

ENTERGY CORP /DE/
Form 425
March 06, 2013

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ITC, ELL & EGSL
ITC, ELL & EGSL
Technical Conference
Technical Conference

March 6, 2013

Filed by Entergy Corporation Pursuant to Rule 425

Under the Securities Act of 1933

Subject Company: Entergy Corporation

Commission File No. 001-11299

Transmission Business

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Entergy Forward-Looking Information

Entergy Forward-Looking Information

In this communication, 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 most recent Annual Report on Form 10-K, any subsequent Quarterly Reports on Form 10-Q, and other filings made by Entergy with the Securities and Exchange Commission (the SEC); (ii) the following transactional factors (in addition to others described elsewhere in this communication, in the proxy statement/prospectus included in the registration statement on Form S-4 that was filed by ITC Holdings Corp. (ITC) with the SEC in connection with the proposed transactions) involving risks inherent in the contemplated transaction, including: (1) failure to obtain 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, Mid South TransCo LLC (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.

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ITC Forward-Looking Information

ITC Forward-Looking Information

This document and the exhibits hereto contain certain statements that describe ITC management's beliefs concerning future business conditions and prospects, growth opportunities and the outlook for ITC's business, including ITC's business and the transmission industry based upon information currently available. Such statements are forward-looking statements within the

meaning of the Private Securities Litigation Reform Act of 1995. Wherever possible, ITC has identified these forward-looking statements by words such as anticipates, believes, intends, estimates, expects, projects and similar phrases. The forward-looking statements are based upon assumptions ITC management believes are reasonable. Such forward-looking statements are subject to risks and uncertainties which could cause ITC's actual results, performance and achievements to differ materially from those expressed in, or implied by, these statements, including, among other things, (a) the risks and uncertainties disclosed in ITC's most recent Annual Report on Form 10-K and any subsequent Quarterly Reports on Form 10-Q filed with the SEC from time to time and (b) the following transactional factors (in addition to others described elsewhere in this document, in the statement/prospectus included in the registration statement on Form S-4 that was filed by ITC with the SEC in connection with the proposed transactions): (i) risks inherent in the contemplated transaction, including: (A) failure to obtain approval by the Company's shareholders; (B) failure to obtain regulatory approvals necessary to consummate the transaction or to obtain regulatory approvals on favorable terms; (C) the ability to obtain the required financings; (D) delays in consummating the transaction or the failure to consummate the transactions; and (E) exceeding the expected costs of the transactions; (ii) legislative and regulatory actions, and (iii) conditions of the capital markets during the periods covered by the forward-looking statements.

Because ITC's forward-looking statements are based on estimates and assumptions that are subject to significant business, economic and competitive uncertainties, many of which are beyond ITC's control or are subject to change, actual results could be materially different and any or all of ITC's forward-looking statements may turn out to be wrong. They speak only as of the date of the filing and can be affected by assumptions ITC might make or by known or unknown risks and uncertainties. Many factors mentioned in this document and the exhibits hereto and in ITC's annual and quarterly reports will be important in determining future results. Consequently, ITC cannot assure you that ITC's expectations or forecasts expressed in such forward-looking statements will be achieved. Actual future results may vary materially. Except as required by law, ITC undertakes no obligation to publicly update or revise ITC's forward-looking or other statements, whether as a result of new information, future events, or otherwise.

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Additional Information and Where to Find It

Additional Information and Where to Find It

ITC filed a registration statement on Form S-4 (Registration No. 333-184073) with the SEC registering the offer and sale of shares of ITC common stock to be issued to Entergy shareholders in connection with the proposed transactions. This registration statement includes a proxy statement of ITC that also constitutes a prospectus of ITC.

This
registration
statement
was
declared
effective
by
the
SEC
on
February
25,
2013.

ITC
mailed
the
proxy
statement/prospectus to its shareholders on or about February 28, 2013. ITC shareholders are urged to read the proxy statement/prospectus included in the ITC registration statement and any other relevant documents because they contain important information about TransCo and the proposed transactions. In addition, TransCo will file a registration statement with the SEC registering the offer and sale of TransCo common units to be issued to Entergy shareholders in connection with the proposed transactions. Entergy shareholders are urged to read the proxy statement/prospectus included in the ITC registration statement and the prospectus to be included in the TransCo registration statement (when available) and any other relevant documents, because they contain important information about ITC, TransCo and the proposed transactions.

The proxy statement/prospectus, prospectus 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.

This communication is not a solicitation of a proxy from any security holder of ITC. However, Entergy, ITC and certain of

their
respective
directors
and
executive
officers
and
certain
other
members
of
management
and
employees
may
be

deemed to be participants in the solicitation of proxies from shareholders of ITC in connection with the proposed transaction under the rules of the SEC. Information about the directors and executive officers of Entergy, may be found in its 2012 Annual Report on Form 10-K filed with the SEC on February 27, 2013, and its definitive proxy statement relating to its 2012 Annual Meeting of Shareholders filed with the SEC on March 23, 2012. Information about the directors and executive officers of ITC may be found in its 2012 Annual Report on Form 10-K filed with the SEC on March 1, 2013, and its definitive proxy statement relating to its 2012 Annual Meeting of Shareholders filed with the SEC on April 12, 2012.

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Agenda
Agenda
Morning
Session
(10:00

am

12:30

pm)

Welcome

&

Logistics

10:00

10:15

Montelaro, Blair, Freese

Vision

for

Industry

Future

10:15

11:15

Welch, May

Why is this transformation necessary?

Why this structure?

Why with ITC?

Why now?

Rationale

for

Transaction

-

11:15

12:30

Independence

Welch

Operational

Excellence

Jipping,

Riley

Storm Response

Regional

Planning

Vitez

IPL
Transaction
Experience
&
Results
Jipping

Local Presence
&
Engagement
w/Retail
Regulators
Jipping

Financial
Flexibility
and
Growth
Lewis

Financial
Strength
of
ITC
Bready
Afternoon
Session
(1:00
pm

4:00
pm)
Rate
Effects
1:00

2:30
Bready, Dingle, Lewis

ELL/EGSL Retail Customer Rate Effects

Rate Construct

Forward Test Year

Bill Effects

Any Potential Impacts on ELL/EGSL
Generation/Distribution Business

Wholesale Rate Effects Post-MISO

Break

2:30

2:45

Transaction Structure & ELL/EGSL Specific
Implications

2:45

3:45

Bready, Lewis

Wrap

Up

3:45

4:00

Fontan, Freese

03/06/13

ITC, ELL & EGSL Technical Conference

ELL/EGSL

Credit

Ratings

Impacts

Securitization

Transaction

Impact

on

ADIT

Liability

Transaction

Structure

5

5

Significant capital requirements to continue modernizing the grid best handled by an independent company who can better manage the transmission portion of capital spend

Affords the EOCs financial flexibility to manage the necessary investment in G&D

Independent ownership and operation of Entergy Transmission System (ETS)
extracts the greatest benefits in an RTO with a Day 2 market

Consistent with efforts towards independent transmission operation and ownership

Nation's first, largest, & only publicly-traded independent transmission company

A proven track record of best-in-class performance, improving reliability for ETS

