Appendix A: Material Defined Terms for Enron Disclosure Statement

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ABN means ABN Amro Bank N.V.

Accepting Guaranty Claims means all Claims that are within the Classes of Guaranty Claims which are determined to be accepting Classes in accordance with section 1126 of the Bankruptcy Code.

Accroven means Accroven S.R.L.

ACFI means Atlantic Commercial Finance, Inc., a Delaware corporation and a Debtor.

ACFI Guaranty Claim means any Unsecured Claim, other than an Intercompany Claim, against ACFI arising from or relating to an agreement by ACFI to guarantee or otherwise satisfy the obligation of another Debtor.

ACFI Guaranty Distributive Assets means the Plan Currency to be made available to holders of Allowed Enron Guaranty Claims in an amount equal to the sum of (A) the product of (i) seventy percent (70%) times (ii) the lesser of (a) the sum of ACFI Guaranty Claims and (b) the product of (y) the Value of ACFI's Assets minus an amount equal to the sum of (1) one-hundred percent (100%) of ACFI's Administrative Expense Claims, Secured Claims and Priority Claims plus (2) an amount equal to the product of ACFI's Convenience Claim Distribution Percentage times ACFI's Convenience Claims times (z) a fraction, the numerator of which is equal to the amount of ACFI Guaranty Claims and the denominator of which is equal to the sum of ACFI's (1) General Unsecured Claims, (2) ACFI Guaranty Claims and (3) Intercompany Claims plus (B) the product of (i) 30 percent (30%) times the Value of all the Debtors' Assets, calculated as if the Debtors' chapter 11 estates were substantively consolidated, minus an amount equal to the sum of (1) one-hundred percent (100%) of all Debtors' Administrative expense Claims, Secured Claims and Priority Claims, calculated on a Consolidated Basis, plus (2) the sum of the products of each Debtor's Convenience Claims times its respective Convenience Claim Distribution Percentage times (iii) a fraction, the numerator of which is equal to fifty percent (50%) times an amount equal to the sum of the lesser of, calculated on a Claim-by-Claim basis, (1) the amount of ACFI Guaranty Claims and (2) the corresponding primary General Unsecured Claim, calculated on a Consolidated Basis, and the denominator of which is equal to the sum of the amount of (y) all Debtors' General Unsecured Claims, calculated on a Consolidated Basis and (z) fifty percent (50%) of all Guaranty Claims; provided, however, that for purposes of calculating "ACFI Guaranty Distributive Assets," such calculation shall not include the Asset of or the General Unsecured Claims against either of the Portland Debtors.

Ada Cogen means Ada Cogeneration Limited Partnership.

Administrative Expense Claim means any Claim constituting a cost or expense of administration of the Chapter 11 Cases asserted or authorized to be asserted in accordance with sections 503(b) and 507(a)(1) of the Bankruptcy Code during the period

up to and including the Effective Date, including, without limitation, any actual and necessary costs and expenses of preserving the estates of the Debtors, any actual and necessary costs and expenses of operating the businesses of the Debtors in Possession, any costs and expenses of the Debtors in Possession for the management, maintenance, preservation, sale or other disposition of any assets, the administration and implementation of the Plan, the administration, prosecution or defense of Claims by or against the Debtors and for distributions under the Plan, any guarantees or indemnification obligations extended by the Debtors in Possession, any Claims for reclamation in accordance with section 546(c)(2) of the Bankruptcy Code allowed pursuant to Final Order, any Claims for compensation and reimbursement of expenses arising during the period from and after the respective Petition Dates and prior to the Effective Date and awarded by the Bankruptcy Court in accordance with sections 328, 330, 331 or 503(b) of the Bankruptcy Code or otherwise in accordance with the provisions of the Plan, and any fees or charges assessed against the Debtors' estates pursuant to section 1930, chapter 123, Title 28, United States Code.

Aeneas means Aeneas LLC.

AEP means American Electric Power Company, Inc.

AEP Holding means AEP Energy Services Gas Holding Company.

AES means Allegheny Energy Supply Co., LLC.

Affiliate means any Entity that is an "*affiliate*" of any of the Debtors within the meaning of section 101(2) of the Bankruptcy Code.

Agave means Agave VPP, LLC.

AGF means AGF Brazil Seguros S.A.

AIGE means AIG Energy Trading, Inc.

Alligator Alley means Enron Alligator Alley Pipeline Company, a Debtor.

Allocation Formula means the methodology set forth in the Overhead Allocation Formula Order for allocating shared overhead and other expenses among the Debtors and their material non-Debtor affiliates.

Allowed Administrative Expense Claim means an Administrative Expense Claim, to the extent it is or has become an Allowed Claim.

Allowed Claim/Allowed Equity Interest means any Claim against or Equity Interest in any of the Debtors or the Debtors' estates, (i) proof of which was filed on or before the date designated by the Bankruptcy Court as the last date for filing such proof of claim against or equity interest in any such Debtor or such Debtor's estate or (ii) if no proof of Claim or Equity Interest has been timely filed, which has been or hereafter is listed by such Debtor in their Schedules as liquidated in amount and not disputed or

contingent or (iii) any Equity Interest registered in the stock register maintained by or on behalf of the Debtors as of the Record Date in each such case in clauses (i), (ii) and (iii) above, a Claim or Equity Interest as to which no objection to the allowance thereof, or action to equitably subordinate or otherwise limit recovery with respect thereto, has been interposed within the applicable period of limitation fixed by the Plan, the Bankruptcy Code, the Bankruptcy Rules or a Final Order, or as to which an objection has been interposed and such Claim has been allowed in whole or in party by a Final Order. For purposes of determining the amount of an *"Allowed Claim,"* there shall be deducted therefrom an amount equal to the amount of any claim which the Debtors may hold against the holder thereof, to the extent such claim may be set off pursuant to applicable non-bankruptcy law. Without in any way limiting the foregoing, *"Allowed Claim"* shall include any Claim arising from the recovery of property in accordance with sections 550 and 553 of the Bankruptcy Code and allowed in accordance with section 502(h) of the Bankruptcy Code, any Claim allowed under or pursuant to the terms of the Plan or any Claim to the extent that it has been allowed pursuant to a Final Order; provided, however, that (i) Claims allowed solely for the purpose of voting to accept or reject the Plan pursuant to an order of the Bankruptcy Court shall not be considered *"Allowed Claims"* hereunder unless otherwise specified herein or by order of the Bankruptcy Court, (ii) for any purpose under the Plan, *"Allowed Claim"* shall not include interest, penalties, or late charges arising from or relating to the period from and after the Petition Date, and (iii) *"Allowed Claim"* shall not include any Claim subject to disallowance in accordance with section 502(d) of the Bankruptcy Code.

Allowed Convenience Claim means a Convenience Claim, to the extent it is or has become an Allowed Claim.

Allowed ENA Debenture Claim means an ENA Debenture Claim, to the extent it is or has become an Allowed Claim and set forth on Exhibit "A" to the Plan.

Allowed Enron Common Equity Interest means an Enron Common Equity Interest, to the extent it is or has become an Allowed Equity Interest.

Allowed Enron Guaranty Claim means an Enron Guaranty Claim, to the extent it is or has become an Allowed Claim.

Allowed Enron Preferred Equity Interest means an Enron Preferred Equity Interest, to the extent it is or has become an Allowed Equity Interest.

Allowed Enron Senior Note Claim means an Enron Senior Note Claim, to the extent it is or has become an Allowed Claim and set forth on Exhibit "B" to the Plan.

Allowed Enron Subordinated Debenture Claim means an Enron Subordinated Debenture Claim, to the extent it is or has become an Allowed Claim and set forth on Exhibit "C" to the Plan.

Allowed Enron TOPRS Debenture Claim means an Enron TOPRS Debenture Claim, to the extent it is or has become an Allowed Claim and set forth in Exhibit "D" to the Plan.

Allowed Enron TOPRS Subordinated Guaranty Claim means an Enron TOPRS Subordinated Guaranty Claim, to the extent it is or has become an Allowed Claim.

Allowed ETS Debenture Claim means an ETS Debenture Claim, to the extent it is or has become an Allowed Claim and set forth on Exhibit "E" to the Plan.

Allowed General Unsecured Claim means a General Unsecured Claim, to the extent it is or has become an Allowed Claim.

Allowed Guaranty Claim means a Guaranty Claim, to the extent it is or has become an Allowed Claim.

Allowed Intercompany Claim means an Intercompany Claim, to the extent it is or has become an Allowed Claim.

Allowed Other Subordinated Claim means an Other Subordinated Claim, to the extent it is or has become an Allowed Claim.

Allowed Priority Claim means a Priority Claim, to the extent it is or has become an Allowed Claim.

Allowed Priority Non-Tax Claim means a Priority Non-Tax Claim, to the extent it is or has become an Allowed Claim.

Allowed Priority Tax Claim means a Priority Tax Claim, to the extent it is or has become an Allowed Claim.

Allowed Section 510 Enron Common Equity Interest Claim means a Section 510 Enron Common Equity Interest Claim, to the extent it is or has become an Allowed Claim.

Allowed Section 510 Enron Preferred Equity Interest Claim means a Section 510 Enron Preferred Equity Interest Claim, to the extent it is or has become an Allowed Claim.

Allowed Section 510 Enron Senior Notes Claim means a Section 510 Enron Senior Notes Claim, to the extent it is or has become an Allowed Claim.

Allowed Section 510 Enron Subordinated Debenture Claim means a Section 510 Enron Subordinated Debenture Claim, to the extent it is or has become an Allowed Claim.

Allowed Secured Claim means a Secured Claim, to the extent it is or has become an Allowed Claim.

Allowed Wind Guaranty Claim means a Wind Guaranty Claim, to the extent it is or has become an Allowed Claim.

Amended Cash Management Order means the Amended Order Authorizing Continued Use of Existing Bank Accounts, Cash Management System, Checks and Business Forms, and Granting Inter-Company Superpriority Claims, Pursuant to 11 U.S.C. § § 361, 363(e), 364 and 507(b), as Adequate Protection (Docket #1666).

Amended DIP Credit Agreement means that certain Amended and Restated Revolving Credit and Guaranty Agreement dated as of June 14, 2002, by and among ENE, as borrower, each of the direct or indirect subsidiaries of ENE as party thereto, as guarantors, the DIP Lenders, JPMCB and Citicorp, as co-administrative agents, Citicorp, as paying agent, and JPMCB, as collateral agent.

ANEEL means Agência Nacional de Energia Elétrica.

Annual Limitation means the amount of pre-change losses (including NOL carryforwards from periods before the ownership change and certain losses or deductions which are "built-in," (i.e., economically accrued but unrecognized), as of the date of the ownership change) that may be utilized, pursuant to Section 382 of the IRC, by a corporation (or consolidated group) that undergoes an "ownership change" to offset future taxable income.

APACHI means Enron Asia Pacific/Africa/China LCC, a Debtor.

Applicability Order means an order of the Bankruptcy Court making (i) various generally applicable orders previously entered in the Debtors' Chapter 11 Cases, and (ii) various generally applicable proposed orders (orders filed in the Debtors' Chapter 11 Cases but not yet entered), apply to the case of a Debtor that filed its chapter 11 petition after the Initial Petition Date.

April 8th Order means the Bankruptcy Court's April 8, 2002 order authorizing and directing the appointment of an examiner for ENE pursuant to section 1104(c) (Docket #2838).

Arcor means Arcor S.A.I.C. and its subsidiaries.

Arcos Project Company means Enron Espana Generación, S.L. Sociedad Unipersonal.

Ardmore Data Center means the primary internet/telecommunications center for ENE and its Affiliates, including the Pipeline Businesses.

Artemis means Artemis Associates, LLC, a Debtor.

Arthur Andersen means Arthur Andersen LLP.

Asset Holdings means HPL Asset Holdings L.P.

Assets means all "property" of a Debtor's estate, as defined in section 541 of the Bankruptcy Code, including such property as is reflected on such Debtor's books and records as of the date of the Disclosure Statement Order; provided, however that "Assets" shall not include Litigation Trust Claims, Special Litigation Trust Claims, claims and causes of action which are the subject of the Severance Settlement Fund Litigation or such other property otherwise provided for in the Plan or by a Final Order.

Assumption Schedule means the list of executory contracts and unexpired leases to be assumed in accordance with section 365 of the Bankruptcy Code and Article XXXIV of the Plan and filed with the Bankruptcy Court pursuant to the provisions of Article XXXIV of the Plan.

Atlantic means Atlantic Water Trust.

Avista means Avista Corporation.

Azurix means Azurix Corp.

Azurix Buenos Aires means Azurix Buenos Aires S.A.

Azurix Europe means Azurix Europe Ltd.

Azurix Europe Deed means that certain Credit Facility by and between Azurix Europe and Bristol Water Trust, dated July 19, 2001, as amended.

Backbone 1 means Backbone Trust I.

Backbone 2 means Backbone Trust II.

Bahiagás means Compania de Gás de Bahia.

Ballot means the form distributed to each holder of a Claim or Equity Interest on which is to be indicated the acceptance or rejection of the Plan.

Ballot Date means the date established by the Bankruptcy Court and set forth in the Disclosure Statement Order for the submission of Ballots and the election of alternative treatments pursuant to the terms and provisions of the Plan.

BAM means BAM Lease Company, a Debtor.

Banca Nazionale means Banca Nazionale del Lavoro S.p.A.

Bankruptcy Code means The Bankruptcy Reform Act of 1978, as amended, to the extent codified in Title 11, United States Code, as applicable to the Chapter 11 Cases.

Bankruptcy Court means the United States Bankruptcy Court for the Southern District of New York or such other court having jurisdiction over the Chapter 11 Cases.

Bankruptcy Rules means the Federal Rules of Bankruptcy Procedure, as promulgated by the United States Supreme Court under section 2075 of Title 28 of the United States Code, and any local rules of the Bankruptcy Court, as amended, as applicable to the Chapter 11 Cases.

Barclays means Barclays Bank PLC.

Bayerische means Bayerische Hypo-Vereinsbank Ag.

BBPL means the Bolivia-to-Brazil pipeline.

BBtu/d means billion British thermal units per day.

bcf means billion cubic feet.

bcf/d means billion cubic feet per day.

BCI means IntesaBci, S.p.A., formerly known as Banca Commerciale Italiana, S.p.A.

Beaver means Beaver Combustion Turbine Plant.

Belden Agreement means the plea agreement between Timothy Belden and the DOJ, through the United States Attorney's Office for the Northern District of California, and the Enron Task Force that was entered in the United States District Court for the Northern District of California.

BEPC means Brazos Electric Power Cooperative.

BGT means Bammel Gas Trust.

Black Mesa means Black Mesa Pipeline, Inc.

Blackstone means The Blackstone Group, L.P.

Blackstone Model means a complex computer program developed by The Blackstone Group L.P. The model tracks the assets and liabilities for each of the Debtors and most of the other Enron Companies. Taking into consideration, among other things, the value of all of the assets held by Debtors and non-Debtors and the web of intercompany claims and equity interests between the Enron Companies, the model determines how the assets held by ENE and its subsidiaries are allocated among the Creditors under a variety of scenarios, including the global compromise embodied in the Plan. The Blackstone Model forms the basis for determining the recoveries and calculating the distributions to Creditors in accordance with the terms of the Plan.

BLB means Bayerische Landesbank Girozentrale.

BLM means Bahía Las Minas Corp.

BNDES means the Brazilian National Bank for Economic and Social Development.

BoA means Bank of America, N.A.

Board means the Board of Directors of ENE.

Boardman means Boardman Coal Plant.

BOTAS means BOTAS Petroleum Pipeline Corporation, (Boru Hatlari le Petrol Tasima A.S.), the state-owned natural gas monopoly in Turkey.

BPA means Bonneville Power Administration.

BPDT means Brazilian Development Power Trust.

Brazos means Brazos Office Holdings, L.P.

Brazos LP means Brazos VPP Limited Partnership.

Brazos Synthetic Lease

Brazos Trust means Brazos VPP Trust.

Bridgeline means Bridgeline Holdings, L.P., Bridgeline Storage and Bridgeline Distribution, collectively.

Bridgeline Distribution means Bridgeline Gas Distribution, LLC.

Bridgeline Holdings means Bridgeline Holdings, L.P.

Bridgeline Storage means Bridgeline Storage Company, LLC.

Bristol means Bristol Water Trust.

British Energy means British Energy plc.

British Energy Group means British Energy and certain of its subsidiaries, including without limitation British Energy Generation Limited.

Broadband Services means the Enron Companies' broadband services business unit.

BT means Bankers Trust (now part of Deutsche Bank).

BTRC means the Bankruptcy Transaction Review Committee.

BTU means British thermal unit.

Business Day means a day other than a Saturday, a Sunday or any other day on which commercial banks in New York, New York are required or authorized to close by law or executive order.

BWT means Bob West Treasure L.L.C.

BWT Forward Contract means the Natural Gas Inventory Forward Sale Contract, as amended, between BWT and EEX E&P.

BWT Gas Index Price means the price at which EEX E&P would deliver gas proceeds to BWT on a monthly basis. The agreed price was equal to the applicable NYMEX price minus a pre-determined basis differential.

BWT Swap means that certain ISDA Master Agreement between BWT and ENA, and all related amendments, schedules, exhibits and confirmations.

CAA means the Air Pollution Prevention and Control Act, 42 U.S.C. § 7401 et. seq., also known as the Clean Air Act

Cabazon Holdings means Cabazon Holdings LLC, a Debtor.

Cabazon Power means Cabazon Power Partners LLC, a Debtor.

CAByL means Constructores Akal B y L, S. de R.L.

CALIFE means Compañia Anonima Luz y Fuerza Eléctrica de Puerto Cabello.

CAGR means cumulative annual growth rate.

Calcasieu means Calcasieu Development Company, L.L.C., a Debtor.

Calvert City Power means Calvert City Power I, L.L.C., a Debtor.

Calypso means Calypso Pipeline, LLC, a Debtor.

CAO means Chief Accounting Officer.

Case Management Order means the Second Amended Case Management Order Establishing, Among Other Things, Noticing Electronic Procedures, Hearing Dates, Independent Website and Alternative Methods of Participation at Hearings, dated December 17, 2002, entered by the Bankruptcy Court.

Cash means lawful currency of the United States of America.

CashCo 5 means Enron Cash Company No. 5.

CashCo 6 means Enron Cash Company No. 6 LLC.

Cash Equivalents means equivalents of Cash in the form of readily marketable securities or instruments issued by a person other than the Debtors, including, without limitation, readily marketable direct obligations of, or obligations guaranteed by, the United States of America, commercial paper of domestic corporations carrying a Moody's Rating of "*A*" or better, or equivalent rating of any other nationally recognized rating service, or interest-bearing certificates of deposit or other similar obligations of domestic banks or other financial institutions having a shareholders' equity or equivalent capital of not less than One Hundred Million Dollars ($100,000,000.00), having maturities of not more than one (1) year, at the then best generally available rates of interest for like amounts and like periods.

Cash Sweeps means the transfer or "*sweep*" of revenues on a daily basis from the Debtors' bank accounts into an ENE concentration account.

Cash V Trust means Contractual Asset Securitization Holding Trust V.

Cash VI Trust means Contractual Asset Securitization Holding Trust VI.

CDC means Commonwealth Development Corporation.

CEMS means Clinton Energy Management Services, Inc., a Debtor.

CEMSA means Comercializadora de Energía del Mercosur S.A.

Centragas means Centragas-Transportadora de Gas de la Region Central de Enron Development & Cia., S.C.A.

