**UNITED STATES BANKRUPTCY COURT**
**EASTERN DISTRICT OF LOUISIANA**

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| IN RE: | NO. 05-17697 |
| ENTERGY NEW ORLEANS, INC., | CHAPTER 11 |
| DEBTOR | SECTION "B" |

**AFFIDAVIT OF PAUL J. RICOTTA IN SUPPORT OF APPLICATION FOR EMPLOYMENT OF MINTZ, LEVIN, COHN, FERRIS, GLOVSKY AND POPEO, PC AS SPECIAL COUNSEL FOR THE (INTERIM) OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

STATE OF MASSACHUSETTS §
§
COUNTY OF SUFFOLK §

BEFORE ME, the undersigned authority, on this day personally appeared PAUL J. RICOTTA who, after being duly sworn, upon his oath deposed and stated as follows:

1. **Background.** I am an attorney licensed to practice law in the State of Massachusetts and have been a member in good standing of the Bar since 1988. I am also admitted to practice before the United States Court of Appeals for the First Circuit, the United States District Court for the District of Massachusetts, the New York State Bar (1983) and the United States District Court for the Western District of New York. I am a partner in the law firm of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, PC ("Mintz Levin" or the "Firm"). My office address is One Financial Center, Boston, Massachusetts 02111 Telephone 617.348.1752, Facsimile 617.542.2241, email PRicotta@mintz.com. Pursuant to Bankruptcy Code section 1103(a) and Rule 2014(a), I make this affidavit and statement in support of the Application (the

"Application") for the Employment of Mintz Levin as Special Counsel for the (Interim) Official Committee of Unsecured Creditors (the "Committee") of Entergy New Orleans, Inc. ("ENOI" or the "Debtor").

2. **General Statement.** Neither I nor the Firm represent any interest adverse to the Committee, as required by 11 U.S.C. § 1103, and we are disinterested persons as defined by 11 U.S.C. § 101(14). Neither I, Mintz Levin, nor any partner, counsel, or associate thereof, insofar as I have been able to ascertain, has any connection with the Debtor or its creditors, the United States Trustee, persons employed in the United States Trustee's office, or any other parties-in-interest herein, or their respective attorneys, except as set forth hereinafter, none of which creates an adverse relationship with the Committee or unsecured creditors in general.

3. **"Connections" Generally.** Mintz Levin is a large law firm with approximately 500 attorneys. Consequently, Mintz Levin has "connections" to some degree with many of the attorneys and other professionals involved in these cases. For example, Mintz Levin has referred matters to professionals involved in these cases and has been referred matters by such parties. Mintz Levin may have, from time to time, represented one or more of the professionals involved in these cases or served as co-counsel with them. Mintz Levin may also have represented parties adverse to parties represented by other professionals in this case in wholly unrelated matters. Additionally, it is conceivable that there may be attorneys at Mintz Levin who are related to members of professional firms involved in this case. Mintz Levin does not believe that any of these circumstances pose disqualifying "connections" as contemplated in Bankruptcy Rule 2014(a).

4. **Current or Prior Representations of Parties-in-Interest, Wholly Unrelated to this Case.** Mintz Levin has represented or continues to represent certain parties-in-interest in matters wholly unrelated to this case.

a. Debtor Affiliate. In the past, Mintz Levin has represented Entergy Services, Inc. ("Energy Services"), a related entity to the Debtor, on wholly unrelated matters. Mintz Levin has not been engaged in any representation of Entergy Services for approximately one year.

b. Indenture Trustee. In a number of matters, all of which are wholly unrelated to these proceedings, Mintz Levin represents or has represented certain bondholders for which the Bank of New York has served as indenture trustee. In seven such matters, the bondholders have requested or directed The Bank of New York to retain Mintz Levin as counsel to the trustee. Four of such engagements are currently ongoing. Mintz Levin has never represented The Bank of New York except in its representative capacity as indenture trustee for the Firm's bondholder clients. Mintz Levin has never represented The Bank of New York in its individual, corporate capacity. The aggregate fees generated in connection with these matters amount to less than 1% of annual firm revenue.

c. Miscellaneous Unsecured Creditors. Mintz Levin represents or has represented two unsecured creditors of the Debtor, or affiliates of unsecured creditors of the Debtor, in unrelated matters--specifically the following: (i) AT&T Corp. and other AT&T affiliates; and (ii) Exelon Energy Delivery, an affiliate of Exelon Generation Company, LLC.

