



1. My name is Ronald E. Cook, and I am an adult resident of Harris County, Texas. I have personal knowledge of the matters set forth in this Declaration, and the matters set forth in this Declaration are true and correct.

2. I have been a licensed attorney in the State of Texas since October 1976, and I am a partner in the law firm of Cook & Roach, L.L.P., which represents Defendant Alliance Capital Management L.P. (“Alliance Capital”) in this action. I submit this declaration in support of Alliance Capital’s Opposition to the Appointment of Staro Asset Management, LLC (“Staro”) as Class Representative pursuant to Federal Rule of Civil Procedure 23.

3. Attached as Exhibit 1 is a true and correct copy of the minuscule version of the deposition transcript of Donald T. Bobbs, dated September 10, 2003.

4. Attached as Exhibit 2 is a true and correct copy of selected pages from the SEC Form S-3 Registration Statement for Enron Corporation’s \$1,907,698,000 Zero Coupon Convertible Senior Notes Due 2021, filed on June 1, 2001.

5. Attached as Exhibit 3 is a true and correct copy of the SEC Form 8-K for Enron Corporation, filed on November 8, 2001.

6. Attached as Exhibit 4 is a true and correct copy of the Certification of Colin M. Lancaster in Support of Motion of Staro Asset Management LLC for Appointment as Lead Counsel on Behalf of Debt Securities Purchasers, dated December 21, 2001.

7. Attached as Exhibit 5 is a true and correct copy of the Responsive Brief in Further Support of Motion of Staro Asset Management LLC to Serve as Lead Plaintiffs on Behalf of the Debt Securities Class and in Opposition to Competing Motions, dated January 22, 2002.

8. Attached as Exhibit 6 is a true and correct copy of the Reply Brief in Further Support of Motion of Staro Asset Management LLC for Appointment as Lead Counsel on Behalf of Debt Securities Purchasers, dated January 28, 2002.

9. Attached as Exhibit 7 is a true and correct copy of the Declaration of Professor Steven P. Feinstein, Ph.D, CFA, dated January 28, 2002, which originally was filed as an exhibit to the Reply Brief in Further Support of Motion of Staro Asset Management LLC for Appointment as Lead Counsel on Behalf of Debt Securities Purchasers, dated January 28, 2002.

10. Attached as Exhibit 8 is a true and correct copy of a Stark Investments organizational chart, Bates-Numbered ENE-STARO-02248-54.

11. Attached as Exhibit 9 is a true and correct copy of a trading report for Stark Investments International, Shepherd Trading, and Reliant Trading, listing the “Schedule of All Enron Securities Transactions in [the] Class Period,” Bates-Numbered STARO-0001956-69.

12. Attached as Exhibit 10 is a true and correct copy of a letter from Arthur Stock, Esq. of Berger & Montague, P.C. to Guy C. Quinlan, Esq. of Clifford Chance US LLP, dated September 5, 2003.

13. Attached as Exhibit 11 is a true and correct copy of selected pages from a book by Lois Peltz titled The New Investment Superstars: 13 Great Investors and Their Strategies for Superior Returns (John Wiley & Sons, Inc., New York 2001).

14. Attached as Exhibit 12 is a true and correct copy of selected pages from a book by Brian J. Stark titled Special Situation Investing: Hedging, Arbitrage, and Liquidation (Dow Jones-Irwin, Homewood, Illinois 1983).

15. Attached as Exhibit 13 is a true and correct copy of a symposium article by Leon M. Metzger titled "Recent Market Events and the Foundation for Global Market Crises: Hedge Funds," 4 FORDHAM FIN. SEC. & TAX L.F. 5 (1999).

16. Attached as Exhibit 14 is a true and correct copy of selected pages from a Staff Report to the United States Securities and Exchange Commission titled "Implications of the Growth of Hedge Funds" (September 2003).

FURTHER AFFIANT SAYETH NOT.

  
Ronald E. Cook

SUBSCRIBED AND SWORN TO BEFORE ME on this 23<sup>rd</sup> day of October, 2003.



  
Notary Public in and for  
The State of Texas

The Exhibit(s) May

Be Viewed in the

Office of the Clerk