Extensive
experience
with
MISO
and
committed
to
facilitating
the
MISO
Day
2
Market

Inter-RTO experience applicable to ETS's seams with SPP and other regions

Financially sound with strong investment grade credit ratings & access to capital

Opportunities for greater economies and efficiencies

Final step in over a decade of work to pursue best management structure for ETS

Eliminates perception of bias in transmission system planning and operations

Comparable
sizes
of
ITC's
and
the
EOCs
(Entergy
Operating
Companies)

transmission businesses allows for a tax efficient transaction not necessarily
available in future

The right
transaction...
...with the

right

partner...

at the right

time

This transaction creates the right model

for the benefit of our customers...now and into the future

ITC Transaction is the Right Transaction

ITC Transaction is the Right Transaction

with the Right Partner at the Right Time

with the Right Partner at the Right Time

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6
6

U.S. Transmission Grid

U.S. Transmission Grid

Historically Fragmented and Inefficient

Historically Fragmented and Inefficient

Historically, transmission infrastructure development in the U.S. primarily focused on connecting load and resources within balancing authority areas, with little interregional or national perspective. In contrast, U.S. Electric Power Transmission Grid

More than 211,000 high voltage transmission line miles

Operated by ~130 balancing authority areas (ownership is even more fragmented)
Source: FEMA, NERC

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Introduction

Industry Evolution

ITC's Business Model

ITC's Proven Track Record

Benefits Beyond MISO

Commitment to Louisiana & Communities we serve

Transaction Value for Louisiana

Strategic Overview

Strategic Overview

ITC

ITC

9
9
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Agenda
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on

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Structure

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Transaction Rationale:

Transaction Rationale:

In the Public Interest

In the Public Interest

Independent model

Proven independent business model for owning and operating transmission systems

Independence from all buyers and sellers of electric energy allows ITC to plan improvements to the electric transmission grid for the broadest public benefit
Singular focus

Transaction
results
in
two
companies
that
are
more
specialized
and
focused

ITC
on transmission and Entergy on generation and distribution

Operational excellence, cost efficiency, customer focus
Wholesale markets and a regional planning view

Transaction
facilitates
infrastructure
investment
and
fosters
competition

activities
that enhance wholesale electricity markets

Structural separation of the transmission business from generation and distribution
businesses encourages greater participation in the transmission planning process and
disclosure of information by third parties

Independent model aligns with national policy objectives
Financial strength and flexibility

Transaction will yield separate companies with strong balance sheets and greater
capability
to
finance
the
infrastructure
investment

requirements
today
and
in
the
future

11
11
Independent Model
Independent Model
Benefits of ITC Independent
Transmission Model
Transparency

Operational
Excellence
Reliability
Infrastructure
Investment
High Credit
Quality
Public Policy
Alignment
Facilitate Generator
Interconnection
Customer
Focus
11

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12

Data from the SGS Study benchmarking study can be used to
quantify the resulting improved reliability

Operational Excellence:

Operational Excellence:

Quantitative Value of Reliability

Quantitative Value of Reliability

The calculation is based on data for the two largest load serving entities in Michigan from 2010 and 2011, with major storms e and METC data reflect a three year average SAIDI from the SGS Study, given that performance changes year over year.

Compared to the performance of the median utility in the SGS Study,

this

amounts

to

a

value

of

about

\$153

million

per

year

delivered

by

ITC s Michigan utilities

The U.S. Department of Energy s Office

of Electricity Delivery and Energy

Reliability has developed a tool to

estimate interruption costs and the

benefits associated with reliability

improvements

A one minute improvement in System

Average Interruption Duration Index

(SAIDI)

for

ITCTransmission

and

METC

results in one year savings of \$7.7M

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Utilize standard equipment when possible to drive greater efficiencies (e.g. breaker replacement completed in two versus six weeks)

Utilize equipment with track record of longer life, resulting in

lower maintenance and replacement costs

Engage in strategic alliances to ensure that needed equipment is available to meet project timelines

Purchasing power leads to better pricing when buying large volume of transmission equipment

Cost Efficiencies

Cost Efficiencies

Standardization and Specialization

Standardization and Specialization

Ability to attract and retain personnel with high levels of interest and expertise in electric transmission avoids turnover and training costs (important when facing near-term shortage of skilled workers)

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Customer Focus

Customer Focus

Dedicated Stakeholder Relations group for all stakeholders,
providing advocacy and issue resolution at ITC

Stakeholders include investor-owned, municipal and cooperative utilities,

independent power producers and retail load of large industrial and commercial
retail customers connected at transmission level voltages

Proactively meet with stakeholders to identify stakeholder issues
and resolve any concerns through one-on-one meetings and semi-
annual

Partners

in

Business

meetings

Energy policy, legislative and regulatory matters

Capital project, transmission planning and preventive maintenance

Operations preparedness for summer peak load and storm events

Transmission rates

Storm restoration

Planned outages to eliminate or
minimize any potential risk and costs to
industrial processes

Unplanned outages regarding cause,
estimated duration, and future prevention

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Timely customer communication

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Storm Response

Storm Response

Utilizing Best Practices

Utilizing Best Practices

ETR System Incident

Commander (SIC)

ITC System Incident
Commander (SIC)
System Section
Chiefs
System Planning
Section Chief
System Resource
Section
System Logistics
Section
Restoration
Prioritization Branch
Director
ITC Section
Chiefs
Entergy Liaison
Coord.
(New position)
ITC Technical/Management
employee assigned to
ETR System Command
Center in Jackson, MS
ITC employee
ETR employee
Functional Incident
Commanders
(ex. Fossil, EOC,
Nuclear, Gas)
Storm response organization will be modified to ensure
close coordination and interaction between Entergy and ITC
ELL/EGSL
Customer
Customer
ITC Planning
Section
ITC Logistics
Section
ITC Resource
Section
Transmission Prioritization
Resource Coordination
Logistics Coordination
15

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Fosters Regional Planning

Fosters Regional Planning

ITC has track record of planning its transmission systems to:

Address local, state, and regional reliability needs

Increase the economic efficiency of the overall grid

Respond to transmission needs identified in state and regional processes

When deficiencies are identified on the transmission system, such as inadequate capacity to meet load under certain contingency conditions, ITC plans, develops and constructs transmission projects to address such deficiencies

ITC is committed to planning its transmission system in an open and transparent manner; ITC has its own processes that supplement the already open and transparent processes used by MISO

Transaction enhances customer benefits beyond what could be achieved through the Entergy Operating Companies proposed MISO membership

ITC has proven it has the expertise, resources, and capital not only to plan but also to construct needed investment

ITC's regional approach to transmission planning will enhance deliverability of generation throughout the region to provide a more economic source of energy for customers

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17

17

IPL Transaction Experience & Results

IPL Transaction Experience & Results

ITC has invested approximately \$1.1 billion to improve the ITC

Midwest transmission system since acquisition of IPL assets

Projects needed to upgrade and improve existing lines and substations, construct new lines to serve load growth and improve reliability, resolve system constraints and provide interconnection for new load and generation
Major activities:

Built 26 new substations

Completed 32 major substation upgrades/expansions

Built nearly 26 miles of new line

Rebuilt nearly 400 miles of existing lines

Added four and replaced three major transformers

Key Project: Salem-Hazleton

81-mile,
345
kV
line
connecting
Dubuque
and
Buchanan
Counties in eastern Iowa

Regional planning had long identified as needed to resolve system constraints and reduce energy costs.

