

IN THE UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION

United States Courts  
Southern District of Texas  
FILED

MAR 24 2005

Michael N. Milby, Clerk of Court

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IN RE ENRON CORPORATION  
SECURITIES, DERIVATIVE &  
"ERISA" LITIGATION

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MDL-1446

United States Courts  
Southern District of Texas  
ENTERED

MAR 30 2005

Michael N. Milby, Clerk of Court

This document Relates to  
MARK NEWBY, ET AL.,

Plaintiffs,

VS.

CIVIL ACTION NO. H-01-3624  
AND CONSOLIDATED CASES

ENRON CORPORATION, ET AL.,

Defendants.

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PIRELLI ARMSTRONG TIRE  
CORPORATION RETIREE MEDICAL  
BENEFITS TRUST, Derivatively  
on behalf of Enron  
Corporation,

Plaintiff,

VS.

CIVIL ACTION NO. H-01-3645

KENNETH L. LAY, ROBERT A. BELFER,  
NORMAN P. BLAKE, JR., RONNIE C. CHAN,  
JOHN H. DUNCAN, WENDY L. GRAMM,  
ROBERT K. JAEDICKE, CHARLES A.  
LEMAISTRE, JOHN MENDELSON,  
PAULO V. FERRAZ PEREIRA,  
FRANK SAVAGE, JOHN WAKEHAM,  
HERBERT S. WINOKUR, JR., ANDREW S.  
FASTOW, and ENRON CORPORATION,  
An Oregon corporation,

Defendants.

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**AGREED ORDER EXTENDING TIME FOR  
CERTAIN DEFENDANTS' OBJECTIONS TO SETTLEMENT**

WHEREAS, on February 4, 2005, the Court entered the Order Preliminarily Approving Settlement, which concerns a proposed settlement of three cases involving certain directors and officers of Enron, including the Derivative Action;

WHEREAS, the Order Preliminarily Approving Settlement provides, *inter alia*, that a settlement hearing will be held on April 11, 2005 and that any person wishing to be heard at the hearing must serve notice of intention, setting forth briefly each objection and grounds therefor, on or before March 28, 2005;

WHEREAS, the parties in the Derivative Action and the undersigned Defendants are negotiating a resolution to objections to the proposed settlement that the undersigned Defendants would otherwise raise, and the parties believe that with further time to complete these discussions, there would be no necessity for any objections from the undersigned Defendants;

WHEREAS, the objections currently being discussed by the parties in the Derivative Action and the undersigned Defendants relate to the possible impact of the Derivative Action Judgment on an adversary proceeding in the Bankruptcy Court of the Southern District of New York captioned *Enron Corp., et al. v. Citigroup Inc., et. al. Adv. Pro. 03-09266 (AJG)*;

WHEREAS, the objections currently being discussed by the parties in the Derivative Action and the undersigned Defendants would not affect any Members of the Settlement Class;

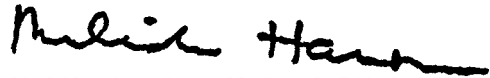
WHEREAS, the Court has coordinated the settlement hearing with a hearing in the United States Bankruptcy Court for the Southern District of New York concerning approval of the same settlement, which will also be held on April 11, 2005; and

WHEREAS, objections to the proposed settlement must be filed with the Bankruptcy Court for the Southern District of New York by 5:00 p.m. (Eastern Time) on April 6, 2005;

NOW, therefore, the undersigned Parties stipulate and agree as follows:

1. The time for the undersigned Defendants to serve notice of their intention to appear at the settlement hearing on April 11, 2005, setting out briefly each objection and the basis therefor, is extended to 5:00 p.m. (Eastern Time), on April 6, 2005.

SIGNED this 29<sup>th</sup> day of March, 2005



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THE HONORABLE MELINDA HARMON  
UNITED STATES DISTRICT JUDGE

Respectfully submitted,

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