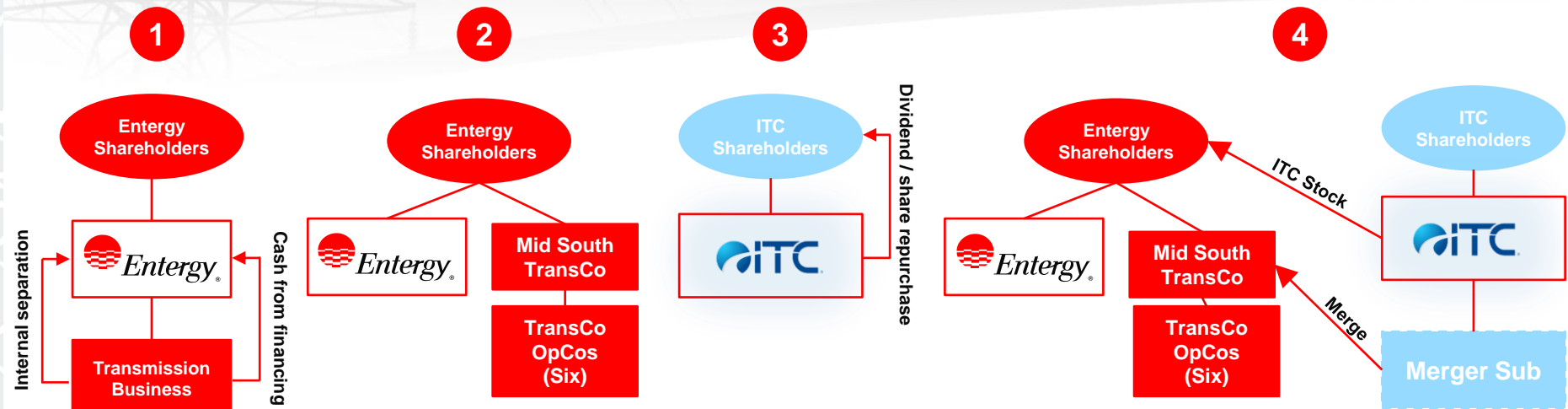


APPENDIX 5

Transaction Overview



\$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 Mid South TransCo

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 Merger Sub will then immediately merge with the Mid South TransCo, and Entergy shareholders will receive 50.1% ownership in the combined company

Post Spin-Merge Transaction Structure