5. **Representation of Committee as "Disinterested Person."** Except for the continuing representation of the Committee, neither I nor the Firm will represent any other entity in connection with this case, and neither I nor the Firm will accept any fee from any other party or parties in connection with this case. Mintz Levin is a "disinterested person" as that term is defined in § 101(14) of the Bankruptcy Code in that Mintz Levin, its partners, counsel and associates:

a. Are not creditors, equity security holders, or insiders of the Debtor;

b. Are not and were not investment bankers for any outstanding security of the Debtor;

c. Have not been, within three (3) years before the date of the filing of the Debtor's Chapter 11 petition, (i) investment bankers for a security of the Debtor, or (ii) an attorney for an investment banker in connection with the offer, sale, or issuance of a security of the Debtor;

d. Are not and were not, within two (2) years before the date of the filing of the Debtor's Chapter 11 petition, a director, officer, or employee of the Debtor or of any investment banker as specified in subparagraph (b) or (c) of this paragraph; and

e. Does not have an interest materially adverse to the interest of the estate or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtor or an investment banker specified in the subparagraph (b) or (c) of this paragraph.

6. **Search Methods**. We have utilized the Firm's conflicts database management system (the "System"), which is designed to reveal the potential for conflicts of interest and other connections to existing and former clients and to parties-in-interest in these cases. Such results are printed and have been reviewed by me personally. I have contacted various attorneys of the Firm shown on the System report as having previously submitted relevant information to the System. From such attorneys and the System, we have obtained information and guidance with regard to any particular connections relevant to this proceeding.

7. **References to the Committee**. The System holds no information that would suggest that the Firm is now or has ever been adverse to the Committee. The only entries in the

System referring to the Committee simply reveal that certain members of the Committee (or members of the constituency it represents) have been and are, (i) existing clients of the Firm or are affiliates of such existing clients, or (ii) are parties to matters unrelated to the Debtor in which the Firm represents a person other than the Committee member. ***See Exhibit A*** for a listing of these principal parties-in-interest in the Debtor's bankruptcy case as to which the Firm conducted a conflict search.

8. **No Conflicts of Interests.** As expected, while the results of these searches revealed no conflict of interest with regard to the Firm's anticipated continued representation of the Committee, a number of connections to parties-in-interest were revealed. Those connections are specifically outlined in Paragraphs 3 and 4 above. Each of such connections is a present, former, or affiliate relationship between the Firm and its clients, and each is wholly unrelated to the Committee, this case, and the Debtor. Nevertheless, each relationship constitutes a "connection" that we feel should be disclosed herein. The Firm has never been adverse to the Committee or its members, and has never represented any other client with regard to a Committee-related matter, so far as I am able to discern after diligent investigation, examination and analysis. Mintz Levin does not believe that a conflict of interest exists with respect to its representation of the Committee. With respect to any entity listed in Paragraph 4 that is a current client of the firm, in the event that the Committee would need to dispute or object to any claim directly affecting such entity in its individual, corporate capacity, the Committee would defer to Haynes & Boone or local counsel to handle such matter or would seek Court approval, if appropriate, for the Committee to retain special counsel on such matter.

9. **Supplemental Disclosures.** Mintz Levin will continue to apply the System as additional information concerning entities having a connection with the Debtor is developed and

will file appropriate supplemental disclosures with the Court. To the best of my knowledge, Mintz Levin has not represented and will not represent any parties other than the Committee in these cases or in connection with any matters that would be adverse to the Committee arising from, or related to, these cases.

10. **Compensation.** Mintz Levin has received no fees in relation to these cases from any person.

11. **No Sharing Agreements.** Mintz Levin has not shared or agreed to share any compensation paid to it by the Committee with any other persons, except as permitted by section 504 of the Bankruptcy Code.

12. **Conclusion.** In view of the foregoing, I believe that Mintz Levin (i) does not hold or represent an interest adverse to the estate, and (ii) is a "disinterested person" as that term is defined in § 101(14) of the Bankruptcy Code. The Firm recognizes, and takes very seriously, its continuing responsibility to be aware of, and to further disclose, any relationship or connection between it and other parties-in-interest to the Debtor's bankruptcy estate as they appear or become recognized during the cases. Accordingly, we will supplement this disclosure if necessary as more information becomes available to us. The foregoing constitutes the statement of Mintz Levin pursuant to § 1103 of the Bankruptcy Code and Rule 2014(a) of the Federal Rules of Bankruptcy Procedure.

13. I declare under penalty of perjury pursuant to the laws of the United States, that the foregoing statements are true and correct.

Signed this 27th day of October, 2005.

PAUL J. RICOTTA

SUBSCRIBED and SWORN to before me, the undersigned authority, on this 27th day of October, 2005.