Expected completion: 2013

ITC Midwest reduced sustained outages from those experienced in 2008 (the last year IPL operated and maintained the system) by 50% in 2009, 24% in 2010, and 58% in 2011

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ITC Midsouth

ITC Midsouth

Regulatory and External Affairs Organization

Regulatory and External Affairs Organization

ITC

Chief Business Officer

ITC

Midsouth

Director,

Regulatory

Affairs

ITC Midsouth

Director,

State Gov't

Affairs

ITC Midsouth

Director,

Local Gov't

& Comm.

Affairs

ITC Midsouth

Director,

Stakeholder

Relations

An ITC executive (VP and BU Head)

will be responsible for the following

ITC Midsouth functions:

Regulatory Affairs

State Government Affairs

Local Government and

Community Affairs

Stakeholder Relations

ITC Midsouth staff will be located throughout the Entergy footprint to perform these functions

Regulatory Affairs Managers

will be located in each state

capital

Managers and other support

staff will be geographically

dispersed to cover the other

functions

These employees and functions will

report to ITC's Chief Business

Officer

Louisiana

Arkansas

Mississippi

Texas

ITC Midsouth
VP and Business Unit Head
Louisiana
Arkansas
Mississippi
Texas
Louisiana
Arkansas
Mississippi
Texas
Louisiana
Arkansas
Mississippi
Texas

19
19
ETR Utilities
ETR Utilities
Capital Needs
Capital Needs
Could Total ~\$12B-16B Over 2012-2018

Could Total ~\$12B-16B Over 2012-2018

Actual and Forecast Entergy Utilities

Investment

(\$B)

0

5

10

15

20

1999-2004

2005-2011

2012-2018

Average

2

= \$1.8B -

\$2.3B

Total = \$12.3B -

\$15.9B

Average

1

= \$1.4B -

\$1.7B

Total = \$9.7B -

\$11.7B

Average

1

= \$1.1B

Total = \$6.5B

???

Effect of EPA rules?

Aging infrastructure?

1. Range

based

on

actuals

plus

storm

capital.

2.

Range

based

on

projections

of

ETR

Utilities

base

capital

plan

plus

potential
spend

3.

Potential
spend

related to potential economic development projects, potential new generation investment, potential environmental spend, and potential
spend.

Potential storm spend for forward looking period is an estimate based on annual average spend over 2005-10 to illustrate potential
requirements

of
event
risks.

Potential
spend
is

not
included
in

base
capital
plan

Note: *ETR Utilities includes EAI, ELL, EGSL, EMI, ETI, ENO, SERI, ESI,*

EOI, SFI; EOCs include EAI, ELL, EGSL, EMI, ETI, and ENO

Actual excluding storms (Transmission and Non-Transmission)

Potential spend

Past storm spend

Base case

conservative (Transmission and Non-Transmission)

EOCs Transmission

EOC

Transmission

EOC

Transmission

19

3

20

20

20

ELL Total Capital Needs Could Total

ELL Total Capital Needs Could Total

~\$3.1B -

~\$3.1B -

\$4.6B Over 2012-2018

\$4.6B Over 2012-2018

Actual and Forecast Capital Investment
for ELL (\$B)

1999-2004

2005-2011

2012-2018

2.5

5

0

Actual excluding storms (Transmission and Non-Transmission)

Potential spend

Past storm spend

Base case

conservative (Transmission and Non-Transmission)

Average

2

= \$445M -

\$664M

Total = \$3.1B -

\$4.6B

Average

1

= \$406M -

\$505M

Total = \$2.8B -

\$3.5B

Average

1

= \$208M

Total = \$1.2B

???

Effect of EPA rules?

Aging infrastructure?

1. Range based on actuals plus storm capital. 2. Range based on

projections of ELL's base capital plan plus potential spend 3. Potential spend

related to potential economic development projects, potential new generation investment, potential environmental spend, and potential
spend.

Potential storm spend for forward looking period is an estimate based on annual average spend over 2005-10 to illustrate potential
capital requirements of event risks. Potential spend is not included in base capital plan.

Transmission

Transmission

Transmission

3

21

21

21

EGSL Total Capital Needs Could Total

EGSL Total Capital Needs Could Total

~\$1.5B -

~\$1.5B -

\$2.0B Over 2012-2018

\$2.0B Over 2012-2018

Actual and Forecast Capital Investment
for EGSL (\$B)

1999-2004

2005-2011

2012-2018

1

2

0

Average

2

=

\$218M

-

\$280M

Total = \$1.5B -

\$2.0B

Average

1

=

\$192M

-

\$225M

Total = \$1.3B -

\$1.6B

Average

1

=

\$153M

Total = \$0.9B

???

Effect of EPA rules?

Aging infrastructure?

1.

Range

based

on

actuals

plus

storm

capital.

2.

Range

based

on

projections

of

EGSL s

base

capital
plan
plus
potential
spend

3.

Potential
spend

related to potential economic development projects, potential new generation investment, potential environmental spend, and potential
spend.

Potential storm spend for forward looking period is an estimate based on annual average spend over 2005-10 to illustrate potential
capital requirements of event risks. Potential spend is not included in base capital plan.

Actual excluding storms (Transmission and Non-Transmission)

Potential
spend

Past storm spend

Base case

conservative (Transmission and Non-Transmission)

Transmission

Transmission

Transmission

3

22
22
22

Note: Historical data excludes storm capital, as there is no capital associated with future storms in base capital plan projections

Numbers presented are only for EOCs (EAI, EGSL, ELL, EMI, ETI, ENO) and excludes SERI/ESI

EOCs

EOCs

Transmission Capital

Transmission Capital

Could Total ~\$3.6B Over 2012-2018

Could Total ~\$3.6B Over 2012-2018

Average = \$254M

Total = \$1.8B

Average= \$511M

Total = \$3.6B

Actual and Forecast Transmission Investment for EOCs

(\$B)

2005-2011

1999-2004

2012-2018

0

2

1

4

3

Projected base case capital

plan as of August 2012

Actual

Average= \$200M

Total = \$1.2B

Transmission Capital Spending for EOCs Could Increase

Over 100% in the Next Seven Years

23

23

23

ELL Transmission Capital

ELL Transmission Capital

Could Total ~\$650M Over 2012-2018

Could Total ~\$650M Over 2012-2018

Average = \$74M

Total = \$521M

Average= \$93M

Total = \$652M

Actual and Forecast Transmission Investment for ELL

(\$M)

750

1999-2004

2005-2011

2012-2018

0

375

Average= \$35M

Total = \$209M

Transmission Capital Spending for ELL Could Increase

Approximately 25% in the Next Seven Years

Projected base case capital

plan as of August 2012

Actual

Note: Historical data excludes storm capital, as there is no capital associated with future storms in base capital plan projections

