

AMENDED NOTICE OF CONSOLIDATION

TO THE HONORABLE JUDGE OF SAID COURT:

The Outside Directors respectfully submit this Amended Notice of Consolidation per this Court's November 8, 2002 Order to clarify and correct erroneously styled pleadings. It has come to the attention of the Outside Directors that the original Notices of Consolidation, separately filed for each of these four removed cases, may not have all come to the attention of this Court. The Outside Directors sincerely apologize for any confusion this has caused.

This Amended Notice of Consolidation is filed on behalf of the undersigned pursuant to the order of the United States District Judge Lee Rosenthal, entered December 12, 2001, in the consolidated Enron-related securities litigation now pending in the Houston Division, *Newby v. Enron Corporation, et al.*, Civil Action No. H-01-3624, providing that "all actions involving or relating to the financial difficulties of Enron Corporation, pending in the Southern District of Texas, are consolidated in the court in which the oldest related case was filed in this district, which is Civil Action No. H-01-3624, *Newby v. Enron Corporation, et al.* Other actions later filed in this district relating to the same core of operative facts and issues will also be consolidated in this court." A copy of Judge Rosenthal's December 12, 2001 Order is attached as Exhibit "A."

These removed actions is a later filed action relating "to the same core of operative facts and issues" as *Newby*. Therefore, these actions should be consolidated with *Newby* in the Houston Division of the United States District Court for the Southern District of Texas.

WHEREFORE, Defendant prays that these actions be consolidated as a securities action with Civil Action No. H-01-3624, *Newby v. Enron Corporation, et al.*, now pending before United States District Judge Melinda Harmon in the Houston Division of the United States District Court for the

Southern District of Texas.

Respectfully submitted,

GIBBS & BRUNS, L.L.P.

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CERTIFICATE OF SERVICE

I certify that a true and correct copy of this pleading was served on the ESL website, as well as all counsel on the attached Service List of record on November 22, 2002 via certified mail, return receipt requested.

Robin C. Gibbs / by BTR w/ permission
Robin C. Gibbs

The Service List

May be Viewed in

the Office of the Clerk

The Exhibit(s) May

Be Viewed in the

Office of the Clerk