Audrey Y. Pride

AUDREY Y. PRIDE
Notary Public
Commonwealth of Massachusetts
My Commission Expires October 24, 2008

***Exhibit A***

## Principal Parties-in-Interest

**Entergy New Orleans, Inc.**

**Entergy Corporation**

**ABC Professional Tree Service, Inc.**

**Adams & Reese, LLP**
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Baton Rouge, LA 70801
Robin B. Cheatham e-mail:

**AEP Energy Services, Inc.**
4th Floor
P.O. Box 16036
Columbus, OH 32216

**Airgas, Inc.**

**Air 2 LLC**
12515 North Kendall Dr., #120
Miami, FL 33186

**American Payment Systems, Inc.**

**AT&T**
P.O. Box 78214
Phoenix. AZ 85062-8214

**Atmost Energy Marketing, LLC**
12251 Northwest Freeway
Houston, TX 77092

**Apache Corporation**
10370 Richmond Ave., Suite 700
Houston, TX 77042
Roxanne Armstrong e-mail:

Asplundh Construction Corp

**Asplundh Tree Expert Corp.**

**Bank of New York**

**Boh Bros. Construction Co.**

**Bridgeline Gas Marketing, LLC**
333 Clay Street, Suite 1150
Houston, TX 77002

**Bridgeline Holdings, LP**
333 Clay Street, Suite 1150
Houston, TX 77002

**Burns Wall Smith & Mueller, PC**
303 East 17th Avenue, Suite 8000
Denver, CO. 80203

**CJ Calamia Construction Co., Inc.**
P.O. Box 275
Kenner, LA 70062

**Chaparral Energy, LLC**
701 Cedar Lake Blvd.
Oklahoma City, OK 73114

**Chiron Financial Group, Inc.**
2650 One Houston Center
1221 McKinney
Houston, TX 77010

**Coral Energy, LP**
909 Fannin, Suite 700
Houston, TX 77010

**Coral Power, LLC**
909 Fannin, Plaza Level 1
Houston, TX 77010

**Cox Communications of Louisiana, LLC**

**David J. Domangue Equipment**
2552 Crestwood Road
Marrero, LA 70072

**Enbridge Marketing US, LP**
1100 Louisiana, Suite 3300
Houston, TX 77002

**Entergy Arkansas, Inc.**
10055 Gorgan's Mill Road, Suite 300
Spring, TX 77380

**Entergy Gulf States, Inc.**
10055 Gorgan's Mill Road, Suite 300
Spring, TX 77380

**Entergy Power, Inc.**
20 East Greenway Plaza, Suite 1025
Houston, TX 77046

**ER Solutions, Inc.**
500 Southwest 7th St., A100
Renton, WA 98055
Facsimile: 206-322-4838

**EWO Marketing, LP**
20 East Greenway Plaza, Suite 1025
Houston, TX 77046

**Exelon Generation Company, LLC**
300 Exelon Way
Kenneth Square
Kenneth Square, PA 19348

**Financial Guaranty Insurance Company**

**Stephen J. Giurlando**

**Hawkeye LLC**

**Hibernia National Bank**

**Joe E. Marshall**

**Kathleen M. Miller**

**Magnus Energy Marketing, LTD**
2805 N. Callas Tollway, Suite 640
Plano, TX 75093

**Mail Box Inc.**
3700 Pipestone Rd.
Dallas, TX 75212

**Nelson Tree Service, Inc.**

**NRG Power Marketing, Inc.**
901 Marquette Ave., Suite 2500
Minneapolis, MN 55402

**Pike Electrical Contractor Inc.**
P.O. Box 32849
Charlotte, NC 28232

**Policy & Planning Partners, LLC**
92 English Turn Drive
New Orleans, LA 70131

**Porter & Hedges, LLP**
1000 Main Street, 36th Floor
Houston, TX 77002

**Priority Wire & Cable**
P.O. Box 398
North Little Rock, AR 72115

**Eric J. Spette**

**Strategic Business Initiatives, Inc.**
3216 West Esplanade Ave.
Metairie, LA. 70002

**SUEZ Energy Marketing NA, Inc.**
1990 Post Oak Blvd., Suite 1900
Houston, TX 77027

**System Energy Resources, Inc.**
Echelon One, 1340 Echelon Parkway
Jackson, MS 39213

**Trees, Inc.**

**The Cincinnati Gas & Electric Company**
1100 Louisiana, Suite 4900
Houston, TX 77002

**Union Electric Company d/b/a AmerenUE**

**Union Power Partners, LP**
702 N. Franklin St.

Plaza 8
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**Utility Lines Construction Services, Inc.**

**Wackenhut Corporation**

**Western Gas Resources, Inc.**
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**William C. Broadhurst**
P.O. Drawer 70168
New Orleans, LA. 70172-0168

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## CERTIFICATE OF SERVICE

The undersigned certifies that a copy of the foregoing document was served on the parties listed below via email, on the attached service list by first class mail, and electronically for PACER system participants on the 31st day of October 2005.

*/s/ Sara Marshall*
Sara Marshall

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