

5

Entergy Customers and Other Stakeholders

Entergy Customers and Other Stakeholders

to Benefit From Independent Transco

to Benefit From Independent Transco

Financial
Flexibility
and Growth
Operational
Excellence
Independent
and

Transparent
ITC Model

Increases flexibility of Entergy's investment alternatives

Protects credit quality of Entergy and its OpCos

Supports efficient infrastructure investment

Improves access to capital for Entergy's transmission business

fully utilizes Entergy's world-class storm restoration process

Leverages Entergy employees

knowledge and experience and

performance

operations to ensure continued strengthening of overall grid

Brings ITC's experience and track record of safe and reliable

Combines best operating practices of both Entergy and ITC

Provides singular focus on transmission system performance,
planning and operations

Aligns with national policy objectives to facilitate investment in
regional and inter-regional transmission, advance open access
initiatives and promote access to competitive energy markets

6
6
6
Complete independence (divestiture)
Today's Announcement Builds on
Today's Announcement Builds on
Key Strategic Objectives

Key Strategic Objectives

Why a Transco?

Singular focus in one critical area

Substantial investment

Technological change

--As presented 11/8/2011

Consistent with Congress and FERC direction

Investment needs > depreciation level

Protects / improves credit quality of Operating Companies

7
7
7

"This order benefits customers because the transfer of transmission facilities to an independent entity is one of the most effective means of separating transmission interests from

generation interests and achieving independence through a for-profit transmission company.

--

61,182 at P 1-2 (2003)

Why This Transaction?

Why This Transaction?

Consistent with Congress and FERC Direction

Consistent with Congress and FERC Direction

Not later than 1 year after the date of enactment of this section, the

Commission shall establish, by rule,

incentive-based (including performance-based) rate treatments for the

transmission of electric energy in

interstate commerce by public utilities for

the purpose of benefiting consumers by

ensuring reliability and reducing the cost

of delivered power

by reducing congestion.

Energy Policy Act

of 2005

FERC Presumption

on Independence

"[B]y creating an independent stand-alone

transmission company from a vertically

integrated utility, the proposed transaction

furtheres the Commission's open access and

RTO initiatives, accelerates the transition to

competitive regional bulk power markets, and

will result in significant benefits to . . .

transmission customers.

--

61,368 at 62,591-92 (2002)

--As presented 11/8/2011

8
8
8
Growth / Investment
Generation
Transmission
Distribution

Projected Industry Capital Investments

Over Next 20 Years

\$T

Source: Internal analysis; Bloomberg

???

Current Market Cap

Other = 0.15

Why This Transaction?

Why This Transaction?

Rising Capital Spending in the Industry . . .

Rising Capital Spending in the Industry . . .

--As presented 11/8/2011

Projected

9
9
9

Why This Transaction?

Why This Transaction?

. . . and Rising Capital for Entergy too

. . . and Rising Capital for Entergy too

Entergy Projected Transmission Capital Investment

2011E

2014E; \$M

Projected

Depreciation

Expense

0

100

200

300

400

500

600

11E

12E

13E

14E

10

10

10

Why This Transaction?

Why This Transaction?

Addresses Inefficient Transmission Framework

Addresses Inefficient Transmission Framework

U.S. Electric Power Transmission Grid
Transmission infrastructure
development in the U.S.
historically has been focused
primarily on connecting
load and resources
within control areas,
with little interregional or
national perspective
In contrast,

More than 211,000 high voltage
transmission line miles

Operated by 140 control areas
(ownership is even more fragmented)

Source: FEMA

kV

kV

115

115

138

138

161

161

230

230

345

345

500

500

11

11

11

Concerns about a Transco?

Concerns about a Transco?

Jurisdictional Change

Jurisdictional Change

Jurisdictional Overview
Transmission Regulation
Siting

1

Expansion Plan

2

T-Component of Retail

Rates

1

Retail Cost Allocation

Wholesale

Transmission Rates

Allocation Among

OpCos / T-Customers

1

Subject to applicable federal law

2

Reliability and Economics

In MISO

Transco

Today

12

12

12

Concerns about a Transco?