Central Maine means Central Maine Power Company.

CERCLA means the Comprehensive Environmental Response, Compensation and Liability Act, 42 U.S.C. § 9601 et seq.

CFTC means the United States Commodity Futures Trading Commission.

CGC means City Gas Company.

CGNN means CGNN Holding Company, Inc., a non-Debtor affiliate of ENE and a wholly owned subsidiary of ETS.

Chapter 11 Cases means the cases commenced under chapter 11 of the Bankruptcy Code by the Debtors on or after the Initial Petition Date styled In re Enron Corp., et al., Chapter 11 Case No. 01-16034 (AJG), Jointly Administered, currently pending before the Bankruptcy Court.

Chapter 11 Professionals means any and all professionals whose retention has been approved by the Bankruptcy Court pursuant to sections 327, 328 and 363 of the Bankruptcy Code.

Cherokee means Cherokee Finance VOF.

Cheyenne means Cheyenne Finance S.A.R.L.

Choctaw means Choctaw Investors B.V.

CIBC means CIBC, Inc.

CILCO means Central Illinois Light Company.

Citibank means Citibank, N.A.

Citicorp means Citicorp USA, Inc.

Citicorp Leasing means Citicorp Leasing, Inc.

Citrus means Citrus Corp.

Citrus Energy Services means Citrus Energy Services, Inc.

Citrus Trading means Citrus Trading Corp.

Claim means any right to payment from the Debtors or from property of the Debtors or their estates, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured, known or unknown or asserted; or any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment from the Debtors or from property of the Debtors, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

Claims Bar Date means the date set by the Bankruptcy Court as the last day for filing proofs of claim against a Debtor.

Class means a category of holders of Claims or Equity Interests set forth in Article IV of the Plan.

Class Actions means the litigations styled (1) In re Enron Corporation Securities, Derivative and "ERISA" Litigation, Case No. MDL 1446, (2) Newby, et al. v. Enron Corporation, et al., Civil Action No. H-01-3624, (3) Tittle, et al. v. Enron Corp., et al., Civil Action No. H-01-3913, (4) American National Insurance Company, et al. v. Arthur Andersen, LLP, et al., Civil Action No. G-02585, (5) American National Insurance Company, et al. v. Citigroup, Inc., et al., Civil Action No. G-02-723, (6) Blaz, et al. v. Robert A. Belfer, et al., Civil Action No. H-02-1150, (7) Pearson, et al. v. Fastow, et al., Civil Action No. H-02-3786, (8) Rosen, et al. v. Fastow, et al., Civil Action No. H-02-3787, (9) Ahlich, et al. v. Arthur Andersen LLP, et al., Civil Action No. H-02-3794, (10) Silvercreek Management, Inc., et al. v. Salomon Smith Barney, Inc., et al., Civil Action No. H-02-3185, and (11) such other actions which may be pending and

become consolidated for administrative purposes in the United States District Court for the Southern District of Texas, Houston Division.

CLN Trust means the Enron Credit Linked Notes Trust.

CLN Trust II means the Enron Credit Linked Notes Trust II.

CO means carbon monoxide.

COD means cancellation of debt.

CoalCo means ECT Coal Company No. 1.

COBRA means Consolidated Omnibus Budget Reconciliation Act, Pub. L. No. 99-272, 100 Stat. 82 (1986).

Collateral means any property or interest in property of the estates of any of the Debtors that is subject to an unavoidable Lien to secure the payment or performance of a Claim.

Colstrip means Colstrip Units 3 and 4 Coal Plant.

Common Equity Interest means a common Equity Interest.

Common Equity Trust means the Entity to be created on or prior to the Effective Date to hold the Exchanged Enron Common Stock for the benefit of holders of Enron Common Equity Trust Interests.

Common Equity Trust Agreement means the trust agreement, which agreement shall be in form and substance satisfactory to the Creditors' Committee and substantially in the form contained in the Plan Supplement.

Common Equity Trust Board means the group of five (5) Persons selected by the Debtors, after consultation with the Creditors' Committee, and appointed by the Bankruptcy Court, or any replacements thereafter selected in accordance with the provisions of the Common Equity Trust Agreement.

Common Equity Trust Interests means the three million (3,000,000) beneficial interests in the Common Equity Trust, in a number equal to the outstanding shares of Exchanged Enron Common Stock, to be allocated to holders of Allowed Enron Common Equity Interests.

Common Equity Trustee means Stephen Forbes Cooper, LLC, or such other Entity appointed by the Bankruptcy Court to administer the Common Equity Trust in accordance with the terms and provisions of Article XXVII of the Plan and the Common Equity Trust Agreement.

Communications Leasing means Enron Communications Leasing Corp., a Debtor.

ConEd means Consolidated Edison.

Condor means the Condor Share Trust.

Conectiv means Conectiv Energy Supply, Inc.

Confirmation Date means the date the Clerk of the Bankruptcy Court enters the Confirmation Order on the docket of the Bankruptcy Court with respect to the Chapter 11 Cases.

Confirmation Hearing means the hearing to consider confirmation of the Plan in accordance with section 1129 of the Bankruptcy Code, as such hearing may be adjourned or continued from time to time.

Confirmation Order means the order of the Bankruptcy Court confirming the Plan.

Considar means Considar Metal Marketing, Inc.

Consolidated Basis means with respect to any Claims (a) asserted by an Entity against two or more Debtors and (b) arising from or related to the same liability, or on the basis of secondary liability, co-liability or joint liability, for certain purposes of the Plan, such Claims shall be deemed to be treated as a single Claim of such Entity against the Debtors as if the Debtors' estates were substantively consolidated.

Consorcio Enron means Empresa Brasileira Distribuidora Ltda. (f/k/a Consorcio Enron Energia Mercosul)

Constellation means Constellation New Energy, Inc. (f/k/a AES New Energy Inc.).

Contract Lift Stay Motions means motions filed by counterparties seeking relief from the automatic stay to cancel various contracts.

Convenience Claim means, except as provided in Section 16.2 of the Plan, any Claim equal to or less than Fifty Thousand Dollars ($50,000.00) or greater than Fifty Thousand Dollars ($50,000.00) but with respect to which the holder thereof voluntarily reduces the Claim to Fifty Thousand Dollars ($50,000.00) on the Ballot; provided, however, that, for purposes of the Plan and the distributions to be made thereunder, "Convenience Claim" shall not include (i) an Enron Senior Note Claim, (ii) an Enron Subordinated Debenture Claim, (iii) an ETS Debenture Claim, (iv) an ENA Debenture Claim, (v) an Enron TOPRS Debenture Claim and (vi) any other claim that is a component of a larger Claim, portions of which may be held by one or more holders of Allowed Claims.

Convenience Claim Distribution Percentage means with respect to a Convenience Claim against an individual Debtor, the amount set forth opposite the appropriate Class listed on Exhibit "F" to the Plan, representing ninety percent (90%) of the estimated recovery of Distributive Assets that would be distributed in accordance with the provisions of the Plan on account of an Allowed General Unsecured Claim against such Debtor, all as set forth in the Disclosure Statement.

Corpus Christi Bankruptcy Court means the United States Bankruptcy Court for the Southern District of Texas, Corpus Christi Division, with jurisdiction over the EOTT chapter 11 bankruptcy case.

Coyote Springs means Coyote Springs Generation Plant.

CP Notes means the notes issued by Enron Funding pursuant to the CP Program.

CP Program means the commercial paper program administered by CSFB and Salomon Smith Barney pursuant to which Enron Funding issued up to $350 million in CP Notes in the commercial paper market to qualified institutional buyers and accredited investors.

CPS means Compagnie Papiers Stadacona.

Credit Lyonnais means Credit Lyonnais New York Branch.

Creditor means any Person or Entity holding a Claim against the Debtors' estates or, pursuant to section 102(2) of the Bankruptcy Code, against property of the Debtors that arose or is deemed to have arisen on or prior to the Petition Date, including, without limitation, a Claim against any of the Debtors or Debtors in Possession of a kind specified in sections 502(g), 502(h) or 502(i) of the Bankruptcy Code.

Creditor Cash means at any time, the excess, if any, of (a) all Cash and Cash Equivalents in the Disbursement Account(s) over (b) such amounts of Cash (i) reasonably determined by the Disbursing Agent as necessary to satisfy, in accordance with the terms and conditions of the Plan, Administrative Expense Claims, Priority Non-Tax Claims, Priority Tax Claims, Convenience Claims and Secured Claims, (ii) necessary to fund the Litigation Trust and the Special Litigation Trust in accordance with Articles XXII and XXIII of the Plan, respectively, (iii) necessary to make pro rata distributions to holders of Disputed Claims as if such Disputed Claims were, at such time, Allowed Claims and (iv) such other amounts reasonably determined by the Reorganized Debtors or the Remaining Asset Trusts, as the case may be, as necessary to fund the ongoing operations of the Reorganized Debtors during the period from the Effective Date up to and including such later date as the Reorganized Debtor Plan Administrator shall reasonably determine; provided, however, that, on the Effective Date, Creditor Cash shall be equal to or greater than the amount of Creditor Cash projected in the Disclosure Statement to be available as of the Effective Date; and, provided, further, that such projected amount of Creditor Cash shall be reduced, on a dollar-for-dollar basis, to the extent of any distributions of Cash made by the Debtors, to Creditors, pursuant to a Final

Order, during the period from the Confirmation Date up to and including the Effective Date.

Creditors' Committee means the statutory committee of creditors holding unsecured claims appointed in the Chapter 11 Cases pursuant to section 1102(a) of the Bankruptcy Code, as amended from time to time.

Credit Rating means the senior unsecured long-term debt rating of ENE by Fitch, Moody's, or S&P.

CrossCountry means CrossCountry Energy Corp., a Delaware corporation, formed on or prior to the Effective Date, the assets of which shall consist of the CrossCountry Assets.

CrossCountry Assets means the assets to be contributed into or transferred to CrossCountry, including, without limitation, (a) (i) eight hundred (800) shares of common stock of Transwestern Holding Company, Inc., having a par value of $0.01 per share, (ii) five hundred (500) shares of Class B common stock of Citrus Corp., having a par value of $1.00 per share, (iii) four hundred (400) shares of common stock of Northern Plains Natural Gas Company, having a par value of $1.00 per share, (iv) one thousand (1000) shares of common stock of CGNN Holding Company, Inc., having a par value of $0.01 per share, and (v) one thousand (1000) shares of common stock of NBP Services Corporation, having a par value of $1.00 per share; provided, however, that in the event that, during the period from the date of the Disclosure Statement Order up to and including the date of the initial distribution of Plan Securities pursuant to the terms and provisions of Section 32.1 of the Plan, the Debtors, with the consent of the Creditors' Committee, determine not to include in CrossCountry a particular asset set forth above, the Debtors shall file a notice thereof with the Bankruptcy Court and the Value of the CrossCountry Common Stock shall be reduced by the Value attributable to such asset, as set forth in the Disclosure Statement or determined by the Bankruptcy Court at the Confirmation Hearing, and (b) such other assets as the Debtors, with the consent of the Creditors' Committee, determine on or prior to the date of the initial distribution of Plan Securities pursuant to the terms and provisions of Section 32.1 of the Plan to include in CrossCountry and the Value of the CrossCountry Common Stock shall be increased by the Value attributable to any such assets.

CrossCountry Approval Order means the Order of the Bankruptcy Court approving the Contribution and Separation Agreement, including the transfer of the CrossCountry Equity Interests, and the other transactions contemplated thereby.

CrossCountry By-laws means the by-laws of CrossCountry, which by-laws shall be in form and substance satisfactory to the Creditors' Committee and in substantially the form included in the Plan Supplement.

CrossCountry Certificate of Incorporation means the Certificate of Incorporation of CrossCountry, which certificate of incorporation shall be in form and

substance satisfactory to the Creditors' Committee and in substantially the form included in the Plan Supplement.

CrossCountry Common Stock means the shares of CrossCountry Common Stock authorized and to be issued pursuant to the Plan, which shares shall have a par value of $0.01 per share, of which one hundred million (100,000,000) shares shall be authorized and of which seventy-five million (75,000,000) shares shall be issued pursuant to the Plan, and such other rights with respect to dividends, liquidation, voting and other matters as are provided for by applicable nonbankruptcy law or the CrossCountry Certificate of Incorporation or the CrossCountry By-laws.

CrossCountry Contribution and Separation Agreement means the Contribution and Separation Agreement, dated as of June 24, 2003, by and among ENE, ETS, EOS, Enron Operations, L.P. and CrossCountry.

CrossCountry Distributing Company means CrossCountry or such other company designated under the Plan to distribute shares of capital stock representing CrossCountry's interest in the CrossCountry Equity Interests.

CrossCountry Enron Parties means ENE, ETS, EOC Preferred (as successor to Enron Operations, L.P.,) and EOS, which comprise the parties, in addition to CrossCountry, which are parties to the CrossCountry Contribution and Separation Agreement.

CrossCountry Equity Interests means the equity interests held by ENE and its Affiliates in Citrus, Transwestern Holding, Northern Plains, NBP Services, and CrossCountry Energy Services.

CrossCountry Indemnified Parties means CrossCountry, each controlled subsidiary (which does not include Citrus or Northern Border Partners) of CrossCountry and their respective directors, officers, employees, agents, representatives, successors, and assigns.

CrossCountry Trust means the Entity, if jointly determined by the Debtors' and the Creditors' Committee, to be created on or subsequent to the Confirmation Date, but prior to the Effective Date, in addition to the creation of CrossCountry, and to which Entity shall be conveyed one hundred percent (100%) of the CrossCountry Common Stock.

CrossCountry Trust Agreement means, in the event the CrossCountry Trust is created, the CrossCountry Trust Agreement, which agreement shall be in form and substance satisfactory to the Creditors' Committee and substantially in the form included in the Plan Supplement, pursuant to which the CrossCountry Trust Board and the CrossCountry Trustee shall manage, administer, operate and liquidate the assets contained in the CrossCountry Trust and distribute the proceeds thereof or the CrossCountry Common Stock.

CrossCountry Trust Board means, in the event the CrossCountry Trust is created, the group of five (5) Persons selected by the Debtors, after consultation with the Creditors' Committee, and appointed by the Bankruptcy Court, or any replacements thereafter selected in accordance with the provisions of the CrossCountry Trust Agreement.

CrossCountry Trust Interests means, in the event the CrossCountry Trust is created, the seventy-five million (75,000,000) beneficial interests in CrossCountry to be allocated to holders of Allowed Claims.

CrossCountry Trustee means, in the event the CrossCountry Trust is created, Stephen Forbes Cooper, LLC, or such other Entity appointed by the CrossCountry Trust Board and approved by the Bankruptcy Court to administer the CrossCountry Trust in accordance with the provisions of Article XXIV of the Plan and the CrossCountry Trust Agreement.

CRRA means Connecticut Resources Recovery Authority.

CSFB means Credit Suisse First Boston.

CUB means Citizens' Utility Board.

Cuiabá Project means the combination of EPE, GasMat, GasBol, and TBS.

Dabhol Power means Dabhol Power Company.

DB means Deutsche Bank.

Debtors means Enron Metals & Commodity Corp., Enron Corp., Enron North America Corp., Enron Power Marketing, Inc., PBOG Corp., Smith Street Land Company, Enron Broadband Services, Inc., Enron Energy Services Operations, Inc., Enron Energy Marketing Corp., Enron Energy Services, Inc., Enron Energy Services, LLC, Enron Transportation Services Company, BAM Lease Company (incorrectly filed as BAM Leasing Company), ENA Asset Holdings, L.P., Enron Gas Liquids, Inc., Enron Global Markets LLC, Enron Net Works L.L.C., Enron Industrial Markets LLC, Operational Energy Corp., Enron Engineering & Construction Company, Enron Engineering & Operational Services Company, Garden State Paper Company, LLC, Palm Beach Development Company, L.L.C., Tenant Services, Inc., Enron Energy Information Solutions, Inc., EESO Merchant Investments, Inc., Enron Federal Solutions, Inc., Enron Freight Markets Corp., Enron Broadband Services, L.P., Enron Energy Services North America, Inc., Enron LNG Marketing LLC, Calypso Pipeline, LLC, Enron Global LNG LLC, Enron International Fuel Management Company, Enron Natural Gas Marketing Corp., ENA Upstream Company LLC, Enron Liquid Fuels, Inc., Enron LNG Shipping Company, Enron Property & Services Corp., Enron Capital & Trade Resources International Corp., Enron Communications Leasing Corp., Enron Wind Systems, LLC f/k/a EREC Subsidiary I, LLC (successor to Enron Wind Systems, Inc.), Enron Wind Constructors LLC f/k/a EREC Subsidiary II, LLC (successor to Enron Wind Constructors Corp.), Enron Wind Energy Systems LLC f/k/a EREC Subsidiary III, LLC (successor to

Enron Wind Energy Systems Corp.), Enron Wind Maintenance LLC f/k/a EREC Subsidiary IV, LLC (successor to Enron Wind Maintenance Corp.), Enron Wind LLC f/k/a EREC Subsidiary V, LLC (successor to Wind), Intratex Gas Company, Enron Processing Properties, Inc., Enron Methanol Company, Enron Ventures Corp., Enron Mauritius Company, Enron India Holdings Ltd., Offshore Power Production C.V., The New Energy Trading Company, EES Service Holdings, Inc., Enron Wind Development LLC, ZWHC LLC, Zond Pacific, LLC, Enron Reserve Acquisition Corp., EPC Estates Services, Inc., f/k/a National Energy Production Corporation, Enron Power & Industrial Construction Company, EPC Estates Services, Inc. f/k/a NEPCO Power Procurement Company, NEPCO Services International, Inc., San Juan Gas Company, Inc., EBF LLC, Zond Minnesota Construction Company LLC, Enron Fuels International, Inc., E Power Holdings Corp., EFS Construction Management Services, Inc., Enron Management, Inc., Enron Expat Services, Inc., Artemis Associates, LLC, Clinton Energy Management Services, Inc., LINGTEC Constructors L.P., EGS New Ventures Corp., Louisiana Gas Marketing Company, Louisiana Resources Company, LGMI, Inc., LRCI, Inc., Enron Communications Group, Inc., EnRock Management, LLC, ECI-Texas, L.P., EnRock, L.P., ECI-Nevada Corp., Enron Alligator Alley Pipeline Company, Enron Wind Storm Lake I LLC, ECT Merchant Investments Corp., Enron Online, LLC, St. Charles Development Company, L.L.C., Calcasieu Development Company, L.L.C., Calvert City Power I, L.L.C., Enron ACS, Inc., LOA, Inc., Enron India LLC, Enron International Inc., Enron International Holdings Corp., Enron Middle East LLC, Enron WarpSpeed Services, Inc., Modulus Technologies, Inc., Enron Telecommunications, Inc., DataSystems Group, Inc. Risk Management & Trading Corp., Omicron Enterprises, Inc., EFS I, Inc., EFS II, Inc., EFS III, Inc., EFS V, EFS VI, LP, EFS VII INC, EFS IX, Inc., EFS X, INC, EFS XI INC, EFS XII INC, EFS XV INC, EFS XVII, Inc., Jovinole Associates, EFS Holdings, Inc., Enron Operations Services Corp., Green Power Partners I LLC, TLS Investors, L.L.C., ECT Securities Limited Partnership, ECT Securities LP Corp., ECT Securities GP Corp., KUCC Cleburne, LLC, Enron International Asset Management Corp., Enron Brazil Power Holdings XI Ltd., Enron Holding Company L.L.C., Enron Development Management Ltd., Enron International Korea Holdings Corp., Enron Caribe VI Holdings Corp., Enron International Asia Corp., Enron Brazil Power Investments XI Ltd., Paulista Electrical Distribution, L.L.C., Enron Pipeline Construction Services Company, Enron Pipeline Services Company, Enron Trailblazer Pipeline Company, Enron Liquid Services Corp., Enron Machine and Mechanical Services, Inc., Enron Commercial Finance Ltd., Enron Permian Gathering Inc., Transwestern Gathering Company, Enron Gathering Company, EGP Fuels Company, Enron Asset Management Resources, Inc., Enron Brazil Power Holdings I Ltd., Enron do Brazil Holdings Ltd., Enron Wind Storm Lake II LLC, Enron Renewable Energy Corp., Enron Acquisition III Corp., Enron Wind Lake Benton LLC, Superior Construction Company; EFS IV. Inc., EFS VIII, Inc., EFS XIII, Inc., Enron Credit, Inc., Enron Power Corp., Richmond Power Enterprise, L.P., ECT Strategic Value Corp., Enron Development Funding Ltd., Atlantic Commercial Finance, Inc., The Protane Corporation, Enron Asia Pacific/Africa/China LLC, Enron Development Corp., ET Power 3 LLC, Nowa Sarzyna Holding B.V., Enron South America LLC, Enron Global Power & Pipelines LLC, Portland General Holdings, Inc., Portland Transition Company, Inc., Cabazon Power Partners LLC, Cabazon Holdings LLC, Enron Caribbean Basin LLC,

Victory Garden Power Partners LLC, Oswego Cogen Company, LLC, and Enron Equipment Procurement Company.

