

**ORIGINAL**

Hearing Date and Time: September 25, 2003 at 10:00 a.m.  
Objection Deadline: September 22, 2003 at 4:00 p.m.

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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11
ENRON CORP., et al.,	:	Case No. 01-16034
	:	
Debtors.	:	Jointly Administered
-----		X

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**NOTICE OF MOTION OF ENRON CORP., ET AL., FOR ORDER, PURSUANT TO SECTIONS 105(a), 502, 1125 AND 1126 OF THE BANKRUPTCY CODE AND RULES 3003, 3017 AND 3018 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE ESTABLISHING VOTING PROCEDURES IN CONNECTION WITH THE PLAN PROCESS AND TEMPORARY ALLOWANCE OF CLAIMS PROCEDURES RELATED THERETO**

TO ALL PERSONS AND ENTITIES WITH CLAIMS AGAINST THE ABOVE-CAPTIONED DEBTORS AND DEBTORS IN POSSESSION:

PLEASE TAKE NOTICE that on August 28, 2003, Enron Corp. ("Enron") and its affiliated debtor entities, as debtors and debtors in possession (collectively, the "Debtors"), filed a motion seeking entry of an order, pursuant to sections 105(a), 502, 1125, and 1126 of the Bankruptcy Code and Rules 3003, 3017 and 3018 of the Federal Rules of Bankruptcy Procedures establishing voting procedures in connection with the plan process and temporary allowance of claims procedures related thereto (the "Procedures Motion").

PLEASE TAKE FURTHER NOTICE that:

A hearing will be held before the Honorable Arthur J. Gonzalez, United States Bankruptcy Judge, in Room 523 of the United States Bankruptcy Court, Alexander Hamilton Custom House, One Bowling Green, New York, New York (the "Court"), on **September 25 2003, at 10:00 a.m.** (the "Hearing") to consider the entry of an order (the "Order") on the Procedures Motion.

Pursuant to the Procedures Motion, in conjunction with the Joint Plan of Reorganization of Affiliated Debtors (as may be amended, the "Plan"), the Debtors have requested approval of the following voting procedures related to the temporary allowance of claims for voting purposes:

- |     |             |     |  |
|-----|-------------|-----|--|
| AUS | _____       | (a) | if a claim is deemed allowed under the Plan, then such claim is allowed for voting purposes in the deemed allowed amount set forth in the Plan;  |
| CAF | _____       |     |  |
| CMP | _____       |     |  |
| COM | _____       |     |  |
| CTR | _____       | (b) | unless temporarily allowed for voting purposes in accordance with the procedures set forth in the Order, if a filed proof of claim asserts a claim the amount of which is wholly unknown or unliquidated, then such claim is allowed for voting purposes only in the amount of \$1.00; |
| ECR | _____       |     |  |
| GCL | _____       |     |  |
| OPC | _____       |     |  |
| MMS | _____       |     |  |
| SEC | <u>1</u>    |     |  |
| OTH | <u>None</u> |     |  |

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- (c) unless temporarily allowed for voting purposes in accordance with the procedures set forth in the Order, if a filed proof of claim asserts a claim the amount of which is partially unknown or unliquidated, then such claim is allowed for voting purposes only in the amount of the known or liquidated portion of the claim;
- (d) if a claim has been estimated and allowed by an order of the Court in accordance with the Order, then such claim will be allowed for voting purposes in the amount approved by the Court, provided that the order is entered on or before November 20, 2003;
- (e) if a claim is listed in the Schedules as contingent, unliquidated, or disputed and a proof of claim was not (i) filed by the applicable Bar Date for the filing of proofs of claim established by the Court, or (ii) deemed timely filed by an order of the Court prior to the Record Date, unless the Debtors have consented in writing, then such claim shall be disallowed for voting purposes;
- (f) if (i) the Debtors have served an objection to the entirety of a claim on or before September 30, 2003 or, solely for those Debtors whose Bar Date occurs on September 30, 2003, on or before October 3, 2003 and (ii) the claim has not been temporarily allowed for voting purposes in accordance with the procedures set forth in the Procedures Motion, then such claim shall be disallowed for voting purposes;
- (g) if (i) the Debtors have served an objection to a portion of a claim on or before September 30, 2003 or, solely for those Debtors whose Bar Date occurs on September 30, 2003, on or before October 3, 2003 and (ii) the claim has not been temporarily allowed for voting purposes in accordance with the procedures set forth below, then the claim shall be allowed for voting purposes only in the amount that is not the subject of the pending objection;
- (h) unless temporarily allowed for voting purposes in accordance with the procedures set forth in the Order, any claim docketed in Bankruptcy Services LLC's ("BSI") database in the amount of \$0 shall be allowed for voting purposes in the amount of \$1.00;
- (i) unless otherwise temporarily allowed for voting purposes in accordance with the procedures set forth in the Order, if one proof of claim asserts the same claim against multiple Debtors, then such claim will be allowed for voting purposes only against the Debtor as docketed in BSI's claims database;