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24

24

EGSL Transmission Capital

EGSL Transmission Capital

Could Total ~\$545M Over 2012-2018

Could Total ~\$545M Over 2012-2018

Average = \$56M

Total = \$392M

Average= \$78M

Total = \$545M

Actual and Forecast Transmission Investment for EGSL

(\$M)

600

1999-2004

2005-2011

2012-2018

0

300

Average= \$75M

Total = \$450M

Transmission Capital Spending for EGSL Could Increase

Approximately 39% in the Next Seven Years

Projected base case capital

plan as of August 2012

Actual

Note: Historical data excludes storm capital, as there is no capital associated with future storms in base capital plan projections

25

25

25

ELL Transmission CapX as Multiple of Depreciation

ELL Transmission CapX as Multiple of Depreciation

Nearly Twice as High as Non-Transmission

Nearly Twice as High as Non-Transmission

ELL Average CapX as Multiple of
Depreciation (2012-18 Average)

For ELL,

Transmission

Constitutes ~31% of

Capital in Excess of

Depreciation, despite

being 12% of rate

base

2.4

4

3

2

1

0

1.6

Transmission

Non-

Transmission

Note: Based on figures filed in testimony at LPSC

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26

26

EGSL Transmission CapX as Multiple of Depreciation

EGSL Transmission CapX as Multiple of Depreciation

More Than Three Times as High as Non-Transmission

More Than Three Times as High as Non-Transmission

EGSL Average CapX as Multiple of
Depreciation (2012-18 Average)

For EGSL,

Transmission

Constitutes ~89% of

Capital in Excess of

Depreciation, despite

being 14% of rate

base

3.5

4

3

2

1

0

1.1

Transmission

Non-

Transmission

Note: Based on figures filed in testimony at LPSC

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27

27

Benefits from Financial Flexibility for Entergy

Benefits from Financial Flexibility for Entergy

Transmission-Related Cash

Capital Requirements Go Away

Utility Operating Cash Flow Minus
Cash Construction Expenditures
2014E

2018E (\$M)

Utility Debt Obligations
2018E (\$M)

Stronger Utility Balance Sheet Improves Ability
to Invest in Generation and Distribution

Status Quo
With ITC

Transaction

Status Quo

With ITC

Transaction

6,000

2,000

0

4,000

2,000

0

6,000

4,000

8,000

10,000

4,716

5,580

Note: As detailed in direct testimony, Transaction has two separate effects on remaining entity's cash flow:

OCF: EOCs no longer earn on transmission rate base spun-off (negative effect on cash flow)

Cash Construction Expenditures: transmission related cash capital requirements go away (positive effect on cash flow for EOCs)

Net

effect

on

EOCs

is

positive

as

transmission

Cash

Construction

Expenditures

over

2014-2018

is

higher

than

transmission

OCF

18%

\$2,755M

28

28

28

Benefits from Financial Flexibility for ELL

Benefits from Financial Flexibility for ELL

Transmission-Related Cash

Capital Requirements Go Away

ELL Operating Cash Flow Minus
Cash Construction Expenditures
2014E

2018E (\$M)

ELL Debt Obligations

2018E (\$M)

Stronger Balance Sheet Improves Ability
to Invest in Generation and Distribution

Status Quo

With ITC

Transaction

Status Quo

With ITC

Transaction

2,000

1,000

0

500

1,500

2,500

3,000

2,000

1,000

0

2,093

2,164

Note: As detailed in direct testimony, Transaction has two separate effects on remaining entity's cash flow:

OCF: EOCs no longer earn on transmission rate base spun-off (negative effect on cash flow)

Cash Construction Expenditures: transmission related cash capital requirements go away (positive effect on cash flow for EOCs)

Net

effect

on

EOCs

is

positive

as

transmission

Cash

Construction

Expenditures

over

2014-2018

is

higher

than

transmission

OCF

3%

\$576M

29

29

29

Benefits from Financial Flexibility for EGSL

Benefits from Financial Flexibility for EGSL

Transmission-Related Cash

Capital Requirements Go Away

EGSL Operating Cash Flow Minus

Cash Construction Expenditures

2014E

2018E (\$M)

EGSL Debt Obligations

2018E (\$M)

Stronger Balance Sheet Improves Ability

to Invest in Generation and Distribution

Status Quo

With ITC

Transaction

Status Quo

With ITC

Transaction

1,500

1,000

500

0

2,000

1,000

0

500

1,500

1,011

1,113

Note: As detailed in direct testimony, Transaction has two separate effects on remaining entity's cash flow:

OCF: EOCs no longer earn on transmission rate base spun-off (negative effect on cash flow)

Cash Construction Expenditures: transmission related cash capital requirements go away (positive effect on cash flow for EOCs)

Net

effect

on

EOCs

is

positive

as

transmission

Cash

Construction

Expenditures

over

2014-2018

is

higher

than

transmission

OCF

10%

\$359M

30

30

Financial Strength and Flexibility

Financial Strength and Flexibility

Transaction offers the financial strength of ITC and improves that of ELL and EGSL to support the escalating capital investment requirements facing the

electric industry

ITC has a singular focus with no internal competition or competing priorities for capital or other resources; provides a stronger, separate balance sheet to support the transmission capital requirements

ITC better positioned to efficiently capitalize the significant and sustained level of transmission investment required in the Entergy region, including Louisiana

Post-close, ELL and EGSL would be better positioned to attract capital separately to finance needed investments in generation and distribution at lower costs and to manage future uncertainty regarding event risk (e.g., new regulatory requirements or major storms)

ITC's MISO operating companies are deemed to be of higher credit quality than ELL and EGSL, as well as most vertically-integrated utilities

Enables consistent and predictable access to cost-effective capital, even during challenging economic times; supports enhanced liquidity

Given significant and sustained level of transmission capital investment requirements, as well as unforeseen needs, credit quality and access to capital are paramount

31
31
31
Credit Quality Enhancement Overview
Credit Quality Enhancement Overview
Debt Cost Savings
Debt Cost Savings

Expect new ITC operating companies to have ratings equivalent to that of ITC's existing MISO operating companies

Merger between Entergy's Transmission Business and ITC is expected to lead to material interest expense savings, which will benefit Entergy's customers

Reflected in both the initial capitalization of the new ITC operating companies, including ITC Louisiana, as well as future debt financings to fund transmission investment requirements

Aggregate debt financing cost savings estimated in the range of \$24 million to \$27 million in 2014 (first full year of ownership) for the new ITC operating companies

Over a five-year period (2014-2018), estimate debt financing cost savings for the new ITC operating companies in a range of approximately \$125 million to \$156 million (in nominal dollars)

FERC rate construct utilized by ITC's operating companies viewed favorably by the rating agencies and investors, which supports lower debt financing costs

ITC is seeking FERC rate construct for its new operating companies as part of this transaction

Results in lower borrowing costs of approximately 45 bps to 205 bps relative to the status quo EOCs, depending on market conditions

32
32
Agenda
Agenda
Morning
Session
(10:00

am

12:30

pm)

Welcome

&

Logistics

10:00

10:15

Montelaro, Blair, Freese

Vision

for

Industry

Future

10:15

11:15

Welch, May

Why is this transformation necessary?