Debtors in Possession means the Debtors as debtors in possession pursuant to sections 1101(1) and 1107(a) of the Bankruptcy Code.

Deferred Compensation Litigation means the avoidance actions commenced or to be commenced by the Debtors in Possession or the Employee Committee, for and on behalf of the Debtors' estates, in connection with payments made with respect to the Enron Corp. 1994 Deferral Plan and Enron Expat Services, Inc. 1998 Deferral Plan.

Delta means Delta Energy Corporation.

De Minimis Asset Sale Order means Order Pursuant to Sections 105 and 363 of the Bankruptcy Code Approving Procedures for the Sale of Certain Surplus Assets with De Minimis Value Free and Clear of Liens, Claim, Interests, and Encumbrances (Docket #2536), as clarified by the Order Pursuant to Sections 105 and 363 of the Bankruptcy Code Clarifying Procedures for the Sale of Assets with De Minimis Value Free and Clear of Liens, Claims, Interests, and Encumbrances (Docket #4130).

DEQ means Oregon Department of Environmental Quality.

DHC means Desarrollos Hidráulicos de Cancún.

DIP Credit Agreement means that certain Revolving Credit and Guaranty Agreement, dated as of December 3, 2001, by and among ENE and ENA, as borrowers, each of the direct or indirect Debtor subsidiaries of ENE and ENA party thereto, as guarantors, JPMCB and Citicorp, as co-administrative agents, Citicorp, as paying agent, JPMCB, as collateral agent, and the lenders party thereto, as lenders.

DIP Lenders means the lenders under the DIP Credit Agreement.

DIP Objectants means those parties that interposed objections to the entry of a final order approving postpetition financing for the Debtors.

DIP Objections means the objections filed by the DIP Objectants.

Disbursement Account(s) means the account(s) to be established by the Reorganized Debtors on the Effective Date in accordance with Section 31.1 of the Plan, together with any interest earned thereon.

Disbursing Agent means solely in its capacity as agent of the Debtors to effectuate distributions pursuant to the Plan, the Reorganized Debtors, the Reorganized Debtor Plan Administrator or such other Entity as may be designated by the Debtors, with the consent of the Creditors' Committee, and appointed by the Bankruptcy Court and set forth in the Confirmation Order.

Disclosure Statement means the Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code for Enron Corp. and its Affiliated Debtors, filed by the Debtors in connection with the Plan.

Disclosure Statement Order means the Final Order of the Bankruptcy Court, dated [_____, 2003] (Docket #____) approving the Disclosure Statement in accordance with section 1125 of the Bankruptcy Code.

Disputed Claim; Disputed Equity Interest means any Claim against or Equity Interest in the Debtors, to the extent the allowance of such Claim or Equity Interest is the subject of a timely objection or request for estimation in accordance with the Plan, the Bankruptcy Code, the Bankruptcy Rules or the Confirmation Order, or is otherwise disputed by the Debtors in accordance with applicable law, which objection, request for estimation or dispute has not been withdrawn or determined by a Final Order.

Disputed Claim Amount means the lesser of (a) the liquidated amount set forth in the proof of claim filed with the Bankruptcy Court relating to a Disputed Claim, (b) if the Bankruptcy Court has estimated such Disputed Claim pursuant to section 502(c) of the Bankruptcy Code, the amount of a Disputed Claim as estimated by the Bankruptcy Court, and (c) the amount of such Disputed Claim allowed by the Bankruptcy Court pursuant to section 502 of the Bankruptcy Court, or zero, if such Disputed Claim is disallowed in its entirety by the Bankruptcy Court pursuant to such section, in either case, regardless of whether the order or judgment allowing or disallowing such Claim has become a Final Order; provided, however, that, in the event that such Claim has been disallowed, but the order of disallowance has not yet become a Final Order, the Bankruptcy Court may require the Disbursing Agent to reserve and hold in trust for the benefit of each holder of such Claim, Cash and Plan Securities in an amount equal to the Pro Rata Share that would be attributed to such Claim if it were an Allowed Claim, or a lesser amount, to the extent that the Bankruptcy Court, in its sole and absolute discretion, determines such reserve is necessary to protect the rights of such holder under all of the facts and circumstances relating to the order of disallowance and the appeal of such holder from such order.

Disputed Claims Reserve means the escrow that will own a portion of the Plan Currency and interests in the Litigation Trust, the Special Litigation Trust, the Operating Trusts, and the Remaining Assets Trust prior to, on, or after the Effective Date, as applicable, and until such time as all of the Debtors' assets (and the proceeds thereof) can be distributed to holders of Allowed General Unsecured Claims, Allowed Enron Guaranty Claims, and Allowed Wind Guaranty Claims in accordance with the terms of the Plan.

Distributive Assets means the Plan Currency to be made available to holders of Allowed General Unsecured Claims of a Debtor in an amount equal to the sum of (A) the product of (i) seventy percent (70%) times (ii) the lesser of (a) the sum of such Debtor's General Unsecured Claims and (b) the product of (y) the Value of such Debtor's Assets minus an amount equal to the sum of (1) one hundred percent (100%) of such Debtor's Administrative Expense Claims, Secured Claims and Priority Claims plus (2) an

amount equal to the product of such Debtor's Convenience Claim Distribution Percentage times such Convenience Claims times (z) a fraction, the numerator of which is equal to the amount of such Debtor's General Unsecured Claims and the denominator of which is equal to the sum of such Debtor's (1) General Unsecured Claims, (2) Enron Guaranty Claims, (3) Wind Guaranty Claims, and (4) Intercompany Claims plus (B) the product of (i) thirty percent (30%) times (ii) the Value of all of the Debtors' Assets, as if the Debtors' chapter 11 estates were substantively consolidated, minus an amount equal to the sum of (1) one hundred percent (100%) of all Debtors' Administrative Expense Claims, Secured Claims, and Priority Claims, calculated on a Consolidated Basis, plus (2) the sum of the products of all Debtors' Convenience Claims times its Convenience Claim Distribution Percentage times (iii) a fraction, the numerator of which is equal to the amount of such Debtor's General Unsecured Claims calculated on a Consolidated Basis, and the denominator of which is equal to the sum of the amount of (y) all Debtors' General Unsecured Claims, calculated on a Consolidated Basis, and (z) fifty percent (50%) of all Enron Guaranty Claims and Wind Guaranty Claims; provided, however, that, for purposes of calculating "Distributive Assets", such calculation shall not include the Assets of or General Unsecured Claims against either of the Portland Debtors.

DLJ means DLJ Capital Funding, Inc.

DOI means the United States Department of the Interior.

DOJ means the United States Department of Justice.

DOT means United States Department of Transportation.

DPC means Delta Power Company, LLC.

DPC Ponderosa means DPC Ponderosa, LLC.

DPC White Pine means DPC White Pine, LLC.

DPLP means Destec Properties, LP.

DPLP Trust means DPLP Asset Monetization Trust I.

DSG means DataSystems Group, Inc., a Debtor.

Dth means decatherm = 10 therms = 1,000 cubic feet of natural gas.

Duke Energy LNG means Duke Energy LNG Sales, Inc.

Dynegy means Dynegy, Inc.

Dynegy Holdings means Dynegy Holdings, Inc.

EA III means Enron Acquisition III Corp., a Debtor.

EAH means Enron Asset Holdings, L.L.C.

EAMR means Enron Asset Management Resources, Inc., a Debtor.

East Coast Power means East Coast Power LLC.

EBHL means Enron do Brazil Holdings Ltd., a Debtor.

EBPHI means Enron Brazil Power Holdings I Ltd., a Debtor.

EBP-IV means Enron Brazil Power Holdings IV Ltd.

EBPHXI means Enron Brazil Power Holdings XI Ltd., a Debtor.

EBPIXI means Enron Brazil Power Investments XI Ltd., a Debtor.

EBS means Enron Broadband Services, Inc., a Debtor.

EBS Asia Pacific means Enron Broadband Services Asia Pacific Pte Limited.

EBS Denmark means Enron Broadband Services Denmark Aps.

EBS Deutschland means Enron Broadband Services Deutschland GmbH.

EBS France means Enron Broadband Services France SAS.

EBS Hong Kong means Enron Broadband Services Hong Kong Ltd.

EBS LP means Enron Broadband Services, L.P., a Debtor.

EBS Sweden means Enron Broadband Services Sweden AB.

ECB means Enron Caribbean Basin LLC.

ECC LLC means ECS Compression Company, L.L.C.

ECE means Enron Comercializadora de Energia Ltda.

ECFL means Enron Commercial Finance Ltd., a Debtor.

ECG means Enron Communications Group, Inc., a Debtor.

ECH means Enron Caribbean Holdings, Ltd.

Echo means EMP Echo, L.L.C.

ECHVI means Enron Caribe VI Holdings Ltd., a Debtor.

ECI means Enron Credit, Inc., a Debtor

ECI Nevada means ECI-Nevada Corp., a Debtor.

ECI Texas means ECI-Texas, L.P., a Debtor.

EC III means Enron Caribe III Ltd.

Eco-Electrica means EcoElectric, L.P.

EcoGas means Empresa Columbiana De Gas

Ecopetrol means Empresa Columbiana De Petroleos

ECPC means Enron Canada Power Corp.

ECS means Enron Compression Services Company.

ECT means Enron Capital & Trade Resources Corp., predecessor-in-interest to ENA.

ECT Europe means ECT Europe, Inc.

ECT Europe Finance means ECT Europe Finance, Inc.

ECT I means Enron Capital Trust I, a trust under the Delaware Business Trust Act, pursuant to the ECT I Trust Declarations.

ECT I Trust Declarations means that certain Declaration of Trust, dated as of October 25, 1996, as amended by that certain Amended and Restated Declaration of trust of Enron Capital Trust, dated as of November 18, 1996.

ECT II means Enron Capital Trust II, a trust under the Delaware Business Trust Act, pursuant to the ECT II Trust Declarations.

ECT II Trust Declarations means that certain Declaration of Trust, dated as of December 23, 1996, as amended by that certain Amended and Restated Declaration of Trust of Enron Capital Trust II, dated as of January 13, 1997.

ECT Securities Corp. means ECT Securities LP Corp., a Debtor

ECT Securities GP means ECT Securities GP Corp., a Debtor

ECT Securities LP means ECT Securities LP Corp., a Debtor

ECT Securities Limited Partnership means ECT Securities Limited Partnership, a Debtor.

ECT Singapore means Enron Capital & Trade Resources Singapore Pte Limited.

ECTEF means Enron Capital & Trade Europe Finance LLC.

ECTMI means ECT Merchant Investments Corp., a Debtor.

ECTRIC means Enron Capital & Trade Resources International Corp., a Debtor.

ECTRL means Enron Capital & Trade Resources Limited.

ECTSVC means ECT Strategic Value Corp., a Debtor

EDC means Enron Development Corp., a Debtor.

EDCC means Enron Direct Canada Corp.

EDEMET means Empresa de Distribucion Eléctrica Metro-Oeste.

EDF means Enron Development Funding Ltd., a Debtor.

EDH means Enron Dutch Holdings, B.V.

EDM means Enron Development Management Ltd., a Debtor.

EEC means Empresa Energética de Corinto, Ltd.

EECC means Enron Engineering & Construction Company, a Debtor.

EEGSA means Empresa Electrica de Guatemala, S.A.

EEIS means Enron Energy Information Solutions, Inc., a Debtor.

EEL means Enron Europe Limited.

EEMC means Enron Energy Marketing Corp., a Debtor.

EEOSC means Enron Engineering & Operational Services Company, a Debtor.

EEP1 means Enron Europe Power 1 Limited.

EEP3 means Enron Europe Power 3 Limited.

EEP5 means Enron Europe Power 5 Limited.

EEP6 means Enron Europe Power 6 Limited.

EEPC means Enron Equipment Procurement Company, a Debtor.

EES means Enron Energy Services, LLC, a Debtor.

EES Canada means Enron Energy Services Canada Corp.

EES Deutschland means Enron Energy Services Deutschland GmbH.

EES Europe means Enron Energy Services Europe B.V.

EESI means Enron Energy Services, Inc., a Debtor.

EES Italy means Enron Energy Services Italy S.r.l.

EESNA means Enron Energy Services North America, Inc., a Debtor.

EESO means Enron Energy Services Operations, Inc., a Debtor.

EESOMI means EESO Merchant Investments, Inc., a Debtor.

EESSH means EES Service Holdings, Inc., a Debtor.

EES Sweden means Enron Energy Services Sweden AB.

EEX Capital means EEX Capital, Inc. a subsidiary of EEX Corporation.

EEX E&P means EEX E&P Company, L.P.

EEX Reserves means EEX Reserves Funding LLC.

EFEO means Enron Finland Energy Oy.

Effective Date means the earlier to occur of (a) the first (1st) Business Day following the Confirmation Date that (i) the conditions to effectiveness of the Plan set forth in Section 37.1 of the Plan have been satisfied or otherwise waived in accordance with Section 37.2 of the Plan, but in no event earlier than December 31, 2004, and (ii) the effectiveness of the Confirmation Order shall not be stayed and (b) such other date following the Confirmation Date that the Debtors and the Creditors' Committee, in their joint and absolute discretion, designate.

EFHC means Enron Finance Holdings Corp.

EFII means Enron Fuels International, Inc., a Debtor.

EFM means Enron Freight Markets Corp., a Debtor.

EFP means Enron Finance Partners, L.L.C.

EFR means European Finance Reinsurance Company Ltd.

EFS I means EFS I, Inc., a Debtor.

EFS II means EFS II, Inc., a Debtor.

EFS III means EFS III, Inc., a Debtor.

EFS IV means EFS IV, Inc., a Debtor.

EFS V means EFS V, Inc., a Debtor.

EFS VI means EFS VI, Inc., a Debtor.

EFS VII means EFS VII, Inc., a Debtor.

EFS VIII means EFS VIII, Inc., a Debtor.

EFS IX means EFS IX, Inc., a Debtor.

EFS X means EFS X, Inc., a Debtor.

EFS XI means EFS XI, Inc., a Debtor.

EFS XII means EFS XII, Inc., a Debtor.

EFS XIII means EFS XIII, Inc., a Debtor.

EFS XV means EFS XV, Inc., a Debtor.

EFS XVII means EFS XVII, Inc., a Debtor.

EFSC means Energy Facility Siting Council.

EFS-CMS means EFS Construction Management Services, Inc., a Debtor.

EFS Holdings means EFS Holdings, Inc., a Debtor

EFS Plan means the EFS Pension Plan.

EFSI means Enron Federal Solutions, Inc., a Debtor.

EGLE means Enron Gas Liquids Europe SARL.

EGLI means Enron Gas Liquids, Inc., a Debtor.

EGM means Enron Global Markets, LLC, a Debtor.

EGP means EGP Fuels Company, a Debtor.

EGPP means Enron Global Power & Pipelines LLC, a Debtor.

EGSNVC means EGS New Ventures Corp., a Debtor.

Egret means Egret I LLC.

EHC means Enron Holding Company L.L.C., a Debtor.

EI means Enron International, Inc., a Debtor.

EIAC means Enron International Asia Corp., a Debtor.

EIAM means Enron International Asset Management Corp., a Debtor.

EIDS means Enron International Development Services, Inc.

EIE means Enron Investimentos Energéticos Ltda.

EIEA means Enron International Energy (Asia) Pte, Ltd.

EIFM means Enron International Fuel Management Company, a Debtor.

8.25% Subordinated Debentures means those certain debentures issued in the assigned aggregate principal amount of One Hundred Fifty Million Dollars ($150,000,000.00) in accordance with the terms and conditions of the Enron Subordinated Indenture.

EIH means Enron Intermediate Holdings, L.L.C.

EIKH means Enron International Korea Holdings Corp., a Debtor.

EIM means Enron Industrial Markets, LLC, a Debtor.

EIN means the Enron Intelligent Network.

EINT means Enron International Holdings Corp., a Debtor.

EIPSA means Enron Internacional Panama, S.A.

EITF means Emerging Issues Task Force of the FASB.

EIV means Enron Industrial de Venezuela Ltd.

Elektra means Empresa de Distribucíon Eléctrica Elektra Noreste, S.A.

Elektro means Elektro Eletricidade e Serviços, S.A.

Eletrobolt means a 379 MW power plant in the State of Rio de Janeiro, Brazil.

ELFI means Enron Liquid Fuels, Inc., a Debtor.

ELP means Enron Leasing Partners, L.P.

El Paso means El Paso Corporation.

El Paso Natural Gas means El Paso Natural Gas Company.

ELSC means Enron Liquid Services Corp., a Debtor.

EMC means Enron Metals & Commodity, Ltd.

EMCC means Enron Metals and Commodity Corp., a Debtor.

EMC Peru means Enron Metals & Commodity (Peru) S.A.C.

EMDE means Enron Middle East LLC, a Debtor.

EMGH means Enron Metals German Holdings GmbH.

EMGL means Enron Metals Group Limited.

EMI means Enron Management, Inc., a Debtor.

EMMS means Enron Machine and Mechanical Services, Inc., a Debtor.

Employee Counsel Orders means the Bankruptcy Court orders, dated March 29, 2002 and November 1, 2002, together with all other orders entered by the Bankruptcy Court in conjunction therewith, authorizing the retention of counsel to represent former and present employees of the Debtors in connection with the investigations of governmental entities, authorities or agencies with respect to the Debtors' operations and financial transactions.

Employee Committee means the statutory committee appointed in the Chapter 11 Cases pursuant to section 1102(a)(2) of the Bankruptcy Code, as reconstituted from time to time, to advise and represent the interests of former and current employees with respect to employee related issues to the extent provided in the Bankruptcy Court's order, dated July 19, 2002, as such order may be amended or modified.

Employee Plans means the three employee benefit plans that are at issue in the Pamela M. Tittle v. Enron Corp., et al. litigation.