- (j) unless otherwise provided in the Order or other orders of the Court, the allowed amount of any proof of claim for voting purposes shall be the amount as docketed in BSI's claims database;
- (k) unless otherwise provided in the Order or in other orders of the Court, for purposes of determining eligibility to vote, the classification of a claim shall be determined based on the classification as docketed in BSI's claims database; provided, however, that any claims for which BSI was unable to identify the classification shall be classified as general unsecured claims;
- (l) if a creditor opts into or out of the convenience class (as may be applicable under the Plan), then any such election shall be binding on such creditor regardless of whether the claim is ultimately allowed (if allowed at all) against a different Debtor or in a different amount;
- (m) if a claim is allowed pursuant to a Court-approved settlement on or before November 20, 2003, then such claim will be entitled to vote on the Plan in accordance with the terms of such settlement;
- (n) unless temporarily allowed for voting purposes in accordance with the procedures set forth in the Order, if a proof of claim asserts a claim that is not in U.S. dollars, such claim will be treated as unliquidated and allowed for voting purposes only in the amount of \$1.00;
- (o) unless temporarily allowed for voting purposes in accordance with the procedures set forth in the Order, if (i) a proof of claim was filed after the applicable Bar Date, (ii) the creditor did not obtain leave to late file, and (iii) the proof of claim is not docketed in BSI's database as an amendment of a timely filed claim, then such claim shall be disallowed for voting purposes only; and
- (p) unless otherwise temporarily allowed for voting purposes in accordance with the procedures set forth in the Order, if a claim does not list a Debtor or is docketed as "unknown" in BSI's database, then such claim will be allowed for voting purposes only against Enron Corp.

The procedures set forth above are proposed for voting purposes only and have no impact on the amount (if any) of any distributions under the Plan.

If you are the holder of a claim and disagree with the treatment of your claim under the proposed procedures set forth above, then the Procedures Motion requests approval of the following procedures for creditors or other parties in interest to seek the temporary allowance of a claim for voting purposes:

- (a) all motions to seek temporary allowance of a claim for voting purposes ("Temporary Allowance Motions") must be filed with the Court on or before October 24, 2003;

- (b) all responses to Temporary Allowance Motions must be filed with the Court on or before November 3, 2003;
- (c) all replies to any such responses must be filed with the Court on or before November 10, 2003;
- (d) a hearing must be held on the Temporary Allowance Motions on or before November 13, 2003; and
- (e) orders temporarily allowing claims for voting purposes must be entered by the Court on or before November 20, 2003.

If the Procedures Motion is approved, then the forgoing deadlines and procedures will be binding on all creditors and applied in connection with temporary allowance of claims for voting purposes and tabulation of votes on the Plan.

If you have any question as to how your claim is docketed by BSI, you may access publicly available information via the internet by accessing BSI's website at <http://www.bsillc.com>. BSI will continue to update the database available on its website through October 1, 2003.

The Procedures Motion is on file with the Court and may be examined by interested parties by accessing the Court's Electronic Case Filing System which can be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov), the official website for the Bankruptcy Court or the independent website [www.elaw4enron.com](http://www.elaw4enron.com) established by the Case Management Order for posting of documents in the Debtors' cases.

All responses or objections to the Procedures Motion, if any, must be in writing, shall conform to the Bankruptcy Rules and the Local Rules of the Bankruptcy Court, and shall be filed with the Bankruptcy Court electronically in accordance with General Order M-242 (General Order M-242 and the User's Manual for the Electronic Case Filing System can be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov)), by registered users of the Bankruptcy Court's case filing system and, by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect or any other Windows-based word processing format (with a hard-copy delivered directly to Chambers), and shall be served in accordance with General Order M-242 upon (1) the Debtors, 1400 Smith Street, Houston, Texas 77002-7361, Attention: General Counsel; (2) Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153, Attention: Martin J. Bienenstock, Esq. and Brian S. Rosen, Esq. (Facsimile: 212-310-8007), counsel to the Debtors; (3) Togut, Segal & Segal LLP, One Penn Plaza, New York, New York 10119, Attention: Albert Togut, Esq. (Facsimile: 212-967-4258), co-counsel to the Debtors; (4) Milbank, Tweed, Hadley & McCloy LLP, One Chase Manhattan Plaza, New York, New York 10005, Attention: Luc Despins, Esq. (Facsimile: 212-530-5219), counsel to the Creditors' Committee; (5) Kronish Lieb Wiener & Hellman L.L.P., 1114 Avenue of the Americas, New York, New York 10036-7798, Attention: James A. Beldner, Esq. (Facsimile: 212-479-6275), counsel to the Employee Related Issues Committee; (6) the Office of the United States Trustee, 33 Whitehall Street, 21st Floor, New York, NY 10004, Attention: Mary Elizabeth Tom, Esq.; (7) Davis, Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017, Attention: Donald S. Bernstein, Esq. (Facsimile: 212-450-3800), counsel to JP Morgan Chase Bank, as Agent; (8) Shearman & Sterling, 599 Lexington Avenue, New York, New York 10022, Attention: Fredric Sosnick, Esq. (Facsimile: 212-848-7179), counsel to Citicorp, as Agent; (9)

Squire, Sanders & Dempsey, L.L.P., 312 Walnut Street, Suite 3500, Cincinnati, OH 45202, Attention: Stephen D. Lerner, Esq. (Facsimile: 513-361-1201), co-counsel to the Creditors' Committee; (10) counsel to any other committee appointed in the Debtors' chapter 11 cases; and (11) any person, or counsel if retained, appointed pursuant to 28 U.S.C. § 1104, in each case so as to be actually received by no later than 4:00 p.m. (New York City Time) on September 22, 2003.

DATED: August 28, 2003  
New York, New York