Why this structure?

Why with ITC?

Why now?

Rationale

for

Transaction

-

11:15

12:30

Independence

Welch

Operational

Excellence

Jipping,

Riley

Storm Response

Regional

Planning

Vitez

IPL
Transaction
Experience
&
Results
Jipping

Local Presence
&
Engagement
w/Retail
Regulators
Jipping

Financial
Flexibility
and
Growth
Lewis

Financial
Strength
of
ITC
Bready
Afternoon
Session
(1:00
pm

4:00
pm)
Rate
Effects
1:00

2:30
Bready, Dingle, Lewis

ELL/EGSL Retail Customer Rate Effects

Rate Construct

Forward Test Year

Bill Effects

Any Potential Impacts on ELL/EGSL
Generation/Distribution Business

Wholesale Rate Effects Post-MISO
Break

2:30

2:45
Transaction Structure & ELL/EGSL Specific
Implications

2:45

3:45
Bready, Lewis
Wrap
Up

3:45

4:00
Fontan, Freese
03/06/13
ITC, ELL & EGSL Technical Conference

Transaction
Structure

Transaction
Impact
on
ADIT
Liability

Securitization

ELL/EGSL
Credit
Ratings
Impacts

33

33

33

Significant variability in average residential bills

Significant variability in average residential bills

yearly variation between \$2 and \$26 over 2001-2011

yearly variation between \$2 and \$26 over 2001-2011

Henry Hub
Gas Index
(\$/mmBtu)

2.7
3.1
5.4
5.9
8.3
6.5
6.9
9.0
3.8
4.4
4.0
2006
80.97
72.57
2002
100
2001
50
10
2004
2005
5
2011
150
ELL
Avg.
Monthly
Residential
Bill

1,000
kWh
(\$)
78.99
0
0
2008
84.12
95.93
99.55
96.83
93.70
2003
Henry Hub Gas Index
(\$/mmBtu)
2009
92.70

15

2010

2007

83.35

109.77

Henry Hub Gas Index

ELL Avg. Monthly Residential Bill-

1,000 kWh(\$)

Illustrative

Note: Residential bills are the average of the Typical Monthly Bills in that year for a residential customer using 1,000 kWh, ex

Source: Entergy Regulatory Services, Typical Bill Report

(-24%)

-26.43

+2.23

(+2%)

-13%

13% reduction in customer

bills since 2008

34

34

34

Significant variability in average residential bills

Significant variability in average residential bills

yearly variation between \$1 and \$27 over 2001-2011

yearly variation between \$1 and \$27 over 2001-2011

Henry Hub Gas Index
 (\$/mmBtu)
 EGSL
 Avg.
 Monthly
 Residential
 Bill

1,000
 kWh
 (\$)

Henry Hub Gas Index
 EGSL Avg. Monthly Residential Bill-
 1,000 kWh (\$)
 Illustrative
 14% reduction in customer
 bills since 2008

Note: Residential bills are the average of the Typical Monthly Bills in that year for a residential customer using 1,000 kWh, ex
 Source: Entergy Regulatory Services, Typical Bill Report

50
 10
 2009
 108.24
 101.47
 2011
 0
 108.99
 101.34
 87.16
 80.95
 2008
 2010
 75.12
 2007
 82.35
 89.25
 2006
 2005
 150
 2004
 5
 2003
 2002
 100
 2001
 0
 15
 Henry Hub
 Gas Index
 (\$/mmBtu)

2.7
3.1
5.4
5.9
8.3
6.5
6.9
9.0
3.8
4.4
4.0
-14%
-26.64
(-24%)
-0.37
(0%)
93.55
93.91

35

35

35

Transmission Constitutes a Small Portion
Transmission Constitutes a Small Portion
of a Typical Louisiana Customer's Total Bill
of a Typical Louisiana Customer's Total Bill

3.7%

Transmission

Non-Transmission

96.3%

Typical

ELL

Customer

Bill

Typical EGSL Customer Bill

6.4%

Transmission

Non-Transmission

93.6%

Note: Average of January 2011

December 2011 typical bills for a residential customer using 1,000 kWh per month; non-transmission portion of

monthly

bill

includes

fuel

and

portions

of

the

fixed

customer

charge

and

energy

charge

allocated

to

generation

and

distribution

functions,

as

well as the inclusion of various riders.

36
36

Transition from current retail rate construct to FERC-regulated rate construct
expected for ITC

Analysis assumes MISO base ROE for new ITC operating companies

(12.38%) and capital structure currently utilized by ITC operating companies
(60% equity/40% debt)

Benefits
of
credit
quality
improvement
resulting
from
transition
to
FERC-
regulated rate construct partially offset impacts
Rate Impacts Split into Rate Construct, Rate Timing,
Rate Impacts Split into Rate Construct, Rate Timing,
and Other Effects for Retail Customers
and Other Effects for Retail Customers
Rate
Construct
Effects
Rate Timing
Effects

Forward Test Year: Eliminates regulatory lag in recovery of capital
investments

One-time impact of conversion to forward test year

Reflects amounts that would have been collected in future years

Schedule MSS-2 construct eliminated post-Transaction

Current
estimation
reflects
effect
of
paying
load
ratio
share
of
Transmission
cost factoring in zonal investment (single LA zone) and retail share of
Transmission investments
Other
Effects
36

37

37

Over the long term,
customer bill effects
expected to be mitigated
by...

Enhanced Financial
Flexibility

Operational Excellence

Independent and
transparent ITC model

Regional Planning

0

~0.52

0.5%

20

ELL

Residential

Bill

1,000

kWh

(\$)

120

100

80

60

40

Illustrative Bill

if ITC owns

T assets

~96.45

2014

~(0.19)

2014

~0.71

Illustrative Bill

if ETR owns

T assets

status quo

95.93

ELL Typical Residential Customer Bill

ELL Typical Residential Customer Bill

Expected

Expected

to

to

Increase

Increase

0.5%

0.5%

Expected

Expected

Mitigation by Customer Benefits

Mitigation by Customer Benefits

Note:

Contents exclude estimated

one-time 2014 rate timing

effect of \$0.64 due to

conversion to forward test

year

reflects amount that

would have been collected

in future years

Note:

\$95.93

is

the

average

of

the

2011

Typical

Monthly

Bill

for

a

residential

customer

using

1,000

kWh,

excluding

taxes.

Calculation

is

indicative of the rate effects of the spin-merge transaction and is not meant to project an actual future customer bill. Illustration

include rate timing effects such as adoption of forward test year.

Illustrative

37

WACC

Effects

Net

Other

Effects

post-transaction

38
38
38
93.55
EGSL
Residential
Bill

1,000

kWh

(\$)

120

100

80

60

40

20

0

~1.20

1.3%

Illustrative Bill

if ITC owns

T assets

~94.75

2014

~0.38

2014

~0.82

Illustrative Bill

if ETR owns

T assets

status quo

EGSL Typical Residential Customer Bill

EGSL Typical Residential Customer Bill

Expected

Expected

to

to

Increase

Increase

1.3%

1.3%

Expected

Expected

Mitigation by Customer Benefits

Mitigation by Customer Benefits

Over the long term,

customer bill effects

expected to be mitigated

by...