Employee Prepetition Stay Bonus Payments means the stay bonus payments made to certain of the Debtors' former employees, certain of which are the subject to the Severance Settlement Fund Litigation.

ENA means Enron North America Corp., a Delaware corporation, a Debtor.

ENA Asset Holdings means ENA Asset Holdings L.P., a Debtor, formerly known as HPL Asset Holdings L.P.

ENA Debentures means the 7.75% Debentures Due 2016, issued in the original aggregate principal amount of $29,108,000.00 and the 7.75% Debentures Due 2016, Series II, issued in the original aggregate principal amount of $21,836,000.00, pursuant to the ENA Indentures.

ENA Debentures Claim means any General Unsecured Claim arising from or related to the ENA Indentures.

ENA Examiner means Harrison J. Goldin, appointed as examiner of ENA pursuant to the Bankruptcy Court's order, dated March 12, 2002.

ENA Examiner Interim Report means the interim cash management report filed by the ENA Examiner on April 9, 2002 (Docket #2867).

ENA Guaranty Claim means any Unsecured Claim, other than an Intercompany Claim, against ENA arising from or relating to an agreement by ENA to guarantee or otherwise satisfy the obligations of another Debtor.

ENA Guaranty Distributive Assets means the Plan Currency to be made available to holders of Allowed ENA Guaranty Claims in an amount equal to the sum of (A) the product of (i) seventy percent (70%) times (ii) the lesser of (a) the sum of ENA Guaranty Claims and (b) the product of (y) the Value of ENA's Assets minus an amount equal to the sum of (1) one hundred percent (100%) of ENA's Administrative Expense Claims, Secured Claims and Priority Claims plus (2) an amount equal to the product of ENA's Convenience Claim Distribution Percentage times ENA's Convenience Claims times (z) a fraction, the numerator of which is equal to the amount of ENA Guaranty Claims and the denominator of which is equal to the sum of ENA's (1) General Unsecured Claims, (2) ENA Guaranty Claims and (3) Intercompany Claims plus in the event that Class 187 votes to accept the Plan in accordance with Section 1126 of the Bankruptcy Code, (B) the product of (i) thirty percent (30%) times (ii) the Value of all of the Debtors' Assets, calculated as if the Debtors' chapter 11 estates were substantively consolidated, minus an amount equal to the sum of (1) one hundred percent (100%) of all Debtors' Administrative Expense Claims, Secured Claims and Priority Claims, calculated on a Consolidated Basis, plus (2) the sum of the products of each Debtor's Convenience Claims times its respective Convenience Claim Distribution Percentage times (iii) a fraction, the numerator of which is equal to fifty percent (50%) times an amount equal to the sum of the lesser of, calculated on a Claim-by-Claim basis, (1) the amount of ENA Guaranty Claims and (2) the corresponding primary General Unsecured Claim, calculated on a Consolidated Basis, and the denominator of which is equal to the sum of the amount of (y) all Debtors' General Unsecured Claims, calculated on a Consolidated Basis and (z) fifty percent (50%) of all Accepting Guaranty Claims; provided, however, that, for purposes of calculating "ENA Guaranty Distributive Assets," such calculation shall not include the Assets of or the General Unsecured Claims against either of the Portland Debtors.

ENA Indenture Trustee means National City Bank, solely in its capacity as successor in interest to The Chase Manhattan Bank, as Indenture Trustee under the ENA Indentures, or its duly appointed successor.

ENA Indentures means that certain (1) Indenture, dated as of November 21, 1996, by and among ECT, now known as ENA, ENE, as Guarantor, and The Chase Manhattan Bank, as Indenture Trustee and (2) Indenture, dated as of

January 16, 1997, by and among ECT, now known as ENA, ENE, as Guarantor, and The Chase Manhattan Bank, as Indenture Trustee.

ENA Upstream means ENA Upstream LLC, a Debtor.

ENE means Enron Corp., an Oregon corporation, a Debtor.

ENE Affiliate means any of the Debtors and any other direct or indirect subsidiary of ENE.

ENE Cash Balance Plan means the Enron Corp. Cash Balance pension plan.

ENE Examination means the examination of the affairs of the Debtors (and certain non-Debtor affiliates) pursuant to the terms of that certain order of the Bankruptcy Court dated April 8, 2002, as supplemented and amended, authorizing and directing the appointment of an examiner with respect to the Chapter 11 Cases and matters relating to certain non-Debtor affiliates.

ENE Examiner means Neal A. Batson, appointed as examiner of ENE pursuant to the Bankruptcy Court's order, dated May 24, 2002.

ENE Examiner's Professionals means the professional retained by the ENE Examiner to discharge his duties in connection with the ENE Examination, including, but not limited to Alston & Bird LLP, Plante & Moran, LLP and their respective partners, associates, counsel, members, agents, representatives, and employees, and Professors George Bentson and Al Hartgraves.

ENE Tax Group means, for a given taxable year, ENE and any direct or indirect subsidiary of ENE, whether or not such subsidiary is a debtor under the Bankruptcy Code or under any insolvency or restructuring laws of any relevant jurisdiction, that joins in the filing of a consolidated federal income tax return for all or part of such given taxable year.

E-Next means E-Next Generation LLC.

E-Next Projects means the various gas-fired electric generating projects, in whole or in part, located throughout the United States.

ENGMC means Enron Natural Gas Marketing Corp., a Debtor.

ENHBV means Enron Netherlands Holding B.V.

ENIL means Enron India LLC, a Debtor.

EnRock means EnRock, L.P., a Debtor.

EnRock Management means EnRock Management, LLC, a Debtor.

Enron ACS means Enron ACS, Inc., a Debtor.

Enron Affiliate means any of the Debtors and any other direct or indirect subsidiary of Enron.

Enron Australia Energy means Enron Australia Energy Pty Limited.

Enron Australia Finance means Enron Australia Finance Pty Limited.

Enron Bahamas LNG means Enron Bahamas LNG Limited.

Enron Building means the office tower and related real property located at 1400 Smith Street, Houston, Texas.

Enron Canada means Enron Canada Corp.

Enron Caribbean means Enron Caribbean Basin LLC, a Debtor.

Enron Center South means the office tower and related real property located at 1500 Louisiana Street, Houston, Texas.

Enron Child Care Center means the building and real property located at 1505 Louisiana Street, Houston, Texas.

Enron Coal Asia means Enron Coal Asia Pacific Pty Limited.

Enron Common Equity Interest means an Equity Interest represented by one of the one billion two hundred million (1,200,000,000) authorized shares of common stock of ENE as of the Petition Date or any interest or right to convert into such an equity interest or acquire any equity interest of the Debtors which was in existence immediately prior to or on the Petition Date.

Enron Companies means ENE and all of its direct and indirect subsidiaries, whether or not such subsidiaries are debtors under the Bankruptcy Code or under any insolvency or restructuring laws of any relevant jurisdiction.

Enron Direkt means Enron Direkt GmbH.

Enron Energia Sud means Enron Energia Sud S.r.l.

Enron Energie means Enron Energie GmbH.

Enron Energie Schweiz means Enron Energie (Schweiz) GmbH.

Enron Equity means Enron Equity Corp.

Enron España means Enron España Energia SL.

Enron Europe means Enron Europe LLC.

Enron Funding means Enron Funding Corp.

Enron Gathering means Enron Gathering Company, a Debtor

Enron Guaranty Claim means any Unsecured Claim, other than an Intercompany Claim, against ENE arising from or relating to an agreement by ENE to guarantee or otherwise satisfy the obligations of another Debtor.

Enron Guaranty Distributive Assets means the Plan Currency to be made available to holders of Allowed Enron Guaranty Claims in an amount equal to the sum of (A) the product of (i) seventy percent (70%) times (ii) the lesser of the sum of ENE's Enron Guaranty Claims and (b) the product of (y) the Value of ENE's Assets minus an amount equal to the sum of (1) one hundred percent (100%) of ENE's Administrative Expense Claims, Secured Claims and Priority Claims plus (2) an amount equal to the product of ENE's Convenience Claim Distribution Percentage times ENE's Convenience Claims times (z) a fraction, the numerator of which is equal to the amount of ENE's Enron Guaranty Claims and the denominator of which is equal to the sum of ENE's (1) General Unsecured Claims, (2) Enron Guaranty Claims and (3) Intercompany Claims plus (B) the product of (i) thirty percent (30%) times (ii) the Value of all of the Debtors' Assets, calculated as if the Debtors' chapter 11 estates were substantively consolidated, minus an amount equal to the sum of (1) one hundred percent (100%) of all Debtors' Administrative Expense Claims, Secured Claims and Priority Claims, calculated on a Consolidated Basis, plus (2) the sum of the products of each Debtors' Convenience Claims times its respective Convenience Claim Distribution Percentage times (iii) a fraction, the numerator of which is equal to fifty percent (50%) times an amount equal to the sum of the lesser of, calculated on a Claim-by-Claim basis, (1) the amount of Enron Guaranty Claims and (2) the corresponding primary General Unsecured Claim, calculated on a Consolidated Basis, and the denominator of which is equal to the sum of the amount of (y) all Debtors' General Unsecured Claims, calculated on a Consolidated Basis and (z) fifty percent (50%) of all Enron Guaranty Claims and Wind Guaranty Claims; provided, however, that, for purposes of calculating "Enron Guaranty Distributive Assets", such calculation shall not include the Assets of or the General Unsecured Claims against either of the Portland Debtors.

Enron Indemnified Parties means ENE, its affiliates (other than CrossCountry and its subsidiaries when used in the CrossCountry Contribution and Separation Agreement, or other than Prisma and its subsidiaries and any Prisma Assets in which Prisma holds an interest when used in the Prisma Contribution and Separation Agreement) and their respective directors, officers, employees, affiliates, agents, representatives, successors and assigns.

Enron Korea means Enron International Korea LLC.

Enron LPG Italy means Enron LPG Italy S.r.l.

Enron Mauritius means Enron Mauritius Company, a Debtor.

Enron Preferred Equity Interest means an Equity Interest represented by an issued and outstanding share of preferred stock of ENE as of the Petition Date, including, without limitation, that certain (a) Cumulative Second Preferred Convertible Stock, (b) 9.142% Perpetual Second Preferred Stock, (c) Mandatorily Convertible Junior Preferred Stock, Series B, and (d) Mandatorily Convertible Single Reset Preferred Stock, Series C, or any other interest or right to convert into such a preferred equity interest or acquire any preferred equity interest of the Debtors which was in existence immediately prior to the Petition Date.

Enron Re means Enron Re Limited.

Enron St. Lucia means Enron (St. Lucia) International Business Corporation.

Enron Senior Notes means the promissory notes and debentures issued and delivered by ENE in accordance with the terms and conditions of the Enron Senior Notes Indentures and set forth on Exhibit "B" to the Plan.

Enron Senior Notes Claim means any General Unsecured Claim arising from or relating to the Enron Senior Notes Indentures.

Enron Senior Notes Indentures means that certain (a) Indenture, dated as of November 1, 1985, as supplemented on December 1, 1995, May 8, 1997, September 1, 1997 and August 17, 1999, between ENE, as Issuer, and the Bank of New York, as Indenture Trustee, (b) Indenture, dated as of October 15, 1985, as supplement, between ENE as Issuer, and Wells Fargo Bank Minnesota, as Indenture Trustee, (c) Indenture, dated as of April 8, 1999, as supplemented, between ENE, as Issuer, and Wells Fargo Bank Minnesota, as Indenture Trustee, and (d) Indenture, dated as of February 7, 2001, as supplement, between ENE as Issuer, and Wells Fargo Bank Minnesota, as Indenture Trustee.

Enron Senior Notes Indenture Trustee means The Bank of New York, solely in its capacity as successor in interest to Harris Trust and Savings Bank, as indenture trustee under the Enron Senior Notes Indenture, or its duly appointed successor, and Wells Fargo Bank Minnesota, solely in its capacity as successor in interest to JPMCB, as Indenture Trustee, or its duly appointed successor, solely in their capacities as indenture trustees with regard to the respective Enron Senior Notes Indentures.

Enron South America means Enron South America LLC, a Debtor.

Enron Subordinated Debentures means the 8.25% Subordinated Debentures and the 6.75% Subordinated Debentures.

Enron Subordinated Debenture Claim means any General Unsecured Claim arising from or relating to the Enron Subordinated Indenture.

Enron Subordinated Indenture means that certain Indenture, dated February 1, 1987, between ENE, as Issuer, and the Enron Subordinated Indenture Trustee, as Indenture Trustee.

Enron Subordinated Indenture Trustee means The Bank of New York, solely in its capacity as successor in interest to InterFirst Bank Houston, N.A., as indenture trustee under the Enron Subordinated Indenture, or its duly appointed successor.

Enron TOPRS Debenture Claim means any General Unsecured Claim arising from or relating to the Enron TOPRS Indentures.

Enron TOPRS Debentures means the 7.75% Subordinated Debentures Due 2016, issued in the original aggregate principal amount of $181,926,000.00 and the 7.75% Subordinated Debentures Due 2016, Series II, issued in the original aggregate principal amount of $136,450,000.00, pursuant to the Enron TOPRS Indentures.

Enron TOPRS Indenture Trustee means National City Bank, solely in its capacity as successor in interest to The Chase Manhattan Bank, as Indenture Trustee under the Enron TOPRS Indentures, or its duly appointed successor.

Enron TOPRS Indentures means that certain (1) Indenture, dated as of November 21, 1996, between ENE, as Issuer, and The Chase Manhattan Bank, as Indenture Trustee, and (2) Indenture, dated as of January 16, 1997, between ENE, as Issuer, and The Chase Manhattan Bank, as Indenture Trustee.

Enron TOPRS Subordinated Guaranty Claim means any Unsecured Claim, other than an Intercompany Claim, against ENE arising from or relating to an agreement by ENE to guarantee or otherwise satisfy the obligations of another Debtor or affiliate thereof with respect to, arising from or in connection with the issuance of the TOPRS or the structure created as a result thereof, the performance of which is subordinated to the payment and performance of ENE with respect to all other Claims.

Enron Wind Storm Lake I means Enron Wind Storm Lake I LLC, a Debtor.

Enron Wind Storm Lake II means Enron Wind Storm Lake II LLC, a Debtor.

ENE Tax Group means, for a given taxable year, ENE and any direct or indirect subsidiary of ENE, whether or not such subsidiary is a debtor under the Bankruptcy Code or under any insolvency or restructuring laws of any relevant jurisdiction, that joins in the filing of a consolidated federal income tax return for all or part of such given taxable year.

ENS means Elektrocieplownia Nowa Sarzyna Sp.z.o.o.

Entity means a Person, a corporation, a general partnership, a limited partnership, a limited liability company, a limited liability partnership, an association, a joint stock company, a joint venture, an estate, a trust, an unincorporated organization, a governmental unit or any subdivision thereof, including, without limitation, the Office of the United States Trustee, or any other entity.

ENW means Enron Net Works L.L.C., a Debtor.

EOC Preferred means EOC Preferred, L.L.C., a non-Debtor affiliate of ENE.

EOG means Enron Oil & Gas Company.

EOGIL means Enron Oil and Gas India, Ltd.

EOG Resources means EOG Resources, Inc.

EOS means Enron Operations Services, LLC, a Debtor.

EOTT means EOTT Energy Partners, L.P.

EOTT Debtors means EOTT, EOTT Energy Finance Corp., EOTT Energy General Partner, LLC, EOTT Energy Operating Limited Partnership, EOTT Energy Canada Limited Partnership, EOTT Energy Pipeline Limited Partnership, EOTT Energy Liquids, L.P., and EOTT Energy Corp., each of which filed a chapter 11 bankruptcy petition in the Corpus Christi Bankruptcy Court.

EPA means Environmental Protection Agency.

EPC means Enron Power Corp., a Delaware corporation and a Debtor.

EPC Guaranty Claim means any Unsecured Claim, other than an Intercompany Claim, against EPC arising from or relating to an agreement by EPC to guarantee or otherwise satisfy the obligations of another Debtor.

EPC Guaranty Distributive Assets means the Plan Currency to be distributed to holders of Allowed Enron Guaranty Claims in an amount equal to the sum of (A) the product of (i) seventy percent (70%) times (ii) the lesser of (a) the sum of EPC Guaranty Claims and (b) the product of (y) the Value of EPC's Assets minus an amount equal to the sum of (1) one hundred percent (100%) of EPC's Administrative Expense Claims, Secured Claims and Priority Claims plus (2) an amount equal to the product of EPC's Convenience Claim Distribution Percentage times EPC's Convenience Claims times (z) a fraction, the numerator of which is equal to the amount of EPC Guaranty Claims and the denominator of which is equal to the sum of EPC's (1) General Unsecured Claims, (2) EPC Guaranty Claims and (3) Intercompany Claims plus (B) the product of (i) thirty percent (30%) times (ii) the Value of all of the Debtors' Assets, calculated as if the Debtors' chapter 11 estates were substantively consolidated, minus an amount equal to the sum of (1) one hundred percent (100%) of all Debtors'

Administrative Expense Claims, Secured Claims and Priority Claims, calculated on a Consolidated Basis, plus (2) the sum of the products of each Debtor's Convenience Claims times its respective Convenience Claim Distribution Percentage times (iii) a fraction, the numerator of which is equal to fifty percent (50%) times an amount equal to the sum of the lesser of, calculated on a Claim-by-Claim basis, (1) the amount of EPC Guaranty Claims and (2) the corresponding primary General Unsecured Claim, calculated on a Consolidated Basis, and the denominator of which is equal to the sum of the amount of (y) all Debtors' General Unsecured Claims, calculated on a Consolidated Basis and (z) fifty percent (50%) of all Guaranty Claims; provided, however, that, for purposes of calculating "EPC Guaranty Distributive Assets," such calculation shall not include the Assets of or the General Unsecured Claims against either of the Portland Debtors.

EPCA means Enron Pipeline Company of Argentina.

EPCC means Enron Power Construction Company.

EPCL means European Power Company Ltd.

EPC Ltda. means EPC – Empresa Paranaense Comercializadora Ltda.

EPCSC means Enron Pipeline Construction Services Company, a Debtor.

EPE means EPE-Empresa Produtora de Energia Ltda.

EPF I means Enron Preferred Funding, L.P., a Delaware limited partnership formed pursuant to the EPF I Partnership Agreement.

EPF I Partnership Agreement means that certain Agreement of Limited Partnership, dated as of October 25, 1996, as amended by that certain Amended and Restated Agreement of Limited Partnership of Enron Preferred Funding I, L.P., dated as of November 21, 1996.

EPF II means Enron Preferred Funding II, L.P., a Delaware limited partnership formed pursuant to the EPF II Partnership Agreement.

EPF II Partnership Agreement means that certain Agreement of Limited Partnership, dated as of December 23, 1996, as amended by that certain Amended and Restated Agreement of Limited Partnership of Enron Preferred Funding II, dated as of January 16, 1997.

EPGI means Enron Permian Gathering, Inc., a Debtor.

EPICC means Enron Power & Industrial Construction Company, a Debtor.

EPMI means Enron Power Marketing, Inc., a Debtor.

EPMS means Enron Panama Management Services, LLC.

E Power Holdings means E Power Holdings Corp., a Debtor.

EPPI means Enron Processing Properties, Inc., a Debtor.

EPSC means Enron Property & Services Corp., a Debtor.

Equity Interest means any equity interest in any of the Debtors represented by duly authorized, validly issued and outstanding shares of preferred stock or common stock or any interest or right to convert into such an equity interest or acquire any equity interest of the Debtors which was in existence immediately prior to or on the Petition Date.

