

ORIGINAL

030000-PC

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

RECEIVED: FPSC

03 SEP 25 AM 9:37

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

NOTICE OF HEARING TO CONSIDER APPROVAL OF DEBTORS' MOTION FOR ORDER PURSUANT TO SECTIONS 105, 502, 1125, 1126, AND 1128 OF THE BANKRUPTCY CODE AND BANKRUPTCY RULES 2002, 3003, 3017, 3018 AND 3020 (I) APPROVING THE DISCLOSURE STATEMENT FOR AMENDED JOINT PLAN OF AFFILIATED DEBTORS; (II) SETTING A RECORD DATE FOR VOTING PURPOSES; (III) APPROVING SOLICITATION PACKAGES AND PROCEDURES FOR DISTRIBUTION THEREOF; (IV) APPROVING FORMS OF BALLOTS AND ESTABLISHING PROCEDURES FOR TABULATION OF THE VOTE ON THE AMENDED JOINT PLAN OF AFFILIATED DEBTORS; AND (V) SCHEDULING A HEARING AND ESTABLISHING NOTICE AND OBJECTION PROCEDURES IN RESPECT OF CONFIRMATION OF THE AMENDED JOINT PLAN OF AFFILIATED DEBTORS

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

PLEASE TAKE NOTICE that on September 18, 2003, Enron Corp. ("Enron") and its affiliated debtor entities, as debtors and debtors in possession (collectively, the "Debtors"), filed the Amended Joint Plan Of Affiliated Debtors Pursuant To Chapter 11 Of The United States Bankruptcy Code, dated September 18, 2003 (as may be amended, the "Plan") and the Debtors' Disclosure Statement for Amended Joint Plan Of Affiliated Debtors Pursuant to Chapter 11 Of The United States Bankruptcy Code, dated September 18, 2003 (as may be amended, the "Disclosure Statement"), pursuant to section 1125 of title 11 of the United States Code (the "Bankruptcy Code").

PLEASE TAKE FURTHER NOTICE that on September 18, 2003, the Debtors filed a Motion (the "Solicitation Motion") for an order pursuant to sections 105, 502, 1125, 1126, and 1128 of title 11 of the United States Code and Rules 2002, 3003, 3017, 3018, and 3020 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"): (a) approving the Debtors' Disclosure Statement for Amended Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code dated September 18, 2003; (b) setting a record date for voting purposes; (c) approving solicitation packages and procedures for distribution thereof; (d) approving forms of

AUS _____
CAF _____
CMP _____
COM _____
CTR _____
ECR _____
GCL _____
OPC _____
MMS _____
SEC I
OTH DJANVC

DOCUMENT NUMBER-DATE

09179 SEP 25 03

FPSC-COMMISSION CLERK

ballots and establishing procedures for tabulation of the vote on the Amended Joint Plan Of Affiliated Debtors Pursuant To Chapter 11 Of The United States Bankruptcy Code.

PLEASE TAKE FURTHER NOTICE that:

1. 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, commencing on **October 29, 2003, at 10:00 a.m. (New York City Time)** (the "Hearing") to consider the entry of an order on the Solicitation Motion and Disclosure Statement and, among other things, finding that the Disclosure Statement contains "adequate information" within the meaning ascribed in section 1125 of the Bankruptcy Code and approving the Disclosure Statement.

2. The Plan, Disclosure Statement and Solicitation Motion are on file with the Bankruptcy Court and may be examined by interested parties by accessing the Bankruptcy Court's Electronic Case Filing System which can be found at www.nysb.uscourts.gov, the official website for the Bankruptcy Court; or the independent website www.elaw4enron.com established by the Second Amended Case Management Order for posting of documents in the Debtors' cases. In addition, the Plan and Disclosure Statement can be found at the website www.enron.com/corp/por.

3. The Debtors may amend or modify the Disclosure Statement at any time prior to the Hearing to update information, incorporate comments received from various parties-in-interest, or make other revisions as determined by the Debtors. To the extent that the Debtors file an amended or modified Disclosure Statement, it will be available on the internet by accessing the websites listed above. In addition, the Debtors will serve a notice of the filing of such amended or modified Disclosure Statement in accordance with the provisions of the Second Amended Case Management Order. To the extent that any additional party-in-interest wants notice of the filing of an amended Disclosure Statement, they should submit a request to receive such notice in writing to Enron Email Notification Center, c/o Bankruptcy Services LLC, P.O. Box 5015, FDR Station, New York, NY 10150-5015 such that it is received on or before September 26, 2003. Any such request should indicate an electronic mail address to which the notice should be sent when (if applicable) it is served.

4. Responses or objections to the Solicitation Motion and Disclosure Statement, 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), 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 A. Despina, Esq. (Facsimile: 212-530-5219), counsel to the Creditors' Committee; (5) 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; (6) 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; (7) the Office of the United States Trustee, 33 Whitehall Street, 21st Floor, New York, NY 10004, Attention: Mary Elizabeth Tom, Esq.; (8) 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; and (9) Shearman & Sterling, 599 Lexington Avenue, New York, New York 10022, Attention: Fredric Sosnick, Esq. (Facsimile: 212-848-7179), counsel to Citicorp, as Agent, in each case so as to be actually received by no later than 4:00 p.m. (New York City Time) on October 17, 2003.

5. IF AN OBJECTION TO THE DISCLOSURE STATEMENT AND/OR THE SOLICITATION MOTION IS NOT FILED AND SERVED STRICTLY AS PRESCRIBED HEREIN, THE OBJECTING PARTY MAY BE BARRED FROM OBJECTING TO THE ADEQUACY OF THE DISCLOSURE STATEMENT OR THE SOLICITATION MOTION (AS APPLICABLE) AND MAY NOT BE HEARD AT THE HEARING.

6. Following approval of the Solicitation Motion and Disclosure Statement by the Bankruptcy Court, unless otherwise ordered by the Bankruptcy Court, holders of claims against the Debtors who are entitled to vote on the Plan will receive, among other things, a CD-ROM containing a copy of the Plan, Disclosure Statement, and various documents related thereto.

7. The Hearing may be adjourned by the Debtors from time to time without further notice to parties in interest other than by an announcement in Bankruptcy Court of such adjournment on the date scheduled for the Hearing.

8. Among other things, the Solicitation Motion requests that a hearing on confirmation of the Plan (the "Confirmation Hearing") be scheduled, subject to the Bankruptcy Court's calendar, during the week of January 26, 2004. The Confirmation Hearing may be continued from time to time by the Bankruptcy Court or the Debtors without further notice other than adjournments announced in open court at the Confirmation Hearing or any subsequent adjourned Confirmation Hearing.

DATED: September 18, 2003
New York, New York