Enhanced Financial

Flexibility

Operational Excellence

Independent and
transparent ITC model

Regional Planning

Note:

Contents exclude estimated
one-time 2014 rate timing
effect of \$0.63 due to
conversion to forward test
year

reflects amount that
would have been collected
in future years

Note:

\$93.55

is
the
average
of
the
2011

Typical
Monthly
Bill
for
a

residential
customer
using
1,000
kWh,
excluding
taxes.

Calculation
is

indicative of the rate effects of the spin-merge transaction and is not meant to project an actual future customer bill. Illustration
include rate timing effects such as adoption of forward test year.

Illustrative

Net Other Effects

WACC Effects

post-transaction

39
39
39
Modest
Modest
Bill
Bill

Effects

Effects

of

of

0.4

0.4

1.4%

1.4%

on

on

Select

Select

Commercial

Commercial

and

and

Industrial

Industrial

Classes

Classes

Expected

Expected

Mitigation by Customer Benefits

Mitigation by Customer Benefits

Note: Calculation indicative and illustrative of the rate effects of the spin-merge transaction and is not meant to project an actual customer

bill.

Contents

exclude

estimated

one-time

2014

rate

timing

effect

due

to

conversion

to

forward

test

year

reflects

amount

that

would
have been collected in future years. Based on August 2011 typical customer bill.

2014 Transaction Bill Effects

Selected

Retail Class

Retail Class

Description

Typical

Bill

WACC

Effects

Net

Other

Effects

Total

Effect

%

Change

ELL

SGS

50 kW, 35% Load Factor

\$1,237.15

7.46

(1.99)

5.48

0.4%

LGS

300 kW, 55% Load Factor

\$8,823.83

80.51

(21.44)

59.07

0.7%

EGSL

SGS

1,500 kWh

\$167.61

1.26

0.58

1.84

1.1%

GS

25 kW, 30% Load Factor, Summer

\$488.23

4.73

2.17

6.90

1.4%

Illustrative

40
EGSL

\$93.55
ELL

\$95.93

EGSL

\$93.55

Sensitivity of Residential Rate Effects

Sensitivity of Residential Rate Effects

to Variations in Spend

to Variations in Spend

ELL

\$95.93

+ \$0.11

O&M

Spend

+ \$0.12

+ \$0.04

Capital

Expenditure

Spend

+ \$0.04

Typical Monthly

Residential Bill

Sensitivity to

10% Increase

in Spend

\$0.52

\$1.20

\$0.52

\$1.20

Total

Transaction

Bill Effect

Typical Monthly

Residential Bill

Sensitivity to

10% Increase

in Spend

Total

Transaction

Bill Effect

-

\$0.11

-

\$0.12

-

\$0.04

-

\$0.04

Sensitivity to

10% Decrease

in Spend

Sensitivity to
10% Decrease

in Spend

1. Typical

ELL

bill

of

\$95.93,

typical

EGSL

bill

of

\$93.55

reflect

the

average

of

the

2011

Typical

Monthly

Bills

for

residential

customer

using

1,000 kWh, excluding taxes. Note: Calculation is indicative and illustrative of the rate effects of the spin-merge transaction and project an actual future customer bill.

40

1

1

41

41

ELL and EGSL face long-term generation supply

ELL and EGSL face long-term generation supply

needs driving significant capital requirements

needs driving significant capital requirements

Load growth and replacement of aging

capacity are anticipated to drive
generation capacity shortages

By 2021, EGSL is expected to be short 1.3GW in generation
capacity

By 2031, ELL and EGSL are expected to be short 2.7 GW and
2.3 GW, respectively

Even after Ninemile 6 enters service, additional generation
investment required in Amite South and WOTAB
Aging generation needs to be replaced

Average age of the generating fleet in Amite South is 42 years

By 2020, additional resources needed in Amite South about
every 5 years

Local generation resources needed
Unit life extension is not the long-term fix

Sustainability spending (\$180/kW to \$250/kW) could extend the
useful life but such spending can only delay but not eliminate
the need to replace older generation

Resource needs for ELL
and EGSL could range
from \$2.4B to \$6.1B
over the 20 year
planning period
this range reflects
uncertainty regarding
load growth, cost of new
capacity, and ability to
maintain sustainability
strategy

1.2012\$,
under
the
assumption
that
all
of
the
resource
needs
are
self-built,
gas-fired
CTs
and
CCGTs.

1
1

42

42

ITC transaction enables ELL and EGSL to

ITC transaction enables ELL and EGSL to

better meet generation capital needs

better meet generation capital needs

Transaction strengthens balance sheets for ELL and EGSL by reducing debt and improving cash positions, which would allow ELL and EGSL jointly or separately

to fund more resource acquisitions at a lower cost

Transaction allows the EOCs to shed transmission-business-related cash capital requirements and negative cash flows

With its higher credit quality and singular focus on transmission, ITC can efficiently build new transmission that keeps pace with the ELL and EGSL's expected future generation needs

ITC's independent business model and regional view of planning can facilitate infrastructure investments and foster increased competition in wholesale electricity markets

activities which will increase resource options to address generation needs of ELL and EGSL customers ELL and EGSL will have increased capability to finance Generation investments ITC can build Transmission to complement Generation needs and create access to resource options for ELL & EGSL

43

43

Change in How Wholesale Rates are Determined Due to
Change in How Wholesale Rates are Determined Due to
Adoption of MISO's 12 CP Demand Methodology
Adoption of MISO's 12 CP Demand Methodology

Note:

Amount
paid
remains
the
same
because
the
customer
consumes
the
same
amount
of
transmission
service
in
both
methodologies.

The
methodology affects the units of measuring rates and the units of measuring consumption but the amount paid is same and is re
consumed

In both methodologies aggregate amount paid by customer consuming a certain
amount
of

Transmission
service
will
remain
the
same
43

Current ETR OATT

ETR OATT with 12 CP

2014 Transmission Net Revenue Requirement

2014 Transmission Net Revenue Requirement

Same Revenue Requirement numerator

Same Revenue Requirement numerator

Same Revenue Requirement numerator

Same Revenue Requirement numerator

Single annual peak demand x 12 months

Aggregated 12 coincident peaks (CP) demand
over year

Single highest peak in a month x 12 months

Sum of peak demands in each month of year

Higher demand denominator

Lower demand denominator

\$ 1.85 / kWm

\$ 2.43 / kWm

44

44

Wholesale Rate Effects Reduced

Wholesale Rate Effects Reduced

for Louisiana Customers Post-Transition to MISO

for Louisiana Customers Post-Transition to MISO

Note:

Calculation
indicative
and
illustrative
is
not
meant
to
project
an
actual
future
customer
bill.
Estimates
are
preliminary
and
draft
prior
to
rate
filings
in first quarter of 2013
Wholesale rate
effects estimation
does not factor
in any production
costs savings and
other benefits to
be achieved
through transition
to MISO RTO
Rates
have
been
estimated
using
12
CP
methodology
used
under
MISO
Attachment
O.
Current
ETR
OATT
methodology

uses
a
single
annual
peak
rather
than
12
CP.
Change
in
methodology
does
not
imply
a
change
in
Revenue
Requirements
hence

customers do not pay different amounts under 12 CP employed by MISO vs. single annual peak employed by ETR. The equivalent number to \$2.43 /kWm under 12 CP would be a \$1.85 /kWm under single annual peak. The per unit estimation may be different but the amount paid by the customer is the same.