Equity Interest Holder means any Person or Entity holding an Equity Interest.

Equity Trust means Equity Trust Co. N.V.

ERAC means Enron Reserve Acquisition Corp., a Debtor.

ERCOT means Electric Reliability Council of Texas, Inc.

EREC means Enron Renewable Energy Corp., a Debtor.

EREC I means Enron Wind Systems, LLC f/k/a EREC Subsidiary I, LLC, successor to Enron Wind Systems, Inc., a Debtor.

EREC II means Enron Wind Constructors LLC f/k/a EREC Subsidiary II, LLC, successor to Enron Wind Constructors Corp., a Debtor.

EREC III means Enron Wind Energy Systems LLC f/k/a EREC Subsidiary III, LLC, successor to Enron Wind Energy Systems Corp., a Debtor.

EREC IV means Enron Wind Maintenance LLC f/k/a EREC Subsidiary IV, LLC, successor to Enron Wind Maintenance Corp., a Debtor.

EREC V means Enron Wind LLC f/k/a EREC Subsidiary V, LLC, successor to Wind, a Debtor.

ERISA means Employee Retirement Income Security Act, 29 U.S.C. § 1001, et seq.

ESA means Endangered Species Act.

ESAT means Enron South America Turbine LLC.

ESBFL means Enron Sutton Bridge Funding Limited, a company incorporated under the laws of England and Wales.

ESOP means Employee Stock Ownership Plan.

ETB means ETB-Energia Total do Brasil Ltda.

ETB Note means the $213,090,185.24 note with a 12% coupon, payable semi-annually issued by ETB to EDF.

ETI means Enron Telecommunications, Inc., a Debtor.

ETP means ET Power 3 LLC, a Debtor.

ETPC means Enron Trailblazer Pipeline Company, a Debtor.

ETS means Enron Transportation Services, LLC, a Debtor.

ETS Debenture Claim means any General Unsecured Claim arising from or related to the ETS Indentures.

ETS Indenture Trustee means National City Bank, solely in its capacity as successor in interest to The Chase Manhattan Bank, as indenture trustee under the ETS Indentures, or its duly appointed successor.

ETS Indentures means that certain (1) Indenture, dated as of November 21, 1996, by and among Enron Pipeline Company, now known as ETS, as Issuer, ENE, as Guarantor, and The Chase Manhattan Bank, as Indenture Trustee, and (2) Indenture, dated as of January 16, 1997, by and among Enron Pipeline Company, now known as ETS, as Issuer, ENE, as Guarantor, and The Chase Manhattan Bank, as Indenture Trustee.

Euro CLN Trust means the Enron Euro Credit Linked Notes Trust.

EWDC means Enron Wind Development Corp.

EWLB means Enron Wind Lake Benton LLC, a Debtor.

Exchange Act means the Securities Exchange Act of 1934.

Exchanged Enron Common Stock means the common stock of Reorganized ENE authorized and to be issued pursuant to the Plan, having a par value of $0.01 per share, of which the same number of shares as the number of shares of outstanding Enron Common Equity Interests shall be authorized and issued pursuant to the Plan with such rights with respect to dividends, liquidation, voting and other matters as are provided for by applicable nonbankruptcy law or the Reorganized Debtors Certificate of Incorporation and the Reorganized Debtors By-laws, and which are being issued in exchange for, and on account of, each Enron Common Equity Interest and transferred to the Common Equity Trust with the same economic interests and rights to receive distributions from ENE or Reorganized ENE, after all Claims have been satisfied, in full, as such Enron Common Equity Interest.

Exchanged Enron Preferred Stock means the Series 1 Exchanged Preferred Stock, the Series 2 Exchanged Preferred Stock, the Series 3 Exchanged Preferred Stock and the Series 4 Exchanged Preferred Stock, and such other issues of preferred stock which may be issued on account of preferred stock in existence as of the Confirmation Date.

Eximbank means the U.S. Export-Import Bank.

Exclusive Filing Period means the period specified in section 1121(b) of the Bankruptcy Code and any enlargement of such period as may be ordered by the Bankruptcy Court.

Exclusive Plan Solicitation Period means the period specified in section 1121(c)(3) of the Bankruptcy Code and any enlargement of such period as may be ordered by the Bankruptcy Court.

Exclusive Periods means the Exclusive Filing Period and the Exclusive Plan Solicitation Period.

Existing PGE Common Stock means the issued and outstanding shares of PGE common stock, having a par value of $3.75 per share, held by ENE as of the date of the Plan.

Expanded Duties Order means the May 8, 2002 order expanding the duties of the ENA Examiner (Docket #3599).

Expat Services means Enron Expat Services, Inc., a Debtor.

FASB means Financial Accounting Standards Board.

FASIT means Financial Asset Securitization Investment Trust formed pursuant to section 860L of the Internal Revenue Code.

FBI means the United States Federal Bureau of Investigation.

FCA means the False Claims Act, 31 U.S.C. § 3729.

FCC means United States Federal Communications Commission.

Fee Committee means the committee appointed by the Bankruptcy Court pursuant to an order, dated April 26, 2002, to, among other things, review the amounts and propriety of the fees and expenses incurred by professionals retained in the Chapter 11 Cases pursuant to an order of the Bankruptcy Court.

FERC means the Federal Energy Regulatory Commission.

FieldCentrix means FieldCentrix, Inc.

Final Order means an order or judgment of the Bankruptcy Court as to which the time to appeal, petition for certiorari or move for reargument or rehearing has expired and as to which no appeal, petition for certiorari or other proceedings for reargument or rehearing shall then be pending; and if an appeal, writ of certiorari, reargument or rehearing thereof has been sought, such order shall have been affirmed by the highest court to which such order was appealed, or certiorari shall have been denied or reargument or rehearing shall have been denied or resulted in no modification of such order, and the time to take any further appeal, petition for certiorari or move for reargument or rehearing shall have expired; provided, however, that the possibility that a motion under section 502(j) of the Bankruptcy Code, Rule 59 or Rule 60 of the Federal Rules of Civil Procedure or any analogous rule under the Bankruptcy Rules, may be but has not then been filed with respect to such order, shall not cause such order not to be a Final Order.

Finven means Finven Financial Institution Limited.

Fitch means Fitch, Inc.

Fleet means Fleet National Bank.

Florida Gas means Florida Gas Transmission Company.

Foreign Affiliates means the Enron Companies' subsidiaries incorporated outside of the United States.

FPA means the Federal Power Act, 16 U.S.C. § 791a.

Frontera means Frontera Generation Limited Partnership.

FTA means the Florida Turnpike Authority.

FTS-1 Contracts means Florida Gas's contracts expiring prior to 2015.

FTS-2 means Florida Gas's incrementally priced firm transportation service rate schedules.

FUCO means foreign utility company.

Fuji means Fuji Bank, Limited.

Furnas means Furnas Centrais Elétricas S.A.

GAAP means generally accepted accounting principles.

GAIL means Gas Authority of India Limited.

Gama means Gama Pazarlama A.S. and Gama Endustri Tesisleri Imalat ve Montaj A.S., collectively.

GAO means the General Accounting Office.

Garden State means Garden State Paper Company, LLC, a Debtor.

GasBol means Gasoriente Boliviano Ltda.

GasCo means a service company formed to provide management and administrative services for the Enron Companies' international investments and operations.

GasMat means Gasocidente do Mato Grosso Ltda.

GasPart means Gasparticipacões Ltda.

GDP means gross domestic product.

GECC means General Electric Capital Corporation.

General Unsecured Claims means an Unsecured Claim, other than a Guaranty Claim, or an Intercompany Claim.

Georgia Bankruptcy Court means the United States Bankruptcy Court for the Northern District of Georgia.

GEPS means General Electric Power Systems.

Global Assets means the Enron Companies' global services business unit.

Global LNG means Enron Global LNG LLC, a Debtor.

GMSA means Generación Mediterránea S.A.

GPU means GPU Service, Inc.

Great Lakes means Great Lakes Dredge & Dock Company.

Green Power means Green Power Partners I LLC, a Debtor.

GTB means Gas TransBoliviano S.A.

GTC means General Terms and Conditions.

Guaranty Claims means ACFI Guaranty Claims, ENA Guaranty Claims, Enron Guaranty Claims, EPC Guaranty Claims and Wind Guaranty Claims.

Guaranty Distributive Assets means the Plan Currency to be made available to holders of Allowed Enron Guaranty Claims in an amount equal to the product of (a) seventy percent (70%) times (b) the difference between the value of Enron's assets minus an amount equal to the sum of (i) one hundred percent (100%) of

Enron's Allowed Administrative Expense Claims, Disputed Administrative Expense Claims, Allowed Priority Claims and Disputed Priority Claims plus (ii) an amount equal to seventeen and one-half percent (17.5%) of Enron's Allowed Convenience Claims and Disputed Convenience Claims times (c) a fraction, the numerator of which is equal to the amount of Enron's Allowed General Unsecured Claims and Disputed General Unsecured Claims and the denominator of which is equal to the sum of the amount of Enron's Allowed General Unsecured Claims, Disputed General Unsecured Claims, Allowed Enron Guaranty Claims, Disputed Enron Guaranty Claims, Allowed Intercompany Claims and Disputed Intercompany Claims.

Guardian means Guardian Pipeline, L.L.C.

Gulfstream means Gulfstream Natural Gas System, LLC.

GWh means gigawatt hours.

Hansen means Hansen Investments Co.

Hawaii I means Hawaii I 125-0 Trust.

Hawaii II means Hawaii II 125-0 Trust.

HL&P means Houston Lighting and Power Company, now known as Reliant Energy.

HP means horsepower.

HPL means Houston Pipe Line Company.

HPLR means HPL Resources Company.

HSE means Houston Street Exchange.

Iberdrola means Iberdrola Generación, S.A.U.

IBM means International Business Machines Corporation.

ICC means International Chamber of Commerce.

IGL means Industrial Gases Limited.

Iksan Energy means Iksan Energy Co., Ltd.

IMC means Canada Ltd.

Indentures means the Enron Senior Notes Indenture, the Enron Subordinated Indenture, the ETS Indentures, the ENA Indentures and the Enron TOPRS Indentures.

Indenture Trustees means the Enron Senior Notes Indenture Trustee, the Enron Subordinated Indenture Trustee, the ETS Indenture Trustees, the ENA Indenture Trustee and the Enron TOPRS Indenture Trustee.

Indenture Trustee Claims means the Claims of the Enron Senior Notes Indenture Trustees, the Enron Subordinated Indenture Trustee, the ETS Indenture Trustee, the ENA Indenture Trustee and the Enron TOPRS Indenture Trustee pursuant to the Enron Senior Notes Indenture and the Enron Subordinated Indenture, and the ETS Indentures, the ENA Indentures and the Enron TOPRS Indentures, respectively, for reasonable fees and expenses, including, without limitation, reasonable attorney's fees and expenses.

India Holdings means Enron India Holdings Ltd., a Debtor.

Indicated Shippers means that certain group of Transwestern's customers that, on November 21, 2002, filed a request for clarification and/or rehearing of FERC's October 31, 2002 Order Approving Stipulation and Consent Agreement in Docket No. IN02-6000.

Initial Petition Date means December 2, 2001, the date on which ENE and thirteen of its direct and indirect subsidiaries filed their voluntary petitions for relief commencing the Chapter 11 Cases.

Innisfree means Innisfree M&A Incorporated, the Debtors' Solicitation Agent.

Intercompany Claim means any Unsecured Claim held by any Debtor, other than the Portland Debtors, against any other Debtor, other than the Portland Debtors.

Intercompany Distributive Assets means the Plan Currency to be made available to holders of Allowed Intercompany Claims of an individual Debtor in an amount equal to the product of (i) seventy percent (70%) times (ii) the lesser of (a) such Debtor's Intercompany Claims and (b) the product of (y) the Value of such Debtor's Assets minus an amount equal to the sum of (1) one hundred percent (100%) o such Debtor's Administrative Expense Claims, Secured Claims and Priority Claims plus (2) an amount equal to such Debtor's Convenience Claim Distribution Percentage times such Debtor's Convenience Claims times (z) a fraction, the numerator of which is equal to the amount of such Debtor's Intercompany Claims and the denominator of which is equal to the sum of such Debtor's (1) General Unsecured Claims, (2) Enron Guaranty Claims, (3) Wind Guaranty Claims and (4) Intercompany Claims.

Interim DIP Order means the Bankruptcy Court order (Docket #63) approving the DIP Credit Agreement on an interim basis.

Intratex means Intratex Gas Company, a Debtor.

Investigative Orders means the Bankruptcy Court orders, dated April 8, 2002, February 4, 2003, June 2, 2003, and June 11, 2003, authorizing and directing the ENE Examiner and the ENA Examiner to conduct certain investigations of the Debtors' pre-Petition Date transactions.

Investing Partners means ECT Investing Partners, L.P.

IRC means the Internal Revenue Code of 1986, as amended from time to time.

IRS means the Internal Revenue Service, an agency of the United States Department of Treasury.

IRU means indefeasible right of use.

ISFSI means Trojan Independent Spent Fuel Storage Installation.

ISO means independent system operator.

Java means Java Investments Ltd.

JEDI II means Joint Energy Development Investments II Limited Partnership.

Joint Energy means the Joint Energy Development Investments Limited Partnership.

Jovinole means Jovinole Associates, a Debtor.

JPMCB means JP Morgan Chase Bank – successor by merger to the interests of The Chase Manhattan Bank, N.A.

JT Holdings means J.T. Holdings, Inc.

Junior Lien shall have the meaning set forth in Section IV.A.3.

Junior Reimbursement Claim shall have the meaning set forth in Section IV.A.3.

KBC means KBC Bank, N.V.

Kern River means Kern River Gas Transmission Co.

KERP I means the Enron Corp. Key Employee Retention, Liquidation Incentive and Severance Plan, retroactively effective as of March 1, 2002, as approved by the Bankruptcy Court on May 8, 2002, and as amended by Bankruptcy Court order dated October 31, 2002.

KERP II means the Enron Corp. Key Employee Retention and Severance Plan II, which became effective on March 1, 2003.

KOGAS means Korean Gas Company.

Kopper Agreement means the cooperation agreement signed between Michael Kopper and the DOJ and filed in the United States District Court for the Southern District of Texas on August 21, 2002.

KStar LP means KStar VPP LP.

KStar Trust means KStar VPP Trust.

KUCC Cleburne means KUCC Cleburne, LLC, a Debtor.

Kh means Kilowatt hour.

Lawyer Agreement means the plea agreement between Lawrence M. Lawyer and the DOJ, by the United States Attorney's Office for the Southern District of Texas. The agreement was filed in the United States District Court for the Southern District of Texas on January 7, 2003.

LDC means local electricity distribution company.

Lehman Brothers means Lehman Brothers Finance S.A.

LGMC means Louisiana Gas Marketing Company, a Debtor.

LGMI means LGMI, Inc., a Debtor.

Lien means any charge against or interest in property to secure payment of a debt or performance of an obligation.

Limbach means Limbach Facility Services, Inc.

LINGTEC means LINGTEC Constructors, L.P., a Debtor.

LIP Collection Milestone means each actual collection of $500 million from sales of covered assets under the Liquidation Incentive Pool in connection with KERP I.

LIP Participant means an employee selected for participation in the Liquidation Incentive Pool in connection with KERP I.

Liquidation Analysis means the analysis of estimated creditor recoveries in a hypothetical chapter 7 liquidation and the associated asset recoveries and costs associated with such liquidation as set forth in Appendix G to the Disclosure Statement.

Litigation Lift Stay Motions means motions seeking relief from the automatic stay to continue prosecution of prepetition litigation against the Debtors.

Litigation Trust means the trust to be created on the Effective Date in accordance with the provisions of Article XXII of the Plan and the Litigation Trust Agreement for the benefit of holders of Allowed General Unsecured Claims in accordance with the terms and provisions of Article XXII of the Plan.

Litigation Trust Agreement means the Trust Agreement, substantially in the form contained in the Plan Supplement, pursuant to which the Litigation Trust shall pursue the Litigation Trust Claims, if applicable, and distribute the proceeds thereof, if any.

Litigation Trust Board means the group of five (5) Persons selected by the Debtors, after consultation with (a) the Creditors' Committee with respect to four (4) of the Debtors' selections and (b) the ENA Examiner with respect to one (1) of the Debtors' selections, and appointed prior to the Effective Date by the Bankruptcy Court, or any replacements thereafter selected in accordance with the provisions of the Litigation Trust Agreement, who shall determine in accordance with the Litigation Trust Agreement whether to prosecute, compromise or discontinue any Litigation Trust Claims.

Litigation Trust Claims means those claims and causes of action, other than claims and causes of action arising under sections 544, 545, 547, 548, 549, 550, 551 and 553 of the Bankruptcy Code, of the estates of the Debtors, if any, that are not included in the Assets of any Debtor, including, without limitation, the claims and causes of action asserted, or which may be asserted, in the MegaClaim Litigation and such other claims and causes of action against financial institutions, law firms, accountants and accounting firms, certain of the Debtors' other professionals and such other Entities as may be described in the Litigation Trust Agreement or be subject to the Mediation Orders and which are specified in the Plan Supplement; provided, however, that, under no circumstances, shall such claims and causes of action include (a) Special Litigation Trust Claims to be prosecuted by the Litigation Trustee and the Special Litigation Trustee pursuant to Article XXII of the Plan and (b) and claims and causes of action of the estates of the Debtors waived and released in accordance with the provisions of Sections 28.3 and 42.6 of the Plan.

Litigation Trust Interests means the twelve million (12,000,000) beneficial interests in the Litigation Trust to be deemed to be distributed to holders of Allowed General Unsecured Claims pursuant to the terms and conditions of Article XXII of the Plan.

Litigation Trustee means Stephen Forbes Cooper, LLC, the Entity approved by the Bankruptcy Court to administer the Litigation Trust in accordance with the terms and provisions of Article XXII of the Plan and the Litigation Trust Agreement.

LJM1 means LJM Cayman, L.P.

LJM2 means LJM Co-Investment L.P.

LJM-B2 means LJM-Backbone II, LLC.

LJM2 Bankruptcy Court means the United States Bankruptcy Court for the Northern District of Texas.

LJM2-Margaux means LJM-2 Margaux, LLC.

LJM Norman means LJM2 Norman Funding LLC.

LNG means liquefied natural gas.

LNG Marketing means Enron LNG Marketing LLC, a Debtor.

LNG Shipping means Enron LNG Shipping Company, a Debtor.

LOA means LOA, Inc., a Debtor.

LPG means liquefied petroleum gas.

LRC means Louisiana Resources Company, a Debtor.

LRCI means LRCI, Inc., a Debtor.

LTP means PGE's License Termination Plan.

Macromedia means Macromedia Incorporated.

Maguey means Maguey VPP, LLC.

Maliseet means Maliseet Properties, Inc.

MAOP means maximum allowable operating pressure.

MARAD means the U.S. Maritime Administration.

Mariner means Mariner Energy, Inc.

Marlin means the Marlin Water Trust.

Marlin I Notes means the 7.09% Senior Secured Notes in aggregate principal amount of $1,024,000,000, issued under the Indenture, dated December 17, 1998, among Marlin I, as issuer, Marlin Water Capital Corp. I, as co-issuer, and Bankers Trust Company, as indenture trustee and securities intermediary.