Concerns about a Transco?

Jurisdictional Considerations

Jurisdictional Considerations

Typical Entergy Residential
Customer Monthly Bill
Base Rates
and Riders
(Non-Transmission)
Fuel
Total
Transmission
Illustrative
Transmission
ROE

13
13
13
FERC

Rate regulation (projected test years, with true-up adjustments) is consistent with congressional intent to incent investment

But authorized returns are established within . . .
the zone of reasonableness

Concerns about a Transco?

Concerns about a Transco?

FERC vs State ROEs

FERC vs State ROEs

Hope and Bluefield Tests

[T]he return to the equity owner should be commensurate with returns on investments in other enterprises having corresponding risks. That return, moreover, should be sufficient to assure confidence in the financial integrity of the enterprise, so as to maintain its credit and to attract capital.

--

States

ROEs must maintain credit, attract capital, assure confidence, etc

--As presented 11/8/2011

14
14
14
Criteria
FERC
IPPs
Retail

Customers /
Regulators
Investors
Complete Independence
Focus

Credit

Change in Control

Value

Operational Excellence
Why This Transaction?
Why This Transaction?
Meets Stakeholder Objectives
Meets Stakeholder Objectives
Transco Evaluation Criteria
Meets objectives
Does not meet objectives
Illustrative
?
?

15
15
15
Criteria
Sale of
Minority
Interest

Sale of
Majority /
100%
Joint
Venture
Spin-off /
Split-off
REIT /
MLP
Structure
Forward ability
to source capital
Financial impact
on Entergy
Tax efficiency
Financial Structure
Illustrative
More Positive
Less Positive
Why This Transaction?
Why This Transaction?
Spin-Merge Best Meets Objectives
Spin-Merge Best Meets Objectives

16
16
16
The Transaction
The Transaction
End State
End State

Entergy Utility Operating
Companies comprised of:

Generation

Distribution

Entergy to repay \$1.7B debt at the
Operating Companies and \$0.075B
at the parent*

Prior to the merger, ITC
expects to effectuate a
\$700M recapitalization
currently anticipated to be a
special dividend

Entergy shareholders to merge
spun transmission business with
ITC merger subsidiary

New Holdco to survive

Entergy shareholders to receive
50.1% of ITC

*

Parent debt reduction not shown in following slides

Entergy

Shareholders

Entergy

Utility

OpCos

Entergy

Wholesale

Commodities

Entergy

Shareholders

Parent

Creditors

OpCo

Creditors

ITC

Shareholders

ITC

ITC Merger

Sub

6 Transco Subs

Mid South

TransCo LLC

(New Holdco)

17

17

17

1

Illustrative / simplified depiction of
transaction; not all steps shown.

Entergy's non-utility business also not shown.

*

Not shown

The Transaction

The Transaction

Structure

Structure

Illustrative

1

The Transaction

The Transaction

Step 1: Entergy Borrows ~\$0.575B

Step 1: Entergy Borrows ~\$0.575B

Description

Step

Entergy borrows ~\$0.575B

from capital markets

Balance Sheet Effects: \$B

Assets

Liab/Equity

Cash

0.6

LT Debt

0.6

Entergy Consolidated

1

Illustrative / simplified depiction of
transaction; not all steps shown.

Entergy's non-utility business also not shown.

Illustrative; figures are rounded

Entergy

Shareholders

Entergy

New Bond

Holder

1

1

18

Illustrative

1

The Transaction

The Transaction

Step 2: Entergy Contributes \$0.5B to OpCos

Step 2: Entergy Contributes \$0.5B to OpCos

Description

Step

Entergy contributes ~\$0.5B

of loan proceeds to Utility
OpCos and retains
remaining ~\$0.075B to pay
down parent debt

Assets

Liab/Equity

Cash

0.6

LT Debt

0.6

2

Assets

Liab/Equity

B Cash

0.6

Cash

(0.5)

InvstU

(stock)

0.5

Illustrative

1

1

Illustrative / simplified depiction of
transaction; not all steps shown.

Entergy's non-utility business also not shown.

Assets

Liab/Equity

Cash

0.5

Equity

0.5