Illustrative

*
*
*

Includes estimated one-time rate
effect of ~\$0.21 due to conversion to
forward
test
year

reflects
amounts
that would have been collected in
future years

Estimated 2014 Wholesale Transmission Rate Effects

using 12 CP methodology

(\$/kWm)

2.5
2.0
1.5
1.0
0.5
0.0

Estimated 2014 WS rates post
transition to MISO with 4
Transmission

Pricing

Zones

2.36

Estimated Net Rate Effect

of adopting default MISO

ROE and implementing 4

Transmission

Pricing

Zones

(0.07)

Estimated 2014 WS rates paid

under ETR OATT under One

Transmission Pricing Zone

2.43

45

45

45

Transaction-Related Filings Pending Before the
Transaction-Related Filings Pending Before the
Federal Energy Regulatory Commission
Federal Energy Regulatory Commission

Joint ITC/Entergy Corp/ESI/EOCs filing:

EC12-145-000

Transaction approval (FPA 203)

ER12-2681-000

Formula rate and related agreements approval (FPA 205)

EL12-107-000

Declaratory Order regarding dividend payments from capital accounts (FPA 305)

ER12-2682-000

MISO

filing:

Module

B-1,

Interim

provisions

for

integration

of

the

transmission assets into MISO if Transaction closes before full
Entergy-MISO integration

ER12-2683-000

ESI

filing

on

behalf

of

EOCs:

Ancillary

services

tariff

(to

cover

potential period before MISO provision)

ER12-2693-000

ESI

filing

on

behalf

of

EOCs:

Amends

the

Entergy

System

Agreement to delete MSS-2 upon closing of the Transaction

ES13-5-000

ITC

filing:

Authorization

for

financing

(FPA

204)

ES13-6-000

ESI

filing

on

behalf

of

the

Wires

Subs:

Authorization

for

financing

(FPA 204)

ES11-40-002

EOCs

filing:

Authorization

for

financing

(FPA

204)

1Q2013, ELL, EGSL, and the other EOCs will file MISO Attachment O formula rate at the FERC to be effective in the event the ITC transaction is not consummated

46

46

46

2014 Rate Effect from ITC Transaction for

2014 Rate Effect from ITC Transaction for

Typical Louisiana Wholesale Customer

Typical Louisiana Wholesale Customer

Expected Mitigation by Customer Benefits

Expected Mitigation by Customer Benefits

Note:

Includes estimated one-
time rate effect of ~\$0.21
due to conversion to
forward test year
reflects
amounts that would have
been collected in future
years; excludes offsetting
depreciation study impact
of ~\$0.12

Estimated LAU Wholesale Transmission Rate Effects
(\$/kWm)

(1)

Customer bill effects
expected to be
mitigated by...
Operational Excellence
Reliability, System
Performance, etc.

3

1

Credit Quality Impacts

0

(0.08)

0.14

Estimated ETR

Ownership in MISO *

2.36

2.41

2

Net Effect of

~\$0.06 or 2.5%

ITC Ownership

4

Expected FERC Construct
Effects

* Reflects ETR transition into MISO including establishment of four transmission pricing zones
and 12.38% ROE

(1) Does not apply to GFA customers

Illustrative

Rate Construct

Effects from FERC

Regulated Model

Independent and

Transparent ITC Model

Enhanced Financial

Flexibility

Regional Planning

47
47
Agenda
Agenda
Morning
Session
(10:00

am

12:30

pm)

Welcome

&

Logistics

10:00

10:15

Montelaro, Blair, Freese

Vision

for

Industry

Future

10:15

11:15

Welch, May

Why is this transformation necessary?

Why this structure?

Why with ITC?

Why now?

Rationale

for

Transaction

-

11:15

12:30

Independence

Welch

Operational

Excellence

Jipping,

Riley

Storm Response

Regional

Planning

Vitez

IPL
Transaction
Experience
&
Results
Jipping

Local Presence
&
Engagement
w/Retail
Regulators
Jipping

Financial
Flexibility
and
Growth
Lewis

Financial
Strength
of
ITC
Bready
Afternoon Session (1:00 pm
4:00 pm)
Rate
Effects
1:00

2:30
Bready, Dingle, Lewis

ELL/EGSL Retail Customer Rate Effects

Rate Construct

Forward Test Year

Bill Effects

Any Potential Impacts on ELL/EGSL
Generation/Distribution Business

Wholesale Rate Effects Post-MISO
Break
2:30
2:45

Transaction Structure & ELL/EGSL Specific

Implications

2:45

3:45

Bready, Lewis

Wrap Up

3:45

4:00

Fontan, Freese

03/06/13

ITC, ELL & EGSL Technical Conference

ELL/EGSL

Credit

Ratings

Impacts

Securitization

Transaction

Impact

on

ADIT

Liability

Transaction

Structure

48

Transaction Overview

Transaction Overview

Entergy

Shareholders

Transmission

Business

\$1,775M of new
debt will be raised
~\$1.2B of the new
debt will be raised
at the transmission
operating companies
~\$575M will be
raised directly by
Entergy and will be
subject to a debt-
for-debt exchange
with debt issued by
MidSouth TransCo
Mid South
TransCo
TransCo
OpCos
(Six)
Entergy will create
and distribute
shares of Mid South
TransCo to Entergy
shareholders
(Mid South TransCo
will own all of
Entergy's
transmission
operating
companies upon
separation)
Immediately
prior to the
merger, ITC will
distribute \$700M
to existing
shareholders,
funded by new
debt at ITC
Holdings
(Required to
align ITC's
equity value with
that of the
Entergy
Transmission
Business)
ITC
Shareholders
Entergy
Shareholders

Mid South

TransCo

TransCo

OpCos

(Six)

Entergy

Shareholders

ITC

Shareholders

Merger Sub

Mid South TransCo will immediately merge with ITC Merger Sub and will become a wholly-owned subsidiary of ITC; Entergy shareholders will receive 50.1% ownership in the combined company

1

2

3

4

48

Post Spin-Merge
Post Spin-Merge
Transaction Structure
Transaction Structure
100%
Entergy
Shareholders

Mid South
TransCo LLC
OpCos
ITC
Shareholders
ITC
OpCos
49.9%

Note: Chart represents ownership structure immediately upon closing of the transaction.
49

50

50

50

\$1.775B of Debt Proceeds Used to Retire Preferred
\$1.775B of Debt Proceeds Used to Retire Preferred
and Pay Down Debt in Proportion to Transmission Assets
and Pay Down Debt in Proportion to Transmission Assets

The allocations for ELL and EGSL were estimated in order to:

Retire all Preferred at each Operating Company

Target a post-transaction weighted average cost of capital (WACC) that is substantially unchanged from the pre-transaction WACC

EOC

Amount (\$M)

EAI

502

EGSL

263

ELL

413

EMI

290

ENO

22

ETI

284

Total

1,775

The amount of debt proceeds allocated to each EOC is an estimate based on a forecast

The final amounts allocated to each EOC may vary to the extent forecast assumptions differ from the circumstances that exist at the time of closing.