Marlin II Notes means (i) $475.0 million aggregate principal amount of the 6.31% Senior Secured Notes due 2003 and (ii) €15.0 million aggregate principal amount of the 6.19% Senior Secured Notes due 2003 issued by Marlin Water Trust and Marlin Water Capital Corp., pursuant to the Supplemental Indenture, dated as of July 19, 2001, among Marlin Water Trust and Marlin Water Capital Corp., as Issuers, United

States Trust Company of New York, as predecessor Indenture Trustee, and Deutsche Bank AG London, as account bank.

Marlin Supplemental Indenture means that certain Supplemental Indenture, dated July 19, 2001, among Marlin Water Trust, Marlin Water Capital Corp., United States Trust Company of New York, as Indenture Trustee and Securities Intermediary, and Deutsche Bank AG London, as Account Bank.

MBbl means one thousand barrels.

MCTJ means MCTJ Holding Co. LLC.

MEC means Marianas Energy Company LLC.

Medianews means Medianews Group, Inc.

Mediation Orders means the orders, dated May 28, 2003, June 4, 2003, June 16, 2003, and November 1, 2003, of the United States District Court for the Southern District of Texas and the Bankruptcy Court referring certain parties to mediation to facilitate the resolution of the Class Actions, the MegaClaim Litigation, certain additional litigation and other claims arising from or related to the Chapter 11 Cases.

Mediator means The Honorable William C. Conner, Senior United States District Judge, as mediator in accordance with the Mediation Orders.

MegaClaim Litigation means the litigation styled Enron Corp. and Enron North America Corp. v. Citigroup, Inc., et al, Adversary Proceeding No. 03-9266 (AJG), pending in the Bankruptcy Court.

Merger Agreement means the prepetition agreement and plan of merger between ENE and Dynegy.

Mescalito means Mescalito Ltd.

Methanol means Enron Methanol Company, a Debtor.

MHI means Mitsubishi Heavy Industries, Ltd.

Midlands means Midlands Generations Overseas Ltd.

Midwestern means Midwestern Gas Transmission Company.

MIPS means Monthly Income Preferred Shares.

Mizuho means Mizuho Corporate Bank, Ltd.

MMBtu means million British thermal units.

MMcf/d means million cubic feet per day.

MMcm/d means million cubic meters per day.

MMscf/d means million standard cubic feet per day.

Modulus means Modulus Technologies, Inc., a Debtor.

Montgomery County Litigation. The litigation styled Official Committee of Unsecured Creditors of Enron Corp. v. Fastow, et al., Case No. 02-10-06531, pending in the District Court for the 9th Judicial District, Montgomery County, Texas.

Moody's means Moody's Investors Service, Inc.

MPLP means Michigan Power Limited Partnership.

MW means megawatt.

MWh means megawatt hour.

NASDAQ means National Association of Securities Dealers Automated Quotation.

NBP Services means NBP Services Corporation, a wholly owned subsidiary of EOC Preferred.

NEPCO means EPC Estates Services, Inc. f/k/a National Energy Production Corporation, a Debtor.

NEPCO Debtors means NEPCO, NEPCO Power Procurement, and NEPCO Services International, collectively.

NEPCO Power Procurement means NEPCO Power Procurement Company, a Debtor.

NEPCO Services International means NEPCO Services International, Inc., a Debtor.

NETCO means The New Energy Trading Company, a Debtor.

Newby Action means the securities class action styled, C.A. No. 01-CV-3624 (Consolidated); *Newby, et al. v. Enron Corporation, et al.*, in the United States District Court for the Southern District of Texas, Houston Division.

New Interests means Prisma Common Stock, CrossCountry Common Stock and PGE Common Stock or PGE Tracking Interests, as the case may be.

NGL means natural gas liquids.

Nikita means Nikita, L.L.C.

NMFS means National Marine Fisheries Service.

NNG means Northern Natural Gas Company.

Noble means Noble Gas Marketing, Inc.

NOL means net operating loss and, where the context requires, net capital loss.

NOPR means a Notice of Proposal Rule Making.

Northern Border Partners means Northern Border Partners, L.P.

Northern Border Pipeline means Northern Border Pipeline Company.

Northern Plains means Northern Plains Natural Gas Company.

Northwest means Northwest Pipeline Company.

NOx means nitrogen oxide.

NPC means Nevada Power Company.

NPW means New Power Company.

NPW Examiner means the examiner appointed in the chapter 11 bankruptcy case of NPW, which is currently pending in the Georgia Bankruptcy Court.

NRC means Nuclear Regulatory Commission.

NSH means Nowa Sarzyna Holding B.V., a Debtor.

NW Natural means Northwest Natural Gas Company.

NYMEX means New York Mercantile Exchange.

O&M means operation and maintenance.

OBA means Operadora de Buenos Aires S.R.L.

Odebrecht means Odebrecht Oil and Gas Limited.

OEC means Operational Energy Corp., a Debtor.

OID means original issue discount.

Ojibway means Ojibway, Inc.

Old Dominion means Old Dominion Electric Cooperative.

Omaha Property means a parcel of land and the building and improvements thereon located at 1111 South 103rd Street in Omaha, Nebraska.

Omicron means Omicron Enterprises, Inc., a Debtor.

Operating Entities means CrossCountry, PGE, and Prisma, together the operating subsidiaries of the Reorganized Debtors.

Operating Trust Agreements means the Prisma Trust Agreement, the CrossCountry Trust Agreement and the PGE Trust Agreement.

Operating Trust Interests means the CrossCountry Trust Interests, the PGE Trust Interests and the Prisma Trust Interests.

Operating Trustee means Stephen Forbes Cooper, LLC, or such other Entity appointed by the Operating Trust Board to administer the respective Operating Trusts in accordance with the terms and provisions of Article XXIV of the Plan and the respective Operating Trust Agreements.

Operating Trusts means The Prisma Trust, the CrossCountry Trust and the PGE Trust.

OPI means Organizational Partner, Inc., a subsidiary of ENE and the principal corporate partner of ELP.

OPIC means the U.S. Overseas Private Investment Corporation.

OPP means Offshore Power Production C.V., a Debtor.

Opt-Out Claimants means former employees who elected not to participate in the Severance Settlement.

OPUC means the Public Utility Commission of Oregon.

Osprey means the Osprey Trust.

Osprey Certificates means Osprey's certificates of beneficial ownership interest issued on September 24, 1999, July 12, 2000 and October 5, 2000.

Osprey Notes means Osprey's senior secured notes issued on September 24, 1999 and October 5, 2000 under an indenture dated as of September 24, 1999, as supplemented by a supplemental indenture dated as of July 12, 2000, and a second supplemental indenture dated as of October 5, 2000.

Oswego Cogen means Oswego Cogen Company, LLC, a Debtor.

Other Equity Interest means any Common Equity Interests in any of the Debtors, other than an Enron Common Equity Interest.

Other Subordinated Claim means any Claim subject to subordination in accordance with section 510(c) of the Bankruptcy Code under the principles of equitable subordination or otherwise.

Overhead Allocation Formula Order means the Order Approving and Authorizing Debtors' Allocation Formula for Shared Overhead Expenses (Docket #8005).

Palm Beach means Palm Beach Development Company, L.L.C., a Debtor.

Pan Border means Pan Border Gas Company.

Paulista means Paulista Electrical Distribution, L.L.C., a Debtor.

PBGC means the Pension Benefit Guaranty Corporation.

PBOG means PBOG Corp., a Debtor.

PCB means polychlorinated biphenyl.

PdVSA means Petr?leos de Venezuela S.A.

PdVSA Gas means PdVSA Gas, S.A., a subsidiary of PdVSA.

Penalty Claim means any Claim for a fine, penalty, forfeiture, multiple, exemplary or punitive damages or otherwise not predicated upon compensatory damages and that would be subject to subordination in accordance with section 726(a)(4) of the Bankruptcy Code.

Pension Plans means the Enron Cash Balance Plan, the EFS Plan, the Garden State Plan, the San Juan Plan, and the Portland General Plan.

Person means a *"person"* as defined in section 101(41) of the Bankruptcy Code.

Petition Date means the Initial Petition Date; provided, however, that, with respect to those Debtors which commenced their Chapter 11 Cases subsequent to December 2, 2001, *"Petition Date"* shall refer to the respective dates on which such Chapter 11 Cases were commenced.

Petrobas means Petróleo Brasileiro S.A.

PFIC means passive foreign investment company.

PG&E means Pacific Gas & Electric Company.

PGE means Portland General Electric Company, an Oregon corporation.

PGE By-laws means the by-laws of PGE, which by-laws shall be in form and substance satisfactory to the Creditors' Committee and in substantially the form included in the Plan Supplement.

PGE Certificate of Incorporation means the certificate of incorporation of PGE, which certificate of incorporation shall be in form and substance satisfactory to the Creditors' Committee and in substantially the form included in the Plan Supplement.

PGE Common Stock means the shares of PGE Common Stock authorized and to be issued pursuant to the Plan, which shares shall have no par value per share, of which eighty million (80,000,000) shares shall be authorized and of which sixty-two million five hundred thousand (62,500,000) shares shall be issued pursuant to the Plan, and such other rights with respect to dividends, liquidation, voting and other matters as are provided for by applicable nonbankruptcy law or the PGE Certificate of Incorporation or the PGE By-laws.

PGE MSA means the master services agreement between PGE and its affiliates, including ENE, as more fully described in section VII.B.1.a.ii. of the Disclosure Statement.

PGE Trust means the Entity, if jointly determined by the Debtors and the Creditors' Committee, to be created on or subsequent to the Confirmation Date, but prior to the Effective Date to hold as its sole asset the Existing PGE Common Stock or the PGE Common Stock in lieu thereof, but in no event the assets of PGE.

PGE Trust Agreement means, in the event the PGE Trust is created, the PGE Trust Agreement, which agreement shall be in form and substance satisfactory to the Creditors' Committee and substantially in the form included in the Plan Supplement, pursuant to which the PGE Trustee shall manage, administer, operate and liquidate the assets contained in the PGE Trust, either the Existing PGE Common Stock or the PGE Common Stock, as the case may be, and distribute the proceeds thereof or the Existing PGE Common Stock or the PGE Common Stock, as the case may be.

PGE Trust Board means, in the event the PGE Trust is created, the Persons selected by the Debtors, after consultation with the Creditors' Committee, and appointed by the Bankruptcy Court, or any replacements thereafter selected in accordance with the provisions of the PGE Trust Agreement.

PGE Trust Interests means the sixty-two million five hundred thousand (62,500,000) beneficial interests in the PGE Trust to be allocated to holders of Allowed Claims in the event that Enron transfers the Existing PGE Common Stock, or issues the PGE Common Stock, as the case may be, to the PGE Trust.

PGE Trustee means, in the event the PGE Trust is created, Stephen Forbes Cooper, LLC or such other Entity appointed by the PGE Trust Board and approved by the

Bankruptcy Court to administer the PGE Trust in accordance with the provisions of Article XXIV of the Plan and the PGE Trust Agreement.

PGH means Portland General Holdings, Inc., a Debtor

PGNiG means Polskie Gornictwo Naftowei Gazownictwo. S.A.

Pipeline Businesses means those pipeline businesses or other energy related businesses associated with the pipeline businesses which are owned or operated by ENE, ETS and EOC Preferred that are anticipated to be contributed for shares of CrossCountry common stock pursuant to the Contribution and Separation Agreement.

Pipeline Group Company means each of Citrus, Florida Gas, Citrus Trading, Citrus Energy Services, Northern Plains, Pan Border, Northern Border Pipeline, Northern Border Partners, Northern Border Intermediate Limited Partnership, Transwestern, Transwestern Holding, NBP Services, CGNN, and their respective subsidiaries. For the purposes of the definition of Pipeline Group Company, subsidiary means, with respect to any person, any corporation, limited liability company, joint venture or partnership of which such person (a) beneficially owns, either directly or indirectly, more than fifty percent (50%) of (i) the total combined voting power of all classes of voting securities of such entity, (ii) the total combined equity interests, or (iii) the capital or profit interests, in the case of a partnership; or (b) otherwise has the power to vote, either directly or indirectly, sufficient securities to elect a majority of the board of directors or similar governing body.

Pipeline Services means Enron Pipeline Services Company, a Debtor.

Plan means the Second Amended Joint Plan of Affiliated Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code, including, without limitation, the Plan Supplement and the exhibits and schedules thereto, as the same is amended, modified or supplemented from time to time in accordance with the terms and provisions thereof.

Plan Currency means the mixture of Creditor Cash, Prisma Common Stock, CrossCountry Common Stock, and PGE Common Stock to be distributed to holders of Allowed General Unsecured Claims, Allowed Guaranty Claims and Allowed Intercompany Claims pursuant to the Plan; provided, however, that, if jointly determined by the Debtors and the Creditors' Committee, "Plan Currency" may include Prisma Trust Interests, CrossCountry Trust Interests, PGE Trust Interests and the Remaining Asset Trust Interests.

Plan Securities means Prisma Common Stock, CrossCountry Common Stock, and PGE Common Stock; provided, however, that if jointly determined by the Debtors and the Creditors' Committee, "Plan Securities" may include Prisma Trust Interests, CrossCountry Trust Interests, PGE Trust Interests and the Remaining Asset Trust Interests.

Plan Supplement means a separate volume, to be filed with the Clerk of the Bankruptcy Court, including, among other documents, forms of the Litigation Trust Agreement, the Special Litigation Trust Agreement, the Prisma Trust Agreement, the CrossCountry Trust Agreement, the PGE Trust Agreement, the Remaining Asset Trust Agreement(s), the Common Equity Trust Agreement, the Preferred Equity Trust Agreement, the Prisma Articles of Association, the Prisma Memorandum of Association, the CrossCountry By-Laws, the CrossCountry Certificate of Incorporation, the PGE By-laws, the PGE Certificate of Incorporation, the Reorganized Debtor Plan Administration Agreement, the Reorganized Debtors By-laws, the Reorganized Debtors Certificate of Incorporation, the Severance Settlement Fund Trust Agreement, the guidelines of the Disputed Claims reserve to be created in accordance with Section 21.3 of the Plan, and a schedule or description of Litigation Trust Claims and Special Litigation Trust Claims, in each case, consistent with the substance of the economic and governance provisions contained in the Plan, (a) in form and substance satisfactory to the Creditors' Committee and (b) in substance satisfactory to the ENA Examiner. The Plan Supplement (containing drafts or final versions of the foregoing documents) shall be filed with the Clerk of the Bankruptcy Court as early as practicable (but in no event later than ten (10) days) prior to the Ballot Date, or on such other date as the Bankruptcy Court establishes.

Poliwatt means Poliwatt Limitada.

Ponderosa means Ponderosa Assets, LP.

Ponderosa Ltd. means Ponderosa Pine Energy Partners, Ltd.

Portland Creditor Cash means at any time, the excess, if any, of (a) all Cash and Cash Equivalents in the Disbursement Account(s) relating to each of the Portland Debtors over (b) such amounts of Cash (i) reasonably determined by the Disbursing Agent as necessary to satisfy, in accordance with the terms and conditions of the Plan, Administrative Expense Claims, Priority Non-Tax Claims, Priority Tax Claims, Convenience Claims and Secured Claims relating to each of the Portland Debtors, (ii) necessary to make pro rata distributions to holders of Disputed Claims as if such Disputed Claims relating to each of the Portland Debtors were, at such time, Allowed Claims and (iii) such other amounts reasonably determined by each of the Reorganized Portland Debtors as necessary to fund the ongoing operations of the each of the Reorganized Portland Debtors during the period from the Effective Date up to and including the date such Debtors' Chapter 11 Cases are closed.

Portland Debtors means Portland General Holdings, Inc. and Portland Transition Company, Inc.

Portland General Plan means the Pension Plan for Employees of Portland General Electric.

Powers Committee means the special investigative committee of the Board, chaired by William K. Powers, Jr., that was appointed on October 28, 2001.

Powers Report means that certain report, dated February 1, 2002, issued by the Powers Committee.

PPA means power purchase agreement.

PPE means Ponderosa Pine Energy, LLC.

PQP means Puerto Quetzal Power LLC.

Preferred Equity Trust means the Entity to be created on the Effective Date to hold the Exchanged Enron Preferred Stock for the benefit of holders of Preferred Equity Trust Interests.

Preferred Equity Trust Agreement means the trust agreement, which agreement shall be in form and substance satisfactory to the Creditors' Committee and substantially in the form contained in the Plan Supplement, pursuant to which the Preferred Equity Trustee shall manage, administer, operate and liquidate the assets contained in the Preferred Equity Trust and distribute the proceeds thereof.

Preferred Equity Trust Board means the Persons selected by the Debtors, after consultation with the Creditors' Committee, and appointed by the Bankruptcy Court, or any replacements thereafter selected in accordance with the provisions of the Preferred Equity Trust Agreement.

Preferred Equity Trust Interests means the beneficial interests in the Preferred Equity Trust, in the classes and in a number of equal to the outstanding shares of Exchanged Enron Preferred Stock, to be allocated to holders of Allowed Enron Preferred Equity Interests.

Preferred Equity Trustee means Stephen Forbes Cooper, LLC, or such other Entity appointed by the Bankruptcy Court to administer the Preferred Equity Trust in accordance with the terms and provision of Article XXVI of the Plan and the Preferred Equity Trust Agreement.

Prime Lease means that certain Lease Agreement, dated November 10, 1999, between Asset Holdings and Houston Pipe Line Company, as assigned from Asset Holdings to BAM on May 31, 2001.

Prime Lease Assets means the pipeline segments and storage facilities that were part of the Asset Holdings transaction in the Bammel/Triple Lutz financing structure.

Priority Claim means a Priority Non-Tax Claim or a Priority Tax Claim, as the case may be.

Priority Non-Tax Claim means any Claim against the Debtors, other than an Administrative Expense Claim or a Priority Tax Claim, entitled to priority in payment

in accordance with sections 507(a), (3), (4), (5), (6), (7) or (9) of the Bankruptcy Code, but only to the extent entitled to such priority.

Priority Tax Claim means any Claim of a governmental unit against the Debtors entitled to priority in payment under sections 502 (i) and 507(a)(8) of the Bankruptcy Code.

Prisma means Prisma Energy International Inc., a Cayman Islands company, the assets of which shall consist of the Prisma Assets.

Prisma Articles of Association means the articles of association of Prisma, which by-laws shall be in form and substance satisfactory to the Creditors' Committee and in substantially the form included in the Plan Supplement.

Prisma Assets means the assets to be contributed into or transferred to Prisma, including, without limitation (a) those assets set forth on Exhibit "G" to the Plan; provided, however, that, in the event that, during the period from the date of the Disclosure Statement Order up to and including the date of the initial distribution of Plan Securities pursuant to the terms and provisions of Section 32.1 of the Plan, the Debtors, with the consent of the Creditors' Committee, determine not to include in Prisma a particular asset set forth on Exhibit "G" to the Plan, the Debtors shall file a notice thereof with the Bankruptcy Court and the Value of the Prisma Common Stock shall be reduced by the Value attributable to such asset, as set forth in the Disclosure Statement or determined by the Bankruptcy Court at the Confirmation Hearing, and (b) such other assets as the Debtors, with the consent of the Creditors' Committee, determine on or prior to the date of the initial distribution of Plan Securities pursuant to the terms and provisions of Section 32.1 of the Plan to include in Prisma and the Value of the Prisma Common Stock shall be increased by the Value attributable to any such assets.

Prisma Common Stock means the shares of Prisma Common Stock authorized and to be issued pursuant to the Plan, which shares shall have a par value of $0.01 per share, of which fifty million (50,000,000) shares shall be authorized and of which forty million (40,000,000) shares shall be issued pursuant to the Plan, and such other rights with respect to dividends, liquidation, voting and other matters as are provided for by applicable nonbankruptcy law or the Prisma Memorandum of Association or the Prisma Articles of Association.

Prisma Contribution and Separation Agreement means the agreement to be entered into by the Prisma Enron Parties and Prisma to govern the contribution of the Prisma Assets to Prisma.

Prisma Distributing Company means Prisma or such other company as may be designated under the Plan to distribute shares of capital stock representing Prisma's interest in the Prisma Assets.

Prisma Distribution means the distribution of capital stock of the Prisma Distributing Company pursuant to the Plan or such other order of the Bankruptcy Court.

Prisma Distribution Date means the date on which the Prisma Distribution occurs.

Prisma Enron Parties means ENE and its affiliates, other than Prisma, that are party to the Prisma Contribution and Separation Agreement.

Prisma Indemnified Parties means Prisma, its wholly-owned Subsidiaries, their respective directors, officers, employees, agents, representatives, successors and assigns, and also Prisma to the extent of any loss in value to Prisma of any other entities in which it holds an interest.

Prisma Memorandum of Association means the memorandum of association of Prisma, which memorandum of association shall be in form and substance satisfactory to the Creditors' Committee and in substantially the form included in the Plan Supplement.

Prisma Sale means the consummation of the sale of Prisma to one or more third parties pursuant to the Plan or such other order of the Bankruptcy Court.

Prisma Sale Date means the date on which the Prisma Sale occurs.

Prisma Trust means the Entity, if jointly determined by the Debtors and the Creditors' Committee, to be created on or subsequent to the Confirmation Date, but prior to the Effective Date, in addition to the creation of Prisma, and to which Entity shall be conveyed one hundred percent (100%) of the Prisma Common Stock.

Prisma Trust Agreement means, in the event that the Prisma Trust is created, the Prisma Trust Agreement, which agreement shall be in form and substance satisfactory to the Creditors' Committee and substantially in the form included in the Plan Supplement, pursuant to which the Prisma Trust Board and the Prisma Trustee shall manage, administer, operate and liquidate the assets contained in the Prisma Trust and distribute the proceeds thereof or the Prisma Common Stock.

Prisma Trust Board means, in the event that the Prisma Trust is created, the Persons selected by the Debtors, after consultation with the Creditors' Committee, and appointed by the Bankruptcy Court, or any replacements thereafter selected in accordance with the provisions of the Prisma Trust Agreement.

Prisma Trust Interests means, in the event that the Prisma Trust is created, the forty million (40,000,000) beneficial interests in the Prisma Trust to be allocated to holders of Allowed Claims in accordance with the provisions of Article XXXII of the Plan.

Prisma Trustee means, in the event that the Prisma Trust is created, Stephen Forbes Cooper, LLC or such other Entity appointed by the Prisma Trust Board and approved by the Bankruptcy Court to administer the Prisma Trust in accordance with the provisions of Article XXIV of the Plan and the Prisma Trust Agreement.

PRM means Price Risk Management Assets.

Pro Rata Share means with respect to Claims or Equity Interests (a) within the same Class or sub-Class, the proportion that a Claim or Equity Interest bears to the sum of all Claims and/or Equity Interests, as the case may be, within such Class or sub-Class, and (b) among all Classes, the proportion that a Class of Claims or Equity Interests bears to the sum of all Claims and/or Equity Interests, as the case may be; provided, however, that, notwithstanding the foregoing, for purposes of distributing Litigation Trust Interests and Special Litigation Trust Interests, (1) "Pro Rata Share" shall not include Guaranty Claims, Convenience Claims and Intercompany Claims and (2) all General Unsecured Claims shall be deemed to be treated as one Class, calculated on a Consolidated Basis.

Promigas means Promotora de la Interconexion de Los Gasoductos de la Costa Atlantica S.A. E.S.P.

Proponents means the Debtors and Debtors in Possession.

psig means pounds per square inch gauge.

Psyche means Psyche, L.L.C.

PTC means Portland Transition Company, Inc., a Debtor.

PTR means Portland Transition Company, Inc., a Debtor.

PUC means Public Utility Commission.

PUD means People's Utility District.

PUHCA means the Public Utility Holding Company Act of 1935, as amended, 14 U.S.C. §§ 79, et seq.

Pulp & Paper means Pulp & Paper Risk Management Consulting, L.P.

PwC UK means Pricewaterhouse Coopers LLP, a limited liability partnership registered in England with registered number OC303525.

PWC US means PricewaterhouseCoopers.

PX means the California Power Exchange.

Pyramid I means Pyramid I Asset, L.L.C.

Qwest means Qwest Communications Corporation.

Rabobank means Coopertieve Centrale Raiffeisen-Boerenleenbank B.A.

RAC means the Risk Assessment and Control Group.

Raptors means the Raptor I-IV SPEs, collectively.

Rawhide means Rawhide Investors LLC.

RBC means the Royal Bank of Canada.

RBSF means RBS Financial Trading Company Limited.

Record Date means the date or dates established by the Bankruptcy Court in the Confirmation Order for the purpose of determining the holders of Allowed Claims and Allowed Equity Interests entitled to receive distributions pursuant to the Plan.

REIT means a Real Estate Investment Trust under section 856 of the Internal Revenue Code.

Reliant means Reliant Energy Services, Inc.

Remaining Asset Trust Agreement(s) means the Remaining Asset Trust Agreement(s), in form and substance satisfactory to the Creditors' Committee and substantially in the form contained in the Plan Supplement, pursuant to which the Remaining Asset Trustee shall manage, administer and operate the Remaining Assets and distribute the proceeds thereof, if any.

Remaining Asset Trust Board(s) means the group(s) of five (5) Persons selected by the Debtors, after consultation with (a) the Creditors' Committee with respect to four (4) of the Debtors' selections and (b) the ENA Examiner with respect to one (1) of the Debtors' selections, and appointed prior to the Effective Date by the Bankruptcy Court, or any replacements thereafter selected in accordance with the provisions of the respective Remaining Asset Trust(s) Agreement(s).

Remaining Asset Trust Interests means the twelve million (12,000,000) beneficial interests in the Remaining Asset Trust(s) to be deemed to be allocated to holders of Allowed Claims pursuant to the terms and conditions of Article XXV of the Plan.

Remaining Asset Trustee means Stephen Forbes Cooper, LLC, or such other Entity appointed by the Remaining Asset Trust Board to administer the Remaining Asset Trust(s) in accordance with the terms and provisions of Article XXV of the Plan and the respective Remaining Asset Trust Agreements.

Remaining Asset Trust(s) means one or more trusts, if jointly determined by the Debtors and the Creditors' Committee, to be created on or prior to the Effective Date in accordance with the provisions of Article XXV of the Plan and the Remaining Asset Trust Agreement(s) for the benefit of holders of Allowed General Unsecured Claims, Allowed Guaranty Claims and Allowed Intercompany Claims and such other Allowed Claims and Allowed Equity Interests in accordance with the terms and provisions of the Plan.

Remaining Assets means from and after the Effective Date, all Assets of the Reorganized Debtors, other than (a) Creditor Cash on the Effective Date, (b) the Litigation Trust Claims, (c) the Special Litigation Trust Claims, and (d) claims and causes of action subject to the Severance Settlement Fund Litigation.

REMIC means a Real Estate Mortgage Investment Conduit under section 860D of the Internal Revenue Code.

Reorganized Debtor Plan Administration Agreement means the agreement prescribing the powers, duties and rights of the Reorganized Debtor Plan Administrator in administering the Plan, which agreement shall be in form and substance satisfactory to the Creditors' Committee and in substantially the form included in the Plan Supplement.

Reorganized Debtor Plan Administrator means Stephen Forbes Cooper, LLC, retained, as of the Effective Date, by the Reorganized Debtors as the employee responsible for, among other things, the matters described in Section 36.2 of the Plan.

Reorganized Debtors means the Debtors, other than the Portland Debtors, from and after the Effective Date.

Reorganized Debtors By-laws means the respective by-laws of the Reorganized Debtors, including Reorganized ENE, which by-laws shall be in form and substance satisfactory to the Creditors' Committee and in substantially the form included in the Plan Supplement.

Reorganized Debtors Certificate of Incorporation means the respective Certificates of Incorporation of the Reorganized Debtors, which certificates of incorporation shall be in form and substance satisfactory to the Creditors' Committee and in substantially the form included in the Plan Supplement.

Reorganized Debtors Subsidiaries means Prisma, CrossCountry, PGE and such other subsidiaries of the Debtors which remain in existence from and after the Effective Date.

Reorganized ENE means ENE, from and after the Effective Date.

Reorganized Portland Debtors means the Portland Debtors, from and after the Effective Date.

Retail Contracts means contracts relating to the supply of natural gas or electricity to commercial or industrial end-users.

Retail Protocol means the Protocol For Settlements Under Retail Customer Contracts, which was approved by the Bankruptcy Court on October 7, 2002 (Docket #6968).

Retail Services means the Enron Companies' retail business unit.

RFP means Request for Proposals.

Rheingold means Rheingold, GmbH.

Richmond Power means Richard Power Enterprise, L.P., a Debtor.

Richter Agreement means the plea agreement, dated February 4, 2003, between Jeffrey S. Richter and the United States Department of Justice, by the United States Attorney's Office for the Northern District of California and the Enron Task Force. The agreement was filed with the United States District Court for the Northern District of California on February 4, 2003.

RICO means Racketeer Influenced Corrupt Organizations Act, 18 U.S.C. § 1961, et seq.

RMTC means Risk Management and Trading Corp., a Debtor.

RTO means Regional Transmission Organization.

S&P means Standard & Poor's, a division of The McGraw-Hill Companies, Inc.

Safe-Harbor Agreements means those forward contracts, swap contracts and other agreements that fall within the safe-harbor provisions of sections 555, 556, 559 or 560 of the Bankruptcy Code.

Sale Transaction means one or more transactions jointly determined by the Debtors and the Creditors' Committee, in their sole and absolute discretion, to sell all or a portion of the issued and outstanding Prisma Common Stock, CrossCountry Common Stock, Existing PGE Common Stock or PGE Common Stock or substantially all of the assets of Prisma, CrossCountry or PGE; provided, however, that, notwithstanding the foregoing, in the event of a transaction involving PGE, PGE's assets will not be broken-up and PGE shall be sold only as a going-concern and a vertically integrated electric utility.

Sale/Settlement Orders means those orders entered by the Bankruptcy Court in connection with the sale or other disposition of the assets of the Debtors or their affiliates or the compromise and settlement of claims and causes of action with regard to, among other things, wholesale and retail trading agreements, SPEs and structured finance transactions, wherein the proceeds thereof have been reserved, escrowed or otherwise segregated pending either a further order of the Bankruptcy Court or the agreement of the Debtors and the Creditors' Committee.

San Juan Gas means San Juan Gas Company, Inc., a Debtor.

San Juan Plan means the San Juan Gas Pension Plan.

Saras means Sara S.p.A. Raffinene Sarde (Italy).

SCB means Standard Chartered Bank.

SCC means Superior Construction Company, a Debtor.

Schedules means the respective schedules of assets and liabilities, the list of Equity Interests, and the statements of financial affairs filed by the Debtors in accordance with section 521 of the Bankruptcy Code and the Official Bankruptcy Forms of the Bankruptcy Rules as such schedules and statements have been or may be supplemented or amended on or prior to the Effective Date.

SE Acquisition means SE Acquisition, L.P.

SEC means the United States Securities and Exchange Commission.

SECLP means Smith/Enron Cogeneration Limited Partnership.

Second Amended DIP Credit Agreement means the Second Amended and Restated Revolving Credit and Guaranty Agreement dated as of May 9, 2003, by and among ENE, as borrower, each of the direct or indirect subsidiaries of ENE party thereto, as guarantors, the DIP Lenders, JPMCB and Citicorp, as co-administrative agents, Citicorp, as paying agent, and JPMCB, as collateral agent.

Section 510 Enron Common Equity Interest Claim means any Claim of a holder or former holder of an Enron Common Equity Interest for rescission of or damages arising from or relating to the purchase or sale of an Enron Common Equity Interest, including, without limitation, any Claims arising from or relating to equity forward agreements and other understandings to purchase Enron Common Equity Interests, subject to subordination in accordance with section 510(b) of the Bankruptcy Code.

Section 510 Enron Preferred Equity Interest Claim means any Claim of a holder or former holder of an Enron Preferred Equity Interest for rescission of or damages arising from or relating to the purchase or sale of an Enron Preferred Equity Interest, including, without limitation, any Claims arising from or relating to an obligation of ENE guaranteeing the payment and performance with respect to an Enron Preferred Equity Interest, subject to subordination in accordance with section 510(b) of the Bankruptcy Code.

Section 510 Enron Senior Notes Claim means any Claim of a holder or former holder of an Enron Senior Notes Claim for rescission of or damages arising from or relating to the purchase or sale of an Enron Senior Note, subject to subordination in accordance with section 510(b) of the Bankruptcy Code.

Section 510 Enron Subordinated Debenture Claim means any Claim of a holder or former holder of an Enron Subordinated Debenture Claim for rescission of or damages arising from or relating to the purchase or sale of an Enron Subordinated Debenture, subject to subordination in accordance with section 510(b) of the Bankruptcy Code.

Secured Claim means a Claim against the estates of the Debtors (a) secured by a Lien on Collateral or (b) subject to setoff under section 553 of the Bankruptcy Code, to the extent of the value of the Collateral or to the extent of the amount subject to setoff, as applicable, as determined in accordance with section 506(a) of the Bankruptcy Code or as otherwise agreed to, in writing, by the (1) Debtors and the holder of such Claim, subject to the consent of the Creditors' Committee, or (2) the Reorganized Debtors and the holder of such Claim, as the case may be; provided, however, that, to the extent that the value of such interest is less than the amount of the Claim which has the benefit of such security, the unsecured portion of such Claim shall be treated as a General Unsecured Claim unless, in any such case, the Class of which such Claim is a part makes a valid and timely election in accordance with section 1111(b) of the Bankruptcy Code to have such Claim treated as a Secured Claim to the extent allowed.

Securities Act means Securities Act of 1933.

Select means Select Energy, Inc.

Sequoia means Sequoia Financial Assets, L.L.C.

Series 1 Exchanged Preferred Stock means the one million one hundred thirty-seven thousand nine hundred ninety-one (1,137,991) shares of preferred stock of Reorganized ENE to be distributed to holders of Allowed Enron Preferred Equity Interests on account of their shares of Cumulative Second Preferred Convertible Stock, with such rights with respect to dividends, liquidation, voting and other matters as are provided for by applicable nonbankruptcy law or the Reorganized Debtors Certificate of Incorporation and the Reorganized Debtors By-laws, and which are being issued in exchange for, and on account of, each Enron Preferred Equity Interest and transferred to the Preferred Equity Trust with the same economic interests and rights to receive distributions from ENE or Reorganized ENE, after all Claims have been satisfied, in full, as such Enron Preferred Equity Interest.

Series 2 Exchanged Preferred Stock means the 35.568509 shares of preferred stock of Reorganized ENE to be distributed to holders of Allowed Enron Preferred Equity Interests on account of their shares of 9.142% Perpetual Second Preferred Stock, with such rights with respect to dividends, liquidation, voting and other matters as are provided for by applicable nonbankruptcy law or the Reorganized Debtors Certificate of Incorporation and the Reorganized Debtors By-laws, and which are being issued in exchange for, and on account of, each Enron Preferred Equity Interest and transferred to the Preferred Equity Trust with the same economic interests and rights to receive distributions from ENE or Reorganized ENE, after all Claims have been satisfied, in full, as such Enron Preferred Equity Interest.

Series 3 Exchanged Preferred Stock means the two hundred fifty thousand (250,000) shares of preferred stock of Reorganized ENE to be distributed to holders of Allowed Enron Preferred Equity Interests on account of their shares of Mandatorily Convertible Junior Preferred Stock Series B, with such rights with respect to dividends,

liquidation, voting and other matters as are provided for by applicable nonbankruptcy law or the Reorganized Debtors Certificate of Incorporation and the Reorganized Debtors By-laws, and which are being issued in exchange for, and on account of, each Enron Preferred Equity Interest and transferred to the Preferred Equity Trust with the same economic interests and rights to receive distributions from ENE or Reorganized ENE, after all Claims have been satisfied, in full, as such Enron Preferred Equity Interest.

Series 4 Exchanged Preferred Stock means the one hundred eight-two thousand nine hundred eight (182,908) shares of preferred stock of Reorganized ENE to be distributed to holders of Allowed Enron Preferred Equity Interests on account of their shares of Mandatorily Convertible Single Reset Preferred Stock, with such rights with respect to dividends, liquidation, voting and other matters as are provided for by applicable nonbankruptcy law or the Reorganized Debtors Certificate of Incorporation and the Reorganized Debtors By-laws, and which are being issued in exchange for, and on account of, each Enron Preferred Equity Interest and transferred to the Preferred Equity Trust with the same economic interests and rights to receive distributions from ENE or Reorganized ENE, after all Claims have been satisfied, in full, as such Enron Preferred Equity Interest.

ServiceCo means ServiceCo Holdings, Inc.

SE Thunderbird means SE Thunderbird LP.

Setoff Lift Stay Motions means motions seeking relief from the automatic stay filed by parties seeking to effect setoffs of mutual debts owed as between the Debtors and third parties.

Settling Former Employees means the Debtors' former employees entitled to receive distributions of Severance Settlement Fund Proceeds in accordance with the terms and conditions of the Severance Settlement Order and the Severance Settlement Fund Trust Agreement.

Severance Settlement means the Stipulation of Settlement of Severance Claims of Similarly-Situated Claimants and Authorizing the Official Employment Related Issues Committee to Commence Certain Avoidance Actions on Behalf of the Estate, dated August 28, 2002.

Severance Settlement Fund Litigation means those claims and causes of action arising from and relating to the payment of the Employee Prepetition Stay Bonus Payments to certain of the Debtors' employees, which claims and causes of action were assigned to the Employee Committee pursuant to the Severance Settlement Order, including, without limitation, the claims and causes of action which are the subject of litigation styled (a) Theresa A. Allen et al. v. Official Employment-Related Issues Committee; Enron Corp.; Enron North America Corp.; Enron Net Works, L.L.C., Adversary Proceeding No. 03-02084-AJG, currently pending in the Bankruptcy Court, (b) Official Employment-Related Issues Committee of Enron Corp., et al. v. John D. Arnold, et al., Adversary Proceeding No. 03-3522, currently pending in the United States

Bankruptcy Court for the Southern District of Texas, (c) Official Employment-Related Issues Committee of Enron Corp., et al. v. James B. Fallon, et al., Adversary Proceeding No. 03-3496, currently pending in the United States Bankruptcy Court for the Southern District of Texas, (d) Official Employment-Related Issues Committee of Enron Corp., et al. v. Jeffrey McMahon, Adversary Proceeding No. 03-3598, currently pending in the United States Bankruptcy Court for the Southern District of Texas, and (e) Official Employment-Related Issues Committee of Enron Corp. v. John J. Lavorato, et al., Adversary No. 03-3721, currently pending in the United States Bankruptcy Court for the Southern District of Texas.

Severance Settlement Fund Proceeds means the net proceeds, if any, to be realized from the Severance Settlement Fund Litigation, which proceeds shall be distributed to Settling Former Employees in accordance with the terms and conditions of the Severance Settlement Fund Trust Agreement.