Source: Fourth Set of Data Requests of Marathon Petroleum Company, 4-17a and 4-22b

51
51
51

Comparable
equity
values

of
ITC
and
the
Entergy
Operating
Companies
combined
T-business *at this point*
in time support execution of a Reverse Morris Trust
transaction structure where T-business is spun-off to existing ETR shareholders and
merged with ITC

Through
the
Reverse
Morris
Trust
Transaction
structure,
ELL
and
EGSL
will
not
incur
a
tax
liability

Under a taxable transaction, the tax basis of ELL and EGSL's transmission assets
would
be
reset
and
Accumulated
Deferred
Income
Taxes
(ADIT)
would
be
re-
measured,
resulting
in
lower
balances
of
ADIT

and
higher
transmission
rate
base

Because ADIT ultimately lowers T-rates in cost of service ratemaking, re-measuring ADIT would otherwise result in higher T-rates in a taxable transaction, all other things being equal

As
a
result
of
the
RMT
transaction
structure,
ELL
and
EGSL s
transmission
assets
will
have
the
same
tax
basis
post-transaction
as
they
had
prior
to
the
Transaction

Accordingly,
the
negative
rate
effects
for
customers
that
otherwise
would
have
resulted

from
a
change
in
tax
basis
under
a
taxable
transaction
are
avoided

RMT Structure Avoids Re-Measurement of ADIT Preserving
Tax Basis for ELL and EGSL and Protecting Customers
from Negative Rate Effects of a Taxable Transaction

52

52

Securitized Transmission Assets

Securitized Transmission Assets

Current Process:

Securitized

transmission

assets
are
carried
at
zero
book
value
by
EOCs
Recovery
of
these
securitized
transmission
assets
is
through
direct
charges
to
only
the
EOC s
retail
customers
in
retail
rates
Adjustments
to
Entergy
OATT
(D17.1)
provides
for
recovery
of
System-wide
transmission
securitization
costs
from
wholesale
transmission
customers
Revenue
collected
from
these
adjustments

is
credited
by
the
EOC s
in
retail
rates
so
retail
customers
only
pay
for
their
portion
of
these
securitized
transmission
assets
Post Spin/Merge:
Securitized
transmission
assets
transferred
to
ITC
at
zero
book
value
Recovery
of
these
securitized
transmission
assets
continues
through
direct
charges
to
only
the
EOC s
retail
customers
in
retail

rates
New
Schedules
are
needed
in
MISO's
tariff
to
provide
for
recovery
of
securitization
costs
from
wholesale
transmission
customers
(not
including
the
EOCs)
in
the
appropriate
TPZ
All
revenue
collected
by
MISO
for
these
new
schedules
will
be
remitted
to
the
EOCs
directly
for
crediting
in
retail
rates
so
retail

customers
only
pay
for
their
portion
of
these
securitized
transmission
assets

53

53

53

Louisiana Credit Metrics are Expected to be Maintained
Louisiana Credit Metrics are Expected to be Maintained
or Improved Through the Transaction
or Improved Through the Transaction

Direct Testimony of Expert Witness Dr. Michael Tennican

will reduce the Operating Companies' total debt and total capitalization...

...will eliminate substantial capital expenditures for transmission

...will significantly reduce the Operating Companies' debt financing needs...

"...should help support the current bond ratings of the Operating Companies...

...should reduce the interest costs that might have to be borne by Operating Company customers...

"...should not impair and may improve the Companies' current investment grade credit ratings..."

"...should preserve access to debt capital on reasonable terms even in difficult market conditions..."

Any potential credit ratings improvement for ELL or EGSL could result in savings for Louisiana customers through lower cost of debt

1. Testimony of Dr. Michael Tennican before the LPSC, Docket U-32538

54

54

EEI Data: 54% of Utilities Ended at a

EEI Data: 54% of Utilities Ended at a

Lower Credit Grade in 2011 Compared to 2001

Lower Credit Grade in 2011 Compared to 2001

Cumulative % of Companies at Lower/Higher Rating

in 2011 Compared to 2001

54

Downgrades

No changes

Total

100

19

27

Upgrades

Source: EEI 2011 Q3 Credit Ratings Charts

55

55

55

Utility Bond Yields by
Credit Rating vs. Treasury
Bills (Ten-Year Average
Spreads)

-16
A2
155
Baa3
400
200
0
-25
-37
-149
129
Baa1
Baa2
171
208
Ba2
357
bps
Transaction Protects ELL and EGSL from
Transaction Protects ELL and EGSL from
Negative Impact to Credit Ratings
Negative Impact to Credit Ratings
Estimates are hypothetical forecasts to illustrate effect on cost of debt and
benefits to customers
exact values will depend on market conditions
Current ELL
and EGSL
credit ratings
at Baa2
Transaction
protects ELL from
credit downgrade
risk; one-notch
hypothetical
downgrade could
increase cost of
debt by 37 bps
Transaction
protects ELL from
credit downgrade
which could cost
customers
~\$9.9M
in additional
interest costs
from 2014-2018
Transaction
protects EGSL from
credit downgrade
risk; one-notch

hypothetical
downgrade could
increase cost of
debt by 37 bps
Transaction
protects EGSL from
credit downgrade
which could cost
customers
~\$4.1M
in additional
interest costs
from 2014-2018

Source: Bloomberg Fair Value 10-year credit ratings for utilities.
Illustrative

56
56
Agenda
Agenda
Morning Session (10:00 am
12:30 pm)
Welcome & Logistics

10:00

10:15

Montelaro, Blair, Freese

Vision

for

Industry

Future

10:15

11:15

Welch, May

Why is this transformation necessary?

Why this structure?

Why with ITC?

Why now?

Rationale

for

Transaction

-

11:15

12:30

Independence

Welch

Operational

Excellence

Jipping,

Riley

Storm Response

Regional

Planning

Vitez

IPL

Transaction

Experience

&

Results

Jipping

Local Presence

Financial
Flexibility
and
Growth
Lewis

Financial
Strength
of
ITC
Bready
Afternoon Session (1:00 pm
4:00 pm)
Rate
Effects
1:00

2:30
Bready, Dingle, Lewis

ELL/EGSL Retail Customer Rate Effects

Rate Construct

Forward Test Year

Bill Effects

Any Potential Impacts on ELL/EGSL
Generation/Distribution Business

Wholesale Rate Effects Post-MISO

Break

2:30

2:45

Transaction Structure & ELL/EGSL Specific

Implications

2:45

3:45

Bready, Lewis

Wrap Up

3:45

4:00

Fontan, Freese

03/06/13

ITC, ELL & EGSL Technical Conference

Transaction Structure

Transaction Impact on ADIT Liability

Securitization

ELL/EGSL Credit Ratings Impacts
& Engagement
w/Retail
Regulators
Jipping