Severance Settlement Fund Trust means the trust to be created on or prior to the Effective Date, to be funded from the proceeds, if any, realized from the Severance Settlement Fund Litigation, in accordance with the Severance Settlement Fund Trust Agreement for the benefit of Settling Former Employees.

Severance Settlement Fund Trust Agreement means the trust agreement, substantially in the form contained in the Plan Supplement, pursuant to which the Severance Settlement Fund Trustee shall pursue the Severance Settlement Fund Litigation and distribute the Severance Settlement Fund Proceeds.

Severance Settlement Fund Trustee means the Entity appointed by the Employee Committee to administer the Severance Settlement Fund Trust, and to be compensated from the proceeds, if any, realized from the Severance Settlement Fund Litigation, in accordance with the terms and provisions of the Severance Settlement Fund Trust Agreement.

Severance Settlement Order means the order, dated August 28, 2002, of the Bankruptcy Court approving, among other things, a compromise and settlement of severance claims of similarly-situated claimants and authorizing the Employee Committee to commence certain avoidance actions on behalf of the Debtors and their chapter 11 estates.

SFE means Sociedad Fluminense Energia Ltda.

SFV means straight-fixed variable.

Shell means The Royal Dutch/Shell Group.

Shell Settlement means the Definitive Agreement entered into between Affiliates of ENE and Shell relating to disputes over the Cuiabá Project.

Sideriver means Sideriver Investments Limited.

SIPP means Sithe/Independence Power Partners, LP.

6.75% Subordinated Debentures means those certain debentures issued in the original aggregate principal amount of Two Hundred Fifty Million Dollars ($250,000,000.00) in accordance with the terms and conditions of the 6.75% Subordinated Indenture.

SK means SK Corporation.

SK-Enron means SK-Enron Co., Ltd.

SK Gas means SK Gas Co., Ltd.

SK Global means SK Global Co. Ltd.

SK Shipping means SK Shipping Co., Ltd.

Smith Street Equity means capital contributions made by the limited partners of Brazos in the original amount of $8,535,000 made pursuant to that certain First Amended and Restated Agreement of Limited Partnership of Brazos Office Buildings, L.P., dated as of April 4, 1997.

Smith Street Loan means the loan in the original principal amount of $275,965,000 made pursuant to that certain Credit Agreement, dated April 14, 1997, among Brazos, as borrower, and a syndicate of banks with JPMCB as the agent.

Smurfit means Smurfit-Stone Container Corporation.

Snohomish means Public Utility District No. 1 of Snohomish County.

SO2 means sulfur dioxide.

Solicitation Agent means Innisfree.

Southern Natural Gas means Southern Natural Gas Company, a subsidiary of El Paso.

Special Litigation Trust means the trust to be created on the Effective Date in accordance with the provisions of Article XXIII of the Plan and the Special Litigation Trust Agreement for the benefit of holders of Allowed General Unsecured Claims in accordance with the terms and provisions of Article XXIII of the Plan.

Special Litigation Trust Agreement means the Special Litigation Trust Agreement, which agreement shall be in form and substance satisfactory to the Creditors' Committee and substantially in the form contained in the Plan Supplement, pursuant to which the Special Litigation Trust shall pursue the Special Litigation Trust Claims, if applicable, and distribute the proceeds thereof, if any.

Special Litigation Trust Board means the group of up to five (5) Persons appointed prior to the Effective Date by the Bankruptcy Court, all of whom shall be nominated by the Creditors' Committee, or any replacements thereafter selected in accordance with the provisions of the Special Litigation Trust Agreement, who shall determine in accordance with the Special Litigation Trust Agreement whether to prosecute, compromise or discontinue any Special Litigation Trust Claims.

Special Litigation Trust Claims means those claims and causes of action, other than claims and causes of action arising under sections 544, 545, 547, 548, 549, 550, 551 and 553 of the Bankruptcy Code, of the Debtors or Debtors in Possession, if any, that are not included in the Assets of any Debtor, including, without limitation, the claims and causes of action asserted, or which may be asserted, in the Montgomery County Litigation and such other causes of action against the Debtors' former insiders and such other Entities as may be described in the Special Litigation Trust Agreement or be subject to the Mediation Orders and which are specified in the Plan Supplement; provided, however, that, under no circumstances, shall such claims and causes of action include (a) Litigation Trust Claims to be prosecuted by the Litigation Trust and (b) any claims and causes of action waived and released in accordance with Sections 28.3 and 42.6 of the Plan.

Special Litigation Trust Interests means the twelve million (12,000,000) beneficial interests in the Special Litigation Trust to be deemed to be distributed to holders of Allowed General Unsecured Claims pursuant to Article XXIII of the Plan.

Special Litigation Trustee means Stephen Forbes Cooper, LLC or such other Entity appointed by the Special Litigation Trust Board and approved by the Bankruptcy Court to administer the Special Litigation Trust in accordance with the terms and provisions of Article XXIII of the Plan and the Special Litigation Trust Agreement.

SPEs means special purpose entities.

SPG means Simon Property Group, LP.

Spokane means Spokane Energy, LLC.

Spokane Trust means the Spokane Energy Funding Trust.

SPPC means Sierra Pacific Power Company.

SSLC means Smith Street Land Company, a Debtor.

State Street means State Street Bank and Trust Company of Connecticut, National Association, a national banking association.

State Street (MA) means State Street Bank and Trust Company, a Massachusetts corporation.

Statutorily Subordinated Claim means any Claim that is subject to subordination under section 510(b) of the Bankruptcy Code, including, without limitation, (i) any and all Claims for fines, penalties, forfeitures, or other non-pecuniary, direct or non-proximate damages and (ii) any and all Claims of a holder or former holder of an Equity Interest for rescission of or damages arising from or relating to the purchase or sale of an Equity Interest.

St. Charles Development means St. Charles Development Company, L.L.C., a Debtor.

Sterling CLN Trust means the Enron Sterling Credit Linked Notes Trust.

Stock Plans means the four fixed Stock Plans under which options for shares of ENE common stock have been or could have been granted to officers, employees and non-employee members of the Board.

Storage Gas means 55 bcf of *"cushion gas,"* and 25 bcf of *"working gas"* that was part of Project Triple Lutz in the Bammel/Triple Lutz financing structure.

Subordinated Claim means a Section 510 Enron Senior Notes Claim, a Section 510 Enron Subordinated Debenture Claim, a Section 510 Enron Preferred Equity Interest Claim, a Section 510 Enron Common Equity Interest Claim, a Penalty Claim, an Enron TOPRS Subordinated Guaranty Claim or an Other Subordinated Claim.

Sundance means Sundance Assets, LP.

Swiss Re means Swiss Reinsurance Company.

Tax Advance means the amount the Debtors or Reorganized Debtors will advance to the Disputed Claims Reserve if the Disputed Claims Reserve has insufficient funds to pay any applicable taxes imposed upon it or its assets.

Tax Sharing Agreement means an agreement between Enron Corp. and one or more other corporations that is included with Enron Corp. in a consolidated, combined or unitary tax return which provides for the allocation of aggregate tax liabilities and refunds, obligations to make intercompany payments in lieu of taxes and/or compensation for the use of tax benefits.

TBG means Transportadora Brasileira Gasoduto Bolivia – Brasil, S.A.

TBS means Transborder Gas Services Ltd.

TBtu/d means trillion British thermal units per day.

TEPI means Texaco Exploration and Production, Inc.

TETAS means Turkiye Elektrik Ticaret ve Taahut A.S., the state-owned Turkish electricity contracting and trading company.

Texaco means Texaco, Inc.

TGS means Transportadora de Gas del Sur S.A.

The Williams Companies means The Williams Companies, Inc.

Timber means Timber I, LLC.

Tittle Action means the ERISA-related class action syled, C.A. No. H-01-3913 (Consolidated); *Pamela M. Tittle, et al. v. Enron Corp., et al.*; In the United States District Court for the Southern District of Texas, Houston Division.

TLS means TLS Investors, L.L.C., a Debtor.

TOH2L means Teeside Operations Holdings 2 Limited.

TOH4L means Teeside Operations Holdings 4 Limited.

TOPRS means the Trust Originated Preferred Securities issued by each of ECT I and ECT II in connection with (a) the formation of EPF I and EPF II, respectively, and (b) the Enron TOPRS Debentures, the ENA Debentures and the ETS Debentures, among other securities.

TOPRS Stipulation means that certain Stipulation and Order Regarding Issues By and Among Enron Corp., Enron Transportation Services Company, Enron Preferred Funding L.P., Enron Preferred Funding II L.P., Enron Capital Trust I, Enron Capital Trust II and National City Bank, as Indenture Trustee and Property Trustee, dated September 18, 2003, and as so ordered by the Bankruptcy Court on October 2, 2003.

TPC means The Protane Corporation, a Debtor.

TPFL means Teeside Power Financing Limited.

TPHL means Teeside Power Holdings Limited.

TPL means Teeside Power Limited.

TPS Dell means TPS Dell, L.L.C.

Trakya means Trakya Elektrik Uretim ve Ticaret A.S.

TransCanada means TransCanada PipeLines Limited.

Transwestern means Transwestern Pipeline Company.

Transwestern Gathering means Transwestern Gathering Company, a Debtor.

Transwestern Holding means Transwestern Holding Company, Inc.

Travelers means Travelers Casualty and Surety Company of America.

Treasury Regulations means regulations promulgated by the U.S. Department of Treasury pursuant to the IRC.

TRH means T. R. Holdings Ltda.

Tribes means the Confederated Tribes of the Warm Springs Reservation of Oregon.

Tribune means Tribune Company.

Trojan means the Trojan Nuclear Plant.

Trojan Decommissioning Plan means the Trojan Nuclear Plant Decommissioning Plan (PGE-1061) which incorporates the Post-Shutdown Decommissioning Activities Report and the License Termination Plan required by 10 CFR 50.82, the Oregon Office of Energy in Oregon Administrative Rule (OAR) 345-026-0370 and 10 CFR 50.54(bb).

TRSA or Transredes means Transredes-Transporte de Hidrocarburos, S.A.

Trust Beneficiaries means the holders of the Allowed General Unsecured Claims, Allowed Enron Guaranty Claims and Allowed Intercompany Claims.

TSI means Tenant Services, Inc., a Debtor.

TWh means terawatt hours.

UBS means UBS AG.

Unsecured Claim means any Claim against the Debtors, other than an Administrative Expense Claim, a Secured Claim, a Priority Non-Tax Claim, a Priority Tax Claim, a Subordinated Claim, or a Convenience Claim.

URP means Utility Reform Project.

USDOE means the United States Department of Energy.

USFWS means the United States Fish and Wildlife Service.

U.S. Trustee means the Office of the United States Trustee for the Southern District of New York.

Valhalla means Valhalla, GmbH.

Valkyrie means Enron Valkyrie, L.L.C.

Value means the Cash realized, at any time, from the disposition of all or any portion of the Assets; provided, however, that, with respect to the Prisma Common Stock, CrossCountry Common Stock, Existing PGE Common Stock and PGE Common Stock, as the case may be, the "Value" thereof as determined by the Bankruptcy Court as of the Confirmation Date, as the same may be increased or reduced in accordance with the provisions of the Plan; and, provided, further, that, to the extent that all of the Prisma Common Stock, CrossCountry Common Stock, Existing PGE Common Stock or PGE Common Stock, as the case may be, is converted into Cash, one or more promissory notes, equity interests of the purchase thereof or such other form of consideration prior to the later to occur of (1) the commencement of distributions with respect thereto and (2) the Effective Date, the "Value" of such amount realized in Cash or the then-fair market value of the consideration received as determined by the Bankruptcy Court; and, provided, further, that to the extent that a portion, but not all, of the Prisma Common Stock, CrossCountry Common Stock, Existing PGE Common Stock or PGE Common Stock, as the case may be, is converted into Cash, one or more promissory notes, equity interests of the purchaser thereof or such other form of consideration prior to the later to occur of (1) the commencement of distributions with respect thereto and (2) the Effective Date, the "Value" of such Prisma Common Stock, CrossCountry Common Stock, Existing PGE Common Stock or PGE Common Stock, as the case may be, shall be equal to the sum of (i) the Cash or then-fair market value of such consideration as determined by the Bankruptcy Court realized from such disposition plus (ii) the product of (y) such consideration realized per share upon such disposition of Prisma Common Stock, CrossCountry Common Stock, Existing PGE Common Stock or PGE Common Stock, as the case may be, times (z) the number of share of Prisma Common Stock, CrossCountry Common Stock, Existing PGE Common Stock or PGE Common Stock, respectively, remaining with the Debtors immediately following such disposition.

VEA means Valley Electric Association, Inc.

VEBA means Voluntary Employee Benefit Association.

Vengas means Vengas, S.A.

Ventures means Enron Ventures Corp., a Debtor.

Venue Movants means Dynegy, Inc. (and its affiliates), Statex Petroleum, Packaged Ice, Inc. (and its affiliates), EC Power, Petro-Hunt, L.L.C., Tenaska Marketing Ventures, Pioneer Resources USA, Inc., Pure Resources, Inc., Spinnaker Exploration Company, Equiva Trading Company, Shell Chemical Risk Management Company, Shell Chemical L.P., Dunhill Resources I, LLC, Pamela M. Tittle, Thomas O. Padgett, Gary S. Dreadin, and Southern Ute Indian Tribe d/b/a Red Willow Production Company. Joinders in the transfer motions were filed by Reliant Energy Services, Inc., Anning-Johnson Company, Contour Energy Co., PDM Strocal, Phillips Petroleum Company, El Paso Merchant Energy L.P., the Texas Comptroller of Public Accounts, the Texas Workforce Commission, the Texas General Land Office, the Texas Natural Resource Conservation Commission, the Florida Board of Administration and Exco Resources.

VEPCO means Virginia Electric and Power Company.

V. Holdings means V. Holdings Industries, S.A.

Victory Garden means Victory Garden Power Partners LLC, a Debtor.

Viking means Viking Gas Transmission Company.

Voting Procedures Order means the Final Order of the Bankruptcy Court, dated [_____, 2003] (Docket # _____) setting forth procedures with respect to voting and the temporary allowance of claims for voting purposes.

VPP means volumetric production payment.

Wabash means Wabash Valley Power Association.

WarpSpeed means Enron WarpSpeed Services, Inc., a Debtor.

WD Management Agreement means that certain Management Agreement, dated as of February 27, 2003, between Enron Wind LLC and Wind Development Trust.

WD Trust means the grantor trust created pursuant to the WD Trust Agreement.

WD Trust Agreement means that certain Wind Development Trust Agreement, dated as of February 27, 2003, by and among Enron Wind Development LLC, Enron Wind Domestic Holding LLC, Enron Wind LLC, EREC and Cloyses Partners LLC, as Managing Trustee.

WECC means Western Electricity Coordinating Council.

Wells Fargo means Wells Fargo Bank Minnesota, N.A.

Wessex means Wessex Water Ltd.

West LB means Westdeutsche Landesbank Girozentrale.

WGM means Weil, Gotshal & Manges LLP.

Whitewing LLC means Whitewing Management LLC.

Whitewing LP means Whitewing Associates, L.P.

Wholesale Contracts means physical and financial contracts relating to numerous commodities, including, but not limited to, power, natural gas, interest rates and currencies, crude oil, liquid fuels, coal, pulp and paper, steel, metals, freight, lumber, and weather.

Wholesale Protocol means the protocol for the efficient processing of settlements concerning terminated Safe-Harbor Agreements, which was approved by the Bankruptcy Court on May 30, 2002 (Docket #4129).

Wholesale Services means the Enron Companies' wholesale business unit.

Wilmington means Wilmington Trust Company.

Wiltshire means Wiltshire Financial Asset, LLC.

Wind means Enron Wind Corp.

Wind Development means Enron Wind Development LLC, a Debtor.

Wind Guaranty Claim means any Unsecured Claim, other than an Intercompany Claim, against Wind arising from or relating to an agreement by Wind to guarantee or otherwise satisfy the obligations of another Debtor.

Wind Guaranty Distributive Assets means the Plan Currency to be made available to holders of Allowed Wind Guaranty Claims in an amount equal to the sum of (A) the product of (i) seventy percent (70%) times (ii) the lesser of (a) the sum of the Wind Guaranty Claims and (b) the product of (y) the Value of Wind's Assets minus an amount equal to the sum of (1) one hundred percent (100%) of Wind's Administrative Expense Claims, Secured Claims and Priority Claims plus (2) an amount equal to the product of Wind's Convenience Claim Distribution Percentage times Wind's Convenience Claims times (z) a fraction, the numerator of which is equal to the amount of the Wind Guaranty Claims and the denominator of which is equal to the sum of Wind's (1) General Unsecured Claims, (2) Wind Guaranty Claims and the Intercompany Claims plus (B) the product of (i) thirty percent (30%) times (ii) the Value of all of the Debtors' Assets, calculated as if the Debtors' chapter 11 estates were substantively consolidated, minus an amount equal to the sum of (1) one hundred percent (100%) of all Debtors' Administrative Expense Claims, Secured Claims and Priority Claims, calculated on a Consolidated Basis, plus (2) the sum of the products of each Debtors' Convenience Claims times its respective Convenience Claim Distribution Percentage times (iii) a fraction, the numerator of which is equal to fifty percent (50%) times an amount equal to the sum of the lesser of, calculated on a Claim-by-Claim basis, (1) the amount of Wind Guaranty Claims and (2) the corresponding primary Claim, calculated on a Consolidated Basis, and the denominator of which is equal to the sum of (y) all Debtors' General Unsecured Claims, calculated on a Consolidated Basis and (z) fifty percent (50%) of all Enron Guaranty Claims and Wind Guaranty Claims; provided, however, that, for purposes of calculating "Wind Guaranty Distributive Assets", such calculation shall not include the Assets of or the General Unsecured Claims against either of the Portland Debtors.

Wind Management Agreements means the WD Management Agreement and the WS Management Agreement.

Wind Reserve Fund means the fund in the amount of Twenty-Five Million Dollars ($25,000,000.00) created pursuant to the Wind Reserve Fund Order.

Wind Reserve Fund Order means the order, dated June 23, 2003, of the Bankruptcy Court approving the terms and conditions of a compromise and settlement with respect to issues arising from or related to the sale of certain assets of Wind and its affiliates to GECC and its designee.

Wind Trusts means the WD Trust and the WS Trust.

Wind Trusts Assets means the assets subject to the respective Wind Trusts.

Winterthur means Winterthur International Insurance Company Ltd.

WPE means White Pine Energy, LLC.

WS Management Agreement means that certain Management Agreement, dated as of February 27, 2003, between Enron Wind LLC and Wind Systems Trust.

WS Trust means the grantor trust created pursuant to the WS Trust Agreement.

WS Trust Agreement means that certain Wind Systems Trust Agreement, dated as of February 27, 2003, by and among Enron Wind Systems LLC, Enron Wind Domestic Holding LLC, Enron Wind LLC, EREC and Cloyses Partners LLC, as Managing Trustee.

WSCC means Western System Coordinating Council.

WWP means The Washington Water Power Company, predecessor to Avista.

YGC means Yuchengco Group of Companies.

Yosemite I means Yosemite Securities Trust I.

Yosemite Securities means Yosemite Securities Company Ltd.

YPEB means Yacimientos Petroliferos Fiscales Bolivianos.

Zephyrus means Zephyrus Investments L.L.C.

Zond Minnesota means Zond Minnesota Construction Company, LLC, a Debtor.

Zond Pacific means Zond Pacific, LLC, a Debtor.

ZWHC means ZWHC LLC, a Debtor.